



02.09.2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001

Sub: Notice of Annual General Meeting

Ref: RITESHIN - 519097 - INE534D01014

Dear Sir,

The company is hereby submitting the approved Notice for the Annual General Meeting 2026 to be held on Monday, 28th September, 2026 at 11:00 A.M. at Registered office of the Company at Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021.

Please take it in your records.

Thanking You,

Sincerely Yours

For RITESH INTERNATIONAL LIMITED

Rijul Arora

(Wholetime Director)

(DIN: 07477956)



RITESH INTERNATIONAL LIMITED

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

*Ph: 0161-5047085, E-mail: cs_riteshinternational@yahoo.com
rajiv_ritesh2007@rediffmail.com , Website: <http://www.riteshinternational ltd.com>*

CIN: - L15142PB1981PLC004736

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of the Members of **RITESH INTERNATIONAL LIMITED** will be held on Monday, 28th September, 2026 at 11:00 A.M. at Registered office of the Company at Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31st, 2026 including Audited Balance Sheet as at March 31st, 2026, 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 (Ordinary Resolution).
2. To consider and approve, with or without modification, the appointment of Mr. Ritesh Arora (DIN: 00080156), who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution).

SPECIAL BUSINESS

3. To consider and ratify, with or without modification, the remuneration payable to the Cost Auditor (Verma Khushwinder & Co.) for the FY 2026-27. (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded, to appoint M/s Verma Khushwinder & Co. (M-12913) and firm registration number (FRN 000469) to conduct Cost audit of the Cost Records and issue a Cost Audit Report for the financial year 2026-27 at a remuneration of Rs. 45,000/- plus applicable taxes.

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

4. To consider and approve the Re-Appointment of Mr. Ritesh Arora (DIN: 00080156) as Managing Director of the Company.

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



“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by the Board and Nomination and Remuneration Committee, consent of shareholders be and is hereby accorded to re-appoint, Mr. Ritesh Arora (DIN: 00080156), as **Managing Director** of the Company for a period of five years from **14.12.2026 to 13.12.2031**, liable to retire by rotation as may be applicable.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ritesh Arora be and is hereby approved by the shareholders is as per the following terms and conditions:

a) **Salary:** Rs. 5,00,000/- till 31.03.2027 and

Rs. 7,50,000/- per month w.e.f. 01.04.2027 with increment of 7 % per annum.

b) **Perquisites:**

(i) Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.

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

(iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 50,000/- per month.

(iv) 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.

(v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 15,000/- per month

(vi) The gratuity payable shall not exceed half month's salary for each completed year of service.

(vii) 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 Mr. Ritesh Arora.

(viii) 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 Mr. Ritesh Arora.

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

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

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

5. To consider and approve the revision in the remuneration payable to Mr. Rijul Arora (DIN: 07477956), Wholtime Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Nomination and Remuneration Committee, the remuneration of Mr. Rijul Arora (DIN: 07477956), Wholtime Director of the Company, be and is hereby approved and revised by the shareholders for a period of three years from 01.10.2026 to 30.09.2029, notwithstanding that such remuneration may exceed 5% (five percent)/10% (Ten Percent), as applicable, being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, as per the following terms and conditions:

a) **Salary:** Rs. 5,00,000/- per month w.e.f. 01.04.2027 with an annual increment of 7% per annum



b) Perquisites:

(i) Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.

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

(iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 25,000/- per month.

(iv) 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.

(v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 10,000/- per month

(vi) The gratuity payable shall not exceed half month's salary for each completed year of service.

(vii) 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 Mr. Rijul Arora.

(viii) 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 Mr. Rijul Arora.

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

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

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

Sd/-

Place: Ahmedgarh
Date: 29.08.2026

(RITESH ARORA)
Chairman-cum-Managing Director
DIN: 00080156

**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 23rd September, 2026 to 28th September, 2026 (both days inclusive).**
- vi) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member whose email are not registered shall receive a letter providing the web-link, including the exact path, where complete details of the Annual Report is available. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company’s website: <http://www.riteshinternationaltd.com> , website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com . Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- vii) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- viii) Mr. Ansh Bhambri, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- ix) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer’s report shall be placed on Company’s website of CDSL and will be communicated to the stock exchanges.



- x) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.

- xi) **Special Window for Re-lodgement of Transfer Requests of Physical Shares**
Pursuant to SEBI Circular No. SEBI Circular No. HO/38/13/11(2)-MIRSD-POD/I/3750/2026 dated January 30, 2026, a special window of six months has been introduced to facilitate investors in re-lodging transfer requests for physical shares.

This special window shall remain open from February 05, 2026 to February 04, 2027 and this window is exclusively meant for transfer deeds that were originally lodged prior to the April 01, 2019 deadline (since physical share transfers were discontinued after that date) and were subsequently rejected, returned, or left unattended due to document deficiencies or other process errors.

Cases involving active legal disputes between the transferor and transferee, or shares already transferred to the Investor Education and Protection Fund (IEPF), are not eligible for processing under this window.

Link of the circular is: https://www.sebi.gov.in/legal/circulars/jan-2026/ease-of-doing-investment-special-window-for-transfer-and-dematerialisation-of-physical-securities_99411.html

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

- a. The voting period **begins on 25.09.2026 at 09.00 am and ends on 27.09.2026 at 05.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 22.09.2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date through e-voting would not be entitled to vote at the meeting value.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat



mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.



	You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- f. After entering these details appropriately, click on “SUBMIT” tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the **EVSN <260829007>** for the relevant <RITESH INTERNATIONAL LIMITED> on which you choose to vote.
- j. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
- k. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l. 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.
- m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



p. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs_riteshinternational@yahoo.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

q. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id** (info@skylinerta.com) and (parveen@skylinerta.com) .

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

By Order of the Board
For RITESH INTERNATIONAL LIMITED

Sd/-

(RITESH ARORA)

Chairman-cum-Managing Director
DIN: 00080156

Place: Ahmedgarh
Date: 29.08.2026

**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, which were considered to be necessary to be approved from the members as special business.

ITEM NO. 3:

The provisions of Cost Audit being applicable to the Company in 2026-27. The Company has appointed Verma Khushwinder & Co. (M-12913) (FRN 000469) for the Financial Year 2026-27 (One Year), as recommended, approved and appointed by the Audit Committee and the Board in their meeting held on 29.08.2026. The following terms and conditions, as approved by the Audit Committee and the Board and subject to ratification by the shareholders, are:

- a) Remuneration: Rs. 45,000/- p.a.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution of ratification to be passed as an Ordinary Resolution.

ITEM NO. 4:

Mr. Ritesh Arora has been serving as a Managing Director of the Company, his term is nearing an end at 13.12.2026. The Board has proposed him to be re-appointed as **Managing Director** of the Company. The Board has also proposed to appoint him as **Managing Director** of the Company five years from **14.12.2026 to 13.12.2031**.

The following terms and conditions are put for approval of the Members:

- a) **Salary:** Rs. 5,00,000/- till 31.03.2027 and
Rs. 7,50,000/- per month w.e.f. 01.04.2027 with increment of 7 % per annum.
- b) **Perquisites:**
- (i) Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.
 - (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
 - (iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 50,000/- per month.
 - (iv) 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.
 - (v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 15,000/- per month
 - (vi) The gratuity payable shall not exceed half month's salary for each completed year of service.
 - (vii) 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 Mr. Ritesh Arora.
 - (viii) 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 Mr. Ritesh Arora.

None of the Directors / Key Managerial Personnel of the Company/their relatives, except Mr. Ritesh Arora himself and Mr. Rijul Arora, are in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as a **Special Resolution**.

ITEM NO. 5:

Mr. Rijul Arora had been serving as a Wholetime Director of the Company w.e.f. 01.01.2023. The remuneration of the Wholetime Director is proposed to be revised and put for approval of the members.

The following terms and conditions are put for approval of the Members:

- a) **Salary:** Rs. 5,00,000/- per month w.e.f. 01.04.2027 with an annual increment of 7% per annum.
- b) **Perquisites:**
- (i) Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.
 - (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
 - (iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 25,000/- per month.
 - (iv) 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.
 - (v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 10,000/- per month
 - (vi) The gratuity payable shall not exceed half month's salary for each completed year of service.
 - (vii) 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 Mr. Rijul Arora.
 - (viii) 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 Mr. Rijul Arora.

Notwithstanding that such remuneration may exceed 5% (five percent)/10% (Ten Percent), as applicable, being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits.

None of the Directors / Key Managerial Personnel of the Company/their relatives, except Mr. Rijul Arora himself and Mr. Ritesh Arora, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as a **Special Resolution**.

Other information:

1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2026, the profits of the Company may not be adequate for the purpose of calculation of limits under managerial remuneration due to drop in margins and
---	---------------------------------------	--



		slowdown of the demand.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs and improve margins, which are already being reflected in the current working of the Company.
3	Expected increase in productivity and profits in measurable terms	The sales and profits are expected to increase in the current year.

By Order of the Board
For RITESH INTERNATIONAL LIMITED

Sd/-

(RITESH ARORA)
Chairman-cum-Managing Director
DIN: 00080156

Place: Ahmedgarh
Date: 29.08.2026



Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment.

Name of the Director	Mr. Ritesh Arora
DIN	00080156
Date Of Re-Appointment	14.12.2026 to 13.12.2031 (Managing Director)
Expertise In Specific Functional Area	More than 25 Years experience in the business management
No. Of Shares in The Company	1810965
Qualification	Graduate
Last drawn remuneration	Rs. 60,00,000/-
Directorships Held In Other Companies	NIL
Position Held In Mandatory Committees Of Other Companies	NIL
Relationship With Other Directors	Yes, Brother of Mr. Rijul Arora (Wholetime Director and CFO)
Re-Appointed as	Managing Director
Registration Number (Independent Director)	N.A.