



35<sup>th</sup>

Annual Report  
2016–2017

**RITESH INTERNATIONAL LIMITED**



## MANAGEMENT

### BOARD OF DIRECTORS

Chairman-cum-Managing Director

Sh. Rajiv Arora

Executive Director &  
Chief Financial Officer

Sh. Dev Raj Angaria

Company Secretary

Ms. Neha Bedi

Independent Directors

Sh. Raghu Nath Nayyar  
Smt. Reeta Challana

Non-Executive Director

Sh. Rijul Arora

Auditors

M/s. Ashok Shashi & Co.  
Chartered Accountants  
19, Feroze Gandhi Market, II<sup>nd</sup> 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, I<sup>st</sup> Floor, Okhla Industrial Area, Phase – I,  
New Delhi - 110020  
Tel.: 011 64732681-88, Fax: +91 11 26812682  
Web: www.skylinerta.com

| 35 <sup>th</sup> ANNUAL GENERAL MEETING             | CONTENTS                                | PAGE NO. |
|---|---|----------|
| Day : Saturday                                      | Notice                                  | 1        |
| Date : 16 <sup>th</sup> September, 2017             | Directors' Report                       | 5        |
| Time : 11.00 a.m.                                   | Management Discussion & Analysis Report | 25       |
| Place : 356, Industrial Area-A,<br>Ludhiana-141003. | Corporate Governance Report             | 26       |
|   | Independent Auditors' Report            | 33       |
|   | Balance Sheet                           | 37       |
|   | Statement of Profit & Loss              | 38       |
|   | Cash Flow Statement                     | 39       |
|   | Notes to Financial Statements           | 40       |

**NOTICE**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of **Ritesh International Limited** will be held on Saturday, 16<sup>th</sup> September, 2017 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<sup>st</sup>, 2017 including Audited Balance Sheet as at March 31<sup>st</sup>, 2017, 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. Rijul Arora (DIN 07477956), who retires by rotation and being eligible, offers himself for reappointment.
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 (including any statutory modifications or re-enactment thereof for the time being in force) 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 by the members of the company for the financial year 2017-18 at such remuneration as may be finalized by the Board of Directors of the Company in consultation with the auditors."

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

sd/-

**Place : Ludhiana (Rajiv Arora)**  
**Date : 14.08.2017 Chairman-cum-Managing Director**  
**DIN: 00079838**  
**1108/1, Tagore Nagar, Civil Lines,**  
**Ludhiana- 141001**

**NOTES:**

- i) **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.**

- ii) 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.
- iii) 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.
- iv) 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.
- v) The register of members and the share transfer book of the company will remain closed from 12<sup>th</sup> September, 2017 to 16<sup>th</sup> September, 2017 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- vi) 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.
- vii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.



- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- ix) 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.
- x) Mr. Bhupesh Gupta, Company Secretary has been appointed as 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.
- xi) 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 of CDSL and will be communicated to the stock exchanges.
- xii) **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 the facility to the Members a facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means.
- xiii) 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 11.09.2017 (CUT OFF DATE) 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 13<sup>th</sup> September, 2017 at 9:00 AM and ends on 15<sup>th</sup> September, 2017 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 value.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).<br><br>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.<br><br>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 | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br><br>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>.
- 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 individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

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

**Place : Ludhiana  
Date : 14.08.2017**

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



**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.**

|   |   |
|---|---|
| <b>NAME OF THE DIRECTOR</b>                                     | Rijul Arora   |
| <b>DIN</b>  | 07477956  |
| <b>DATE OF BIRTH</b>  | 20/01/1995  |
| <b>DATE OF APPOINTMENT</b>                                      | 31/03/2016  |
| <b>EXPERTISE IN SPECIFIC FUNCTIONAL AREA</b>                    | Sh. Rijul Arora a Graduate Degree holder having expertise in business administration. |
| <b>NO. OF SHARES IN THE COMPANY</b>                             | 3,11,307  |
| <b>QUALIFICATION</b>  | Graduation  |
| <b>DIRECTORSHIPS HELD IN OTHER COMPANIES</b>                    | NIL   |
| <b>POSITION HELD IN MANDATORY COMMITTEES OF OTHER COMPANIES</b> | NIL   |
| <b>RELATIONSHIP WITH OTHER DIRECTORS</b>                        | He is son of Sh. Rajiv Arora, Chairman cum Managing Director of the Company.          |

**DIRECTORS' REPORT**

Dear Members,

Your Directors have the pleasure in presenting the 35<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2017.

**FINANCIAL RESULTS**

| Particulars  | Amount (Rs. in Lakh) |           |
|--|----------------------|-----------|
|  | 2016-2017            | 2015-2016 |
| Operating and other income   | 2155.20              | 2206.62   |
| Profit/(Loss) before Depreciation                                  | 54.43                | 10.57     |
| Less: Depreciation   | 30.16                | 29.68     |
| Profit/(Loss) after Depreciation                                   | 24.27                | (19.11)   |
| Profit for the year after exceptional, extraordinary items and tax | 31.84                | 0.60      |

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review your company's operating and other income was Rs.2155.20 lakh as compared to previous year of Rs. 2206.62 lakh. The company has earned a profit of Rs. 31.84 lakh as compared to Previous year of profit Rs 0.60 lakh 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. 1953.95 lakh from stearic acids & other non edible oils (Previous year Rs. 2216.74 lakh) and sale of garments Rs. 387.62 lakh (Previous year Rs. 200.65 lakh) during the year under review.

**INFORMATION ON STATE OF COMPANY'S AFFAIRS**

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.

Company is now focusing on the Knitwear Division too. As company has income from sale of garment is Rs. 387.62 Lakh as compared to previous year income of Rs. 200.65 Lakh that is increased by 48.23% from the last year. So company is now in process to increase the market share of its knitwear division in coming years.

**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 2016-17.

**PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

During F.Y. 2016-17, 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 27<sup>th</sup> 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 37<sup>th</sup> 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, Companies Secretaries, Ludhiana has been appointed as Secretarial Auditors of the company by board of director in their meeting held on 30.05.2016 to conduct the secretarial audit for the financial year 2016-17.

**iii) Internal Auditors**

M/s N. Mohan & Associates & Co., Chartered Accountants who was appointed as an Internal Auditors of the company under section 138 of Companies Act, 2013 w.e.f. 01.02.2016 by the board of director of the company in their meeting held on 12.02.2016 to conducted internal audit of functions and activities of the company.

**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](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, 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 shareholder/investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrars and Share Transfer Agents (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. Ritesh Arora (DIN 00080156) director of the company was also a Chief Financial Officer (CFO) of the company has been resigned from the post of CFO w.e.f. 01.04.2016.

2. Ritesh Arora (DIN 00080156) who was designated as Non-Executive Director of the company w.e.f. 01.04.2016 has been resigned from the office of the director of the company w.e.f. 01.07.2016.
3. Sh. Dev Raj Angaria who was earlier appointed as an Additional Director of the company in the meeting of the board of the director held on 08.04.2016 has been regularized by the members in the AGM of the company held on 26.09.2016 during the financial year 2016-17. Further Sh. Dev Raj Angaria has been designated as Chief Financial Officer of the company w.e.f. 01.04.2016 by the board of director in their meeting held on 30.05.2016.
4. Sh. Rijual Arora (DIN 07477956) who was earlier appointed as an additional director of the company has been regularized by the members as Non-Executive Director in the AGM held on 26.09.2016 during the financial year 2016-17.
5. Smt. Reeta Challana (DIN 07303169) who was earlier appointed as an additional director by the board of director, has been appointed as an Independent Director by the members in the AGM held on 26.09.2016.

#### **DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149 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 eligible criteria of independence as provided in sub-section (6) of Sec 149 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 2016-2017, 8 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 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 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](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 there separate meeting held on 31.03.2017 at the Registered Office of the Company.

**DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178(3) OF THE COMPANIES ACT, 2013**

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Your company has a required Nomination and Remuneration committee with the requisite terms of the reference as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Committee framed, adopted and recommended "Nomination & Remuneration Evaluation Policy" vide its committee meeting dated December 10, 2015. The said policy is attached with the Board Report as per "Annexure V".

**AUDIT COMMITTEE**

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sec 177 of the Companies Act,

2013 company has Audit Committee of the company is with the objective 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 comprised of Sh. Raghu Nath Nayyar (Chairman), Sh. Rajiv Arora (Member) and Smt. Reeta Challana (Member). The composition of the Audit Committee consists of Independent Directors viz., Sh. Raghu Nath Nayyar and Smt. Reeta Challana who form the majority. The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Report.

**DISCLOSURE IN RELATION TO VIGIL MECHANISM**

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in its meeting held on December 10, 2015 adopted the Vigil Mechanism Policy in compliance of Companies Act, 2013. The Policy is formulated to provide opportunity to employees and directors to report to management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors who express their concerns and also provides for direct access to Chairman/Chairman of the Audit Committee in exceptional cases. The policy is applicable to all employees and directors of the Company.

The Policy on vigil mechanism and whistle blower policy 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=27](http://www.riteshinternationaltd.com/read_pdf.php?p_id=27).

**CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's and CEO declaration in this regarding compliance of Code of Conduct by Board Members and Senior management personnel is attached and forms part of this Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange is annexed and forms part of this Annual Report.

**SECRETARIAL AUDIT REPORT**

Secretarial Audit Report in format MR-3 by B.K Gupta &



Associates, Secretarial Auditors is annexed with the Board Report. Secretarial Audit Report is annexed herewith as "Annexure VI".

#### **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 judgements 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.

#### **STATUTORY AUDITOR'S REPORT**

Auditor's Report on the accounts is self-explanatory and does not contain any qualifications, reservations or adverse remarks.

#### **GENERAL DISCLOSURE**

Your Director state that no disclosure or reporting is required in respect of the following items as there were no transactions 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 Rights, 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 Tribunals which impact the going concern status and company's operation in the 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 & Redressal) Act, 2013.

#### **ACKNOWLEDGEMENTS**

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.

Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.

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

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

**Place: Ludhiana  
Date : 14.08.2017**