



34th

Annual Report
2015–2016

RITESH INTERNATIONAL LIMITED



MANAGEMENT

BOARD OF DIRECTORS

Chairman-cum-Managing Director

Sh. Rajiv Arora

Executive Director &
Chief Financial Officer

Sh. Devraj Angaria (w.e.f. 01.04.2016)
Sh. Ritesh Arora (upto 01.04.2016)

Company Secretary

Ms. Neha Bedi

Independent Directors

Sh. Raghu Nath Nayyar
Sh. Raj Kumar Sood (upto 31.03.2016)
Smt. Kamal Khanna (upto 01.10.2015)
Smt. Retta Challana (w.e.f. 01.10.2015)

Non-Executive Director

Sh. Rijul Arora (w.e.f. 31.03.2016)

Auditors

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

Bankers

Allahabad Bank
Clock Tower, Ludhiana

Works

Momnabad 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, Ist 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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Date : 26 th September, 2016	Management Discussion & Analysis Report	27
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**NOTICE**

NOTICE is hereby given that the 34th Annual General Meeting of the Members of **Ritesh International Limited** will be held on Monday, 26th day of September, 2016 at 11:00 A.M. at 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, 2016 including Audited Balance Sheet as at March 31, 2016, 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 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(1), 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, 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 2016-17 at such remuneration as may be finalized by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **To appoint Smt Reeta Challana as an Independent Director of the Company and 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 152 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), Smt. Reeta Challana (DIN 07303169), who was appointed as an Additional Director of the Company by the

Board of Directors at its meeting held on October 03, 2015, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from her alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 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) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to appoint Smt Reeta Challana (DIN 07303169), as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 01.10.2015."

"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."

5. **To appoint Sh. Rijul Arora as a Director of the Company and 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 152 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), Sh. Rijul Arora (DIN 07477956) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on April 8, 2016 whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Companies Act,



2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

"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."

6. To appoint Sh. Dev Raj Angaria as an Executive Director of the Company and 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 152 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), Sh. Dev Raj Angaria (DIN 07477943) who was appointed as an Additional Director in the meeting of the Board of Directors held on 08.04.2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government and/or any other authority, if required, consent of the members be and is hereby accorded to appoint Sh. Dev Raj Angaria as an Executive Director of the Company for a period of five years, liable to retire by rotation, w.e.f. 01.04.2016 at the remuneration of Rs. 2,80,596/-p.a."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to the Executive Director as per the provisions of Schedule V of the Companies Act, 2013."

"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 Sh. Dev Raj Angaria, Executive Director of the Company as permissible under the Companies Act, 2013."

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

sd/-

(Rajiv Arora)

Place : Ludhiana

Date : 13.08.2016 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 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.**
- 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 physical form can submit their PAN to the Company/ Skyline Financial Services Private Limited.
 - vi) The register of members and the share transfer books of the company will remain closed from 24th September, 2016 to 26th September, 2016 (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 or with the 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 Report along with them, as copies of the 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) Mr. Bhupesh Gupta, Company Secretary has 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 and on the website of CDSL and will be communicated to the stock exchanges.
 - xiii) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means.
 - xiv) **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 20.09.2016 (CUT OFF DATE). 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, 2016 at 9:00 AM and ends on 25th September, 2016 at 05:00 PM. 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> <p>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 Number in the PAN field.</p> <p>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.</p>
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 demat account or in the company records for the said demat account or folio.</p> <p>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).</p>

- 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>.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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 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.
- s. Note for Non-Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than indivi -



duals, 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 they have to create compliance user using the admin login and password. The Compliance user would be able to link the accounts(s) for which they wish to vote on.

The list of accounts linked in the login 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

ITEM NO.4

As recommended by Nomination and Remuneration Committee, Smt Reeta Challana (DIN 07303169) was appointed as an Additional Director of the Company by the Board of Directors with effect from October 1, 2015. In terms of Section 161(1) of the Companies Act, 2013, Smt Reeta Challana holds office upto the date of this Annual General Meeting and is eligible for the appointment as a

Director. The Company has received a Notice from her in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

Smt. Reeta Challana (DIN 07303169) was appointed as an Independent Director of the Company with effect from October 1, 2015 by the Board of Directors pursuant to Section 149 of the Companies Act, 2013.

Smt. Reeta Challana is independent of the management and in the opinion of the Board fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Smt Reeta Challana as a Director, liable to retire by rotation.

A brief profile of Smt. Reeta Challana is provided at the end of this statement.

None of the Directors or Key Managerial Personnel except Smt Reeta Challana, Director of the Company are interested in the resolution.

ITEM NO.5

As recommended by Nomination and Remuneration Committee, Sh. Rijul Arora (DIN 07477956) was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2016. In terms of Section 161(1) of the Companies Act, 2013, Sh Rijul Arora holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 6 of the Notice for the appointment of Sh Rijul Arora as a Director, liable to retire by rotation.

A brief profile of Sh Rijul Arora is provided at the end of this



statement.

None of the Directors or Key Managerial Personnel except Sh Rijul Arora, Director, Sh Rajiv Arora, Chairman-Cum-Managing Director of the Company are interested in the resolution.

ITEM NO.6

As recommended by Nomination and Remuneration Committee, Sh. Devraj Angaria (DIN 07477943) was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2016. In terms of Section 161(1) of the Companies Act, 2013, Sh. Devraj Angaria holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

The Board of Directors in its meeting held on April 08, 2016 also appointed Sh. Devraj Angaria as the Executive Director of the Company subject to approval of the Members. Accordingly, the Members of the Company have given their consent to appoint Sh. Devraj Angaria as an Executive Director of the Company for a period of five years with effect from April 01, 2016 at a remuneration of Rs 2,80,596/- p.a.

Minimum Remuneration

In the absence of inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Sh. Devraj Angaria.

Pursuant to provisions of Section 197 read with Schedule V of the Companies Act, 2013, the approval of members is required to be obtained for payment of remuneration to Sh. Devraj Angaria w. e. f April 1, 2016 as proposed in the resolution.

The above may be treated as an abstract of the terms and conditions of the appointment of Sh. Devraj Angaria pursuant to Section 197 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel except Sh. Devraj Angaria, Executive Director are interested in the resolution.

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

Name of the Director	Reeta Challana	Dev Raj Angaria	Rijul Arora	Rajiv Arora
DIN	07303169	07477943	07477956	00079838
Date of Birth	16/06/1959	05/01/1976	20/01/1995	23/04/1959
Date of Appointment	01/10/2015	1/04/2016	31/03/2016	22/05/1982
Expertise in specific functional area	She has more then 2 years of experience in the business management	He has 15 years of experience in accounting and tax matters	He has just joined the business & has potential to take business to new heights	He has more than 35 years of experience in the business & industry
No. of Shares in the Company	Nil	300	3,11,007	22,51,510
Qualification	X/SSLC/Junior/Equivalent	Graduation	Graduation	Graduation
Directorships held in other companies	Nil	Nil	Nil	i)Kishan Chand and Co. Oil Industries Ltd. ii)Kamal Oil and Allied Industries Ltd.
Position held in Mandatory committees of other companies	Member of Nomination and Remuneration Committee and Audit Committee	Nil	Member of Nomination and Remuneration Committee	Member of Audit Committee and Stakeholders Relationship Committee.
Relationship with other Directors	Smt Reeta Challana does not have any pecuniary relation with any of the directors of the company.	Sh. Dev Raj Angaria does not have any pecuniary relation with any of the directors of the company	Sh. Rajiv Arora (Father)	Sh. Rijul Arora (Son)

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

**Place : Ludhiana
Date : 13.08.2016**

**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 34th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS

Particulars	Amount (Rs. In Lacs)	
	2015-2016	2014-2015
Operating and other income	2206.62	2921.97
Profit/(Loss) before Depreciation	30.28	(527.19)
Less: Depreciation	29.68	34.54
Profit for the year	0.60	(561.73)

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review your company's operating and other income was Rs.2206.62 lacs (previous year of Rs. 2921.97 lacs). The company has earned a profit of Rs. 0.60 lacs (Previous year loss of Rs 561.73 lacs) 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. 2417.39 lacs (Previous year Rs. 3226.79 lacs) which have resulted into profit of Rs. 0.60 lacs (Previous year loss of Rs 561.73 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

The Board has not recommended any dividend due to inadequate profits during the year under review.

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

Profit of the current year has been transferred to the Reserves and Surplus.

CHANGES IN SHARE CAPITAL

There is no change in the Share capital of the company during the Financial Year 2015-16.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During F.Y. 2015-16, Company has not given any loan or Guarantee or provides security in connection with a loan to any other body corporate and person.**AUDITOR'S**

i) Statutory Auditors

At the Annual General Meeting held on 27th September, 2014 M/s Ashok Shashi & Co., Chartered Accountants, Ludhiana were appointed as Statutory Auditors of the Company to hold office till the conclusion of 37th AGM of the company in terms of provisions of Section 139 of the Companies Act, 2013. The appointment of Statutory Auditor 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, Ludhiana has been appointed as Secretarial Auditors of the company by board to conduct the secretarial audit for the financial year 2015-16.

iii) Internal Auditors

M/s Bhushan & Co., Chartered Accountants who was appointed as an Internal Auditors of the company under section 138 of Companies Act, 2013 conducted internal audit of functions and activities of the company upto January 31, 2016.

N. Mohan & Associates, Chartered Accountants has been appointed as an Internal Auditors of the company w.e.f February 1, 2016.

PARTICULARS OF EMPLOYEES

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 required to disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this report as "Annexure I".

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 has adopted Related Party Transaction Policy and the same is available on the following link-

http://www.riteshinternationaltd.com/read_pdf.php?p_id=77.

Further all the necessary details of transaction entered with the related parties as defined under Section 188 of the Companies Act, 2013 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 II".

INVESTOR SERVICES

The Company is committed to provide the best services to the shareholders/investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrar and Share Transfer Agent (RTA) of the Company for transfer, dematerialization of shares and other investor



related services. No correspondence/ enquiry from any shareholder/investor is pending with the company for reply.

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 III".

EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134(3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

In compliance with the above said provisions the extract of the Annual Return have been annexed with the Board's Report in form MGT-9 as Annexure-IV.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

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

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Smt Kamal Khanna has resigned from the office of Independent Director of the Company w.e.f 01.10.2015 and Smt Reeta Challana is appointed as Additional Director and Independent Director w.e.f 01.10.2015.
2. Sh. Raj Kumar Sood has resigned from the office of Independent Director and Sh. Rijul Arora is appointed as Additional Director of the Company w.e.f 31.03.2016.
3. Sh. Dev Raj Angaria is appointed as Additional Director and Chief Financial Officer of the Company w.e.f 01.04.2016
4. Sh. Ritesh Arora resigned from the office of Chief Financial Officer of the company and is being designated as Non-Executive Director of the Company w.e.f 01.04.2016.
5. Sh. Ritesh Arora resigned as a Non-Executive Director of the Company w.e.f July 01, 2016.

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Presently the Company has two Independent Directors

namely Sh. Raghu Nath Nayyar and Smt. Reeta Challana who have given declaration that they meet the eligibility criteria of independence as provided in sub-section (6) of the Companies Act, 2013.

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 2015-2016, 14 meetings of Board of Directors and 4 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 Risk 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 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.

The policy on Risk Management as approved by the Board may be accessed on the Company's website at the link: http://www.riteshinternationaltd.com/read_pdf.php?p_id=82.

EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT, 2013

Pursuant to the above said provisions of the Companies Act, 2013, 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 taken into account the views of an Executive Directors and Non-Executive Directors vide their separate meeting held on 31.03.2016 at the Registered Office of the Company.

DISCLOSURE ON THE NOMINATION AND