

RITZ MERCANTILE LTD.

ANNUAL REPORT

FINANCIAL YEAR 2016-17



CORPORATE INFORMATION

Board of Directors

Garvit Singhvi (WTD & CFO)

(DIN: 00597757)

Neelam Singhvi (Director)

(DIN: 00683077)

Kailash Kumar Ranga (Director)*

(DIN: 07249221)

K.C. Verma (Independent Director)

(DIN: 00849214)

Uma Sapra (Director)**

(DIN: 07299009)

*ceased from directorship effective from 27.07.2017.

**appointed as Additional Director effective from 27.07.2017

Board Committees

Audit Committee

K.C. Verma (Chairman)

Garvit Singhvi

Nomination and Remuneration Committee

Garvit Singhvi (Chairman)

Uma Sapra

Stakeholders Relationship Committee

Garvit Singhvi (WTD & CFO)

Rajni Negi (Company Secretary)

Company Secretary

Rajni Negi

Statutory Auditor

N.K.Nagpaul & Co.

Chartered Accountant

Secretarial Auditor

PTM & Co.

Company Secretaries

Bankers

Bank of India

Register & Share Transfer Agent

Alankit Assignments Limited

Alankit Heights, 1E/13, Jhandewalan
Extn., New Delhi-110055

Registered Office

603, Sethi Bhawan, 7, Rajendra Place,
New Delhi-110008

Contact No.: 011-25742255,
25746897

Website

www.ritzmercantile.com

Investor Relation Email ID

ritzmercantilelimited@gmail.com

Corporate Identification Number

L52110DL1985PLC019805



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 31st Annual General Meeting of the shareholders of **RITZ MERCANTILE LIMITED** will be held on Thursday, the 27th day of September, 2017 at 3 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, 2017 together with Report of the Board of Directors and Report of the Auditor's thereon.
2. To appoint director in place of Mrs. Neelam Singhvi (DIN: 00683077), who retire by rotation & being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification (s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT in accordance with the provisions of sub-section (1) of Section 139 along with other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, the appointment of M/s. N.K. Nagpaul & Co., Chartered Accountants, Delhi-registered with Institute of Chartered Accountants of India vide Registration No. 004432N, as Statutory Auditors of the Company to hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified and confirmed."

SPECIAL BUSINESS:

4. To appoint Mrs. Uma Sapra (DIN: 07299009) as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions under Section 161 and any other applicable provisions of the Companies Act, 2013, if any, read with rules made there under (including any statutory modification(s) or re-enactment thereof for




the time being in force), Mrs. Uma Sapra (holding DIN: 07299009), whose appointment was approved by the Board as an Additional Director of the Company with effect from July 27, 2017, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Place: New Delhi
Dated: 28.08.2017



By order of Board


Rajni Negi
Company Secretary
M.No.:A41858

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. The register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2017 to 27th September, 2017 (both days inclusive).
3. Members are requested to notify immediately, change in their address, if any, to the company quoting their folio numbers.
4. 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

5. 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 31st 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 24th September, 2017 at 09.00 a.m. and ends on 26th September, 2017 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 20th September, 2017 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax



	<p>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. September 20, 2017 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.
- (D) 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.
- (E) The Results of Annual General Meeting shall be declared on September 29, 2017. 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.



- (F) 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.



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No. 4:

Mrs. Uma Sapra (holding DIN: 07299009) was appointed as an Additional Director w.e.f July 27, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company along with requisite deposit proposing the candidature of Mrs. Uma Sapra for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Mrs. Uma Sapra has rich experience and the Board feels that presence of Mrs. Uma Sapra on the Board is desirable and would be beneficial to the Company and hence recommend Resolution No. 4 for adoption.

None of the other Directors is concerned or interested in the resolution except to the extent of their shareholdings.

The Board recommends resolution under item No. 4 to be passed as an Ordinary Resolution.

Place: New Delhi

Dated: 28.08.2017



By order of Board

Rajni Negi
Company Secretary
M.No.: A41858

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

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 31st Annual General Meeting of the Company, to be held on Wednesday, 27th Day of September, 2017 at 3 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, 2017 together with the Report of the Board of Directors and Report of the Auditor thereon.
2. Re-appointment of Mrs. Neelam Singhvi as director who retires by rotation.
3. Ratification of appointment of Auditors.

As Special Business:

4. Appointment of Mrs. Uma Sapra (DIN: 07299009) as Director of the Company;



Signed this _____ Day of September, 2017

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.



RITZ MERCANTILE LIMITED

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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 31st Annual General Meeting of the Company to be held on Wednesday, 27th Day of September, 2017 at 3 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.



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DIRECTOR'S REPORT

Dear Members,

Your Directors are presenting their 31st Annual Report on the working of the Company together with audited accounts for the year ended March 31st, 2017:

1) FINANCIAL RESULTS

(in Rs.)

Particulars	Amount
Income	12,47,676.20
Profit before interest, tax and depreciation	3,96,484.85
Less:	
Interest	371.00
Depreciation	2,528.00
Taxes	0.00
Profit for the year	3,93,585.85

2) DIVIDEND

Your Directors do not recommend any Dividend for the year ending 31st March, 2017.

3) DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mrs. Neelam Singhvi, who retire by rotation & being eligible, offers himself for reappointment.

Mr. Jagdish Patel resigned from Directorship of the Company w.e.f 25th May, 2016.

4) DIRECTOR'S RESPONSIBILITY STATEMENT

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

- In the preparation of the annual accounts the applicable accounting standards had been followed along with proper explanation relating to material departures.
- 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 2017.



- 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**

The appointment of M/s N.K. Nagpaul & Co., Chartered Accountants, who was appointed as Auditor of the company from the conclusion of 28th AGM till the conclusion of 33rd AGM of the company is ratified by the members as Statutory Auditor of the Company for Financial Year 2017-18.

As per Note No. 30 forming part of Accounts the Company has not appointed Company Secretary. Your Directors wish to clarify that Ms. Rajni Negi, (ACS No. A41858) appointed as Company Secretary of the Company vide Board Meeting dated 29th May, 2017.

As per Note No. 32 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. 33 & 34 forming part of Accounts, Your Director wants 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. 38 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.

As per Point No. 4 Annexure A of Auditor Report, Your Director wants to clarify that they will pass 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.

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 9 times during the year details of which are as under:-

Particulars	Date of Board Meeting
01 st Board Meeting	05.04.2016
02 nd Board Meeting	25.05.2016
03 rd Board Meeting	12.07.2016
04 th Board Meeting	08.08.2016
05 th Board Meeting	03.09.2016
06 th Board Meeting	15.10.2016
07 th Board Meeting	11.11.2016
08 th Board Meeting	14.01.2017
09 th Board Meeting	14.02.2017

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. 3,93,586/- (Rupees Three Lakh Ninety Tree Thousand Five Hundred Eighty Six Only) which has been adjusted in Profit & Loss Account under the head Reserves & Surplus. The Reserves & Surplus now amount to Rs. 55,27,899 as at 31st March, 2017.

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. S.K. Rathore, 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 ration of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:- 2.5:1
- 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: **5 (Five)**
- 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.



As regards observations contained in the report, your Directors want to clarify that Ms. Rajni Negi, (ACS No. A41858) appointed as Company Secretary of the Company vide Board Meeting dated 29th May, 2017.

Further, your Directors wants to clarify Company Constitute the Audit Committee under the provision of section 177 & 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 maintain the proper records under the provision of section 188 of the companies Act 2013.

Further as regards the observations contained in the report, Your Director wants to clarify that they will pass 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.

Further, in reference to your observation your directors' wants 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) 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.


25) ACKNOWLEDGEMENT

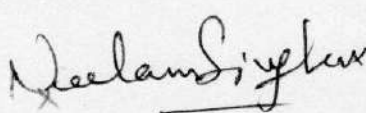
Your Directors acknowledge with appreciation the services rendered by the staff and executives at all levels.

For and on behalf of the Board

Place: New Delhi

Date: 28.08.2017


Garvit Singhvi
Whole-Time Director
Din: 00597757
R/o: E-48, Greater Kailash
Part-I, New Delhi-110048


Neelam Singhvi
Director
Din: 00383077
R/o: E-48, Greater Kailash
Part-I, New Delhi-110048



ANNEXURE-I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016****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	U65999DI1984PLC018026	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, 2015)				No. of Shares held at the end of the year(As on 31 st March, 2016)				% 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) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign	0	0	0	0	0	0	0	0	0



Venture Capital Funds									
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	1,58,25,000		1,58,25,000
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
Total (i+ii+iii)	0	1,58,25,000		1,58,25,000
Change in Indebtedness during the financial year				
* Addition	0	0		0
* Reduction	0	6,00,000		6,00,000
Net Change	0	6,00,000		6,00,000
Indebtedness at the end 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

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	Kailash Ranga	---	
	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	0	0	----	3,00,000
1	(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)	3,00,000	0	0	----	3,00,000
	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 NIL
1	Independent Directors	K.C. Verma	----	----	---	
	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
1	Gross salary	0	22,000	0	22,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	22,000	0	22,000
	(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	22,000	0	22,000



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 Garvit Singhvi & Neelam 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	Commission received for selling of flats constructed by Hindustan Fibres Limited
(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 receive commission for selling flats constructed by Hindustan Fibres Limited as such rate as agreed between the parties.
(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



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	N.A.
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:

- Names of subsidiaries which are yet to commence operations
- 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	Arihant Logistics Ltd.	Hindustan Industrial Finance Ltd.
1. Latest audited Balance Sheet Date	31.03.2017	31.03.2017
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.	100500	100000
Amount of Investment in Associates/Joint Venture	1005000	1000000
Extend of Holding%	21.53%	23.98%
3. Description of how there is significant influence	The Company Holds more than 20% of total share capital of Arihant Logistica Ltd.	The Company Holds more than 20% of total share capital of Hindustan Industrial Finance Ltd.
4. Reason why the associate/joint venture is not consolidated	The Company is not carrying on any business activity, thus the accounts are not consolidated	The Company is not carrying on any business activity, thus the accounts are not consolidated
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 Subsidiary 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

Neelam Singhvi

Director

DIN: 00597757

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 2017

[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 2017, 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 2017 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 Company Secretary and Independent Directors in the Company as per the requirements and provisions of the Companies Act, 2013.*
- 2) *The Company has not complied the provisions of section 177 and 188 of the Companies Act, 2013.*
- 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.

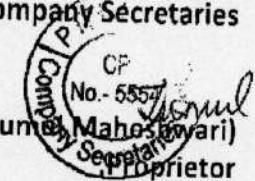
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed note on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation 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: 01/08/2017

For PTM & Co.
Company Secretaries


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: 01/08/2017

For PTM & Co.
Company Secretaries

(Tumkur Maheshwari)
CP No. 5554
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 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, 2017, the Statement of Profit and Loss, Cash Flow Statement 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) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 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) 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. 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) financial statements

Basis for Qualified Opinion

Note No. 35, 36 & 37 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 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, 2017, 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. 30 of "Notes forming part of accounts" which indicates that company has not appointed Company Secretary"

Note No. 32 of "Notes forming part of accounts" which indicates that Company has not appointed Independent Director;

Note No. 33 of "Notes forming part of accounts" indicates that interest free loans have been accepted from related parties.

Note No. 34 of "Notes forming part of accounts" indicates that interest free loans have been granted to related parties.

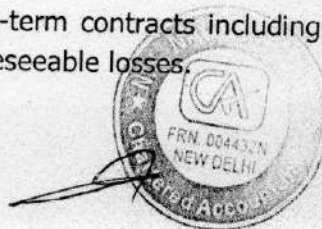


Note No. 38 of "Notes forming part of accounts" which indicates that Company has not consolidated investment in associate companies as required by AS-23 (Investment in associates).

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 dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid (Standalone) 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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.



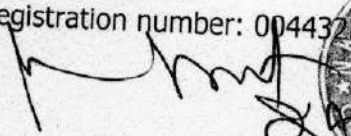
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified bank Notes during the period from 8 November, 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the company. Refer Note 39 of Notes on accounts.

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: 29.05.2017

"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, 2017:

- 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 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security because:

The interest free loan of Rs.37,98,910/- granted during earlier years to one of the party in which director is interested and investments made of Rs. 1,45,16,597.21 which includes a sum of Rs. 5,75,000/- invested during the year in Mutual funds has exceeded the limit of 60% of its paid up capital and free reserves. The company has not passed any special resolution for this and hence no comments can be given on the proposed utilisation of said loan by the recipient.
- 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, 2017 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	1,00,000/-	Repayment of Loan by HFL
HFL Infratech Limited	1,55,980/-	Sales
Arihant Logistics Limited	3,50,000/-	Loan Repaid
Garvit Singhvi	1,00,000/-	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: 29.05.2017

"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, 2017 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, 2017, 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: 29.05.2017

RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

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

Balance Sheet as at 31st March,2017

Particulars	Note	As at 31st March,2017		As at 31st March,2016	
I. EQUITY AND LIABILITIES					
1 Shareholder's Funds					
a Share Capital	1	1,05,00,000.00	-	1,05,00,000.00	
b Reserves & Surplus	2	55,27,899.05	1,60,27,899.05	51,34,313.20	1,56,34,313.20
2 Non Current Liabilities					
a Long Term Borrowings	3	1,52,25,000.00		1,58,25,000.00	
b Deferred Tax Liabilities (Net)					
c Other Long Term Liabilities					
d Long Term Provisions			1,52,25,000.00		1,58,25,000.00
3 Current Liabilities					
a Short Term Borrowings					
b Trade Payables					
c Other Current Liabilities	4	3,82,345.80		3,66,124.80	
d Short Term Provisions	5	75,000.00	4,57,345.80	75,000.00	4,41,124.80
TOTAL			3,17,10,244.85		3,19,00,438.00
II. ASSETS					
1 Non Current Assets					
a Fixed Assets					
- Tangible	6	1,25,27,072.00		1,25,27,072.00	
- Intangible	6	5,056.00		7,584.00	
b Non Current Investments	7	1,08,71,600.00		1,02,96,600.00	
c Long Term Loans and Advances	8	37,98,910.50	2,72,02,638.50	38,98,910.50	2,67,30,166.50
2 Current Assets					
a Current investments	7	36,44,997.21		43,03,697.21	
b Inventories					
c Trade Receivables	9	1,55,980.00			
d Cash and Bank Balances	10	4,48,040.53		3,37,978.68	
e Short Term Loans and Advances	11	2,676.61		2,07,626.61	
f Other Current Assets	12	2,55,912.00	45,07,606.35	3,20,969.00	51,70,271.50
TOTAL			3,17,10,244.85		3,19,00,438.00
Significant Accounting policies and Notes to Financial Statements	1-39				

As per our report of even date attached

For N.K Nagpaul & Co.

Chartered Accountants

(Firm Registration No.-001132N)

Naresh Nagpaul

Proprietor

Membership No.- 081779



Garvit Singhvi

Wholetime Director

Chief Financial officer

DIN: 00597757

Kailash Kumar Ranga

Director

DIN: 07249221

Place : New Delhi

Date : 29.05.2017



RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

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

Statement of Profit and Loss for the year ended 31st March, 2017

Particulars	Note	For the year ended 31st March, 2017	For the year ended 31st March, 2016
REVENUE			
-Revenue from Operations	13	1,55,980.00	-
-Other Income	14	10,91,696.20	12,30,941.39
Total Revenue		12,47,676.20	12,30,941.39
EXPENSES			
-Cost of Material Consumed			
-Purchase of Stock in Trade			
-Change in Inventories of Finished goods	15	1,06,939.00	-
-Work-in-progress and Stock-in-trade			
-Employee benefit Expenses	16	4,60,212.00	4,53,031.00
-Depreciation & Amortisation Expenses	6	2,528.00	13,661.00
-Other Expenses	17	2,84,411.35	3,34,815.29
Total Expenses		8,54,090.35	8,01,507.29
Profit before Tax			
Tax Expense:			
-Current Tax			
-MAT Credit Utilisation			
-Deferred Tax			
-Tax for earlier years			
Profit for the year		3,93,585.85	4,29,434.10
Earning per equity share of face value of Rs. 10 each			
-Basic & Diluted		0.37	0.41
Significant Accounting policies and Notes to Financial Statements	1-39		

per our report of even date attached

For N.K Nagpaul & Co.

Chartered Accountants

(Firm Registration No.- 004132N)



Naresh Nagpaul

Proprietor

Membership No.- 081779

Garvit Singhvi

Wholetime Director

Chief Financial officer

DIN: 00597757

Kallash Kumar Ranga

Director

DIN: 07249221

Place : New Delhi

Date : 29.05.2017



RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

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

NOTE 1 : SHARE CAPITAL

Authorised, Issued, Subscribed and Paid up Share Capital and par value of share

Particulars	As at 31st March, 2017	As at 31st March, 2016
-Authorised Share Capital		
20,00,000 Equity Shares of Rs. 10/- each	2,00,00,000	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	1,05,00,000.00

Terms/ Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company didn't propose any dividend this year.

In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of the equity shares held by the shareholders.

Reconciliation of number of equity shares outstanding at the beginning and at the end of the year.

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Number of shares outstanding as at the beginning of the year	1050000	1050000
Add:-No. of Shares Issued during the year	0	0
Number of shares outstanding as at the end of the year	1050000	1050000

Detail of Shareholder's holding more than 5% shares

Name of Shareholder	Current Year		Previous Year	
	No. of Shares	Percentage	No. of Shares	Percentage
Sh. G.S Singhvi	159900	15.23	159900	15.23
Mrs. Neelam Singhvi	130000	12.38	130000	12.38
Sh. Garvit Singhvi	128800	12.27	128800	12.27
M/s G.S Singhvi (HUF)	188600	17.96	188600	17.96
M/s HFL Infratech Ltd.	100000	9.52	100000	9.52
M/s Ancient Exports Pvt. Ltd.	167400	15.94	167400	15.94

NOTE 2 : RESERVE & SURPLUS

Particulars	As at 31st March, 2017		As at 31st March, 2016	
- Capital Reserve		46,16,616.00		46,16,616.00
- Surplus in Statement of Profit and Loss				
As per Last Balance Sheet	5,17,697.20		3,95,806.10	
Add:- Transferred from Statement of Profit & Loss	3,93,585.85		4,29,434.10	
Less:- Taxes Adjusted for earlier years	-	9,11,283.05	3,07,543.00	5,17,697.20
TOTAL		55,27,899.05		51,34,313.20

NOTE 3 : LONG - TERM BORROWINGS

Particulars	As at 31st March, 2017		As at 31st March, 2016	
(A) Secured				
(B) Unsecured				
Loan from Related Parties		1,52,25,000.00		1,58,25,000.00
-Hamilton Distributors Private Limited	90,50,000.00		90,50,000.00	
-Arihant Logistics Limited	57,80,000.00		61,30,000.00	
-Hindustan Healthcare Limited	95,000.00		95,000.00	
- Neelam Singhvi	3,00,000.00		4,50,000.00	
-Garvit Singhvi			1,00,000.00	
TOTAL		1,52,25,000.00		1,58,25,000.00



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NOTE 4 : OTHER CURRENT LIABILITIES

Particulars	As at 31st March,2017	As at 31st March,2016
Expenses Payable		
-Vinay Vohra & Co.		47,624.00
-Audit Fees Payable	28,750.00	28,625.00
-Director's Remuneration Payable(Neelam Singhvi)	2,85,875.00	-
-Salary Payable	10,000.00	-
-Telephone Expenses Payable	-	1,762.00
-Hindustan Fibres Ltd. (Rent Payable)	-	2,40,000.00
- Professional Charges Payable	48,163.80	43,163.80
-TDS Payable (Professional)	5,300.00	4,950.00
- Travelling Expense Payable	4,257.00	-
TOTAL	3,82,345.80	3,66,124.80

NOTE 5 : SHORT TERM PROVISIONS

Particulars	As at 31st March,2017	As at 31st March,2016
- Provision for taxation	75,000.00	75,000.00
TOTAL	75,000.00	75,000.00

NOTE 8 : LONG TERM LOANS AND ADVANCES

Particulars	As at 31st March,2017	As at 31st March,2016
-Hindustan Fibres Limited	37,98,910.50	38,98,910.50
TOTAL	37,98,910.50	38,98,910.50

NOTE 9 : TRADE RECEIVABLES

Particulars	As at 31st March,2017	As at 31st March,2016
-HFL Infratech Limited	1,55,980.00	-
TOTAL	1,55,980.00	-

NOTE 10 : CASH AND BANK BALANCES

Particulars	As at 31st March,2017	As at 31st March,2016
-Cash in hand	3,36,057.00	2,89,457.16
-Balance with Banks	1,11,983.53	48,521.52
Bank of India - CA 10285	86,983.53	23,521.52
Fixed Deposit	25,000.00	25,000.00
TOTAL	4,48,040.53	3,37,978.68

NOTE 11 : SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March,2017	As at 31st March,2016
Advances to related Parties		
- Ancient Exports Private Limited	-	1,50,000.00
- HFL Investments Private Limited	-	50,000.00
Others		
- Anand Rathi Commodities Limited	2,676.61	7,626.61
- PTM	-	2,676.61
		4,950.00
TOTAL	2,676.61	2,07,626.61



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NOTE 12 : OTHER CURRENT ASSETS

Particulars	As at 31st March, 2017	As at 31st March, 2016
- National Securities Depository Limited	6,742.00	6,742.00
- Agriculture Income Receivable	-	68,510.00
- Self Assessment Tax (F.Y 15-16)	1,60,600.00	1,60,600.00
- TDS Receivable	23,964.00	23,964.00
- Interest Receivable on FDR	8,933.00	5,480.00
- Hindustan Fibres Limited- Commision Receivable	55,673.00	55,673.00
TOTAL	2,55,912.00	3,20,969.00

NOTE 13 : REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
- Building Material Sales	1,55,980.00	-
TOTAL	1,55,980.00	-

NOTE 14 : OTHER INCOME

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
- Commission Received	-	2,39,637.00
- Agriculture Income	2,22,920.00	2,90,000.00
- Dividend Income	81,735.00	81,521.56
- Long Term Capital Gain on Shares (Net of Brokerage)	7,83,588.20	6,13,395.03
- Interest Accrued on FDR	3,453.00	3,167.00
- Short Term Capital gain on Shares	-	3,220.80
TOTAL	10,91,696.20	12,30,941.39

NOTE 15 : PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
- Purchase of Building Material	1,06,939.00	-
TOTAL	1,06,939.00	-

NOTE 16 : EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
- Salary	1,60,212.00	1,19,031.00
- Gratuity Paid	-	32,420.00
- Director Remuneration	3,00,000.00	3,00,000.00
- Staff Welfare Expenses	-	1,580.00
TOTAL	4,60,212.00	4,53,031.00



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NOTE 17 : OTHER EXPENSES

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
- Travelling Expenses	12,635.00	7,014.00
- Telephone Expenses	1,640.00	18,510.00
- Auditor's Remuneration	28,750.00	28,625.00
- Professional Expenses	74,180.00	65,305.00
- Advertisement Expenses	31,256.00	45,965.00
- General Expenses*	8,988.01	14,897.68
- Listing Fees	-	28,500.00
- Website Maintenance Expenses	5,750.00	5,725.00
- Rent (Office)	1,20,000.00	1,20,000.00
- DP Charges	1,212.34	191.61
- Conveyance Expenses	-	82.00
TOTAL	2,84,411.35	3,34,815.29

*** General Expenses**

- Bank Charges	674.85	841.62
- Interest	371.00	-
- Brokerage & Other Expenses	-	949.06
- Filing Fees	3,719.50	7,257.00
- Insurance Expenses	937.00	906.00
- Misc. Expenses	0.66	1,000.00
- Office Maintenance Expenses	-	1,000.00
- Postage & Telegram Expenses	2,415.00	2,394.00
- Printing & Stationery	870.00	550.00
	8,988.01	14,897.68

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 : 29.05.2017



Garvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757

Kailash Kumar Ranga
Director
DIN: 07249221



RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

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

Note No. 6**Fixed Assets Schedule forming part of The Balance Sheet As on 31.03.2017**

Asset	Date of purchase of new/existing asset	WDV as on 01/04/16/new asset	Addition during the year	Deletion during the year	TOTAL as on 31/03/17	Already expired life as per schedule II on 31/03/17	Balance Depreciation years Amount	wdv as on 31/03/2017	WDV as on 01/04/16 /cost of new asset
Land	09/01/1985	1,25,27,072.00	-	-	1,25,27,072.00	0	0	1,25,27,072.00	1,25,27,072.00
Intangible Assets (website)	13/03/2015	7,584.00	-	-	7,584.00	4	2	5,056.00	7,584.00
TOTAL		1,25,34,656.00	-	-	1,25,34,656.00		13786.00	1,25,20,870.00	1,25,34,656.00

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 : 29.05.2017

Garvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757

Kailash Kumar Ranga
Director
DIN: 07249221



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

NOTE NO 7

Notes to Financial Statements for the year ended 31st March, 2017

7. Current Investments
(At Cost of acquisition)

Particulars	Quantity		Book Value		Market Value	
	No. Of Shares Current	No. Of Shares Previous Year	Current Year (Rs.)	Previous Year (Rs.)	Current Year (Rs.)	Previous Year (Rs.)
	Year					
(I) Quoted Shares						
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	5,000.00	5,000.00	60,100.00	60,100.00	68,750.00	38,200.00
LC	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		
RELIANCE CAPITAL	20.00	20.00	12,159.44	12,159.44		13,820.00
Reliance Broadcast	200.00	200.00	0.01	0.01		
RELIANCE POWER LTD	24.00	24.00	6,451.00	6,451.00	1,152.00	1,184.40
RELIANCE 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
SPINTEX IND LTD	1.00	1.00	41.29	41.29		
STEEL AUTHORITY	100.00	100.00	9,100.00	9,100.00		
SUNIT CHEMICALS	355.00	355.00	527.84	527.84		
SUZLON ENERGY	5,000.00	5,000.00	1,29,500.00	1,29,500.00	95,500.00	70,750.00
TTML	3,400.00	3,400.00	82,501.00	82,501.00	24,480.00	
TELEDATE MARINE	500.00	500.00	0.01	0.01		145.00
WELSPUN CORP	1,000.00	1,000.00	59,320.00	59,320.00	83,150.00	98,350.00
WELSPUN ENTERPRISES	600.00	600.00	0.02	0.69	50,160.00	28,350.00
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.-7 NON CURRENT INVESTMENTS						
(I) Unquoted Shares						
Hamilis Contributors (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
Ariha .tics 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			31,25,000.00	25,50,000.00	25,50,000.00	25,50,000.00
Total (III)			31,25,000.00	25,50,000.00	25,50,000.00	25,50,000.00
Total (I + II)	9,18,820.00	9,18,820.00	1,08,71,600.00	1,02,96,600.00	3,52,01,849.00	3,52,01,849.00

As per our report of even date attached

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

Nareish Nagpaul
Proprietor
Membership No. - 081779

Place : New Delhi
Date : 29.05.2017



Garvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757

Hailash Kumar Ranga
Director
DIN: 07249221



RITZ MERCANTILE LIMITED

CIN No.-L52110DL1985PLC019805

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

Notes to Financial Statements

NOTES SIGNIFICANT ACCOUNTING POLICIES

18 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.

19 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.

20 REVENUE RECOGNITION

Revenue is recognised to the extent that it 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.

21 FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation.

22 DEPRECIATION

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

23 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.

24 RETIREMENT AND OTHER BENEFITS

No Provision for Gratuity has been made .

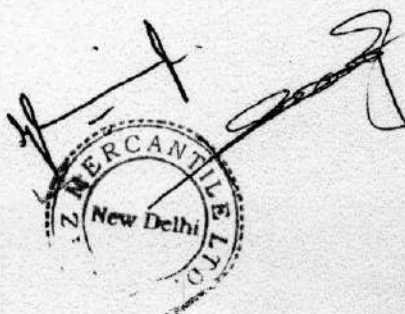
(a) No Provision for leave encashment has been made.

25 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.

26 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.



27 Related Party Disclosures

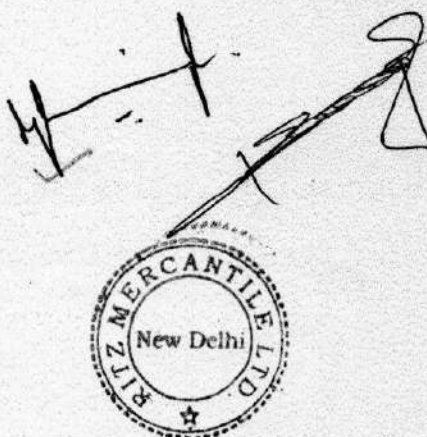
As per Accounting Standard- 18, the disclosures of transactions with related parties are given below:

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	1,00,000.00	REPAYMENT OF LOAN BY HFL
HFL Infratech Limited	1,55,980.00	SALES
Arihant Logistics Limited	3,50,000.00	LOAN REPAID
Garvit Singhvi	1,00,000.00	LOAN REPAID

- 28 No amount is payable to MSME Enterprise during the year.
- 29 **Previous year figures:**
Previous Year figures have been regrouped/rearranged wherever considered necessary, to make them comparable with Current Year's figures
- 30 Company has not appointed company secretary though the provisions of the Companies Act, 2013 require the same.
- 31 Company has not accepted any public deposit during the year.
- 32 Company has not appointed Independent Director though provisions of the Companies Act, 2013 require the same.
- 33 No interest during the year has been paid on deposits accepted from related parties in the earlier years.
- 34 No interest during the year has been received on advances given to related parties in the earlier years.
- 35 For Verification of Quantity of Quoted Shares held, Company has produced Demat Account Holding Statement as at 31/03/2017 but the shares in hand do not match with the Demat Holdings. However, the same are subject to reconciliation.
- 36 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.
- 37 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.
- 38 The Company has not consolidated investments in associate companies as required by AS-23 (Investment in associates).



39 SBN DISCLOSURES

PARTICULARS	SBN		OTHER DENOMINATION		TOTAL	
	Denominatio	Amount	Denominatio	Amount	Denomination	Amount
Closing Balance as at 8 November 2016	500*800	4,00,000.00	100*1000 50*320 20*40 5*1	1,00,000.00 16,000.00 800.00 5.00	500*800 100*1000 50*320 20*40 5*1	4,00,000.00 1,00,000.00 16,000.00 800.00 5.00
	-	4,00,000.00	-	1,16,805.00	-	5,16,805.00
Transactions between 9th November 2016 and 30th December 2016						
Add:- Withdrawl from Bank Accounts	-	-	2000*25 500*50	50,000.00 25,000.00	2000*25 500*50	50,000.00 25,000.00
	-	-	-	75,000.00	-	75,000.00
Add:- Receipts for permitted transactions	-	-	2000*118 500*6 100*13 10*12 5*1 1*5	2,36,000.00 3,000.00 1,300.00 120.00 5.00 5.00	2000*118 500*6 100*13 10*12 5*1 1*5	2,36,000.00 3,000.00 1,300.00 120.00 5.00 5.00
	-	-	-	2,40,430.00	-	2,40,430.00
Add:- Receipts for non-permittted transactions	-	-	-	-	-	-
Less:- Paid for permitted transactions	-	-	2000*5 100*6 10*1 1*4	10,000.00 600.00 10.00 4.00	2000*5 100*6 10*1 1*4	10,000.00 600.00 10.00 4.00
	-	-	-	10,614.00	-	10,614.00
Less:- Paid for non-permitted transations	-	-	-	-	-	-
Less:- Deposited in Bank Accounts	500*800	4,00,000.00	-	-	500*800	4,00,000.00
	-	4,00,000.00	-	-	-	4,00,000.00
Closing Balance as at 30 December 2016	-	-	-	4,21,621.00	-	4,21,621.00

For N.K Nagpaul & Co.

Chartered Accountants

(Firm Registration No.- 004432N)

Naresh Nagpaul

Proprietor

Membership No.- 081779

Place : New Delhi

Date : 29.05.2017



Garvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757

Kailash Kumar Ranga
Director
DIN : 07249221



RITZ MERCANTILE LTD

CIN No.-L52110DL1985PLC019805

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.17

Particulars	2016-17	2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items		
Non Cash Adjustment to reconcile profit before tax to cash flow :	393585.85	429434.10
Depreciation and Amortisation		
Dividend Income	2528.00	13661.00
Liability Written Off	(81735.00)	(81521.56)
Interest Income	0.00	0.00
Excess Income Tax Provision Written Back	(3453.00)	(3167.00)
Extra Ordinary Items:	0.00	(307543.00)
Profit on Agricultural Land Acquisition		
Operating Profit before Working Capital changes	0.00	0.00
Adjustment for :	310925.85	50863.54
Increase / (Decrease) in Short Term Provision	0.00	0.00
Increase / (Decrease) in Other Current Liabilities	16221.00	(194697.00)
Decrease / (Increase) in Trade Receivables	(155980.00)	0.00
Decrease / (Increase) in long Term Loans and Advances	100000.00	11051166.00
Decrease / (Increase) in Short Term Loans and Advances	204950.00	27137.24
Decrease / (Increase) in Current Assets	65057.00	74639.00
Cash generated from operations	541173.85	11009108.78
Less: Income Taxes	0.00	0.00
Net cash from operating Activities	541173.85	11009108.78
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	0.00	0.00
(Purchase) of Fixed Assets	0.00	0.00
(Increase) / Decrease in Investments	83700.00	(440717.32)
Dividend Income	81735.00	81521.56
Interest Income	3453.00	3167.00
Net Cash used in Investing Activities	168888.00	(356028.76)
C. Cash Flow from Financing Activities		
Proceeds from Long Term Unsecured Borrowings	(600000.00)	(11300000.00)
Net cash from Financing Activities	(600000.00)	(11300000.00)
Net increase in Cash and Cash Equivalents (A+B+C)	110061.85	(646919.98)
Cash and Cash Equivalents (Opening balance)	337978.68	984898.66
Cash and Cash Equivalents (Closing balance)	448040.53	337978.68

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
For and on Behalf of the BoardGarvit Singhvi
Wholetime Director
Chief Financial officer
DIN: 00597757Kartash Kumar Ranga
Director
Din: 07249221FOR N.K NAGPAUL & CO.
Chartered Accountants(NARESH NAGPAUL)
PROP.
MEM. NO. 081779
FRN:004432N
Date : 29.05.2017
Place : New Delhi