



37th

Annual Report
2018–2019

RITESH INTERNATIONAL LIMITED



MANAGEMENT

BOARD OF DIRECTORS

Chairman-cum-Managing Director

Sh. Rajiv Arora

Executive Director &
Chief Financial Officer

Sh. Rijul Arora

Independent Directors

Smt. Heena
Sh. Raghu Nath Nayyar
Smt. Reeta Challana

Company Secretary

Ms. Neha Bedi

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
Web:www.skylinerta.com

37 th ANNUAL GENERAL MEETING	CONTENTS	PAGE NO.
Day : Saturday	Notice	
Date : 28 th September, 2019	Directors' Report	
Time : 3.00 p.m.	Management Discussion & Analysis Report	
Place : 356, Industrial Area-A, Ludhiana-141003.	Corporate Governance Report	
	Independent Auditors' Report	
	Balance Sheet	
	Statement of Profit & Loss	
	Cash Flow Statement	
	Notes to Financial Statements	

**NOTICE**

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Ritesh International Limited will be held on Saturday, 28th September, 2019 at 03:00 P.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 31st, 2019 including Audited Balance Sheet as at March 31st, 2019, 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 consider the appointment of Mr. Rajiv Arora (DIN: 00079838), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider the appointment of M/s Bhushan Aggarwal & Co., Chartered Accountants as a Statutory Auditor of the Company from 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass 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), Ms. Heena (DIN 08308511), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 12, 2018, 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.

"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 Ms. Heena (DIN 08308511), as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 28.09.2019."

"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 consider and, if thought fit, to pass the following

resolution as a SPECIAL 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), Mr. Raghu Nath Nayyar (DIN 01004154), who was appointed as an Independent Director of the Company by the Shareholders at its meeting held on September 27, 2014, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for re-appointment to the office of Independent Director, be and is hereby appointed as Independent Director of the Company.

"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 by way of a Special Resolution be and is hereby given to re-appoint Mr. Raghu Nath Nayyar (DIN 01004154), as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 28.09.2019."

"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."

By Order of the Board
For Ritesh International Limited
(Rajiv Arora)
Chairman-cum-Managing Director
DIN: 00079838

Place: Ludhiana
Date: 30.08.2019

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 22nd September, 2019 to 28th September, 2019 (both days inclusive).
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.
 - 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. Rajeev Bhambri, 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.
 - 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 37th 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 21.09.2019 (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 25.09.2019 at 9:00 AM and ends on 27.09.2019 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 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.



PAN	For Members holding shares in Demat Form and Physical Form
	<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 number in the PAN field.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.
DAVIDEND 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> <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 number in the Dividend Bank details field as mentioned 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 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 Non- Individual Shareholders and Custodians
Non- Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslidia.com.
After receiving the login details they have to create compliance user should be created 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.

By Order of the Board
For Ritesh International Limited
(Rajiv Arora)
Chairman-cum-Managing Director
DIN: 00079838

Place: Ludhiana
Date:30.08.2019

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

ITEM NO :4

Ms. Heena was appointed as an additional Director of the company in board meeting of the company held on 21.12.2018. Her 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 as an Independent Director for a period/term of five years w.e.f. 28.09.2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Heena is concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in Item no.4 for the approval of the members.

ITEM NO :5

Mr. Raghu Nath Nayyar was appointed as an Independent Director of the company in the annual general meeting held on 27.09.2014 for a period/term of five years. His term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director as an Independent Director for a second term of five years w.e.f. 28.09.2019. In accordance with the provisions of Section 149(10) of the Companies Act, 2013, Special Resolution is required for appointment of an Independent Director for the second term of five years.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Raghu Nath Nayyar is concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in Item no.5 for the approval of the members.

By Order of the Board
For RITESH INTERNATIONAL LIMITED

Rajiv Arora
Chairman-Cum-Managing Director
DIN: 00079838

Place: Ludhiana
Date: 30.08.2019

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	Ms. Heena	Mr. Raghu Nath Nayyar
Din	08308511	01004154
Date of Birth	18-08-1990	09-11-1955
Date of Appointment	21.12.2018	27.09.2014
Expertise In Specific Functional Area	5 Year In Accounts	He Has An Experience of 43 Years In The Field of Garments Industry.
No. Of Shares In The Company	Nil	Nil
Qualification	Post Graduate Diploma In Computer Application	Graduate
Directorships Held In Other Companies	Nil	1.Hind Woollen And Hosiery Mills Pvt. Ltd. 2.Nalanda Spinners Ltd.
Position Held In Mandatory Committees Of Other Companies	Nil	Nil
Relationship With Other Directors	None	None

**DIRECTORS' REPORT**

Dear Members,

Your Directors have the pleasure in presenting the 37th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS

Amount (Rs. In Lakh)		
Particulars	2018-2019	2017-2018
Operating and other income	4009.60	3524.16
Profit/(Loss) before Depreciation	(36.91)	42.05
Less: Depreciation	35.61	(32.11)
Profit/(Loss) after Depreciation before exceptional, extraordinary items and tax	(72.53)	9.94
Adjustments of exceptional & extraordinary items	77.84	3.25
Profit/(Loss) for the year after exceptional, extraordinary items and before tax	5.32	13.19
Profit/(Loss) for the year after tax	5.32	13.19

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review your company's operating and other income was Rs. 4009.60 lakh as compared to previous year of Rs. 3524.16 lakh. The company has earned a profit of Rs. 5.32 lakh as compared to previous year of profit Rs 13.19 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. 3449.99 lakh from stearic acids & other non edible oils (Previous year Rs. 3075.55 lakh) and sale of garments Rs. 531.67 lakh (Previous year Rs. 493.05 lakh) during the year under review.

INDIAN ACCOUNTING STANDARDS (Ind AS)

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from 1st April, 2017 with a transition date of 1st April, 2016. The Financial Results for the year 2018-19 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other recognized accounting practices and policies to the extent applicable. The Financial Results for all the periods of 2018-19 presented have been prepared in accordance with Ind AS.

INFORMATION ON STATE OF COMPANY'S AFFAIRS

The Company has started its operations in the year 1981 with manufacturing of Stearic Acid, Glycerin, etc. The ultimate user of these products is Rubber and PVC industry. The company is working hard to increase the market share of our products.

Knitwear Division of Company is working in the same pace as it was doing earlier. Sale of garments is Rs. 531.67 Lakh as compared to previous year sale of Rs. 493.05 Lakh that is increase of 7.83 % from the last year. Company is now in process to increase the market share of its knitwear division in coming years.

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 2018-19.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Under review during F.Y. 2018-19, 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**

M/s Bhushan Aggarwal & Co Chartered Accountants (FRN: 005362N) proprietorship, has confirmed their eligibility for term (commencing from 37th Annual General Meeting Till the conclusion of 42nd Annual General Meeting) for their appointment as statutory auditor under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

ii) Secretarial Auditors

M/s Rajeev Bhambri & Associates, Companies Secretaries, were appointed during the year as Secretarial Auditors of the company by board of directors to conduct the secretarial audit for the financial year 2018-19. Board of directors has also proposed to appoint them for the financial year 2019-20.

iii) Internal Auditors

M/s N. Mohan & Associates & Co., Chartered Accountants has been appointed as an Internal Auditors of the company under section 138 of Companies Act, by the board of director of the company to conduct 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.

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 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) (I) 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

Pursuant to the provisions of Section 134(3)(a) of Companies Act, 2013, as substituted by Companies (Amendment) Act, 2017, w.e.f. 31st July, 2018, the web address of the extract of Annual Return of the Company is http://www.riteshinternationaltd.com/read_pdf.php?p_id=133.

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. Sh. Rajiv Arora (DIN 00079838), Executive Director of the company is liable to retire by rotation in the ensuing annual general meeting of the company and being eligible offer himself for re-appointment.
2. Ms. Heena (DIN 08308511), initially appointed as an additional director in the meeting of the board of directors held on 21.12.2018 till the conclusion of ensuing Annual General Meeting, now is proposed to be appointed as an independent director.
3. Mr. Raghu Nath Nayyar (DIN 01004154), completed his term of five years w.e.f. 27.09.2014, now is proposed to be re-appointed for a further period /term of five years w.e.f. 28.09.2019.
4. Mr. Ritesh Arora (DIN 00080156), additional director has resigned from the company w.e.f. 04.05.2018.
5. Sh. Dev Raj Angaria (DIN 07477943), executive director has resigned from the company w.e.f. 31.10.2018.

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

Presently the Company has three Independent Directors namely Sh. Raghu Nath Nayyar, Ms. Heena 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 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 2018-19, board of directors duly met thirteen (13) times. Further a complete detail of board meetings and committee meetings of the company mentioned 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 https://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 30.03.2019 at the Registered Office of the Company.

AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted 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 required information of the committee are given in the Corporate Governance Report that forms part of this Report

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

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted Nomination & Remuneration Policy for Directors, KMP and Senior Management Personnel. The said policy is attached with the Board Report as per "Annexure IV".

DISCLOSURE IN RELATION TO VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Vigil Mechanism for directors and employees to report genuine concerns has been established.

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: [https:// www. ritesh internationaltd.com/read_pdf.php?p_id=27](https://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

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this annual report.

SECRETARIAL AUDIT REPORT

Secretarial Audit Report by M/s Rajeev Bhambri & Associates, Secretarial Auditors is annexed with the Board Report. Secretarial Audit Report is annexed herewith as "Annexure V".

In this report Auditor has reported that there was delay in reporting of transactions done on 30.06.2018 and 02.07.2018 as required under Regulation 7(2)(b) of (Prohibition of Insider Trading) Regulation, 2015 for transaction of more than Rs.10 lacs as pointed out by SEBI vide their letter No. SEBI issued letter No. SEBI/HO/CFD /DCR2/OW/3765 /1/2019 dated 01.02.2019. Board has explained that this delay was inadvertent and was considered during the adjudicated process of SEBI regarding some old cases as contended by the Company and the penalty asked by SEBI was also paid by the Company.

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.

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.

- Details relating to Deposits covered under Chapter V of the Act.
- Issue of Equity Shares with Differential Rights, as to

dividend, voting or otherwise.

- Issue of shares with including sweat equity shares to employees of the company under any scheme
- 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.
- 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.

For Ritesh International Limited
(Rajiv Arora)
Chairman-cum-Managing Director
DIN: 00079838

Place: Ludhiana
Date:30.08.2019