



# RITESH INTERNATIONAL LIMITED

CIN- L15142PB1981PLC004736

GST No. 03AAACR8498N1ZQ

03.02.2021

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001

**Sub: Notice of EGM to be held on 08.03.2021**

Dear Sir,

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the Members of RITESH INTERNATIONAL LIMITED will be held on **Monday, 08<sup>th</sup> March, 2021** at **11:00 A.M.** at Registered office of the company at 356, Industrial Area-A, Ludhiana-141003.

A copy of the complete Notice is attached herewith.

This is for your information please.

Thanking You,

Sincerely Yours  
**For Ritesh International Limited**

  
(Rajiv Arora)  
**Managing Director**  
DIN: 00079838

**CORP. OFF.: C-24, East of Kailash, New Delhi-110065**

**REGD. OFF: 356, Industrial Area-A, Ludhiana-141 003. (PB.) Tel. 0161-5059126**

**WORKS: Momnabad Road, Akbarpura, Ahemdgarrh, Distt. Sangrur (Punjab) M. 98153-86252**

**E Mail: rajiv\_ritesh2007@rediffmail.com**

# **RITESH INTERNATIONAL LIMITED**

Regd. Office: 356, Industrial Area-A, Ludhiana-141003  
Ph: 0161-5047085, E-mail: cs\_riteshinternational@yahoo.com  
rajiv\_ritesh2007@rediffmail.com  
Website: <http://www.riteshinternational.com>  
CIN: L15142PB1981PLC004736

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)**

**NOTICE** is hereby given that the EXTRA-ORDINARY GENERAL MEETING of the Members of RITESH INTERNATIONAL LIMITED will be held on **Monday, 08<sup>th</sup> March, 2021 at 11:00 A.M.** at Registered office of the company at 356, Industrial Area-A, Ludhiana-141003 to transact the following business:

- 1. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** consent of the shareholders be and is hereby given for the enhancement of the remuneration w.e.f. 01.01.2021 to 31.12.2023, pursuant to the provisions of Section 196, 197 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Audit Committee and Nomination and Remuneration Committee, for the remuneration of Mr. Rajiv Arora (DIN: 00079838), Chairman-cum-Managing Director of the Company, for the period as per the conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

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

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

**2. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** consent of the shareholders be and is hereby given for the enhancement of the remuneration w.e.f. 01.01.2021 to 31.12.2022, pursuant to the provisions of Section 196, 197 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Audit Committee and Nomination and Remuneration Committee, for the remuneration of Mr. Rijul Arora (DIN: 07477956), Whole-Time Director of the Company, for the period as per the conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary/alter, at any time, the remuneration, in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Rijul Arora, Whole-Time Director of the Company as permissible under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

By Order of the Board  
For RITESH INTERNATIONAL LIMITED

Rajiv Arora  
Chairman-Cum-Managing Director  
DIN: 00079838  
H No. E-1,270, East Lake Village,  
Ireo Water Front, Isewal, Ludhiana-141102

Place: Ludhiana  
Date: 03.02.2021

## NOTES:

- i) A member entitled to attend and vote at the Extra-Ordinary 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 Notice of the EGM 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). Members who have received the Notice of EGM 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 EGM.
- vi) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- vii) Mr. Ansh Bhambri (M/s Bhambri & Associates), 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.
- viii) The Results of the resolutions passed at the EGM of the Company will be declared within 48 working hours of the conclusion of EGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website and will be communicated to the stock exchanges.
- ix) **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 Extra-Ordinary General Meeting (EGM) by electronic means.

- x) **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 **02.03.2021 (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 **05.03.2021 at 9:00 AM** and **ends on 07.03.2021 at 05:00 PM**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
  - c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - d. Click on “Shareholders” tab.
  - e. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - f. Next enter the Image Verification as displayed and Click on Login.
  - g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- 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 **(210127009)**.
- 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](http://www.evotingindia.com) and register themselves as Corporates.

A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslidia.com](mailto: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.

- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to helpdesk.evoting@cdslindia.com.
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

By Order of the Board  
For RITESH INTERNATIONAL LIMITED

Rajiv Arora  
Chairman-Cum-Managing Director  
DIN: 00079838

H No. E-1,270, East Lake Village,  
Ireo Water Front, Isewal, Ludhiana-141102

Place: Ludhiana  
Date: 03.02.2021

## **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: 1**

Mr. Rajiv Arora was reappointed as Managing Director of the Company by the Shareholders at its meeting w.e.f. 01.08.2020. The remuneration payable to him, if approved by the shareholders at the following terms and conditions:

a) **Salary:** Rs. 2,50,000 per month with annual increment of Rs. 25,000 per annum.

b) **Perquisites:**

Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of Three month's salary in a year or actual, whichever is lower.

Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.

Club Fees: Fees for the club subject to a maximum of two clubs. This will not include admission and life membership fees.

Electricity Bill: For Director's residence subject to maximum of Rs. 20,000/- per month.

Personal Accident Insurance: Premium not to exceed 10,000/- per annum.

Contribution to Provident Fund, Superannuation fund or Annual fund will not be included in computation of the ceiling of perquisites to the extent these singly or put together are not taxable under the Income Tax Act.

Gratuity: if payable, shall not exceed half month's salary for each completed year of service.

Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Sh. Rajiv Arora.

Other allowances: as may be applicable to other employees of the Company with liberty of the Board of Directors (herein after referred to as "Board" which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed to by Sh. Rajiv Arora, Chairman-Cum-Managing Director.

In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years from **01.01.2021 till 31.12.2023**.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajiv Arora, Mr. Ritesh Arora and Mr. Rijul Arora is concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 1 for the approval of the members.

### **ITEM NO: 2**



Mr. Rijul Arora was appointed as Whole-time Director of the Company by the Shareholders at its meeting w.e.f. 01.01.2018. The remuneration payable to him, if approved by the shareholders at the following terms and conditions:

a) **Salary:** Rs. 1,25,000 per month with annual increment of Rs. 12,500 per annum.

b) **Perquisites:**

Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of Three month's salary in a year or actual, whichever is lower.

Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.

Club Fees: Fees for the club subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal Accident Insurance: Premium not to exceed 10,000/- per annum.

Contribution to Provident Fund, Superannuation fund or Annual fund will not be included in computation of the ceiling of perquisites to the extent these singly or put together are not taxable under the Income Tax Act.

Gratuity: if payable, shall not exceed half month's salary for each completed year of service.

Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Sh. Rijul Arora.

Other allowances as may be applicable to other employees of the Company with liberty of the Board of Directors (herein after referred to as "Board" which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed to by Sh. Sh. Rijul Arora, Whole-time Director.

The approval of the above said remuneration shall be valid for the remaining tenure of the appointment **w.e.f. 01.01.2021 till 31.12.2022.**

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajiv Arora, Mr. Ritesh Arora and Mr. Rijul Arora is concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

By Order of the Board  
For RITESH INTERNATIONAL LIMITED

Rajiv Arora  
Chairman-Cum-Managing Director  
DIN: 00079838

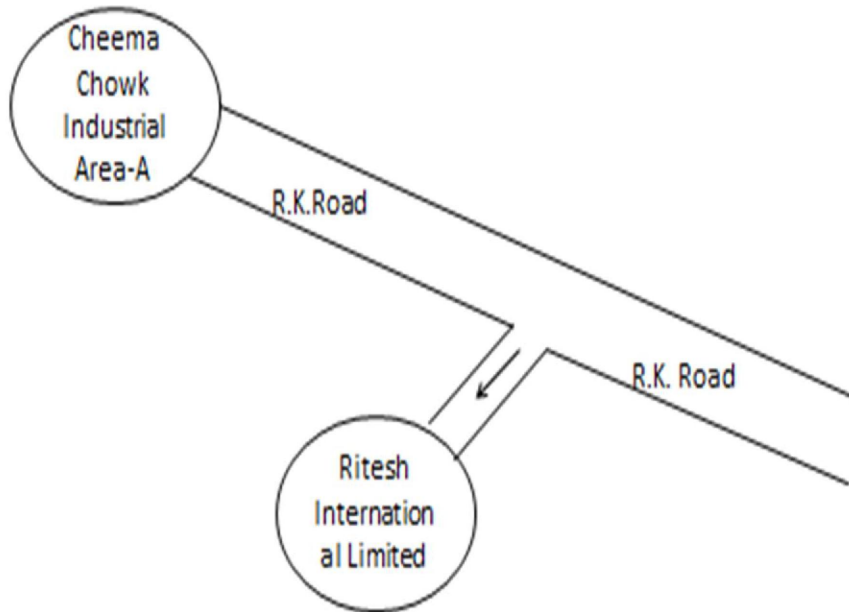
H No. E-1,270, East Lake Village,

Ireo Water Front, Isewal, Ludhiana-141102

Place: Ludhiana

Date: 03.02.2021

# VENUE OF EGM



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 Extra-Ordinary General Meeting of the Company held on Monday, 08<sup>th</sup> day of March, 2021 at 11.00 A.M. at the Registered Office of the Company at 356, Industrial Area-A, Ludhiana-141003.

\_\_\_\_\_  
Signature of Member/Proxy

**Notes :**

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

Cut here

**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 Extra-Ordinary General Meeting of the Company held on Monday, 08<sup>th</sup> day of March, 2021 at 11.00 A.M. at the Registered Office of the Company at 356, Industrial Area-A, Ludhiana-141003 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

Affix Re. 1/- Revenue Stamp here
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**Note :**

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.**
2. **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.**

No.	Resolution	For	Against
1.	To revise the remuneration payable to Mr. Rajiv Arora, Chairman cum Managing Director. (Special Resolution)		
2.	To revise the remuneration payable to Mr. Rijul Arora, Whole-time Director (Special Resolution).		