



RITESH INTERNATIONAL LIMITED

CIN- L15142PB1981PLC004736

18.10.2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001

Ref: RITESHIN - 519097 - INE534D01014

SUB: SUBMISSION OF ANNUAL REPORT TO STOCK EXCHANGE

Dear Sir,

The Annual report along with the notice convening Annual General Meeting of the company for the Financial Year 2018-19 is attached herewith.

For RITESH INTERNATIONAL LIMITED

(Authorised Signatory)



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

37th 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
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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

Particulars	Amount (Rs. In Lakh)	
	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 Bhamri & 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.riteshinternationalltd.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 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.riteshinternationalltd.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

**Annexure I**

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. As per rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

Median remuneration of all employees of the Company for the Financial Year 2018-19	Rs. 113688.7
The Percentage increase/Decrease in the median remuneration of employees in the Financial Year	(8.73%)
The number of permanent employees on the roll of the Company as on 31 st March, 2019	182

Name of Director	Remuneration of Director/KMP for Financial Year 2017-18	Ratio of Remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2017-18
Independent Directors			
Sh.Raghu Nath Nayyar	Nil	N.A.	Nil
Smt. Reeta Challana	Nil	N.A.	Nil
Ms. Heena	Nil	N.A.	Nil
Executive Directors/KMPs			
Sh. Rajiv Arora, Chairman-Cum-Managing Director	1664000.00	14.63646	4.130163
Sh. Dev Raj Angaria# Executive Director	265125.00	2.332026	152.90
Sh. Rijul Arora Executive Director cum CFO	360000.00	3.166542	26.2768
Ms. Neha Bedi (CS)	264000.00	2.322131	0.00

Note :-

- # Sh. Dev Raj Angaria (DIN 07477943), executive director has resigned from the company w.e.f. 31.10.2018.
- b) Average percentage increase made in the salaries of employees other than the managerial personnel from the last financial year 2017-18 is 9.47 % whereas the increase in the managerial remuneration for the same financial year is 9.72 %.
- c) No employee of the company has been drawn remuneration more than One Crore and Two Lakh rupees.
- d) It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.



2. Information as per rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- e) Details of the Top Ten employees in terms of remuneration drawn during the year ended 31 March, 2018.

S. No.	Name of Employee	Date of Birth	Designation	Qualification	Total Experience	Date of Commencement of Employment in RIL	Remuneration drawn during the year (In Lakh)	Previous Employer
1	RAJIV ARORA	23.04.1959	Chairman & Managing Director	B.Com	38 Year	22.05.1982	16.64	N.A.
2	SANDEEP PANWAR	02.04.1983	Lab. In charge	M.Sc.	11 Year	01.12.2016	4.05	
3	RIJUL ARORA	20.01.1995	Executive Director cum CFO	Graduation	4 Year	01.01.2018	3.60	
4	PARDEEP SINGH	02.05.1992	Tailor In charge	10+2	5 Year	02.05.2016	3.13	
5	KANWAR BHAN	03.05.1963	Manager	B.Com	31 Year	01.11.2017	3.00	
6	SUNIL KUMAR	25.08.1975	Accountant	B.A.	16 Year	01.12.2016	2.73	
7	SAMRITI RANI	17.01.1995	Online Sale Manager	BCA	6 Year	01.02.2017	2.70	
8	DEV RAJ ANGARIA	05.01.1976	Director	Graduation	18 Year	01.04.2016	2.65	
9	NEHA BEDI	16.09.1987	Company Secretary	CS	6 year	01.07.2014	2.64	
10	HARJINDER SINGH	18.08.1984	Accountant	MBA	17 Year	01.12.2012	2.48	



Annexure-II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Sh. Rajiv Arora, Chairman-Cum-MD
b)	Nature of contracts/arrangements/transaction	Rent Paid
c)	Duration of the contracts/arrangements/transaction	One Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Company has paid Rs. 6,72,000 yearly rent during the year 2018-19.
e)	Date of approval by the Board	30/05/2018
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details	Details
a)	Name (s) of the related party & nature of relationship	Smt. Anita Arora, w/o Sh. Rajiv Arora, Chairman cum MD	Mr. Rijul Arora, s/o Sh. Rajiv Arora, Chairman cum MD
b)	Nature of contracts/arrangements/Transaction	Rent Paid	Rent Paid
c)	Duration of the contracts/arrangements/transaction	Four months	Eight months
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Company has paid rent of Rs. 64000/- (Sixty four Thousand) to Smt. Anita Arora during the year 2018-19	Company has paid rent of Rs. 128000/- (One Lac Twenty eight Thousand) to Mr. Rijul Arora during the year 2018-19
e)	Date of approval by the Board	30/05/2018	30/05/2018
f)	Amount paid as advances, if any	NIL	NIL

Annexure - III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of energy:

(i)	The steps taken or impact on conservation of energy;	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
(ii)	The steps taken by the company for utilizing alternate sources of energy;	
(iii)	The Capital investment on energy conservation equipments;	

(IV) Total energy consumption and energy consumption per unit of production in respect of industries specified in the schedule thereto.

Power & Fuel Consumption	2018-19	2017-18
Electricity		
a)		
Purchased Unit (KWH)	20.46	20.51
Total Amount (Rs.In Lakh)	164.43	152.63
Rate per Unit (Rs./kwh)	8.04	7.44
b)		
Own Generation through Diesel Generator (Units in Lakh)	0.17	0.30
Diesel Purchased Qty.	3740 Ltrs.	6728 Ltrs.
Unit Litre	4.50	4.50
Cost per Unit (Rs.)	14.72	12.93



B. Technology Absorption:-

(i)	The efforts made towards technology;	Updation of Technology is a Continuous process. T h e Company's R&D/QC teams regularly focused on product development, process improvementand quality control at every stage of production
(ii)	the benefits derived like product improvement, productivities cost reduction, product development or import substitution;	It has been able to improve without compromising on productivities
(iii)	The expenditure incurred on Research and Development;	R & D activities have been carried out in the business line product development and process improvement

The Company has brought and successfully absorbed the conventional technology.

C. Foreign exchange earnings and outgo:

"There were no exports during the year 2018-2019 but efforts are being made by the Company to develop export markets for its product. (in Lakhs)

B)	Total foreign exchange used and earned	Current Year	Previous Year
	Earned	Nil	Nil
	Used	Nil	2.60

ANNEXURE-IV
NOMINATION AND REMUNERATION POLICY
OF

RITESH INTERNATIONAL LIMITED

(U/s 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. PREFACE:

In pursuance of the Ritesh International Limited("RIL") policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of section 178 of the Companiesact,2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, this policy on nomination and Remuneration of Directors, Key Managerial Personnel and senior management has been formulated by the Committee and approved by the board of directors of the company.

2. OBJECTIVES:

- a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to

determine their remuneration.

- b) To determine remuneration based on the Company's size and financial Position and trends and practices on remuneration prevailing in peer companies, in the steel industry.
- c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage

3. DEFINITIONS:

(a) Key Managerial Personnel:

- (i) Managing Director;
(ii) Company Secretary;
(iii) Chief Financial Officer; and
(iv) Such other officer as may be prescribed.

(b) Senior Management:

Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the Executive Directors including all functional heads.

4. APPLICABILITY:

The Policy is applicable to:



- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

5. ROLE OF COMMITTEE:

The role of the Committee, inter alia, will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) to recommend to the Board the appointment and removal of Senior Management
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d) to recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan

6. MEMBERSHIP:

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

7. CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall 1. ny's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented

managerial

8. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

9. COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

11. VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote

12. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions provided under the Companies Act, 2013;
- c) Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- d) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- e) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- g) Due to reasons for any disqualification mentioned in the Companies Act, 2013 read with rules made there under, recommending, to the



Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.

- h) Delegating any of its powers to one or more of its members of the Committee;
- i) Recommend any necessary changes in this policy to the Board.
- j) Considering any other matters as may be required by the Board.

13. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company.
- c) To delegate any of its powers to one or more of its members of the Committee.
- d) To consider any other matters as may be required by the Board;

14. MINUTES OF COMMITTEE MEETING:

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

15. EFFECTIVE DATE & AMENDMENTS:

This policy will be effective from 14th November, 2014 and may be amended subject to the approval of Board of Directors.

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

Place :Ludhiana

Date :30.08.2019

sd/-

(Rajiv Arora)

Chairman-Cum-Managing Director

DIN: 00079838



ANNEXURE-V

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

FORM MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Ritesh International Limited
356, Industrial Area-A,
Ludhiana- 141003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ritesh International Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, to the extent applicable and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with laws relating to, inter alia:
 - All labour & industrial laws;



- All environmental laws;

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.

(ii) The Listing Agreement entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as stated below:

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. This delay 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.

has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Place: Ludhiana
Date: 30.05.2019

For Rajeev Bhambri & Associates
Company Secretaries
in Whole time practice

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

We further report that

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company



Annexure:-A

To
The Members
Ritesh International Limited,
356, Industrial Area- A,
Ludhiana-141003

1. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as we have relied upon the Audit done by Statutory Auditors as required under Companies Act, 2013.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ludhiana
Date: 30.05.2019

For Rajeev Bhambri & Associates
Company Secretaries
in Whole time practice



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure, Developments, Opportunities and Threats

The Rubber and PVC industry is growing at a faster pace. Our product range includes Stearic acid, Fatty Acids; the ultimate users of our products are Rubber and PVC industries. Since our inception, we are providing superb quality products to our valued customers at national level. The raw materials are procure from reliable vendors and each product is tested on several parameters to ensure optimum quality Therefore the demand of our products is set to grow at much faster rate. Your company is trying its best to increase the market share of its products and to economize its production.

Further Company is now taking steps into knitwear division actively. Total operating income of the company for the F.Y is Rs. 4009.60 Lakh out of which Rs. 531.67 Lakh (Previous Year Rs. 493.05 Lakh) of Knitwear Division which is shown under Other Operating Income. Company is in process to increase the market for knitwear division.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

Production of Rubber and PVC industry is increasing day by day because of demand of Rubber and PVC and its allied products. Since our products are mainly consumed by these industries, demand of our products is also set to increase.

Company is now focusing in the Knitwear Division too. As company has income from sale of garment is Rs. 531.67 as compared to previous year income of Rs. 493.05 Lakh that is increased by 7.83 % from the last year income of knitwear division. So company is now in process to increase the market share of its knitwear division in coming years.

THREATS

There is lot of competition in the market in these segment and continuous increases in raw material cost are main threats. Shortage of stable and skilled man-power, increasing input cost i.e. power, finance & logistics, striking a balance between the quality and price of products etc are basics risks in the industry. Further there can be risks inherent in meeting unforeseen situation, not uncommon in the industry. Company also recognizes the risks associated with business and would take adequate measures to address the associated risks and concerns.

SEGMENT WISE PERFORMANCE

As the Company's business activities fall within a single primary business segment, Hence, the reporting on Segment wise Performance of the Company as per the provisions is not applicable / required. However the Company has made sales of Rs. 531.67 Lakh (Previous Year Rs. 493.06 Lakh) of Knitwear Division.

Financial Performance of the Company

The company's overall operational performance has been good during the financial year 2018-19. Revenue of the Company is generated mainly from sale of Stearic Acids and Other Non-edible Oils. Company's achieved sales and other incomes of Rs. 4009.60 Lakh as compared to previous year income of Rs 3524.16 Lakh. The Company has earned profit of Rs. 5.32 Lakh during the year 2018-19.

RISK AND MANAGEMENT PERCEPTION

The operations of your company are subject to general business risks and competition in the industry, which can affect the growth of the company. Your company continuously updates its systems and procedures to reduce uncertainties and risks and explore new market to cope with the competition.

Internal Control and their adequacy

The Company has adequate system of internal control and internal audit system and management has access of all its assets and proper procedure is adopted for disposal of any assets of the company.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. The Scope of the Internal audit is not limited to accounts only but also includes operations, inventories, costing records, physical verifications of immovable and movable assets etc. on regular basis. Regular reports on the business development, future plans and projections are given to the Board of Directors.

Material development in human resources and industrial relation front, including No. of people employed

Human Resources Development, in all its aspects like training in safety and social values is under constant focus of the management. Relations between the management & the employees at all levels remained healthy & cordial throughout the year. The Management and the employees are dedicated to achieve the corporate objectives and the targets set before the company. Industrial relations remained cordial and harmonious during the year under review and there was no working day loss due to any adverse activities. The company had employed 182 persons during the financial year 2018-19.

Cautionary Statement

Statement in the management discussion and analysis describing the company's objectives, estimates, projections and expectation may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially due to economic conditions effecting demand, supply, prices, changes in government policies, tax laws and other incidental factors.



CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepted best practices.

The aim of 'Good Corporate Governance' is to manage affairs of the Company in a transparent manner in order to maximize long-term value of the Company for the benefits of its shareholders and all other stakeholders.

1. A brief statement on Company's Philosophy on code of Corporate Governance.

Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. The Principles of Corporate Governance and Code of Business Principles are the cornerstones of your Company. Your Company believes these principles distinguish a well managed Company from a not so well managed Company. These principles ensure transparency, integrity and accountability which are vital for the long and sustained growth of your Company.

Your Company has been practicing these principles long before these were made mandatory for listed Companies.

Your Company's endeavor has always been to engage

persons of eminence as independent directors who can contribute to the corporate strategy, provide an external perspective and be a source of challenge and evaluation wherever appropriate. Your Company has the good fortune of having independent directors.

2. Board of Directors

a) Size and composition of the Board

The Company has a strong and broad-based Board consisting of five directors presently with adequate blend of professionals, executive, non-executive and independent Directors. The Composition of the Board of Directors comprises of eminent and distinguished personalities, two of which are executive Directors and three non-executive Directors independent directors. The Company is having an executive chairman. As mentioned in the Regulation 15 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, your company's paid up equity share capital was less than Rs. 10 Crores and Net worth of the company was less than Rs. 25 Crores, so clause mentioned in the regulation 15 (2) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 does not applicable to your company. As Company followed the voluntary practices to follow the corporate governance throughout the year and will follow the same in future too.

The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors are given hereunder

The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors are given hereunder:

Name	Designation	Category	No. of Directorships held #	No. of Board Committee Memberships held @	No. of Board Committee Chairmanships held @	Attendance at 37 th AGM Held on 25.09.2018
Sh. Rajiv Arora	Chairman-cum- Managing Director	Promoter	3	-	-	Yes
Sh. Rijul Arora ¹	Whole-Time Director	Promoter	0	0	0	Yes
Sh. Dev Raj Angaria	Executive Director	Professional	0	0	0	Yes
Sh. Raghunath Nayyar	Non- Executive Director	Independent	2	0	0	Yes
Smt. Reeta Challana	Non- Executive Director	Independent Woman	0	0	0	Yes
Sh. Ritesh Arora ²	Non- Executive	Promoter	0	0	0	N.A.
Ms. Heena ³	Non-Executive Director	Independent Woman	0	0	0	N.A.

1. Resigned on 31.10.2018

2. Resigned on 04.05.2018

3. Appointed on 21.12.2018 as an Additional Director

None of the Directors is a member of more than 10 Board level Committees or a Chairman of more than 5 such Committees as required under Regulation 26 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.



b) Number of Board Meetings

During the year under review, 9 Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
06.04.2018	6	6
26.04.2018	6	6
04.05.2018	6	6
30.05.2018	5	5
14.08.2018	5	5
09.10.2018	5	5
20.10.2018	5	5
01.11.2018	4	4
14.11.2018	4	4
21.12.2018	4	4
15.01.2019	5	5
14.02.2019	5	5
30.03.2019	5	5

c) Directors' Attendance Record and directorships held

The following table gives details of the Directors' Attendance Record at the Board Meetings:

Name of the Director	Number of Board Meetings	
	Held	Attended
Sh. Rajiv Arora	9	9
Mr. Rajiv Arora	13	13
Mr. Rijul Arora	13	13
Mr. Dev Raj Angaria	7	7
Mr. Raghu Nath Nayyar	13	13
Mrs. Reeta Challana	13	13
Mr. Ritesh Arora	3	3
Ms. Heena	3	3

Sh. Ritesh Arora appointed as an Additional Director in the meeting held on 12.01.2018 w.e.f.01.01.2018

d) Materially significant related party transactions

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under paragraph no. 35 of the Notes to the Accounts attached with the financial statements for the year ended March 31, 2019.

The transactions with the related parties are neither materially significant nor they have any potential conflict with the interests of the Company at large.

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. This delay 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.

e) Board Committees

The Board has constituted the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations /decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

AUDIT COMMITTEE

The Audit Committee of the Company comprises of following Directors and two of them are Independent Director.

DIRECTOR	DESIGNATION	NUMBER OF MEETINGS	
		Held	Attended
Sh. Raghunath Nayyar	Chairman	4	4
Smt. Reeta Challana	Member	4	4
Sh. Rajiv Arora	Member	4	4

The terms of reference of the Audit Committee is based on the role of the Audit Committee as mentioned in Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations. Committee met 4 times during the last year on 30.05.2018, 14.08.2018, 14.11.2018 and 14.02.2019. No sitting fee was paid during the year for attending meetings of Audit Committee.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee consists of three directors i.e

1. Sh. Raghu Nath Nayyar - Chairman
2. Sh. Rajiv Arora - Member
3. Sh. Rijul Arora - Member

The Company has a Stakeholders' Relationship Committee to look into the redressal of stakeholders complaints on various issues. The Committee met Four times during the year as on 30.05.2018, 14.08.2018, 14.11.2019 and 14.02.2019 and all members were present at the meeting. During the financial year 2018-19, investor's complaints received by the company have been duly resolved and no investor grievance was pending on March 31, 2019. Ms. Neha Bedi is Compliance Officer of the Company, may be contacted at 161-5047085.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three directors, i.e.

1. Mr. Raghu Nath Nayyar - Chairman
2. Ms. Reeta Challana - Member
3. Ms. Heena - Member1

Ms. Heena was appointed on 21.12.2018 to replace Mr.Rajiv Arora
Mr.Rajiv Arora was appointed on 04.05.2018 to replace Mr.Ritesh Arora

The Committee is empowered to decide, review and approve the remuneration packages of Directors, KMP &



other employees as per remuneration policy of the Company. The committee met once during the year on 20.10.2018 and all the members were present at the meetings but interested members did not take part in the concerned matter but made his present in the meeting. The selection and remuneration criteria of directors, senior management personnel and performance evaluation of directors/board/committee are defined in the Nomination and Remuneration Policy which forms part of the Annual Report

3. Management

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Code Of Conduct

The Board has laid down a code of conduct for all Board members and Senior Management of the Company. All Board Members and Senior Management Personnel have complied with the Code of Conduct. Declaration to this effect signed by the Chairman Cum Managing Director is enclosed with this Annual Report.

5. Shareholders

a) Disclosures regarding appointment or re-appointment of Directors

According to the Articles of Association of the Company, one third of such of the Directors for the time being are liable to retire by rotation shall retire and, if eligible, offer themselves for re-election at the Annual General Meeting. Accordingly, Mr. Rajiv Arora, Director of the company hereby retires by rotation in the ensuing Annual General Meeting and eligible offer himself for re-appointment.

b) Communication to Shareholders

The quarterly, half yearly and annual results are generally published in Business Standard and Desh Sewak.

c) Compliance Officer

Ms. Neha Bedi is the Compliance Officer of the Company. She can be contacted for any investor's related matter relating to the Company. Her contact nos. is 91-0161-2221666, fax no. is 91-01675-240372 and e-mail ID is rajiv_ritesh2007@rediffmail.com.

d) General Body Meetings

The last three Annual General Meetings were held as per the details given below:

Year	Venue	Time	Date	Special Resolution Passed
2017-18	356, Industrial Area 'A' Ludhiana -141003	11.00 a.m.	25.09.2018	Not Any
2016-17	356, Industrial Area 'A' Ludhiana-141003	11.00 a.m.	16.09.2017	Not Any
2015-16	356, Industrial Area 'A' Ludhiana-141003	11.00 a.m.	26.09.2016	Not Any

e) Postal Ballot

During the year under review, the Company has not passed any resolution through postal ballot.

6. Means of Communication

Timely disclosure of consistent, comparable, relevant & reliable information on corporate financial performance is at the core of good governance. Towards this end:

a) Quarterly/ Half Yearly/ Annual Results: Quarterly, half yearly and annual results of the company are sent to the stock exchanges immediately after they are approved by the Board.

b) Publication of Quarterly/Half Yearly/Annual Results: Quarterly, half yearly and annual results of the company are published in the prescribed format within 48 hours of the conclusion of the meeting of the Board, atleast in one English national newspaper and in one vernacular newspaper of Punjab, where the registered office of the company is situated.

Quarterly financial results during the financial year 2018-19 were published as detailed below:

Quarter Ended as on	Date of Board Meeting	Date of Publication	Name of Newspapers
30.06.2018	14.08.2018	17.08.2018	• Business Standard (English) • Desh Sewak (Punjabi)
30.09.2018	14.11.2018	16.11.2018	
31.12.2018	14.02.2019	16.02.2019	
31.03.2019	30.05.2019	02.06.2019	

c) Website: Quarterly, half yearly and annual results of the company are sent to the stock exchanges as well are displayed on the Company's website www.riteshinternationaltd.com at the time of its release to the media.

7. General Shareholders Information

The following information would be useful to our shareholders:

a) 37th Annual General Meeting

Date & Time	28.09.2019 3.00 P.M.
Venue	356, Industrial Area 'A' Ludhiana 141003
Financial Year	1st April 2018 to 31st March 2019

b) Financial Calendar 2019-20

Last financial year of the Company was of twelve months from 1st April, 2018 to 31st March, 2019. Tentative financial calendar of the Company for the year 2018-19 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 th June, 2019	During August, 2019
Financial Results for the quarter ending 30 th September, 2019	During November, 2019
Financial Results for the quarter ending 31 st December, 2019	During February, 2020
Financial Results for the quarter ending 31 st March, 2020	During May, 2020



c) **Date of Book Closure:**
22nd day of Sep, 2019 to 28th day of Sep, 2019
(both days inclusive)

d) **The shares of the Company are listed on the following Stock Exchanges:**

Name and Address of Stock Exchanges **Stock Code**
The Bombay Stock Exchange Limited 519097
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001.
There are no pending dues with Bombay Stock Exchange.

e) **Registrar & Transfer Agent**
Skyline Financial Services Private Limited
D-153 -A, 1st Floor,
Okhla Industrial Area, Phase- I
New Delhi- 110020
Phones: 01140450193-95
Fax: 011-26812682
E-mail: info@skylinerta.com

f) **Market price data**
Monthly high and low prices of equity shares of Ritesh International Limited at the Stock Exchange, Mumbai (BSE) in comparison to sensx are given hereunder:-

Month	BSE				
	Share Prices			Sensex	
	High	Low	Volume	High	Low
April, 2018	12.53	9.03	381	35213.3	32972.56
May, 2018	22.01	11.50	503	35993.53	34302.89
June, 2018	18.75	13.45	74	35877.41	34784.68
July, 2018	13.19	8.72	52	37644.59	35106.57
August, 2018	8.72	6.05	83	38989.65	37128.99
September, 2018	6.05	5.29	81	38934.35	35985.63
October, 2018	10.93	6.00	145	36616.64	33291.58
November, 2018	10.39	6.00	63	36389.22	34303.38
December, 2018	6.00	5.65	27	36554.99	34426.29
January, 2019	6.54	5.30	36	36701.03	35375.51
February, 2019	7.84	6.18	32	37172.18	35287.16
March, 2019	8.07	5.70	33	38748.54	35926.94

Source: www.bseindia.com

g) **Share transfers**
Share transfers are done by the Company's Registrar and Share Transfer agents Skyline Financial Services Private limited, New Delhi. Share transfers are registered and returned within a period of 30 days from the date of receipt.

h) **Dematerialization of Shares**
69.75 % of Equity Shares (5965706 shares) of the Company are in dematerialized form as on 31st March, 2019. The shares of the company are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. INE534D01014.

i) **Outstanding Convertible Instruments**
The Company has no outstanding convertible instruments.

j) **Shareholding Pattern:**
Shareholding pattern of Ritesh International Limited as on March 31, 2019 is given as under:

S. No.	Category	No. of Shares	%
1.	Promoter & Promoter Group	42,73,979	49.97
2.	Mutual Funds/ Financial Institutions/ Banks	8641	0.10
3.	Body Corporate	522416	6.11
4.	NRIs	138135	1.62
5.	Others	3609651	42.2
	Total	8552822	100.00

k) **Distribution of Shareholding as on 31.03.2019**

Range	Shareholders		No. of Shares	
	Number	%age	Numbers	% age
No. of Shares Upto 5,000	8494	85.75	16776950	19.62
5001 To 10,000	928	9.37	7105050	8.31
10001 To 20,000	305	3.08	4445870	5.2
20001 To 30,000	71	0.72	1762100	2.06
30001 To 40,000	23	0.23	806270	0.94
40001 To 50,000	14	0.14	647180	0.76
50001 To 1,00,000	42	0.42	3194790	3.74
1,00,000 and Above	28	0.28	50790010	59.38
Total	9905	100	85528220	100

l) **Address for Correspondence**
Ritesh International Limited,
356, Industrial Area -A,
Ludhiana - 141003
Ph.: 0161-5059126

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

By Order of the Board
For RITESH INTERNATIONAL LIMITED

sd/-
Rajiv Arora
Chairman-Cum-Managing Director
DIN: 00079838 Place: Ludhiana

Place: Ludhiana
Date: 30.08.2019



STATUTORY AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To

The Members
Ritesh International Limited

We have examined the compliance of the conditions of the Corporate Governance by Ritesh International Limited for the year ended 31st March 2019, as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In our opinion and to the best of our information and explanations given to us and based on the representations made by the Directors and Management, we certify that:

- a. The paid up equity share capital of the company as on March 31, 2019 is Rs. 8,55,28,220/- (Rs. Eight Crores Fifty Five Lakh Twenty Eight Thousand Two Hundred Twenty only).
- b. The net worth of the company as on March 31, 2019 is Rs.12.19 crore/- (Rs. Twelve Crore Nineteen Lacs only). Accordingly, as per regulation 15(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, compliance of conditions of Corporate Governance is not applicable on the company. However, the company has voluntarily complied with the conditions of Corporate Governance as stipulated in the above mentioned of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

We state that no investor grievance is pending for a period of exceeding one month against the Company as per the records maintained by the Shareholders'/ Investor's Grievance Committee. The board is in process to find out suitable candidate to fill the position of independent non-executive director.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For Ashok Shashi & Co.
Chartered Accountants

sd/-
(Ashok Mehta)
Prop.

M. No. 098415
(FRN: 013258N)

Place : Ludhiana
Dated : 28.08.2019

Declaration on compliance of the company's code of conduct under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Rajiv Arora, Chairman-cum-Managing Director of the Company hereby declare that members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

By Order of the Board
For Ritesh International Ltd.
sd/-
(Rajiv Arora)
Chairman-Cum-Managing Director
DIN No. 00079838

Place : Ludhiana
Dated : 28.08.2019



CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2016)

We Rajiv Arora, Chairman-cum-Managing Director and Rijul Arora, Chief Financial Officer of Ritesh International Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of my knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishment and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee
 - a) significant changes in internal controls during the year.
 - b) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements, and
 - c) instances of significant fraud of which we have become aware and involvement therein, if any of the management or other employees who have a significant role in the company's internal controls systems.
5. We further declare that all board members and senior managerial personal have affirmed compliance with the code of conduct for the financial year 31st March, 2019.

For Ritesh International Limited

sd/-
(Rijul Arora)
Chief Financial Officer

sd/-
(Rajiv Arora)
Chairman-Cum-Managing Director
DIN: 00079838

Place : Ludhiana
Dated : 28.08.2019



INDEPENDENT AUDITOR'S REPORT

To
The Members
Ritesh International Ltd, Ludhiana
Report on Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Ritesh International Ltd ("the company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the statement of Change in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flow and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the standalone Ind AS financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below,

provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key Audit matters	How our audit addressed the key audit matter
Revenue from sale of products(As described in Note 2(b) of the Standalone Ind AS financial statements)	
<p>The Company recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for these goods.</p> <p>The terms of sales arrangement, including the timing of transfer of control, delivery specifications and judgment in determining timing of the sales revenue.</p> <p>Accordingly, due to risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements</p>	<p>Following procedures have been performed to address this key audit matter</p> <ul style="list-style-type: none"> • Considered the company's revenue recognition policy and its compliance in terms of Ind AS 115 ' Revenue from the Customers'. • Assessed the design and tested the operating effectiveness of internal control related to revenue recognition. • Selected samples of sales transactions made pre and post year end, agreed the period of revenue recognition to underlying documents. • Assessed the relevant disclosures made within the standalone Ind AS financial statements

Information other than Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information but does not include the standalone Ind AS financial matters and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the standalone Ind AS financial statements

The company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the



accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those Boards of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the standalone Ind AS financial statements

Our objective is to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the

going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other legal and Regulatory Requirements.

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the order.
- 2) As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) on the basis of written representations received from the directors, as on 31st March 2019 taken on record by the



- Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure-2" to this report.
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company has disclosed the impact of pending litigation on its financial position in its standalone Ind AS financial statements.
- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

Place:Ludhiana
Dated:30.05.2019

For Ashok Shashi & Co.,
(FRNo. 013258N)
Chartered Accountants
sd/-
(Ashok Mehta)
Prop
M. No.080969



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT
Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the standalone Ind AS financial statements of Ritesh International Limited.

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. On 13.02.2005 there was a fire in the office premises, in which some of the records of the company maintained up to 31.03.2004 have been destroyed including the fixed assets register.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a phased programme of verification, which, in our opinion is reasonable having regard to the size of the Company, nature and value of its assets. No material discrepancies were noticed on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting of the true and fair view of the financial statements and according to the information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.
- ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on physical verification.
- iii. The company has granted loans to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013('the Act')
- (a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
- (b) In the case of the loan granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
- (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of Company's products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Service tax, GST, Value Added Tax and any other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Employees' State Insurance, income tax, GST, value added tax, service tax and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- viii. In our opinion and according to information and explanations given by the management, the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any outstanding debentures and loan from financial institution or government.
- ix. The Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause (ix) of CARO 2016 Order is not applicable.
- ix. The Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause (ix) of Order is not applicable.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year.
- xi. According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals



mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

- xii. The Company is not a nidhi company and hence reporting under clause (xii) of Order is not applicable.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting requirements under clause (xiv) of Order is not applicable.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-

cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

- xvi. According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Ashok Shashi & Co.,
(FRNo. 013258N)
Chartered Accountants
sd/-
(Ashok Mehta)
Prop
M. No.080969

Place: Ludhiana
Dated 30.05.2019



**ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
STANDALONE IND AS FINANCIAL STATEMENTS OF RITESH INTERNATIONAL LIMITED**

**Report on the Internal Financial Controls over Financial Reporting under Clause (i)
of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Ritesh International Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting with

reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these standalone Ind AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

or Ashok Shashi & Co.,
(FRNo. 013258N)
Chartered Accountants

Place : Ludhiana
Dated : 30.05.2019

sd/
(Ashok Mehta)

Prop
M. No.080969



BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in Rupees)

PARTICULARS	NOTES	For the year ended 31.03.2019	For the year ended 31.03.2018
I. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	4.1	64,026,534.10	65,994,610.61
(b) Capital work-in-progress	4.2	5,585,550.00	-
(c) Investment Property			
(h) Non-Current Financial Assets			
(ii) Loans	5	6,943,967.00	12,698,422.35
(i) Deferred tax assets (net)			
(j) Other non-current assets	6	2,734,153.38	2,740,988.38
TOTAL OF NON-CURRENT ASSETS		79,290,204.48	81,434,021.34
2 Current assets			
(a) Inventories	7	57,293,405.50	54,918,282.71
(b) financial Assets			
(i) Investments	8	-	3,660,016.10
(ii) Trade receivables	9	27,844,403.40	25,615,810.47
(iii) Cash and cash equivalents	10	1,553,885.96	3,972,368.91
(iv) Bank balances other than (iii) above		-	-
(v) Loans	11	3,531,182.15	2,450,379.06
(c) Current Tax Assets (Net)	12	1,254,295.37	860,348.42
(d) Other current assets	13	85,300.00	57,546.00
TOTAL OF CURRENT ASSETS		91,562,472.38	91,534,751.67
Total Assets (1+2)		170,852,676.86	172,968,773.01
EQUITY AND LIABILITIES			
3 Equity			
(a) Equity Share capital	14	85,528,220.00	85,528,220.00
(b) Other Equity	15	36,365,136.65	35,833,473.31
TOTAL EQUITY		121,893,356.65	121,361,693.31
4 LIABILITIES			
(A) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables			
(b) Provisions	16	1,868,618.00	1,665,905.00
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities			
(B) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	26,818,415.18	24,685,908.53
(ii) Trade payables	18	11,460,790.59	17,880,076.16
(iii) Other financial liabilities (other than those specified in item (c))	19	4,060,627.00	1,874,551.00
(b) Other current liabilities	20	4,750,869.44	5,500,639.00
(c) Provisions			
(d) Current Tax Liabilities (Net)			
TOTAL LIABILITIES		48,959,320.21	51,607,079.69
Total Equity and Liabilities (3+4)		170,852,676.86	172,968,773.00
Significant Accounting Policies and Notes to Accounts	1 to 39		

The accompanying notes are an integral part of the financials statements As per our report of even date

For Ashok Shashi & Co.
(FR No.013258N)
Chartered Accountants

For and on behalf of the Board

sd/-
(Ashok Mehta)
Prop.
M.No.080969
Place: Ludhiana
Date : 30.05.2019

sd/-
(Rajiv Arora)
DIN: 00079838
Chairman-cum-
Managing Director

sd/-
(Rijul Arora)
DIN: 07477956
Director

sd/-
(Neha Bedi)
ACS 30546
Company Secretary



PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rupees)

PARTICULARS	NOTES	For the year ended 31.03.2019	For the year ended 31.03.2019
I Revenue From Operations	21	398,166,825.06	351,422,950.70
II Other Income	22	2,793,988.90	993,335.00
III Total Income (I+ II)		400,960,813.96	352,416,285.70
IV EXPENSES			
Cost of materials consumed	23	304,083,620.27	227,628,301.79
Purchases of Stock-in-Trade			
"Changes in inventories of finished goods, Stock-in -Trade and work-in-progress"	24	(14,970,394.00)	5,055,437.00
Employee benefits expense	25	32,579,346.00	27,705,565.55
Finance costs	26	1,848,370.54	3,595,820.04
Depreciation and amortization expense	4.1	3,561,416.21	3,211,148.38
Other expenses	27	81,111,243.55	84,226,246.41
Total expenses (IV)		408,213,602.57	351,422,519.17
V Profit/(loss) before exceptional, extraordinary items and tax (III-IV)		(7,252,788.61)	993,766.53
VI Exceptional and Extraordinary Items	28	7,784,451.93	324,931.24
VII "Profit before tax (V-VI)"		531,663.32	1,318,697.77
VIII Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
IX Net Profit (Loss) for the year from Continuing Operations (VII-VIII)		531,663.32	1,318,697.77
X Other Comprehensive Income :-			
A(i) Items that will not be reclassified to profit or loss		-	-
A(ii) Income tax relating to items that will not be recalssified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
B (ii) Income tax relating to items that will be recalssified to profit or loss		-	-
XI Total Comprehensive Income for the period (IX + X)			
(Comprising Profit (Loss) and Other Comprehensive Income for the period)		531,663.32	1,318,697.77
XII Paid Up Equity Share Capital (Face Value Rs. 10 Each)		85,528,220.00	85,528,220.00
XIII Earnings per equity share (Nominal Value Rs. 10/- per Share)			
Basic and Diluted (Rs.)	29	0.06	0.15
Significant Accounting Policies and Notes to Accounts	1 to 39		

The accompanying notes are an integral part of the financials statements As per our report of even date

For **Ashok Shashi & Co.**
(FR No.013258N)
Chartered Accountants

For and on behalf of the Board

sd/-
(Ashok Mehta)

Prop.
M.No.080969

Place: Ludhiana
Date : 30.05.2019

sd/-
(Rajiv Arora)
DIN: 00079838
Chairman-cum-
Managing Director

sd/-
(Rijul Arora)
DIN: 07477956
Director

sd/-
(Neha Bedi)
ACS 30546
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rupees)

PARTICULARS	For the year ended 31.03.2019	For the year ended 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	531,663.32	1,318,697.77
Adjustments for :		
Depreciation and Amortisation Expense	3,561,416.21	3,211,148.38
Finance Costs	1,848,370.54	3,595,820.04
Interest Income Classified as Investing Cash Flows	543,900.00	971,004.00
Gain on disposal of Property, Plant and Equipment value	(20,711.93)	(27,077.88)
Operating Profit before Changes in Operating Asstes and Liabilities	6,464,638.14	9,069,592.31
Changes in Operating Asstes and Liabilities:		
Increase in Trade Payables	(6,419,285.57)	8,893,832.53
Increase in Borrowings	2,132,506.65	(4,992,401.19)
Increase in Other Financial Liabilities	2,186,076.00	652,442.03
Increase/(Decrease) in Provisions	202,713.00	459,063.00
Increase/(Decrease) in Other Current Liabilities	(749,769.56)	2,004,912.00
(Increase) in Inventories	(2,375,122.79)	(5,761,340.71)
(Increase)/Decrease in Trade Receivables	(2,228,592.93)	(8,203,010.77)
(Increase)/Decrease on Loans	(1,080,803.09)	5,118,014.62
(Increase) in Other Financial Assets	(393,946.95)	483,614.00
(Increase) in Other Current Asstes	(27,754.00)	(21,626.00)
Cash Generated from Operations	(2,289,341.10)	7,703,091.82
Income Taxes paid (net)	-	-
NET CASH FROM OPERATING ACTIVITIES	(2,289,341.10)	7,703,091.82
B Cash Flows Investing Activiities		
Payments for acquisition of Property, Plant and Equipment /	(7,328,177.76)	(6,946,236.57)
Proceeds for Disposal of Tangible Fixed Asstes	170,000.00	308,000.00
Proceeds from Sale/ Redemption of Investments	3,660,016.10	4,343,598.89
Interest Received	(543,900.00)	(971,004.00)
(Increase) in Other Non-current Assets	5,761,290.35	3,808,942.85
NET CASH USED IN INVESTING ACTIVITIES	1,719,228.69	543,301.17
C Cash flow from Financing Activities		
Finance Cost paid	(1,848,370.54)	(3,595,820.04)
Repayment of Loan	-	(2,739,245.00)
NET CASH USED IN FINANCING ACTIVITIES	(1,848,370.54)	(6,335,065.04)
NET CASH INFLOW (A+B+C)	(2,418,482.95)	1,911,327.95
Cash and cash Equivalents-At the beginning of the year (Refer Note 10)	3,972,368.91	2,061,040.96
Cash and cash Equivalents-At the end of the year (Refer Note 10)	1,553,885.96	3,972,368.91
	(2,418,482.95)	1,911,327.95

For Ashok Shashi & Co.
(FR No.013258N)
Chartered Accountants

sd/-
(Ashok Mehta)
Prop.
M.No.080969
Place: Ludhiana
Date : 30.05.2019

sd/-
(Rajiv Arora)
DIN: 00079838
Chairman-cum-
Managing Director

sd/-
(Rijul Arora)
DIN: 07477956
Director

For and on behalf of the Board

sd/-
(Neha Bedi)
ACS 30546
Company Secretary

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019****1 CORPORATE INFORMATION**

Ritesh International Ltd (the company) is a public company limited by shares domiciled in India and is incorporated under the provision of Companies Act applicable in India. The company is engaged in the business of manufacturing and selling of Stearic Acid, Fatty Acids, glycerin and Readymade Garments. The equity shares of the company are listed on BSE Limited in India. The registered office of the Company is located at 356, Industrial Area 'A' Ludhiana-141003, Punjab.

2. SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of the standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Basis of Preparation**i) Compliance with Ind AS**

These standalone financial statements comply in all material respect with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) Basis of Measurement

These standalone financial statements have been prepared on a historical cost basis in accordance with the generally accepted accounting principles and in accordance with Accounting Standards applicable in India and the provisions of the Companies Act, 2013 as adopted consistently by the Company

iii) Current and Non-Current Classification

The company presents assets and liabilities in the Balance Sheet based on current/non-current classification

An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in the normal operating cycle,
- the asset is intended for sale or consumption,
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when

- it is expected to be settled in the normal operating cycle,
- it is due to be settled within twelve months after the reporting period, or

- there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

b) Revenue from Sale of Products

Revenue from the sale of goods is recognized at the point of time when a control of the goods is transferred to the customer. The normal credit term differs from customer to customer. The revenue is measured on the basis of the consideration defined in the contract/invoice with a customer, including variable consideration, such as discounts etc.

Revenue from services rendered/job work is recognized as the services/job work are rendered and is booked based on the invoices raised.

Income/Loss against Commodity dealing/Future trading of Shares is recognized at the closing point of the contract.

Profit/loss on dealing in shares at the time of delivery of shares or square up of the deal.

c) Property, Plant and Equipment

All Property, Plant and Equipment including capital work in progress are stated at cost less accumulated depreciation. Cost of acquisition includes the cost of replacing part of the plant and equipment and borrowing costs and other incidental expenses. Depreciation Method, Estimated useful life and Residual values

Depreciation is calculated on a pro-rata basis using the straight-line-method to allocate their cost, net of their estimated residual values, over their estimated useful life in accordance with Schedule II to the Act. The company depreciate the property, plant and equipment as under:

Estimated useful lives of the assets are as follows:

Factory Building	30 Years
Plant and Equipment	25 Years
Furniture and Fixture	10 Years
Vehicles	8 to 10 years

An item of Property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the derecognized of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

Plant and equipment not ready to use are disclosed under 'Capital Work in progress.'

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019****d) Impairment of Non-financial Assets**

The company assess, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

Impairment losses of continuing operations, including impairment of inventories, are recognized in the statement of Profit and Loss.

e) Inventories

Inventories are stated at the lower of cost and net realizable value.

Cost of inventories comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition and are accounted for as follows:

Raw Material and Stores and Spares: cost includes cost of purchases and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO method.

Work in Progress: cost includes cost of direct material, direct labour and an appropriate proportion of variable expenses on estimation basis.

Finished goods: cost includes cost of direct material, direct labour and an appropriate proportion of variable expenses and fixed overhead expenditure or net realizable value, whichever is lower.

f) Income Recognition**Interest Income**

Interest income on loans and advances and security deposit with electricity department are being accounting for on mercantile basis at the rate of interest as agreed or as allowed by the department.

Profit on sale of shares

Profit on sale of shares have been recognized on the sale of shares on the completion of transfer/delivery of shares and received the payment.

Profit/(Loss) against Commodity/future trading

Profit/ (Loss) on trading of commodity/ future trading recognizes on the completion of the contract.

Insurance claims received

Insurance claims have been recognized on the basis of the claims filed with the insurance companies on the assets insured.

g) Cash and Cash Equivalents

For the purpose of presentation in the Cash Flow Statement, cash and cash equivalent includes cash in hand, balances with banks in current accounts and cheques deposited with the bank.

h) Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition,

as financial liabilities at historical cost through loans and borrowings or payables, as appropriate.

All financial liabilities are recognized initially at historical cost and, in case of loans and borrowings and payable, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Trade Payable

Trade payables represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

Loans and Borrowings

Borrowings are initially recognized at historical cost. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan and is recognized in profit and loss. Borrowings are classified as current and non- current liabilities based on the repayment schedule agreed with the bank.

i) Employees benefits**(i) Short-term employee benefit**

Liabilities for short-term employee benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related services are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Other Liabilities' in the Balance Sheet.

(ii) Post-Employment Plans**(a) Gratuity**

Retirement gratuity for employees who have completed the minimum period of service of 5 years under the Gratuity Act has been recognized. The gratuity due every year has been calculated and any addition in the gratuity as compared to the last year has been recognized as an expense in the Statement of Profit and Loss. The total gratuity payable at the close of the year end is presented as 'Provision for employee's benefits' under Non-Current Provisions in the Balance Sheet.

(b) Provident Fund

Contributions in respect of Employees are made to the Fund administrative by the Regional Provident Fund Commissioner as per the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and are charged to Statement

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

- of Profit and Loss as and when services are rendered by employees. The company has no obligation other than the contribution payable to the Regional Provident Fund.
- j) **Income Tax**
The Income Tax expense for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted after adjusted the brought forward losses and depreciation from the previous year.
- k) **Earnings per Share**
Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.
For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity holders of the Company and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares
- l) **Provisions and Contingencies**
(i) Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of a past event and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the Financial Assets.
(ii) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date in accordance with the Accounting Standard AS-29 on "Provisions, Contingent Liabilities and Contingent Assets" notified under the Companies (Accounting Standards) Rules, 2006.
- m) **Segment Reporting**
As the Company's business activities fall within a single primary business segment, the disclosure requirements of Accounting Standards (AS)-17 on "Segment Reporting", issued by The Institute of Chartered Accountants of India are not applicable.
- n) **Use of Estimates**
The preparation of financial statements in conformity with Ind AS requires the management to
- make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of the current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.
3. **Critical Estimates and Judgments**
The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these standalone financial statements and the reported amounts of revenue and expenses for the year presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance Sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.



4 PROPERTY, PLANT AND EQUIPMENT
4.1 Reconciliation of Gross and Net Carrying Amount of Each Class of Assets

	Freehold Land	Building	Plant and Equipment	Furniture and Fixture	Vehicles	Total
Year ended 31st March, 2018						
Gross Carrying Amount						
Opening Balance	6,123,000.00	22,723,545.65	65,025,245.41	1,469,543.73	4,228,968.30	99,570,303.09
Additions	-	-	6,896,942.58	234,386.00	-	7,131,328.58
Disposals	-	-	-	-	716,038.00	716,038.00
Closing Balance	6,123,000.00	22,723,545.65	71,922,187.99	1,703,929.73	3,512,930.30	105,985,593.67
Accumulated Depreciation						
Opening Balance	-	14,695,628.98	18,426,264.63	1,027,461.56	3,065,595.37	37,214,950.54
For the Year	-	466,521.68	2,471,984.58	100,510.17	172,131.95	3,211,148.38
On Disposals	-	-	-	-	435,115.88	435,115.88
Closing Balance	-	15,162,150.66	20,898,249.21	1,127,971.73	2,802,611.44	39,990,983.04
Net Carrying Amount						
Year ended 31st March, 2019						
Gross Carrying Amount						
Opening Balance	6,123,000.00	22,723,545.65	71,922,187.99	1,703,929.73	3,512,930.30	105,985,593.67
Additions	-	-	221,464.76	117,695.00	1,403,468.00	1,742,627.76
Disposals	-	-	-	-	468,531.00	468,531.00
Closing Balance	6,123,000.00	22,723,545.65	72,143,652.75	1,821,624.73	4,447,867.30	107,259,690.43
Accumulated Depreciation						
Opening Balance	-	15,162,150.66	20,898,249.21	1,127,971.73	2,802,611.44	39,990,983.04
For the Year	-	466,521.68	2,704,645.35	114,952.72	275,296.46	3,561,416.21
On Disposals	-	-	-	-	319,242.93	319,242.93
Closing Balance	-	15,628,672.34	23,602,894.56	1,242,924.45	2,758,664.97	43,233,156.32
Net Carrying Amount	6,123,000.00	7,094,873.31	48,540,758.19	578,700.28	1,689,202.33	64,026,534.10

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019** (Amount in Rupees)

NOTE	PARTICULARS	31.03.2019	31.03.2018
4.2	Capital Work-in-progress		
	Carrying amount at the beginning of the year	-	185,092.00
	Additions during the year	5,585,550.00	-
	Less: Capitalized during the year	-	185,092.00
	Total	5,585,550.00	-
5	Loans- Non Current (Unsecured, considered Good) Other Loans & Advances	6,943,967.00	12,698,422.35
	Total	6,943,967.00	12,698,422.35
6	Others- Non Current (Unsecured, considered Good) Security Deposits	2,734,153.38	2,740,988.38
	Total	2,734,153.38	2,740,988.38
7	Inventories (At lower of Cost and Net realisable Value)		
	Raw Mateial	10,871,344.50	24,920,257.50
	Work in Progress	2,644,305.00	886,240.00
	Finished Goods	36,095,883.00	22,883,554.00
	Stores & Spares	7,681,873.00	6,228,231.21
	Total	57,293,405.50	54,918,282.71
8	Investments-Current		
	Trade Investments (Quoted)		
	Nil(PY 930737) Equity Shares of Kingfisher Airlines Ltd	-	3,660,016.10
	Total	-	3,660,016.10
	Market Value of Quoted Investments	-	1,265,802.32
9	Trade Receivables (Unsecured, Considered Good)		
	Outstanding for a period exceeding 6 months	297,001.00	1,161,497.00
	Others	27,547,402.40	24,454,313.47
	Total	27,844,403.40	25,615,810.47
10	Cash & Cash Equivalent		
	Cash Balance in Hand	382,313.62	411,488.02
	Balance with Bank in Current Account	1,109,032.34	2,360,880.89
	Cheque Deposited but passed lateron	62,540.00	1,200,000.00
	Total	1,553,885.96	3,972,368.91
11	Short-Term Loans and Advances (Unsecured, Considered Good)		
	Advances to suppliers	1,991,647.07	550,621.64
	Other Loans & Advances	1,539,535.08	1,899,757.42
	Total	3,531,182.15	2,450,379.06
12	Current Tax Assest(Net)		
	Taxes paid in advance	1,254,295.37	860,348.42
	Total	1,254,295.37	860,348.42

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019** (Amount in Rupees)

NOTE	PARTICULARS	31.03.2019	31.03.2018
13	Other Current Asset		
	Advances to Staff	85,300.00	57,546.00
	Total	85,300.00	57,546.00
14	Share Capital Account		
	Authorized		
	10000000 Equity Shares of Rs.10/- each	100,000,000.00	100,000,000.00
	Issued		
	8830000 Equity Shares of Rs.10/- each	88,300,000.00	88,300,000.00
	Subscribed & Paid up		
	8552822 Equity Shares of Rs.10/- each	85,528,220.00	85,528,220.00
	Total	85,528,220.00	85,528,220.00

Notes i) The company has one class of Equity Shares having a par value of Rs.10/- each. Each holder is eligible for one vote per share held.

ii) Detail of shares held by each shareholder holding more than 5% Shares

Sr. No.	Name of the Shareholder	No. of Shares	% holding	No. of Shares	% holding
1.	Sh. Rajiv Arora	3223739	37.69	2718436	30.79
2.	Anita Arora	-	-	476241	5.57
3.	Rijul Arora	802546	9.38	791992	9.26

15 Other Equity

a) Capital Reserve		
Opening Balance	41,882,509.07	41,882,509.07
Additions during the year	-	-
Closing Balance	41,882,509.07	41,882,509.07
b) Securities Premium Reserve		
Opening Balance	46,208,220.00	46,208,220.00
Additions during the year	-	-
Closing Balance	46,208,220.00	46,208,220.00
c) General Reserve		
Opening Balance	9,024,950.04	9,024,950.04
Additions during the year	-	-
Closing Balance	9,024,950.04	9,024,950.04
d) Revaluation Reserve		
Opening Balance	10,000,000.00	10,000,000.00
Additions during the year	-	-
Closing Balance	10,000,000.00	10,000,000.00
h) Profit & Loss Account		
Opening Balance	(71,282,205.81)	(72,600,903.58)
Additions during the year	531,663.32	1,318,697.77
Closing Balance	(70,750,542.49)	(71,282,205.81)
Total	36,365,136.65	35,833,473.31
16 Non Current -Provisions		
Provision for employee benefits	1,868,618.00	1,665,905.00
Total	1,868,618.00	1,665,905.00

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019** (Amount in Rupees)

NOTE	PARTICULARS	31.03.2019	31.03.2018
17	Current- Borrowings		
	Secured*		
	From Banks		
	Working Capital Facilities	26,818,415.18	24,685,908.53
	Total	26,818,415.18	24,685,908.53
	The Working Capital facility secured by hypothecation of entire present and future movable assets of the company such as stocks of raw material, work in process, finished goods, stores & book debts etc. Working Capital facility also guaranteed by promoter directors of the company.		
18	Trade Payable		
	Trade Payable	11,460,790.59	17,880,076.16
	Total	11,460,790.59	17,880,076.16
	Trade Payable due to MSME Development Act, 2006-Rs. 1996459.00(Previous Year-Rs. 1825661.00)		
19	Other Financial Liabilities		
	Advances from Customers	281,651.00	268,797.00
	Cheque Issued but presented later on	3,778,976.00	1,605,754.00
	Total	4,060,627.00	1,874,551.00
20	Other Current Liabilities		
	Statutory Dues	1,824,149.62	2,219,841.00
	Other Liabilities	2,926,719.82	3,280,798.00
	Total	4,750,869.44	5,500,639.00
21	Revenue from Operations		
	i) Sale of Products	344,999,337.44	307,555,561.83
	Stearic Acids & Other non edible Oils		
	ii) Other Operating Income	53,167,487.62	49,305,977.87
	Sale of Garments etc	398,166,825.06	356,861,539.70
	Less: Excise Duty	-	5,438,589.00
	Total	398,166,825.06	351,422,950.70
22	Other Income		
	Interest Income	543,900.00	971,004.00
	Profit on Sale of Shares	993,668.90	-
	Insurance Claim Received	18,280.00	-
	Misc Income	1,238,140.00	22,331.00
	Total	2,793,988.90	993,335.00
23	Cost of Material Consumed		
	Opening Stock		
	- Raw Material	24,920,257.50	11,538,400.00
	Add: Purchases		
	i) Non Edible Oils	275,568,182.04	222,870,794.98
	ii) Others	14,466,525.23	18,139,364.31
		314,954,964.77	252,548,559.29
	Closing Stock		
	- Raw Material	10,871,344.50	24,920,257.50
	Net Consumption	304,083,620.27	227,628,301.79

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019** (Amount in Rupees)

NOTE	PARTICULARS	31.03.2019	31.03.2018
24	Change in Inventories		
	a) Opening Stock of		
	- Finished Goods	22,883,554.00	26,544,234.00
	- Work in Progress	886,240.00	2,280,997.00
		23,769,794.00	28,825,231.00
	b) Closing Stock of		
	- Finished Goods	36,095,883.00	22,883,554.00
	- Work in Progress	2,644,305.00	886,240.00
		38,740,188.00	23,769,794.00
	(Increase)/Decrease in Inventories	(14,970,394.00)	5,055,437.00
25	Employee Benefits Expense		
	Salaries & Wages#	27,959,954.00	23,877,887.00
	Contribution to Provident & Other Funds##	1,464,954.00	1,281,560.00
	Other Benefits to Staff & Workers@	2,918,046.00	2,253,606.00
	Staff Wefare Expenses	236,392.00	292,512.55
	Total	32,579,346.00	27,705,565.55
	# Includes Directors Remuneration Rs. 22,34,000/- Previous Year Rs. 19,73,088/-		
	## Include Directors Contribution Rs. 12,600/- Previous Year Rs. 21,600/-		
	@ Includes benefits to Director Rs. 53,725/- Previous Year Rs. 54,172/-		
26	Finance Charges		
	Interest #	1,716,522.00	3,399,022.00
	Bank & Other Charges	131,848.54	196,798.04
	Total	1,848,370.54	3,595,820.04
	# Includes Interest on Term Loan Rs. NIL Previous Year Rs. 1,39,097/-		
27.	Other Expenses		
	Chemicals	10,232,401.83	8,485,588.01
	Power & Fuel	32,320,642.53	39,917,368.00
	Repair and Maintenance#	2,599,586.57	3,085,171.67
	Other Expensses	4,343,277.05	919,074.25
	Advertisement	586,850.46	502,176.18
	Brokerage & Commission	16,584,475.56	19,377,287.04
	Freight Expenses	2,756,260.00	3,657,524.08
	Packing Expenses	2,929,131.35	2,098,031.80
	Selling Expenses	122,919.36	241,279.00
	Electric Expenses	154,160.00	182,230.00
	Fees & Taxes	675,978.63	490,867.00
	Insurance Expenses	204,910.92	228,756.85
	Legal & Professional Charges	1,212,405.00	856,782.00
	Vehicle Expenses	382,922.21	483,485.09
	Postage & Telephone Expenses	397,026.36	257,993.50
	Rent	1,048,500.00	1,014,000.00
	Travelling and Conveyance Expenses@	113,168.13	384,896.00



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Amount in Rupees)

NOTE	PARTICULARS	31.03.2019	31.03.2018
	Charity & Donation	38,550.00	73,650.00
	Previous Year Expenses	90,921.39	49,568.00
	Other Expenses	4,317,156.20	1,920,517.94
	TOTAL	81,111,243.55	84,226,246.41
	# Repair and maintenance		
	Machinery Repair	1,392,429.08	2,462,998.95
	Electric Repair	585,648.68	292,156.99
	General Repair	158,624.81	67,555.07
	Building Repair	462,884.00	262,460.66
	@ Includes Directors Travelling Rs. 64,836.13 Previous Year Rs. 3,38,753.00		
28	Exceptional and Extraordinary Items		
	Exchange Flucutation	-	866,306.15
	Profit/(Loss) against commodity/future trading	7,763,740.00	(568,452.79)
	Profit on Sale of Fixed Assets	20,711.93	27,077.88
	TOTAL	7,784,451.93	324,931.24
29	Earning Per Share		
	a) Net profit after tax	531,663.32	1,318,697.77
	b) Total weighted Average Number of Shares for Basic and Diluted Earning	8,552,822	8,552,822
	c) Face Value of each Equity Share (Rs.)	10.00	10.00
	d) Basic and Diluted Earning per Share	0.06	0.15
30.	Debit and credit balances are subject to confirmation and reconciliation, if any.		
31.	The payment made to the Chairman cum Managing Director (CMD), Executive Director and Whole time Director is as under:		

Particulars	2018-19	2017-18
Salary to		
- CMD	Rs. 16,64,000/-	Rs. 15,98,000/-
- Executive Director & CFO	Rs. 3,60,000/-	Rs. 2,85,088/-
- Whole time Director(WTD)	Rs. 2,10,000/-	Rs. 90,000/-
Contribution to PF(WTD)	Rs. 12,600/-	Rs. 21,600/-
Other Benefits(WTD)	Rs. 42,525/-	Rs. 68,109/-
Perks	Nil	Nil

32. As the Company's business activities fall within a single primary business segment, the disclosure requirements of Accounting Standards (AS)-17 on "Segment Reporting", issued by The Institute of Chartered Accountants of India are not applicable. However the Company has made sales of Rs.531.67 Lacs (Previous Year Rs.493.06 Lacs) of Knitwear Division which is shown under Other Operating Income.
33. In the opinion of the Board, all the Current Assets, Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Amount in Rupees)

NOTE PARTICULARS 31.03.2019 31.03.2018

34. Legal & Professional Charges include payment to Auditor's as under :

	2018-19 (Rs.)	2017-18 (Rs.)
Audit Fee	240000.00	120000.00
Tax Audit Fee	40000.00	40000.00

35. The Company is taking the inventories as on 31.03.2019 & 31.03.2018 of its knitwear division on the basis of physical stock taking, as the knitwear division of the company is not maintaining the proper stock registers.

36. Related Parties Disclosure

A) Related parties where control exists or with whom transactions have taken place during the year.

ASSOCIATED/ALLIED COMPANIES

- Kishan Chand & Co. Oil Industries Limited.
- Kamal Oil & Allied Industries (P) Limited

OTHERS

- Anita Arora Wife of Chairman Cum Mg. Director
- **KEY MANAGERIAL PERSONNEL (KMP) REPRESENTED ON THE BOARD**
- Sh. Rajiv Arora Chairman cum Mg. Director
- Sh. Ritesh Arora Additional Director*
- Sh. Rijul Arora Executive Director & CFO
- Sh. Dev Raj Whole Time Director@

*Appointed as Additional Director w.e.f 01.01.2018 & resigned from Directorship w.e.f 04.05.2018 @ up to 31.10.2018

B) Particulars of Related Party Transactions

Sr. No.	Name of Company/Firm/ Individual	Nature of Transaction	2018-19 (Rs.)	DR/ CR	2017-18 (Rs.)	DR/ CR
1.	Sh. Rajiv Arora, KMP	Loan Received	5739015.00	CR	7094709.00	CR
		Loan Repaid	5739015.00	DR	7094709.00	DR
		Director's Salary	16,64,000.00	DR	15,98,000.00	DR
		Rent Paid	6,72,000.00	CR	6,72,000.00	CR
		Sale of Shares	4653685.00	CR	2966187.00	CR
		Cheque Received against sale of Shares	4653685.00		2966187.00	
		Cheque against Expenses/TDS	NIL	Dr	13625.00	DR
2.	Sh. Ritesh Arora, KMP Cheque Paid Against Car Sale of Car Cheque received against Car	Purchase of Car	NIL	DR	950000.00	DR
		NIL			950000.00	
		NIL			950000.00	
		NIL			950000.00	



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Amount in Rupees)

NOTE	PARTICULARS		31.03.2019		31.03.2018	
3.	Sh. Rijul Arora, KMP Rent Paid	Director's Salary	360000.00	Dr	90000.00	Dr
		Cheque against Insurance	128000.00	Dr	NIL	
			19215.00		83150.00	
4.	Smt. Anita Arora, Others Cheque against TDS	Rent Paid	64000.00	DR	1,92,000.00	DR
		NIL			735000.00	
5.	Sh. Dev Raj Angaria, KMP Contribution to PF Other Benefits	Director's Salary	210000.00	Dr	285088.00	Dr
			12600.00	Dr	21600.00	Dr
			42525.00	Dr	68109.00	Dr

B) Amount Due From/To Related Parties

Particulars	As at 31.03.2019 (Rs.in Lacs)	As at 31.03.2018 (Rs.in Lacs)
i) Due from Related Parties (Included in Loan & Advance & Sundry Debtors		
- Associate/Allied Concern	2.87	2.87

37. Expenditure in Foreign Currency on Traveling - Rs. NIL/-(Previous Year-Rs. 2,60,146/-)

38. Leases (AS-19):

S. No.	Particular	31.03.2019	31.03.2018
a.	The total of future minimum lease payment under non-cancelable operating leases for each of the following periods: 1.not later than one year ; 2.later than one year and not later than five years; 3.later than five years;	NIL NIL NIL	NIL NIL NIL
b.	Lease payments recognized in the statement of profit and loss for the period, with separate amounts for minimum leases payments.	Rs.10,48,500/-	Rs.10,14,000/-
c.	A general description of the lessee's significant leasing arrangements	NIL	NIL

39. Corresponding figures of the previous year have been regrouped/rearranged, wherever deemed necessary.

Signature to Notes 1 to 39 As per our Report of even date attached

For Ashok Shashi & Co.

(FRNo. 013258N)

Chartered Accountants

(Rajiv Arora)
(00079838)
Chairman cum
Mg. Director

(Rijul Arora)
(07477956)
Executive
Director & CEO

(Ashok Mehta)
Prop
M No. 080969

(Neha Bedi)
(30546)
Company Secretary

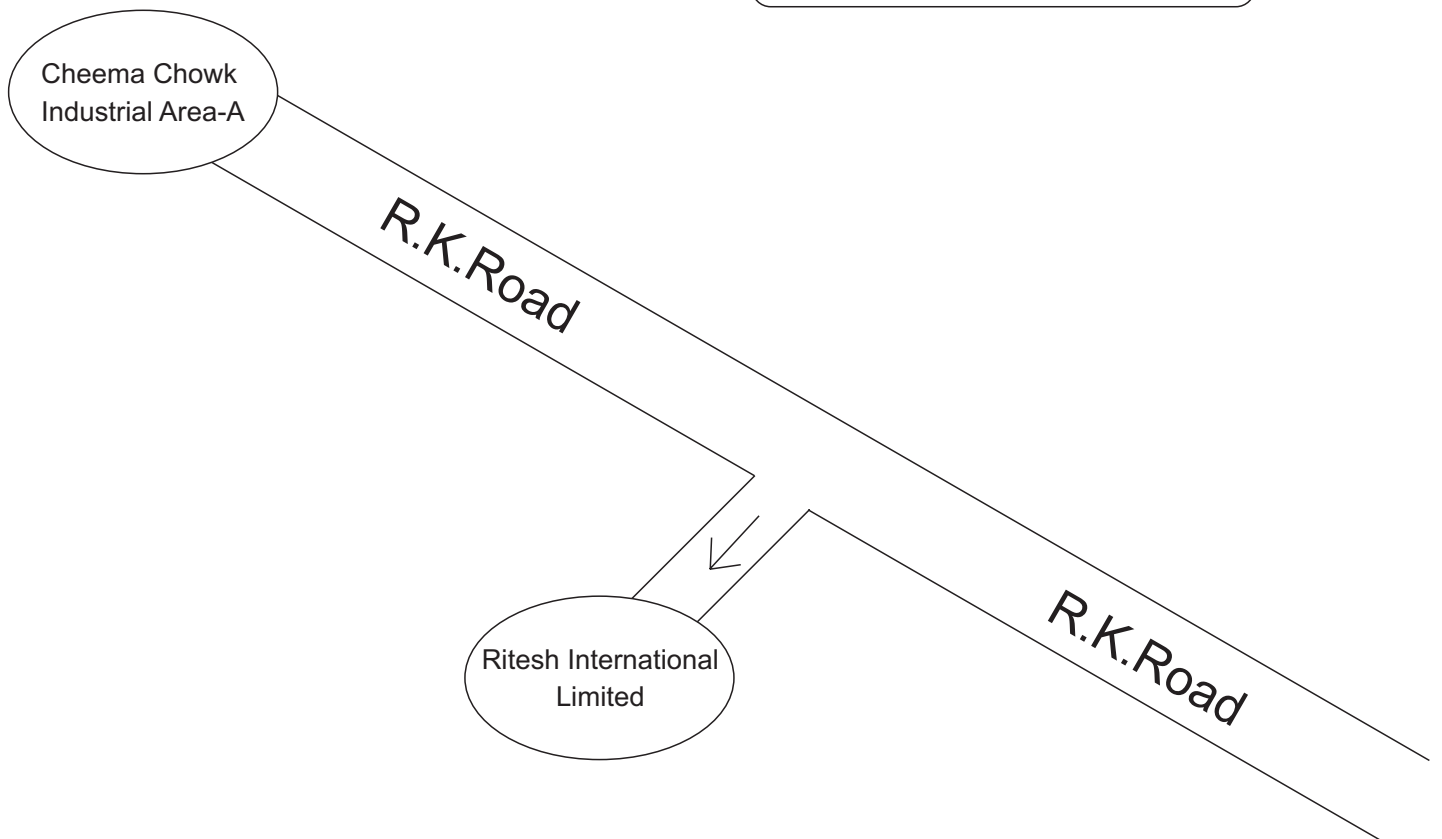
On behalf of the Board

Place: Ludhiana

Dated: 30.05.2019



Venue of AGM of
Ritesh International
Limited





RITESH INTERNATIONAL LIMITED

Regd. Office: 356, Industrial Area 'A', Ludhiana-141003
L15142PB1981PLC004736

ATTENDANCE SLIP

Member's Folio No. :

Client ID No. :

DP ID No. :

Name of the Member :

Name of Proxy holder :

No of shares held :

I hereby record my presence at the 37th Annual General Meeting of the Company held on Saturday, 28th day of September, 2019 at 03.00 P.M. at the Registered Office of the Company at 356, Industrial Area 'A', Ludhiana-141003

Signature of Member/Proxy

NOTES :

- Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.



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RITESH INTERNATIONAL LIMITED

Regd. Office: 356, Industrial Area 'A', Ludhiana-141003
L15142PB1981PLC004736

PROXY FORM

Member's Folio No : _____

I/We _____ of _____ in the district of _____ being a member/members of **RITESH INTERNATIONAL LIMITED**, hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the 37th Annual General Meeting of the Company held on Saturday, 28th day of September, 2019 at 03.00 p.m. at the Registered Office of the Company at 356, Industrial Area-A, Ludhiana -141003 and at any adjournment thereof.

Signed this _____ day of _____ 2019.

Note :

- A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.**
- If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting**





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Resolution No.	Resolution	For	Against
1	To receive, consider and adopt Audited Financial Statements along with reports of the Board Directors and Auditors there on for the financial year ended March 31, 2019		
2.	To appoint M/s Bhushan Aggarwal & Co as statutory auditor 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 (Ordinary Resolution).		
3.	To retire by rotation and re-appointment of Mr. Rajiv Arora as director of the company (Ordinary Resolution)		
4.	To appoint Ms. Heena as an Independent Director (Ordinary Resolution).		
5.	To re-appoint Mr. Raghu Nath Nayyar as an Independent director for another term of upto five years (Special Resolution).		

Signature of shareholder : Signed this day of 2019

Signature of Proxy holder(s) :



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.



**Regd. Post / Courier
(PRINTED MATTER)**

If undelivered please return to :

RITESH INTERNATIONAL LIMITED

Regd. Office : 356, Industrial Area 'A',
Ludhiana - 141 003

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