

RITZ MERCANTILE LTD.

ANNUAL REPORT

FINANCIAL YEAR 2017-18

RITZ MERCANTILE LIMITED

Registered Office: 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008

CIN: L52110DL1985PLC019805

Contact No.: 011-25742255, 25746897

Website: www.ritzmercantile.com, e-mail: ritzmercantilelimited@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the shareholders of **RITZ MERCANTILE LIMITED** will be held on Saturday, the 29th day of September, 2018 at 03:00 P.M. at the registered office of the Company situated at 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008 to conduct the following business as:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2018 together with Report of the Board of Directors and Report of the Auditor's thereon.
2. To appoint director in place of Mrs. Uma Sapra (DIN: 07299009), who retire by rotation & being eligible, offers herself for reappointment.

Place: New Delhi

Dated: 05.09.2018

By order of Board

Shruti Bhardwaj
Company Secretary
Membership No.: A54285

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING IN HIS/HER PLACE. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY FILLED IN SHOULD REACH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.

2. Ratification of appointment of Auditor in every Annual General Meeting as per the proviso to Section 139 of the Companies Act, 2013 has been omitted as per the notification of Companies (Amendment) Act, 2017 w.e.f 07th May, 2018
3. The register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive).
4. Members are requested to notify immediately, change in their address, if any, to the company quoting their folio numbers.
5. Members are requested to send their queries, if any, on the financial accounts at least 7 days in advance so that the information can be made available at the meeting. Members may also mail their queries at following mail id:-

ritzmercantilelimited@gmail.com

6. Information and other instructions relating to e-voting are as under:

- (A) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the 32nd Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (B) The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
- (C) The members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.

Procedure for E-Voting

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2018 at 09.00 a.m. and ends on 28th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date through remote e-voting would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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">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. Sequence number is printed on Attendance Sheet.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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant '**RITZ MERCANTILE LIMITED**' on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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@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 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.

(xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2018 may follow the same instructions as mentioned above for e-Voting.

(xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxii) Voting can be exercised only by the shareholder or his/her duly constituted attorney/proxy or, in case of bodies corporate, the duly authorized person.

(D) The Results of Annual General Meeting shall be declared on October 1, 2018. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ritzmercantile.com and on the website of CDSL and shall be communicated to Calcutta Stock Exchange of India Limited.

(E) M/s. PTM & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

Place: New Delhi
Dated: 05.09.2018

By order of Board

Shruti Bhardwaj
Company Secretary
Membership No.: A54285

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Website: www.ritzmercantile.com, e-mail: ritzmercantilelimited@gmail.com**MGT-11
PROXY FORM**

Name of Member(s)	
Registered Address:	
e-mail id	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint:-

- (1) Name Address
e-mail id Signature..... or failing him/her
- (2) Name Address
e-mail id Signature..... or failing him/her
- (3) Name Address
e-mail id Signature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Saturday, 29th Day of September, 2018 at 03:00 P.M. at the registered office of the Company at 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008 and at any adjournment thereof in respect of such resolution as are indicated below:-

Resolution No.

As Ordinary business:

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Board of Directors and Report of the Auditor thereon.
2. Re-appointment of Mrs. Uma Sapra as director who retires by rotation.

Signed this _____ Day of _____, 2018

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp
Re 1/-

NOTES: 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.

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CIN: L52110DL1985PLC019805

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ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting Hall. Joint shareholders may obtain additional attendance slips on request (Folio Nos., Client ID* & Name of shareholders/joint holders/ Proxy in Block Letters to be furnished below).

Shareholder/Proxy	DP ID*	Client ID*	Folio	No. of Shares Held

I hereby record my presence at the 32nd Annual General Meeting of the Company to be held on Saturday, 29th Day of September, 2018 at 03:00 P.M. at 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008.

Signature of Shareholder or Proxy _____

NOTES:

1. Shareholders/Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders are requested to advise, indicating their Folio Nos., DP ID*, Client ID*, the change in their address, if any, to the registrar and Transfer Agents at Alankit Assignments Limited, 1E/13, Jhandewalan Ext., New Delhi-110055.

*Applicable for investors holding shares in Electronic (Demat) Form.

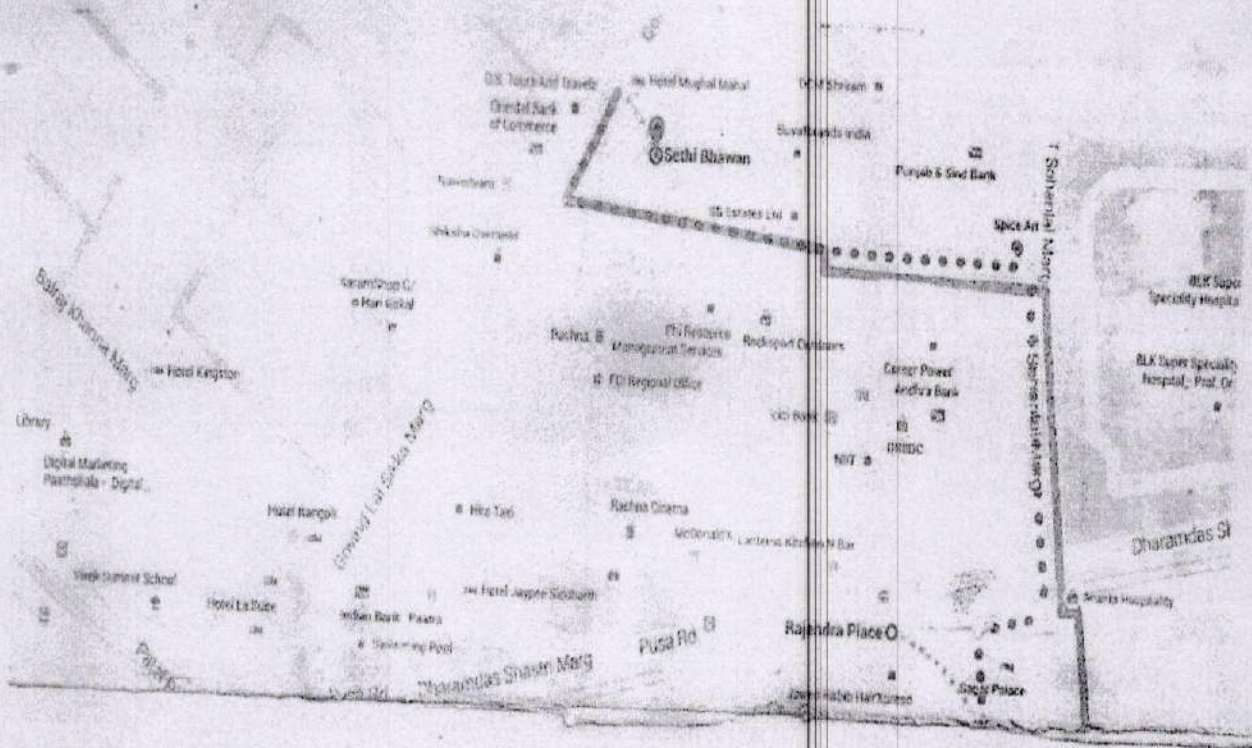
ROUTE MAP

From

Rajendra Place Metro Station, New Delhi

to

Sethi Bhawan, 7, Rajendra Place, New Delhi-110008
(Address of Registered Office of the Company & venue of AGM)



RITZ MERCANTILE LIMITED
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Website: www.ritzmercantile.com, e-mail: ritzmercantilelimited@gmail.com

DIRECTOR'S REPORT

Dear Members,

Your Directors are presenting their 32nd Annual Report on the working of the Company together with audited accounts for the year ended March 31st, 2018:

1) **FINANCIAL RESULTS**

Particulars	(in Rs.) Amount
Income	18,35,126.76
Profit before interest, tax and depreciation	15,01,462.63
Less:	
Interest	7,131
Depreciation	2,528
Taxes	Nil
Profit for the year	3,24,005.13

2) **DIVIDEND**

Your Directors do not recommend any Dividend for the year ending 31st March, 2018.

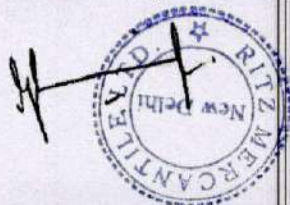
3) **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year, Mrs. Uma Sapra (DIN: 07299009), being additional director of the Company was appointed as Director by the Company in its General Meeting held on 27th September 2017.

Mr. Kailash Kumar Ranga resigned from the Directorship of the Company w.e.f 27th November, 2017.

In accordance with the provisions of Companies Act, 2013 Mrs. Uma Sapra (DIN: 07299009), who retire by rotation & being eligible, offers herself for reappointment.

Moreover, Ms. Rajni Negi, who was appointed as Company Secretary of the Company w.e.f 29th May, 2017 and resigned from the post w.e.f 18th October, 2017. In her place, Mr. Parth Arya was appointed as the Company Secretary of the Company w.e.f 09th December, 2017.



4) **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

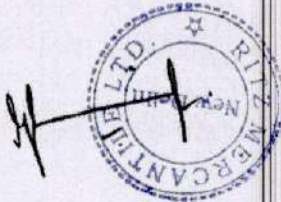
- a. In the preparation of the annual accounts the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. Appropriate accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and 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 the year ended 31st March 2018.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Annual accounts have been prepared on a Going Concern Basis.
- e. The directors 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. Proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5) **AUDITORS**

M/s N.K. Nagpaul & Co., Chartered Accountants, had been appointed as Auditor of the company from the conclusion of 28nd AGM till the conclusion of 33rd AGM of the company. Further, ratification of appointment of Auditor in every Annual General Meeting as per the proviso to Section 139 of the Companies Act, 2013 has been omitted as per the notification of Companies (Amendment) Act, 2017 w.e.f 07th May, 2018.

As per Note No. 14 forming part of Accounts the Company has not appointed Independent Director. Your Directors wish to clarify that Company is in process of appointing an Independent Director and is looking for eligible candidate for the said position.

As per Note No. 15 & 16 forming part of Accounts, Your Directors want to clarify that the Company is currently not charging any interest on the loan given but will charge interest in future and is expected to earn fair rate of return.



As per Note No. 20 forming part of Accounts the Company has not consolidated investment in associate companies. Your Director wish to clarify that currently the associates of the Company are not carrying on any business activity and the impact of their financials on the consolidated financials will be negligible. Moreover, necessary steps are being taken to reduce the shareholding of the Company in associates below the prescribed level so that there are no associates of the Company and hence there will be no requirement for consolidation of financials.

In the matter of Note No. 21 forming part of Accounts, your Directors wish to clarify that out of the said amount of Rs. 2,00,000, Rs. 1,20,000 was paid for the Financial Year 2017-18 and only the remaining amount of Rs. 80,000 was paid in advance for the Financial Year 2018-19

In the matter of Note Nos. 17, 18 and 19 forming the basis of Qualified Opinion, your Directors wish to clarify that the said differences between the shares in hand and Demat Holdings Statement/other company records are under reconciliation.

As per Point No. 4 Annexure A of Auditor Report, Your Director wants to clarify that the Company is taking necessary steps for repayment of loans given.

6) **PUBLIC DEPOSIT**

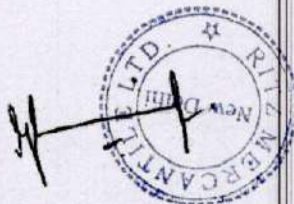
The Company has neither invited nor accepted any fixed deposits from the public during the year within the meaning of Section 73 of the Companies Act, 2013 read together with Companies (Acceptance of Deposit) Rules, 2014.

7) **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company is not engaged in any manufacturing activity, hence the provisions of Section 134 (3) (m) of the Companies Act, 2013 are not applicable. The Company is not carrying any activity relating to export and has not used or earned any Foreign Exchange.

8) **PERSONNEL**

There was no employee in the company who is receiving remuneration to the aggregate of Rs. 1 Crore and 2 Lakh per annum or more.



9) **NUMBER OF MEETINGS OF BOARD**

The Board of Directors of the Company duly met 14 times during the year details of which are as under:-

Particulars	Date of Board Meeting
01 st Board Meeting	15.04.2017
02 nd Board Meeting	29.05.2017
03 rd Board Meeting	11.07.2017
04 th Board Meeting	27.07.2017
05 th Board Meeting	10.08.2017
06 th Board Meeting	28.08.2017
07 th Board Meeting	06.09.2017
08 th Board Meeting	07.10.2017
09 th Board Meeting	18.10.2017
10 th Board Meeting	14.11.2017
11 th Board Meeting	09.12.2017
12 th Board Meeting	13.01.2018
13 th Board Meeting	08.02.2018
14 th Board Meeting	29.03.2018

10) **RISK MANAGEMENT POLICY**

The Company has in place a mechanism to identify, assess monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Board of Directors of the Company.

11) **EXTRACTS OF ANNUAL RETURN**

The details forming part of the Annual Return in form MGT-9 is annexed herewith as Annexure-I.

12) **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any Loans or Guarantees during the year covered under the provisions of Section 186 of the Companies Act, 2013.

However, the Company has made investments covered under Section 186 of the Companies Act, 2013 during the year.

13) **RELATED PARTY TRANSACTIONS**

All the transactions carried out with the related parties for the year under review were on arms length basis and are in compliance with the applicable provisions of the Companies Act, 2013. The details of same are provided in Form No. AOC-2 enclosed as Annexure-II.



14) VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. The Company also has a Vigil Mechanism policy which provides the framework for reporting of genuine concerns and at the same time also provides for adequate safeguards against victimization of persons who uses such mechanism to report their concerns. However, no complaints or concerns have been received from any Director or employee during the year.

15) ANNUAL EVALUATION BY BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:-

- (a) Attendance of Board Meetings and Board Committee Meetings;
- (b) Quality of contribution to Board deliberations;
- (c) Strategic perspectives or inputs regarding future growth of Company and its performance;
- (d) Providing perspectives and feedback going beyond information provided by management;
- (e) Commitment to shareholder and other stakeholder interests.

The evaluation involves self-evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

16) TRANSFER TO RESERVES

During the year, company earned a Net Profit of Rs. 3,24,005/- (Rupees Three Lakh Twenty Four Thousand Five Only) which has been adjusted in Profit & Loss Account under the head Reserves & Surplus. The Reserves & Surplus now amount to Rs. 58,51,904 as at 31st March, 2018.

17) DETAILS OF SUBSIDIARY, ASSOCIATE COMPANIES AND JOINT VENTURES

The details of Associate of the Company are provided in Form No. AOC-1 enclosed as Annexure-III.

18) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has an Internal Control System commensurate with the size and scale of the Company. Mr. Rajesh Kumar, Internal Auditor and Audit Committee of the Company monitor and evaluate the efficiency and adequacy of internal control system in the Company.



19) **DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013)**

No such case under Sexual harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013 has been filed during the year. The company ensures healthy and safe work environment for its female employees.

20) **DISCLOSURE AS PER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

A) The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:- Nil

B) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in Financial Year:-

No increment in the remuneration was made during the year in any of the Director or Key Managerial Personnel.

C) The percentage increase in the median remuneration of employees in the financial year:-

There was no increase in remuneration of any employees during the financial year.

D) The number of permanent employees on the rolls of the company: 2 (Two)

E) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

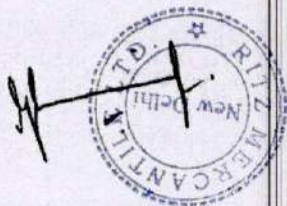
Not Applicable as there was no increase in remuneration of any employees of the Company or the Managerial Personnel of the Company.

F) Affirmation of remuneration as per the remuneration policy of the Company:-

All remuneration of the employees and Directors are decided by Nomination and Remuneration Committee and by Board of Directors within the organization.

21) **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declaration from all the Independent Directors in accordance with the provisions of Section 149(6) of the Companies Act, 2013.



22) **NOMINATION AND REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

23) **SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under, the Company has appointed M/s. PTM & Co., a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as **Annexure-IV** and forms integral part of this report.

Further as regards the observations contained in the report, your Directors want to clarify that the Company is in the process of appointing CFO and shall file its return as well.

Further as regards the observations contained in the report, your Directors want to clarify that the Company had Constituted the Audit Committee and Nomination & Remuneration Committee under the provision of sections 177 & 178 respectively and is in process of appointing an Independent Director and is looking for eligible candidate for the said position to reconstitute the Audit Committee and also wants to clarify that company maintains the proper records under the provision of section 188 of the companies Act 2013.

Further as regards the observations contained in the report, your Directors want to clarify that they have passed the required resolution under the provision of section 185 & 186 of the Companies Act, 2013 at the General Meeting to rectify the violation. Also, the Company is taking necessary steps for repayment of loans given.

Your directors want clarify that Company is currently not charging any interest on the loan given but will charge interest in future and is expected to earn fair rate of return.

24) **INTERNAL COMPLAINTS COMMITTEE**

The Company has not constituted the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as the company has less than 10 employees and accordingly the complaints, if any, are filed with the Local Complaints Committee.

25) **MAINTENANCE OF COST RECORDS**

In terms of Section 148 of Companies Act, 2013 your Company is not required to maintain cost records.



26) **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF COMPANY**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

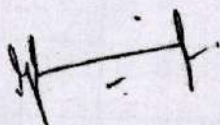
27) **ACKNOWLEDGEMENT**

Your Directors acknowledge with appreciation the services rendered by the staff and executives at all levels.

For and on behalf of the Board

Place: New Delhi

Date: 26.05.2018



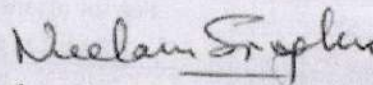
Garvit Singhvi
Whole-Time Director

Din: 00597757

R/o: E-48, Greater Kailash

Part-I, New Delhi-110048

Part-I, New Delhi-110048



Neelam Singhvi
Director

Din: 00383077

R/o: E-48, Greater Kailash

Part-I, New Delhi-110048

Part-I, New Delhi-110048

ANNEXURE-I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management & Administration) Rules, 2014****I. REGISTRATION & OTHER DETAILS**

1.	CIN	L52110DL1985PLC019805
2.	Registration Date	09 th January, 1985
3.	Name of the Company	RITZ MERCANTILE LIMITED
4.	Category/Sub-category of the Company	Category: Company Limited by Shares Sub-Category: Non-Government Company
5.	Address of the Registered office & contact details	603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008 Tel No.: 011-25742255/6897 e-mail: ritzmercantilelimited@gmail.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ALANKIT ASSIGNMENTS LIMITED 4E/2, Jhandewalan Extension, New Delhi-110056 Contact No.:011-42541234, 23541234 e-mail: info@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated): Real Estate etc.**III. PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	Name and Address of Company	CIN	% of shares held	Applicable Section
1	Hindustan Industrial Finance Ltd. 603, sethi bhawan, 7, Rajendra Place, New Delhi-110008	U65999DH1984PLC018026	23.98%	Section 2(6)
2	Arihant Logistics Ltd. 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008	U74899DL1983PLC017116	21.53%	Section 2(6)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year(As on 01 st April, 2017)				No. of Shares held at the end of the year(As on 31 st March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/HUF	7,19,600	0	719,600	68.53%	7,19,600	0	7,19,600	68.53%	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	7,19,600	0	7,19,600	68.53%	7,19,600	0	7,19,600	68.53%	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0



e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3,17,400	0	3,17,400	30.23%	3,17,400	0	3,17,400	30.23%	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	13,000	13,000	1.24%	0	13,000	13,000	1.24%	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0



Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	3,17,400	13,000	3,30,400	31.47%	3,17,400	13,000	3,30,400	31.47%	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3,17,400	13,000	3,30,400	31.47%	3,17,400	13,000	13,000	31.47%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1037000	13000	1050000	100%	1037000	13000	1050000	100%	0



B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Garvit Singhvi	128800	12.27%	0	128800	12.27%	0	0
2	Neelam Singhvi	130000	12.38%	0	130000	12.38%	0	0
3	G.S. Singhvi	159900	15.23%	0	159900	15.23%	0	0
4	Geetika Singhvi	40500	3.86%	0	40500	3.86%	0	0
5	Garima Singhvi	30500	2.90%	0	30500	2.90%	0	0
6	Shrishty Singhvi	41300	3.93%	0	41300	3.93%	0	0
7	M/s G.S. Singhvi (HUF)	188600	17.96%	0	188600	17.96%	0	0
TOTAL		719600	68.53%	0	719600	68.53%	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7,19,600	68.53%	7,19,600	68.53%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	0	0	0	0
	At the end of the year	7,19,600	68.53%	7,19,600	68.53%

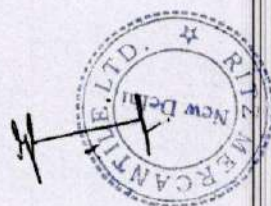


D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3,30,400	31.47%	3,30,400	31.47%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	3,30,400	31.47%	3,30,400	31.47%

E) Shareholding of Directors and Key Managerial Personnel:

S. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	1. Garvit Singhvi	128800	12.27%	258800	24.65%
	2. Neelam Singhvi	130000	12.38%		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0	0	0
	At the end of the year	2,55,800	24.65%	258800	24.65%



V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	1,52,25,000		1,52,25,000
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
Total (i+ii+iii)	0	1,52,25,000		1,52,25,000
Change in Indebtedness during the financial year				
* Addition	0	0		0
* Reduction	0	10,80,000		10,80,000
Net Change	0	10,80,000		10,80,000
Indebtedness at the end of the financial year				
i) Principal Amount	0	1,41,45,000		1,41,45,000
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
Total (i+ii+iii)	0	1,41,45,000		11,41,45,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Neelam Singhvi	Garvit Singhvi	Uma Sapra	---	
	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	----	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0		0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	----	0
2	Stock Option	0	0	0	----	0
3	Sweat Equity	0	0	0	----	0



4	Commission - as % of profit - others, specify...	0	0	0	----	0
5	Others, please specify	0	0	0	----	0
	Total (A)	0	0	0	----	0
	Ceiling as per the Act					
11% of Net profits of Company (Special Resolution passed in AGM of the Company)						

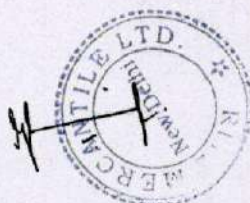
B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
	Independent Directors	K.C. Verma	----	----	---	NIL
1	Fee for attending board committee meetings	0	----	----	----	0
	Commission	0	----	----	----	0
	Others, please specify	0	----	----	----	0
	Total (1)	0	----	----	----	0
2	Other Non-Executive Directors	0	----	----	----	0
	Fee for attending board committee meetings	0	----	----	----	0
	Commission	0	----	----	----	0
	Others, please specify	0	----	----	----	0
	Total (2)	0	----	----	----	0
	Total (B)=(1+2)	0	----	----	----	0
	Total Managerial Remuneration	0	NIL	NIL	NIL	0
	Overall Ceiling as per the Act					



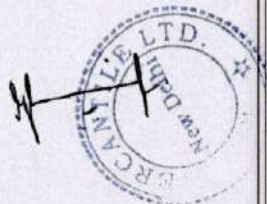
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN
MD/MANAGER/WTD

S. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
	Gross salary	0	27,000	0	27,000
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	27,000	0	27,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	27,000	0	27,000



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



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 transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis:

S.No	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Hindustan Fibres Limited Neelam Singhvi & Garvit Singhvi are common directors in both companies and together holds more than 2% of paid up share capital in Hindustan Fibres Limited
(b)	Nature of contracts/ arrangements/transactions	Company shall pay an amount of Rs. 10,000 per month as rent to Hindustan Fibres Limited for using its premises as the Registered Office.
(c)	Duration of Contracts/ Arrangements/transactions	N.A.
(d)	Salient terms of the contract/ arrangement or transactions including the value, if any	The Company shall pay rent to Hindustan Fibres Limited for using its premises as Registered Office.
(e)	Justification for entering into such contract/ arrangement/ transaction	To enhance business opportunity for the Company
(f)	Date of approval by the Board	05 th January, 2016
(g)	Amount paid as advance, if any	NIL
(h)	Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 188	Not Applicable



ANNEXURE-III**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	N.A.
5.	Reserves & surplus	N.A.
6.	Total assets	N.A.
7.	Total Liabilities	N.A.
8.	Investments	N.A.
9.	Turnover	N.A.
10.	Profit before taxation	N.A.
11.	Provision for taxation	N.A.
12.	Profit after taxation	N.A.
13.	Proposed Dividend	N.A.
14.	% of shareholding	N.A.

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures			
1. Latest audited Balance Sheet Date		Arihant Logistics Ltd.	Hindustan Industrial Finance Ltd.
2. Shares of Associate/Joint Ventures held by the company on the year end No.		31.03.2018	31.03.2018
Amount of Investment in Associates/Joint Venture		100500	100000
Extend of Holding%		1005000	1000000
3. Description of how there is significant influence		21.53%	23.98%
4. Reason why the associate/joint venture is not consolidated		The Company Holds more than 20% of total share capital of Arihant Logistics Ltd.	The Company Holds more than 20% of total share capital of Hindustan Industrial Finance Ltd.
5. Net worth attributable to shareholding as per latest audited Balance Sheet (in Rs.)			
6. Profit/Loss for the year			
Considered in Consolidation		0	0
Not Considered in Consolidation		0	0

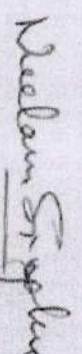
1. Name of Susidiary or associates or joint ventures which are yet to commence operations. NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

For Ritz Mercantile Limited



Garvit Singhvi
Director

DIN: 00597757



Neelam Singhvi
Director

DIN: 00383077

PTM & Co.
Company Secretaries
35/2, Street No. 6, Friends Colony Industrial Area, Shahdara, Delhi-110095
Phone No.22582283, Mobile No.9899697330
Email:tumul11@yahoo.com

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

[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,
Ritz Mercantile Limited,
603, Sethi Bhawan,
7, Rajendra Place,
New Delhi-110008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ritz Mercantile Limited (CIN No. L52110DL1985PLC019805) (hereinafter called the Company). I have not done audit of financial statements of the Company. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March 2018, the Company has 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:

I 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 2018 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 thereunder 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) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (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;

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

- (i) *Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.*
- (ii) *SEBI Listing Regulations (LODR), 2015;*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1) *The Company has not appointed CFO as required under section 203 of the Companies Act, 2013 nor filled its return.*
- 2) *The Company has not complied the provisions of section 177, 178 and 188 of the Companies Act, 2013 for constitution of various committees under the Act.*
- 3) *The Company has made investments without approvals as required under section 185 and 186 of the Act.*
- 4) *The Company has given/taken loans on which no interest has been paid or received.*

I further report that




The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive 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 as required under the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed note 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the year under report, the Company has not undertaken any corporate event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Delhi
Date: 01/08/2018

For PTM & Co.
Company Secretaries

(Tumal Maheshwari)
Proprietor
ACS/FCS No.16464
C P No.:5554

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

ANNEXURE A

To,
The Members,
Ritz Mercantile Limited,
603, Sethi Bhawan,
7, Rajendra Place,
New Delhi-110008

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. 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: Delhi
Date: 01/08/2018

For PTM & Co.
Company Secretaries

(Tumul Maheshwari)
Proprietor
ACS/FCS No.16464
C P No.: 5554



N.K NAGPAUL & CO.
Chartered Accountants

M-15 & 22, BALRAMA HOUSE
KARAMPURA COMM. COMPLEX
NEW DELHI - 110015
PH:- 30120249, 25920249
E-MAIL- n_nagpaul@yahoo.co.nz

Independent Auditor's Report

To the Members of

RITZ MERCANTILE LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying (Standalone) financial statements of ***RITZ MERCANTILE LIMITED ("the Company")*** which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement and Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) 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 (Standalone) Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows and Statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

Note No. 17, 18 & 19 of "Notes forming part of accounts" indicate that Quoted/Unquoted Shares in hand do not match with Demat Holdings Statement/with other companies records, however, management has confirmed that these differences are under reconciliation.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the company as at 31st March, 2018, and its profit/loss and its cash flows for the year ended on that date.

Emphasis of Matters:

We draw attention to the following matters in the Notes to the financial statements:

Note No. 14 of "Notes forming part of accounts" which indicates that Company has not appointed Independent Director;

Note No. 15 of "Notes forming part of accounts" indicates that interest free loans have not been accepted from related parties during the year but the same were accepted in earlier years.

Note No. 16 of "Notes forming part of accounts" indicates that interest free loans have not been granted to related parties during the year but the same were granted in earlier years.



Note No. 20 of "Notes forming part of accounts" which indicates that Company has not consolidated investment in associate companies as required by AS-23 (Investment in associates).

Note No. 21 of "Notes forming part of accounts" which indicates that the company has not deducted TDS on rent paid/ rent paid in advance amounting to Rs.2,00,000 during the current year.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" 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 purpose 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 and the Cash Flow Statement & 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 Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations which would impact its financial position.
- 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.

For and on behalf of

N.K.Nagpaul & Co

Chartered Accountants

Firm's registration number: 004432N

Naresh Nagpaul – Prop.

Membership number: 081779

Place: New Delhi

Date: 26.05.2018



"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties (land) have not been produced before us.
- 2) This clause is not applicable as the Company does not have any inventory.
- 3) (a) During the year company has not granted any loan secured or unsecured to any companies firms or other parties covered under section 189 of the Companies Act, 2013
(b) in the light of note in (a) above, this clause is not applicable;
(c) Not applicable
- 4) In our opinion and according to the information and explanations given to us, the company has not complied with the provisions of section 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security because:

The interest free loan of Rs.27,98,910/- granted during earlier years to one of the party in which director is interested and investments made of Rs. 1,36,60,678.22 which includes a sum of Rs. 3,75,000/- invested during the year in Mutual funds has exceeded the limit of 60% of its paid up capital and free reserves. However, the company has passed special resolution for this.
- 5) The Company has not accepted public deposits during the year.
- 6) The maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing



undisputed statutory dues including , Income-Tax, any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of income tax, outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures. Hence, question of default in repayment does not arise.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of para 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, no fraud has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of para 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are not in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards are as under:

Nature of the Related Party relationship	Amount involved	Remarks
Hindustan Fibres Limited	1,20,000/-	Paid against rent
Hindustan Fibres Limited	10,00,000/-	Repayment of Loan by HFL
Arihant Logistics Limited	7,80,000/-	Loan Repaid
Neelam Singhvi	3,00,000/-	Loan Repaid

- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of para 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.



- 15) Based upon the audit procedures performed and 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. Accordingly, the provisions of para 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of para 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

N.K.Nagpaul & Co

Chartered Accountants

Firm's registration number: 004432N

Naresh Nagpaul – Prop.

Membership number: 081779

Place: New Delhi

Date: 26.05.2018



"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of *RITZ MERCANTILE LIMITED*

Report on the Internal Financial Controls 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 ***RITZ MERCANTILE LIMITED*** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone 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 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 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 and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, 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 system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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

Because of the inherent limitations of internal financial controls over financial reporting, 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 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based 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.

For and on behalf of

N.K.Nagpaul & Co

Chartered Accountants

Firm's registration number: 004432N

Naresh Nagpaul – Prop.

Membership number: 081779

Place: New Delhi

Date: 26.05.2018



STANDALONE BALANCE SHEET AS ON 31 ST MARCH 2018

RITZ MERCANTILE LIMITED
CIN NO.- L52110DL1985PLC019805
REGD OFFICE :- 603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI-110008

(in Rupees)				
Particulars	Note No.	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AT AS 1ST APRIL 2016
1	2	3	4	5
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	2.1	1,25,27,072.00	1,25,27,072.00	1,25,27,072.00
(b) Other Intangible assets	2.2	2,528.00	5,056.00	7,584.00
(c) Financial Assets				
(i) Investments	2.3	1,12,46,600.00	1,08,71,600.00	1,02,96,600.00
(ii) Loans	2.4	27,98,910.00	37,98,910.50	40,98,910.50
(iii) Others (to be specified)	2.5	93,372.00	89,606.00	86,153.00
(i) Deferred tax assets (net)	2.6	-	-	-
(j) Other non-current assets	2.7	-	-	-
(2) Current assets				
(a) Financial Assets				
(i) Investments	2.8	24,14,078.22	36,44,997.21	43,03,697.21
(ii) Trade receivables	2.9	1,62,740.06	1,65,398.61	9,418.61
(iii) Cash and cash equivalents	2.10	9,54,888.20	4,23,040.53	3,12,978.68
(iv) Loans	2.11	3,00,000.00	-	-
(c) Current Tax Assets (Net)	2.12	19,150.00	-	-
(d) Other current assets	2.13	2,64,564.00	1,84,564.00	2,58,024.00
Total Assets		3,07,83,902.98	3,17,10,244.85	3,19,00,438.00
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	2.14	1,05,00,000.00	1,05,00,000.00	1,05,00,000.00
(b) Other Equity	2.15	58,51,904.18	55,27,899.05	51,34,313.20
LIABILITIES				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	2.16	1,41,45,000.00	1,52,25,000.00	1,58,25,000.00
(c) Deferred tax liabilities (Net)	2.6	-	-	-
(d) Other non-current liabilities				
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings				
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (c))				
(b) Other current liabilities	2.17	2,11,998.80	3,82,345.80	3,66,124.80
(c) Provisions	2.18	75,000.00	75,000.00	75,000.00
(d) Current Tax Liabilities (Net)	2.12	-	-	-
Total Equity and Liabilities		3,07,83,902.98	3,17,10,244.85	3,19,00,438.00

Significant accounting policies & Notes to accounts

1.1

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For N.K Nagpaul & Co.
Chartered Accountants
(Firm Registration No.- 004432N)

Naresh Nagpaul
Proprietor
Membership No.- 081779

Place : New Delhi
Date : 25.05.2018

For RITZ MERCANTILE LIMITED

Garvit Singhvi
Wholesale Director
Chief Financial officer
DIN: 00597757

Parth Arya
COMPANY SECRETARY
M.NO. A47637

Neelam Singhvi
Director
DIN: 00683077

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 31ST MARCH 2018

RITZ MERCANTILE LIMITED
CIN NO.- L52110DL1985PLC019805
REGD OFFICE :- 603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI-110008

		(In Rupees)		
	Particulars	Note No.	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
I	Revenue From Operations	2.19	-	1,55,980.00
II	Other Income	2.20	18,35,126.76	10,91,696.20
III	Total Income (I+II)		18,35,126.76	12,47,676.20
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of Stock-in-Trade	2.21	-	1,06,939.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			
	Employee benefits expense	2.22	3,00,413.00	4,60,212.00
	Finance costs			
	Depreciation and amortization expense	2.2	2528.00	2528
	Other expenses	2.23	12,08,180.63	2,84,411.35
	Total expenses (IV)		15,11,121.63	8,54,090.35
V	Profit/(loss) before exceptional items and tax (I- IV)		3,24,005.13	3,93,585.85
VI	Exceptional Items			
VII	Profit/(loss) before tax (V-VI)		3,24,005.13	3,93,585.85
VIII	Tax expense: (1) Current tax (2) Deferred tax			
IX	Profit (Loss) for the period from continuing operations (VII-VIII)			
X	Profit/(loss) from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			
XIII	Profit/(loss) for the period (IX+XII)			
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
XVI	Earnings per equity share (for continuing operation):			
	(1) Basic		0.31	0.37
	(2) Diluted			
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic			
	(2) Diluted			
XVIII	Earnings per equity share (for discontinued & continuing operations)			
	(1) Basic		0.31	0.37
	(2) Diluted			

As per our report of even date attached

For N.K Nagpaul & Co.
Chartered Accountants
(Firm Registration No.- 004432N)

Naresh Nagpaul
Proprietor
Membership No.- 081779

Place : New Delhi
Date : 26.05.2018

For RITZ MERCANTILE LIMITED

Garvit Singhvi
Wholtime Director
Chief Financial officer
DIN: 00597757

Neelam Singhvi
Director
DIN: 00683077

Parth Arya
COMPANY SECRETARY
M.NO. A47637

STATEMENT OF CHANGES IN EQUITY

RITZ MERCANTILE LIMITED
CIN NO. - L52110DL1985PLC018805
REGD OFFICE :- 603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI-110008
Statement of Changes in Equity for the period ended 31ST MARCH 2018

NOTE 2.14 : EQUITY SHARE CAPITAL
Authorized issued Subscribed and Paid up Share Capital and par value of share

Particulars	As at 31st March, 2018	As at 31st March, 2017	AT AS 1ST APRIL, 2016
Authorized Share Capital 20,00,000 Equity Shares of Rs. 10/- each	2,00,00,000.00	2,00,00,000.00	2,00,00,000.00
Issued, Subscribed and Paid-up share Capital 10,50,000 Equity Shares of Rs. 10/- each fully paid up in cash	1,05,00,000.00	1,05,00,000.00	1,05,00,000.00

(in Rupees)

NOTE 2.15. Other Equity

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus			Debt Instruments through Comprehensive Income	Equity Instruments through Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange difference s on translating the financial statements	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
Balance at the beginning of the reporting period			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings							55,27,899.05
Changes in accounting policy or prior period errors			46,16,616.00			9,11,283.05							-
Restated balance at the beginning of the reporting period													-
Total Comprehensive Income for the year													-
Dividends													-
Transfer to retained earnings													-
Any other change (to be specified)													-
Balance at the end of the reporting period	0	0	46,16,616.00	0	-	12,35,288.18	0	0	0	0	0	0	58,51,904.18

As per our report of a/c date attached

For M.K. Nagpal & Co.
Chartered Accountants
(Firm Registration No.- 004320)

Narish Nagpal
Proprietor
Membership No.- 081779

Place : New Delhi
Date : 25.05.2018

For RITZ MERCANTILE LIMITED

Navin Singhvi
Executive Director
Chief Financial Officer
DIN: 00597757

Nedam Singhvi
Director
DIN: 00633077

Parth Arya
COMPANY SECRETARY
M. NO. A47637

RITZ MERCANTILE LIMITED
CIN NO.- L52110DL1985PLC019805
REGD OFFICE :- 603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI-110008

NOTES TO ACCOUNTS

NOTE 2.3 INVESTMENTS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
INVESTMENT IN MUTUAL FUND			
INDIA BUSINESS EXCELLENCE FUND-II	35,00,000.00	31,25,000.00	25,50,000.00
SHARES (UNQUOTED)	77,46,600.00	77,46,600.00	77,46,600.00
TOTAL	1,12,46,600.00	1,08,71,600.00	1,02,96,600.00

NOTE 2.4 NON CURRENT - LOANS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
LOAN TO RELATED PARTY			
HINDUSTAN FIBRES LTD.	27,98,910.00	37,98,910.50	38,98,910.50
HFL INVESTMENTS P LTD.			50,000.00
ANCIENT EXPORTS P LTD.			1,50,000.00
TOTAL	27,98,910.00	37,98,910.50	40,98,910.50

NOTE 2.5 OTHER FINANCIAL ASSETS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
FIXED DEPOSIT	25,000.00	25,000.00	25,000.00
INT. ACCURED ON FDR	12,699.00	8,933.00	5,480.00
HINDUSTAN FIBRES LTD.	55,673.00	55,673.00	55,673.00
TOTAL	93,372.00	89,606.00	86,153.00

NOTE 2.6 DEFEERED TAX ASSETS (NET)

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
TOTAL	-	-	-

NOTE 2.7 OTHER NON CURRENT ASSETS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
TOTAL	-	-	-

NOTE 2.8 CURRENT INVESTMENTS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
SHARES QUOTED	24,14,078.22	36,44,997.21	43,03,697.21
TOTAL	24,14,078.22	36,44,997.21	43,03,697.21

NOTE 2.9 TRADE RECEIVABLE

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
ANAND RATHI SHARE & STOCK BROKER LTD. NSECM	18.06	-	
HFL INFRATECH LTD.	1,55,980.00	1,55,980.00	-
NATIONAL SECURITIES DEPOSITORY LTD.	6,742.00	6,742.00	6,742.00
ANAND RATHI SHARE & STOCK BROKER LTD. NCX FUTURES		2,676.61	2,676.61
TOTAL	1,62,740.06	1,65,398.61	9,418.61



RITZ MERCANTILE LIMITED
CIN NO.- L52110DL1985PLC019805

REGD OFFICE :- 603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI-110008

NOTE 2.10 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
BALANCE WITH BANK BOI- 10285	3,01,653.20	86,983.53	23,521.52
CASH	6,53,235.00	3,36,057.00	2,89,457.16
TOTAL	9,54,888.20	4,23,040.53	3,12,978.68

NOTE 2.11 CURRENT - LOANS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
SUKWINDER LAL GUPTA	3,00,000.00	-	-
TOTAL	3,00,000.00	-	-

NOTE 2.12 CURRENT TAX ASSETS (NET)

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
SELF ASSESSMENT TAX AY 17-18	19,150.00	-	-
TOTAL	19,150.00	-	-

NOTE 2.13 OTHER CURRENT ASSETS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
TDS RECEIVABLE	23,964.00	23,964.00	23,964.00
INCOME TAX AY 2015-16	1,60,600.00	1,60,600.00	1,60,600.00
PTM	-	-	4,950.00
AGRICULTURE INCOME RECEIVABLE	-	-	68,510.00
RENT PAID IN ADVANCE	80000	-	-
TOTAL	2,64,564.00	1,84,564.00	2,58,024.00

NOTE 2.16 BORROWINGS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
LOAN FROM RELATED PARTY	-	-	-
ARIHANT LOGISTICS LTD.	50,00,000.00	57,80,000.00	61,30,000.00
HAMILTON DISTRIBUTORS PVT. LTD. (USL)	90,50,000.00	90,50,000.00	90,50,000.00
HINDUSTAN HEALTHCARE LTD.	95,000.00	95,000.00	95,000.00
GARVIT SINGHVI	-	-	1,00,000.00
NEELAM SINGHVI	-	3,00,000.00	4,50,000.00
TOTAL	1,41,45,000.00	1,52,25,000.00	1,58,25,000.00

NOTE 2.17 OTHER CURRENT LIABILITIES

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
SECURITY DEPOSIT STAFF	6,750.00	-	-
AUDIT FEE PAYABLE	58,250.00	28,750.00	28,625.00
DIRECTOR REMUNERATION PAYABLE	35,875.00	2,85,875.00	-
EXPENSES PAYABLE	-	9,257.00	-
LEGAL & PROFESSIONAL CHARGES PAYABLE	43,163.80	43,163.80	43,163.80
VINAY VOHRA & CO.	-	-	47,624.00
SALARY PAYABLE	30265	10,000.00	-
TDS PAYABLE ON PROFESSIONAL	50	5,300.00	4,950.00
TELEPHONE EXPENSES PAYABLE	-	-	1,762.00
HINDUSTAN FIBRES LTD. (RENT PAYABLE)	-	-	2,40,000.00
N.K.NAGPAUL	17700	-	-
PTM & CO.	8100	-	-
ZEAL ADVERTISING P LTD.	11844	-	-
TOTAL	2,11,998.80	3,82,345.80	3,66,124.80

NOTE 2.18 PROVISIONS

Particulars	As at 31st March,2018	As at 31st March,2017	AT AS 1ST APRIL 2016
PROVISION FOR INCOME TAX	75,000.00	75,000.00	75,000.00
TOTAL	75,000.00	75,000.00	75,000.00



NOTE 2.19 : REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
- Building Material Sales		1,55,980.00
TOTAL		1,55,980.00

NOTE 2.20 : OTHER INCOME

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
- Commission Received		-
- Agriculture Income		2,22,920.00
- Dividend Income	59,435.00	81,735.00
- Long Term Capital Gain on Shares (Net of Brokerage)	17,71,925.74	7,83,588.20
- Interest Accrued on FDR	3,766.00	3,453.00
- Misc Income	0.02	-
TOTAL	18,35,126.76	10,91,696.20

NOTE 2.21 : PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
- Purchase of Building Material		1,06,939.00
TOTAL		1,06,939.00

NOTE 2.22 : EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
- Salary	3,00,413.00	1,60,212.00
- Director Remuneration		3,00,000.00
TOTAL	3,00,413.00	4,60,212.00

NOTE 2.23 : OTHER EXPENSES

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
- Travelling Expenses	19,289.00	12,635.00
- Telephone Expenses		1,640.00
- Auditor's Remuneration	29,500.00	28,750.00
- Professional Expenses	1,05,755.00	74,180.00
- Advertisement Expenses	29,432.00	31,256.00
-General Expenses*	22,774.93	8,988.01
- Listing Fees	8,73,200.00	-
- Website Maintenance Expenses	5,900.00	5,750.00
- Rent (Office)	1,20,000.00	1,20,000.00
- DP Charges	1,390.70	1,212.34
- Conveyance Expenses	939.00	-
TOTAL	12,08,180.63	2,84,411.35



*** General Expenses**

- Bank Charges	302.93	674.85
- Interest		371.00
Fees & Taxes	614.00	
- Filing Fees	11,155.00	3,719.50
Office Maintenance exp.	140.00	
- Insurance Expenses	882.00	937.00
- Misc. Expenses	1,750.00	0.66
- Int. on Delayed TDS	7,131.00	-
- Postage & Telegram Expenses		2,415.00
- Printing & Stationery	800.00	870.00
TOTAL	22,774.93	8,988.01

As per our report of even date attached

For N.K Nagpaul & Co.
Chartered Accountants
(Firm Registration No.- 004432N)

Naresh Nagpaul
Proprietor
Membership No.- 081779

Place : New Delhi
Date : 26.05.2018

For RITZ MERCANTILE LIMITED


Garvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757


Parth Arya
COMPANY SECETARY
M.NO. A47637


Neelam Singhvi
Director
DIN: 00683077

RITZ MERCANTILE LIMITED
CIN No.-L52110DL1985PLC019805
Regd Office:-603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI - 110008

Note No. 2.1
Property, Plant and equipment forming part of The Balance Sheet As on 31.03.2018

Asset	Date of purchase of new/existing asset	Cost of new asset	Addition during the year	Deletion during the year	TOTAL as on 31/03/18	Estimated useful life as per schedule II	Already expired as on 31/03/18	Balance years	Charged on Amount	Depreciated wdv as on 31/03/2018	WDV as on 31/03/17/cost of new asset
Land	09-01-1985	1,25,27,072.00	-	-	1,25,27,072.00	0	0	0	0.00	12527072.00	12527072.00
TOTAL		1,25,27,072.00	-	-	1,25,27,072.00	-	-	-	-	1,25,27,072.00	1,25,27,072.00

Note No. 2.2
OTHER INTANGIBLE ASSETS

Asset	Date of purchase of new/existing asset	Cost of new asset	Addition during the year	Deletion during the year	TOTAL as on 31/03/18	Estimated useful life as per schedule II	Already expired as on 31/03/18	ince years	Charged on Amount	Depreciated wdv as on 31/03/2018	WDV as on 31/03/17/cost of new asset
Intangible Assets (website)	13-03-2015	10,112.00	-	-	10,112.00	4	3	1	7,584.00	2528.00	5056.00
TOTAL		10,112.00	-	-	10,112.00	-	-	-	7,584.00	2,528.00	5,056.00

As per our report of even date attached

For N.K Nagpaul & Co.
Chartered Accountants
(Firm Registration No.-004432N)

Naresh Nagpaul
Proprietor
Membership No.- 081779

Place : New Delhi
Date : 26.05.2018

For RITZ MERCANTILE LIMITED

Garvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757

Neelam Singhvi
Director
DIN: 00683077

Parth Arya
COMPANY SECRETARY
M.NO. A47637

RITZ MERCANTILE LTD
CIN No.-L52110DL1985PLC019805

Regd Office:-603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI - 110008

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.18

Particulars	2017-18	2016-17
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	324005.13	393585.85
Non Cash Adjustment to reconcile profit before tax to cash flow :		
Depreciation and Amortisation	2528.00	2528.00
Dividend Income	(59435.00)	(81735.00)
Profit on sale of shares	(1771925.74)	(783588.20)
Interest Income	(3766.00)	(3453.00)
Excess Income Tax Provision Written Back	0.00	0.00
Extra Ordinary Items:		
Profit on Agricultural Land Acquisition	0.00	0.00
Operating Profit before Working Capital changes	(1508593.61)	(472662.35)
Adjustment for :		
(Increase) / Decrease in other Financial assets	(3766.00)	(3453.00)
Increase / (Decrease) in Other Current Liabilities	(170347.00)	16221.00
Decrease / (Increase) in Trade Receivables	2658.55	(155980.00)
Decrease / (Increase) in long Term Loans and Advances	1000000.00	300000.00
Decrease / (Increase) in Short Term Loans and Advances	(300000.00)	0.00
Decrease / (Increase) in Current Assets	(80000.00)	73460.00
Cash generated from operations	(1060048.06)	(242414.35)
Less: Income Taxes	(19150.00)	0.00
Net cash from operating Activities	(1079198.06)	(242414.35)
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	0.00	0.00
Profit on sale of Investments	1771925.74	783588.20
(Increase) / Decrease in Investments	855918.99	83700.00
Dividend Income	59435.00	81735.00
Interest Income	3766.00	3453.00
Net Cash used in Investing Activities	2691045.73	952476.20
C. Cash Flow from Financing Activities		
Long Term Unsecured Borrowings Paid	(1080000.00)	(600000.00)
Net cash from Financing Activities	(1080000.00)	(600000.00)
Net increase in Cash and Cash Equivalents (A+B+C)	531847.67	110061.85
Cash and Cash Equivalents (Opening balance)	423040.53	312978.68
Cash and Cash Equivalents (Closing balance)	954888.20	423040.53


- 1 Cash and Cash Equivalents represent Cash , Bank Balances and Fixed Deposits & Margin Money with Banks
2 Previous year figures have been regrouped / recast wherever necessary


Gervit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757

For and on Behalf of the Board


Neelam Singhvi
Director
Din: 00683077

FOR N.K NAGPAUL & CO.
Chartered Accountants


(NARESH NAGPAUL)
PROP.

MEM. NO. 081779

FRN:004432N

Date :- 26/05/2018

Place : New Delhi


Parth Arya
COMPANY SECRETARY
M.NO. A47637

RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

Regd Office:-603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI - 110008

NOTE NO 2.8

Notes to Financial Statements for the year ended 31st March, 2018

**2.8. Current Investments
(At Cost of acquisition)**

SHARES	Quantity		Book Value		Market Value	
	No.Of Shares Current Year	No.Of Shares Previous. Year	Current Year (Rs.)	Previous Year (Rs.)	Current Year (Rs.)	Previous Year (Rs.)
<u>(I) Quoted Shares</u>						
ADANI POWER LTD.	2,000.00	2,000.00	53,675.45	53,675.45	79,900.00	69,300.00
ALSTOM T&D INF/GE T & D India	200.00	200.00	1,03,904.00	1,03,904.00	66,110.00	88,940.00
CAIRN INDIA LTD.	500.00	500.00	70,898.50	70,898.50	1,52,675.00	77,175.00
ANSAL PRO & INF	400.00	400.00	1,97,001.00	1,97,001.00	6,036.00	-
CORE EDUCATION & TECH	1,500.00	1,500.00	98,042.40	98,042.40	2,655.00	3,060.00
DCB BANK	1,000.00	1,000.00	95,437.00	95,437.00	1,70,650.00	78,950.00
DISH TV	700.00	700.00	75,045.98	75,045.98	75,530.00	60,760.00
G.H.C.L	11,200.00	17,200.00	11,75,690.38	18,05,619.71	29,78,640.00	19,80,580.00
GRASIM	-	31.00	-	28,770.00	-	1,19,081.85
HIMACHAL FUTURISTICS	500.00	500.00	11,909.49	11,909.49	-	-
HINDUSTAN CONSTRUCTION	498.00	498.00	36,056.20	36,056.20	19,671.00	9,760.80
I.F.C.I.	1,000.00	1,000.00	58,640.00	58,640.00	29,700.00	-
IKF TECHNO	5,000.00	5,000.00	49,494.50	49,494.50	3,550.00	4,000.00
JAYASWALS NECO LTD	100.00	100.00	7,665.46	7,665.46	-	-
J K LAKSHMI CEMENT	4.00	4.00	463.38	463.38	-	-
JP Associat	5,000.00	5,000.00	60,100.00	60,100.00	68,750.00	38,200.00
LOK HOUSING CO	300.00	300.00	37,500.00	37,500.00	1,026.00	1,317.00
MTNL	300.00	300.00	58,152.58	58,152.58	7,200.00	-
ONGC	1,500.00	1,000.00	2,34,463.90	2,34,463.90	2,77,575.00	2,14,750.00
POLARISH SOFTWARE	500.00	500.00	58,664.65	58,664.65	90,525.00	95,075.00
POLAR INDUSTRIES	2,000.00	2,000.00	39,700.00	39,700.00	-	2,200.00
POLAR PHARMA	1,303.00	1,303.00	64,695.48	64,695.48	-	1,068.46
PTC India Ltd	1,000.00	1,000.00	57,950.00	57,950.00	92,900.00	63,800.00
RAMA NEWSPRINT	7,500.00	7,500.00	1,08,000.00	1,08,000.00	-	-
RELANCE CAPITAL	20.00	20.00	12,159.44	12,159.44	-	13,820.00
Reliance Broadcast	200.00	200.00	0.01	0.01	-	-
RELANCE POWER LTD	24.00	24.00	6,451.00	6,451.00	1,152.00	1,184.40
RELANCE MEDIA WORKS(ADLABS FILMS LTD.)	5.00	5.00	846.25	846.25	-	-
SANCIA GLOBAL	10,000.00	10,000.00	5,91,400.00	5,91,400.00	4,900.00	7,200.00



RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

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	1.00	1.00	1.00	41.29	41.29	
SPINTEX IND LTD	100.00	100.00	100.00	9,100.00		-
STEAL AUTHORITY	355.00	355.00	527.84	527.84		-
SUNIT CHEMICALS	5,000.00	5,000.00	1,29,500.00	1,29,500.00	95,500.00	70,750.00
SUZLON ENERGY	3,400.00	3,400.00	82,501.00	82,501.00	24,480.00	-
TTML	500.00	500.00	0.01	0.01	-	145.00
TELEDATE MARINE	1,000.00	1,000.00	59,320.00	59,320.00	83,150.00	98,350.00
WELSPUN CORP	600.00	600.00	0.02	0.69	50,160.00	28,350.00
WELSPUN ENTERPRISES						
Total (I)	65,210.00	70,741.00	36,44,997.21	43,03,697.21	43,82,435.00	31,27,817.51
Note NO.-2.3 NON CURRENT INVESTMENTS						
(I) Unquoted Shares						
Hamilton Distributors (P) Limited	2,88,320.00	2,88,320.00	14,41,600.00	14,41,600.00	2,12,40,534.00	2,12,40,534.00
Arihant Logistics Limited	1,00,500.00	1,00,500.00	10,05,000.00	10,05,000.00	57,21,465.00	57,21,465.00
Hindustan Fibres Limited	4,55,000.00	4,55,000.00	45,50,000.00	45,50,000.00	6,46,100.00	6,46,100.00
Hindustan Industrial F. Ltd.	75,000.00	75,000.00	7,50,000.00	7,50,000.00	50,43,750.00	50,43,750.00
Total (II)	9,18,820.00	9,18,820.00	77,46,600.00	77,46,600.00	3,26,51,849.00	3,26,51,849.00
(II) Investment in Mutual Fund						
India Business Excellence Fund-II	-	-	35,00,000.00	31,25,000.00	25,50,000.00	25,50,000.00
Total (III)	-	-	35,00,000.00	31,25,000.00	25,50,000.00	25,50,000.00
Total (I + II)	9,18,820.00	9,18,820.00	1,12,46,600.00	1,08,71,600.00	3,52,01,849.00	3,52,01,849.00

As per our report of even date attached

For N.K Nagpal & Co.

Chartered Accountants

(Firm Registration No. - 004432N

Naresh Nagpal

Proprietor

Membership No. - 081779

Place : New Delhi

Date :- 26/05/2018

For RITZ MERCANTILE LIMITED

Garvit Singhvi

Wholesale Director

Chief Financial officer

DIN: 00597757

Neelam Singhvi

Director

DIN: 00683077

Parth Arya

COMPANY SECRETARY

M.NO. A47637

RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

Regd Office:-603 SETHI BHAWAN 7 RAJENDRA PLACE NEW DELHI - 110008

1.1 Notes to Financial Statements

NOTES SIGNIFICANT ACCOUNTING POLICIES

1 BASIS OF PREPARATION OF ACCOUNTS

The Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention, on the basis of going concern and on an accrual basis except as stated elsewhere.

2 USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the year presented. Actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

3 REVENUE RECOGNITION

Revenue is recognised to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Interest income and other income is included under the head "Other Income" in the statement of Profit and Loss Account. All the income and expenses are accounted for on accrual basis except agricultural expenses.

4 FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation.

5 DEPRECIATION

Depreciation is provided on useful lives of the assets as prescribed in schedule II to the Companies Act, 2013.

6 INVESTMENTS

Current Investments are stated at Cost. Long term Investments are stated at cost. Decline in value of long term investments is recognised if it is not temporary.

7 RETIREMENT AND OTHER BENEFITS

(a) No Provision for Gratuity has been made .

(b) No Provision for leave encashment has been made.

8 TAXES ON INCOME

Provision for current tax is made based on taxable Income for the year computed in accordance with provisions of the Income Tax Act, 1961. Deferred Tax / Liability has not been provided in the light of negligible fixed assets base.

9 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Company has a present obligation as a result of past event and it is more likely than not an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Contingent liability is disclosed when the Company has a present obligation arising from a past event when it is not probable that an outflow of resources will be required to settle the obligation or where a reliable estimate of the amount of obligation can be made. Contingent Assets are neither recognised nor disclosed in the financial statements.

10 Related Party Disclosures

As per Accounting Standard- 18, the disclosures of transactions with related parties are given below:

a) List of the related parties where control exists and related parties with whom transaction have taken place and description of their relationship:

Relatives of Key Management Personnel

PARTY'S NAME	AMOUNT (IN RS.)	NATURE OF TRANSACTIONS
Hindustan Fibres Limited	1,20,000.00	RENT EXPENSE
Hindustan Fibres Limited	10,00,000.00	REPAYMENT OF LOAN BY HFL
Arihant Logistics Limited	7,80,000.00	LOAN REPAYED
Neelam Singhvi	3,00,000.00	LOAN REPAYED

11 No amount is payable to MSME Enterprise during the year.

12 Previous year figures:

Previous Year figures have been regrouped/rearranged wherever considered necessary, to make them comparable with Current Year's figures

13 Company has not accepted any public deposit during the year.



RITZ MERCANTILE LIMITED

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- 14 Company has not appointed Independent Director though provisions of the Companies Act, 2013 require the same.
- 15 No interest during the year has been paid on deposits accepted from related parties in the earlier years.
- 16 No interest during the year has been received on advances given to related parties in the earlier years.
- 17 For Verification of Quantity of Quoted Shares held, Company has produced Demat Account Holding Statement as at 31/03/2018 but the shares in hand do not match with the Demat Holdings. However, the same are subject to reconciliation.
- 18 For verification of value of quoted shares held, book value in some cases is not verifiable due to non-production of records. However, the same are subject to reconciliation.
- 19 Unquoted shares investments in companies (related parties) do not match with the records maintained by those companies vis a vis books of accounts of RML. However, the same are subject to reconciliation.
- 20 The Company has not consolidated investments in associate companies as required by AS-23 (Investment in associates).
- 21 The company has not deducted TDS on rent paid/rent paid in advance amounting to Rs. 2,00,000/-Interest /Penalty will get attracted as per TDS law provisions.
- 22 Debtors, Creditors, loans & advances are subject to confirmation. In the opinion of the Board of Directors loans & advances are fully recoverable at cost.

For N.K Nagpaul & Co.
Chartered Accountants
(Firm Registration No.- 004432N)

Naresh Nagpaul
Proprietor
Membership No.- 081779

Place : New Delhi
Date:- 26/05/2018



For RITZ MERCANTILE LIMITED

Garvit Singhvi
Wholesale Director
Chief Financial officer
DIN: 00597757

Neelam Singhvi
Director
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Parth Arya
COMPANY SECRETARY
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