



**40<sup>th</sup>**

**ANNUAL REPORT**

**2021-22**

**RITESH INTERNATIONAL LIMITED**

(CIN: - L15142PB1981PLC004736)



## **MANAGEMENT**

<b>BOARD OF DIRECTORS</b>	
<b>Chairman-cum-Managing Director</b>	Sh. Rajiv Arora
<b>Wholetime Director &amp; Chief Financial Officer</b>	Sh. Rijul Arora
<b>Non-Executive Director</b>	Sh. Ritesh Arora
<b>Directors (Independent)</b>	Sh. Raghu Nath Nayyar (resigned w.e.f. 28.12.2021) Ms. Heena (resigned w.e.f. 30.06.2021) Mrs. Kajal Rai Ms. Komal Bhalla
<b>Company Secretary</b>	Ms. Neha Chhabra
<b>Statutory Auditors</b>	M/s. Bhushan Aggarwal & Co.
<b>Secretarial Auditors</b>	M/s. Bhambri & Associates, Company Secretaries
<b>Bankers</b>	Indian Bank (Allahabad Bank), Clock Tower, Ludhiana
<b>Works</b>	Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021
<b>Registered Office</b>	Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021
<b>Registrar &amp; Share Transfer Agent</b>	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel:011- 64732681-88 Web: <a href="http://www.skylinerta.com">www.skylinerta.com</a>
<b>40<sup>th</sup> ANNUAL GENERAL MEETING</b>	<b>CONTENTS OF REPORT</b>
Day : FRIDAY Date : 16 <sup>th</sup> September, 2022. Time : 11.00 A.M. Place : RITESH INTERNATIONAL LIMITED, Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021 (Registered Office)	Notice Directors' Report Management Discussion & Analysis Report Corporate Governance Report Auditors' Report Balance Sheet Profit & Loss Statement Cash Flow Statement Notes on Accounts



# **RITESH INTERNATIONAL LIMITED**

Registered Office: Momnabad Road, Village Akbarpura,  
Ahmedgarh, Sangrur, Punjab 148021

Ph: 0161-5047085, E-mail: cs\_riteshinternational@yahoo.com  
rajiv\_ritesh2007@rediffmail.com, Website: http://www.riteshinternational ltd.com  
**CIN: - L15142PB1981PLC004736**

## **NOTICE**

**NOTICE** is hereby given that the 40th Annual General Meeting of the Members of **RITESH INTERNATIONAL LIMITED** will be held on Friday, 16<sup>th</sup> September, 2022 at 11:00 A.M. at Registered office of the Company at Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021 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>, 2022 including Audited Balance Sheet as at March 31<sup>st</sup>, 2022, 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.

### **SPECIAL BUSINESS**

3. To ratify the remuneration payable to the Cost Auditor (Verma Khushwinder & Co.) for the FY 2022-23. (Ordinary Resolution).

**"RESOLVED THAT** pursuant to the provisions of Section 148 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), as recommended and approved by Audit Committee and the Board, Verma Khushwinder & Co. (M-12913) and firm registration number (FRN 000469) is hereby appointed as the cost auditor of the company for financial year 2022-23, to conduct Cost audit of the Cost Records and issue a Cost Audit Report, at a remuneration of Rs. 45,000/- plus applicable taxes.

**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."



4. To revise the remuneration payable to Mr. Rajiv Arora (DIN: 0079838), Managing Director of the Company. (Special Resolution)

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with schedule V 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), as recommended and approved by Nomination and Remuneration Committee, the remuneration of Mr. Rajiv Arora (DIN: 00079838), Chairman cum Managing Director of the Company, be and is hereby approved by the shareholders and revised for a period of three years from 01.10.2021 to 30.09.2024. The remuneration is as per the following terms and conditions:

a) **Salary:** Rs. 2,75,000 per month with increment of 05 % per annum.

**b) Perquisites:**

- (i) Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.
- (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
- (iii) Club Fees: Fees for the club subject to a maximum of two clubs. This will not include admission and life membership fees.
- (iv) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 50,000/- per month.
- (v) Personal Accident Insurance: Premium not to exceed 10,000/- per annum.
- (vi) Contribution to Provident Fund, Superannuation fund or Annual fund will not be included in computation of the ceiling of perquisites to the extent these singly or put together are not taxable under the Income Tax Act.
- (vii) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 15,000/- per month
- (viii) The gratuity payable shall not exceed half month's salary for each completed year of service.
- (ix) Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Sh. Rajiv Arora, PLUS
- (x) other allowances as may be applicable to other employees of the Company with liberty of the Board of Directors (herein after referred to as “Board” which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed to by Sh. Rajiv Arora, Chairman-Cum-Managing Director.



c) In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.10.2021 to 30.09.2024**. Increment to be effective from 1<sup>st</sup> April every year.

**RESOLVED FURTHER THAT** None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajiv Arora, Mr. Rijul Arora and Mr. Ritesh Arora is concerned or interested, financially or otherwise, in the resolution.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Sh. Rajiv Arora, Chairman-Cum-Managing Director, the remuneration approved in this meeting as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Rajiv Arora, Chairman cum Managing Director of the Company as permissible under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby 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 re-appointment Mr. Rijul Arora (DIN: 07477956), as Wholetime Director of the Company. (Special Resolution)

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with schedule V 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), as recommended and approved by the Board and Nomination and Remuneration Committee, Mr. Rijul Arora (DIN: 07477956), whose term of office is expiring, be and is hereby appointed as Wholetime Director of the Company for a period of **Five years w.e.f. 01.01.2023** upon remuneration, terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

**RESOLVED FURTHER THAT** as recommended and approved by the Board and Nomination and Remuneration Committee, a monthly remuneration of Rs. 1,31,250 with an increment of 05 % per annum, be and is hereby approved and in terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for **three years w.e.f. 01.04.2022**. Increment to be effective from 1<sup>st</sup> April every year.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Rijul Arora, Wholetime Director, the remuneration approved in this meeting as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, terms and conditions of the said



appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Mr. Rijul Arora, Wholetime Director of the Company as permissible under the Companies Act, 2013 upto the limit of Rs 1,00,000/- per annum over and above the remuneration stated herein above.

**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."

Sd/-  
(Rijul Arora)  
Wholetime Director cum CFO  
DIN: 07477956

By Order of the Board  
For **RITESH INTERNATIONAL LIMITED**  
Sd/-  
(Rajiv Arora)  
Chairman-cum-Managing Director  
DIN: 00079838

Place: Ahmedgarh  
Date: 12.08.2022

**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 10<sup>th</sup> September, 2022 to 16<sup>th</sup> September, 2022 (both days inclusive).
- vi) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website: <http://www.riteshinternationaltd.com> , website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) . 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) 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.
- viii) Mr. Ansh Bhambri, Company Secretary in practice 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.
- ix) 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.
- x) **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 40th Annual General Meeting (AGM) by electronic means.

xi) **The instructions for shareholders voting electronically are as under:**

- a. The voting period **begins on 13.09.2022 at 09.00 am and ends on 15.09.2022 at 05.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 09.09.2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date through e-voting would not be entitled to vote at the meeting value.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for</li></ol>



	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.