

**RITZ MERCANTILE LIMITED**

Regd Off: 603, Sethi Bhawan, 7 Rajendra Place, New Delhi-110008

CIN: L52110DL1985PLC019805

Contact No.: 011-25742255, 25746897, 41062805

Website: [www.ritzmercantile.com](http://www.ritzmercantile.com), e-mail: [ritzmercantilelimited@gmail.com](mailto:ritzmercantilelimited@gmail.com)

**NOTICE**

To the Members,

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the shareholders of **RITZ MERCANTILE LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 3.30 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 receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit & Loss Account for the year ended on that date together with Auditor's Report and Director's Report thereon.
2. To appoint director in place of Mr. S.K. Singh, 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** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, M/s. N.K. Nagpaul & Co., Chartered Accountants, (FRN-004432N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of next Annual General Meeting upon such remuneration as may be mutually agreed."

**BY ORDER OF THE BOARD**

Place: New Delhi

Dated: 04.09.2015

  
**GARVIT SINGHVI**

**DIRECTOR**

**DIN: 00597757**

**R/o: E-48, Greater Kailash,  
Part-I, New Delhi-110048**



**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 22<sup>nd</sup> September, 2015 to 25<sup>th</sup> September, 2015 (both days inclusive).
3. Members are requested to notify immediately, change in their address, if any, to the company quoting their folio numbers.
3. 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.
4. Members may mail their queries at following mail id:-  
**ritzmercantilelimited@gmail.com**





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### DIRECTOR'S REPORT

Dear Members,

Your Directors are presenting their 29<sup>th</sup> Annual Report on the working of the Company together with audited accounts for the year ended March 31<sup>st</sup>, 2015:

#### 1) FINANCIAL RESULTS

Particulars	Rupees
Income	2,471,076
Profit before interest, tax and depreciation	1,472,709
Less:	
Interest	1,270
Depreciation	73,176
Taxes	75,000
Profit for the year	1,323,263

#### 2) DIVIDEND

No dividend has been declared during the year being the inadequacy of the profit.

#### 3) DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013 Mr. Shaha Kumar Singh, who retire by rotation & being eligible, offers himself for reappointment.

Moreover, Mr. Garvit Singhvi, who was appointed in casual vacancy in place of Late Mr. M.S. Singhvi in 2011, is appointed as Director by obtaining approval of members vide Extra Ordinary General Meeting dated 15<sup>th</sup> December, 2014.

As per the provisions of Section 149 of Companies Act, 2013, the Company was required to appoint Independent Directors during the year. The Company tried to find eligible candidates for the said post but couldn't find suitable candidates. Thus no Independent Directors were appointed during the year. However, Mr. Krishan Chander Verma and Mr. Jagdish Patel were appointed as Independent Directors vide Extra-Ordinary General Meeting dated 04<sup>th</sup> September, 2015.

As per the provisions of Section 203 of the Companies Act, 2013, the Company was to appoint Key Managerial Personnel during the year. The company tried to find eligible candidates for the said post but couldn't find the suitable persons. Thus no appointment of Key Managerial Personnel was made during the year. However, Mr. Garvit Singhvi was appointed as Whole-time Director cum Chief Finance Officer of the Company vide Board Meeting dated 10<sup>th</sup> August, 2015.



#### 4) DIRECTOR'S RESPONSIBILITY STATEMENT

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

- a. In the preparation of the annual accounts the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. Appropriate accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for the year ended 31<sup>st</sup> March 2015.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Annual accounts have been prepared on a Going Concern Basis.
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. Proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 5) AUDITORS

M/s N.K. Nagpaul & Co., Chartered Accountants, who is appointed as Auditor of the company from the conclusion of 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> AGM of the company is appointed as auditor of the Company for Financial year 2015-16.

As regards their observation contained in the Auditors Report, the respective notes to the accounts are self explanatory and therefore do not call for any further comments.

#### 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.

However, the Company repaid deposits amounting to Rs. 27,40,000/- (Rupees Twenty Seven lakhs Forty Thousand only) during the year which were accepted before the commencement of Companies Act, 2013.





**7) CONSERVATION OF ENERGY, TECHNICAL 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. 60 Lacs per annum or more.

**9) NUMBER OF MEETINGS OF BOARD**

The Board of Directors of the Company duly met 15 times during the year details of which are as under:-

Particulars	Date of Board Meeting
1st Board Meeting	28 <sup>th</sup> May, 2014
2nd Board Meeting	11 <sup>th</sup> August, 2014
3rd Board Meeting	16 <sup>th</sup> August, 2014
4 <sup>th</sup> Board Meeting	03 <sup>rd</sup> September, 2014
5th Board Meeting	06 <sup>th</sup> September, 2014
6th Board Meeting	04 <sup>th</sup> October, 2014
7th Board Meeting	15 <sup>th</sup> October, 2014
8th Board Meeting	11 <sup>th</sup> November, 2014
9th Board Meeting	12 <sup>th</sup> November, 2014
10th Board Meeting	24 <sup>th</sup> December, 2014
11th Board Meeting	02 <sup>nd</sup> January, 2015
12th Board Meeting	15 <sup>th</sup> January, 2015
13th Board Meeting	14 <sup>th</sup> February, 2015
14th Board Meeting	16 <sup>th</sup> February, 2015
15 <sup>th</sup> Board Meeting	02 <sup>nd</sup> March, 2015

**10) COMMITTEES OF THE BOARD**

Since Independent Directors were not appointed during the year, no committees of Board were constituted.

**11) 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.



**12) EXTRACTS OF ANNUAL RETURN**

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

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

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

**14) RELATED PARTY TRANSACTIONS**

The Company has entered into contract or arrangement with related parties as set out under sub-section (1) of section 188 of Companies Act, 2013. The details of same are provided in Form No. AOC-2 enclosed as **Annexure-II**.

**15) REPORT ON SECRETARIAL AUDIT**

The Board of Directors has appointed M/s. PTM & Co., Practicing Company Secretary, to conduct the Secretarial Audit and his report on Company's Secretarial Audit is appended to this Report as **Annexure-III**.

**16) VIGIL MECHANISM**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. Since the Company has not constituted Audit Committee, thus the Company has nominated Mr. Garvit Singhvi, Director of the Company to play the role of Audit Committee till the Audit Committee is duly constituted. However, no complaints or concerns have been received from any Director or employee during the year.

**17) 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.

**18) TRANSFER TO RESERVES**

During the year, company has transferred Rs. 13,09,237/- to the reserves.





19) **DETAILS OF SUBSIDIARY, ASSOCIATE COMPANIES AND JOINT VENTURES**

The details of Subsidiary, Associate and Joint Ventures are provided in Form No. AOC-1 enclosed as **Annexure-IV**.

20) **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has an Internal Control System commensurate with the size and scale of the Company. Mr. Garvit Singhvi, Director of the Company monitors and evaluates the efficiency and adequacy of internal control system in the Company.

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

- A) The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:- 2.38:1
- 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 remuneration was paid during the year to any of the Key Managerial Personnel, CFO, CEO, CS or Manager.**

- 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) The explanation on the relationship between average increase in remuneration and company performance

**NOT APPLICABLE as there was no increase in remuneration of any employee during the year.**

- F) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

Comparison cannot be made as there was no Key Managerial Personnel in the Company during the year.

- G) Variation in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and the previous financial year and percentage increase over decrease in the market quotations of shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variation in net worth of the company as at the close of the current financial year and previous financial year.



Closing Market price of shares of company as on 31.03.2015: N.A.

Closing market price of shares of company as on 31.03.2014; Rs. 3.00

- H) 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.**

- I) Comparison of the each remuneration of the key Managerial remuneration against the performance of the Company:-

**Not Comparable as there was no Key Managerial Personnel in the Company during the year.**

- J) The key parameters for any variable component of remuneration availed by directors:-

Not applicable

- K) The ration of remuneration of highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:-

**No employee is receiving remuneration in excess or higher than the remuneration of Director or Key managerial personnel.**

- L) 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.

**22) 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: 04.09.2015



**GARVIT SINGHVI**  
**DIRECTOR**

Din: 00597757

R/o: E-48, Greater Kailash,  
Part-I, New Delhi-110048



**NEELAM SINGHVI**  
**DIRECTOR**

Din: 00683077

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 31.03.2015****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 <sup>th</sup> January, 1985
3.	Name of the Company	RITZ MERCANTILE LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY
5.	Address of the Registered office & contact details	603, SETHI BHAWAN, 7, RAJENDRA PLACE, NEW DELHI-110008
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)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Agricultural Income	99861191	11.37%
2	Commission for Selling Flats	99722210	13.59%

**III. PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	Name and Address of Company	CIN/GLN	% of shares held	Applicable Section
1	Hindustan Industrial Finance Ltd. 603, sethi bhawan, 7, Rajendra Place, New Delhi-110008	U65999DL1984PLC018026	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-April-2014)				No. of Shares held at the end of the year(As on 31-March-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/HUF	719600	0	719,600	68.53%	719600	0	719600	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
<b>Total shareholding of Promoter (A)</b>	719600	0	719600	68.53%	719600	0	719600	68.53%	0
<b>B. Public Shareholding</b>									
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 Venture Capital Funds	0	0	0	0	0	0	0	0	0





i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	317400	0	317400	30.23%	317400	0	317400	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	13000	13000	1.24%	0	13000	13000	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
<b>Sub-total (B)(2):-</b>	317400	13000	330400	31.47%	317400	13000	330400	31.47%	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	13000	13000	1.24%	0	13000	13000	1.24%	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	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	159960	15.23%	0	159960	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
<b>TOTAL</b>		<b>719600</b>	<b>68.53%</b>	<b>0</b>	<b>719600</b>	<b>68.53%</b>	<b>0</b>	<b>0</b>

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				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year				





**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.):	No Change	No Change	No Change	No Change
	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	2,55,800	24.65%	255800	24.65%
	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%	255800	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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	2,96,65,000	0	2,96,65,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	2,96,65,000	0	2,96,65,000
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	25,40,000	0	2540000
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	27125000	0	27125000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	2,71,25,000	0	27125000

**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	S. K Singh	---	
	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
	<b>Total (A)</b>	3,00,000	0	0	----	3,00,000
	<b>Ceiling as per the Act</b>	11% of Net profits of Company				





B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Jagdish Patel	K.C. Verma	----	---	
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	0	0	----	----	0
	Commission	0	0	----	----	0
	Others, please specify	0	0	----	----	0
	Total (1)	0	0	----	----	0
2	Other Non-Executive Directors	0	0	----	----	0
	Fee for attending board committee meetings	0	0	----	----	0
	Commission	0	0	----	----	0
	Others, please specify	0	0	----	----	0
	Total (2)	0	0	----	----	0
	Total (B)=(1+2)	0	0	----	----	0
	Total Managerial Remuneration	0	0	NIL	NIL	NIL
	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	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	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	0	0	0



**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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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	2014-15
(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	24 <sup>th</sup> December, 2014
(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	2014-15
(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	24 <sup>th</sup> December, 2014
(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-IV****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:

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



**Part "B": Associates and Joint Ventures**

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

Name of associates/Joint Ventures			
1. Latest audited Balance Sheet Date		Arthant Logistics Ltd.	Hindustan Industrial Finance Ltd.
2. Shares of Associate/Joint Ventures held by the company on the year end		31.03.2015	31.03.2015
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 Arthant 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 a Subsidiary of Ritz Mercantile Ltd, hence consolidation not required	The Company is not a Subsidiary of Ritz Mercantile Ltd, hence consolidation not required
5. Net worth attributable to shareholding as per latest audited Balance Sheet (in Rs.)		57,70,993.44	67,30,746.24
6. Profit/Loss for the year			
i. Considered in Consolidation		0	0
ii. 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

*Neelam Singhvi*  
Neelam Singhvi

Director

DIN: 00683077

*Garvit Singhvi*  
Garvit Singhvi

Director

DIN: 00597757



# **PART I - BALANCE SHEET**

Name of the Company : RITZ MERCANTILE LIMITED  
 Regd. Office: 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008  
 CIN: L52110DL1985PLC019805  
 Balance Sheet as at 31/03/2015

(In Rs.)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
<b>I. EQUITY &amp; LIABILITIES</b>			
1. Share Holders' Fund			
(a) Share Capital	1	10,500,000.00	10,500,000.00
(b) Reserves & Surplus	2	5,012,422.10	3,703,185.00
(c) Money received against share warrants		-	-
		15,512,422.10	14,203,185.00
2. Share application money pending allotment		-	-
3. Non Current Liabilities			
(a) Long Term Borrowings	3	27,125,000.00	29,665,000.00
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
		27,125,000.00	29,665,000.00
4. Current Liabilities			
(a) Short Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	5	580,821.80	867,843.00
(d) Short Term Provisions	4	75,000.00	-
		635,821.80	867,843.00
<b>TOTAL</b>		<b>43,273,243.90</b>	<b>44,736,028.00</b>
<b>II. ASSETS</b>			
1. Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	6	12,538,330.00	12,627,923.00
(ii) Intangible Assets		9,987.00	-
(iii) Capital Work in Progress		-	-
(iv) Intangible Assets Under Development		-	-
(b) Non-current Investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	7	14,960,076.50	17,934,170.00
(e) Other Non-current Assets		-	-
		27,498,393.50	30,562,093.00
2. Current Assets			
(a) Current Investments	8	14,159,579.89	13,159,580.00
(b) Inventories		-	-
(c) Trade Receivables	9	85,752.00	-
(d) Cash and Cash Equivalents	10	984,898.66	294,135.00
(e) Short Term Loans and Advances	11	234,763.85	473,678.00
(f) Other Current Assets	12	309,866.00	246,544.00
		15,774,850.40	14,173,935.00
<b>TOTAL</b>		<b>43,273,243.90</b>	<b>44,736,028.00</b>
See accompanying notes to the Financial Statements.			

As per our report of even date attached.

FOR N.K. NAGPAUL & CO.

Chartered Accountants

(NARESH NAGPAUL)  
 PROP.  
 MEM. NO. 081779  
 FRN:004432N  
 Date :26.05.2015  
 Place : Delhi

For Ritz Mercantile Limited

Garvi Singhvi Neelam Singhvi  
 Director Director  
 Din:00597757 Din:00683077





# **PART II- STATEMENT OF PROFIT AND LOSS**

Name of the Company **RITZ MERCANTILE LIMITED**  
 Regd. Office: 603, Sethi Bhawan, 7, Rajendra Place, New Delhi-110008  
 CIN: L52110DL1985PLC019805  
 Profit and loss statement for the year ended 31/03/2015

Particulars	Note No.	Amount for the year ended 31-03-2015	Amount for the year ended 31-03-2014
I. Revenue from Operations			
II. Other Income	13	2,471,076.00	1,244,265.00
<b>III. TOTAL REVENUE (I + II)</b>		<b>2,471,076.00</b>	<b>1,244,265.00</b>
<b>IV. EXPENSES</b>			
Cost of Material Consumed		-	-
Purchase of Stock in Trade		-	-
Change in Inventories of Finished goods work-in-progress and stock-in-trade		-	-
Employee Benefit Expenses	14	495,737.00	584,847.00
Financial Costs		-	-
Depreciation & amortization expense	6	73,176.00	22,006.00
Other Expenses	15	503,900.06	220,652.00
<b>TOTAL EXPENSES</b>		<b>1,072,813.06</b>	<b>827,505.00</b>
V. Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		1,398,262.94	416,760.00
VI. Exceptional Items		-	-
VII. Profit before Extraordinary Items and Tax(V-VI)		1,398,262.94	416,760.00
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII-VIII)		1,398,262.94	416,760.00
X. Tax Expenses			
(1) Current Tax		75,000.00	-
(2) Deferred Tax		-	-
XI. Profit (Loss) for the period from Continuing Operations (IX-X)		1,323,262.94	416,760.00
XII. Profit/ (Loss) from Discontinuing Operations		-	-
XIII. Tax Expenses of Discontinuing Operations		-	-
XIV. Profit/ (Loss) from Discontinuing Operations (XII - XIII)		-	-
XV. Profit/ (Loss) for the period (XI + XIV)		1,323,262.94	416,760.00
XVI. Earning Per Equity Share			
(1) Basic		1.26	0.40
(2) Diluted		1.26	0.40
See accompanying notes to the financial statements.			

As per our report of even date attached.  
 FOR N.K. NAGPAUL & CO.

Chartered Accountants

(NARESH NAGPAUL)  
 PROP.  
 MEM. NO. 081779  
 FRN:004432N  
 Date : 26.05.2015  
 Place : Delhi



For Ritz Mercantile Limited

Garvit Singhvi  
 Director  
 Din:00597757

Neelam Singhvi  
 Director  
 Din:00683077



# RITZ MERCANTILE LIMITED

CIN:L52110DL1985PLC019805

## NOTES ON ACCOUNTS FOR THE YEAR ENDED AS ON 31.03.2015

The previous year figures have been regrouped / reclassified, wherever necessary for conform to the current period presentation.

### 1 Share Capital

Particulars	As at 31.03.2015	As at 31.03.2014
Authorised 20,00,000 (Prev. year 20,00,000) Equity Shares of Rs. 10/- each	20,00,000.00	20,00,000.00
Issued, Subscribed and Paid up 10,50,000 (Prev. year 10,50,000) Equity Shares of Rs. 10/- each fully paid up in cash	10,50,000.00	10,50,000.00
	10,50,000.00	10,50,000.00

#### Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Equity Shares

	As at 31.03.2015		As at 31.03.2014	
	No. of shares	Amount	No. of Shares	Amount
At the beginning of the period	1050000	10500000.00	1050000	10500000.00
Issued during the period	-	-	-	-
Outstanding at the end of the period	1,050,000	10,50,000.00	1,050,000	10,50,000.00

#### Terms / rights attached to equity shares

The company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the share holders.

#### Details of shareholders holding more than 5% shares in the company

	As at 31.03.2015		As at 31.03.2014	
	No. of shares	% Holding in the class	No. of Shares	% Holding in the class
Shri Garvit Singhvi	128800	12.27	128800	12.27
M/s G.S. Singhvi(HUF)	188600	17.96	188600	17.96
Smt. Neelam Singhvi	130000	12.38	130000	12.38
Shri G.S. Singhvi	159900	15.23	159900	15.23
M/s Ancient Exports Pvt. Ltd.	167400	15.94	167400	15.94
M/s HFL Infratech Ltd.	100000	9.52	100000	9.52
	874700	83.3	874700	83.3

### 2 Reserves & Surplus

#### Profit & Loss Account

##### Capital Reserve

At the beginning of the year

Add: any capital reserve created during the year

Balance at the end of the year

	31.03.2015	31.03.2014
	4,616,616.00	4,616,616.00
	4,616,616.00	4,616,616.00

Balance as per the last financial statements

Add: amount transferred from surplus balance in the statement of profit and loss

Less: provision for gratuity

Less: taxes paid for earlier years

Closing Balance

(913,430.64)	(1,330,191.00)
1,323,262.94	416,760.00
14,026.00	-
395,806.10	(913,431.00)

5,012,422.10	3,703,185.00
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# **RITZ MERCANTILE LIMITED**

Note No. 6

Fixed Assets Schedule forming part of The Balance Sheet As on 31.03.2015

Asset	Date of purchase of new/existing asset	WDV as on 01/04/14 /cost of new asset	Addition during the year	Deletion during the year	TOTAL as on 31/03/15	as estimated useful life per schedule II	Already expired useful life as on 31/03/14	Balance Depreciation years Amount	wdv as on 31/03/2015	WDV as on 01/04/14 /cost of new asset
Land	1/9/1985	12,543,614.00		16,542.00	12,527,072.00	0	0	0.00	12,527,072.00	12,543,614.00
Office equipments	4/1/2011	58,386.00			58,386.00	5	4	1,5434.00	46,100	58,386.00
Vehicle	4/1/2007	11,886.00			11,886.00	8	7	1,5808.00	6058.00	11,886.00
Furniture & Fixtures	4/1/2005	2,108.00			2,109.00	10	9	1,970.00	1139.00	2,108.00
Computer	4/1/2012	11,119.00			11,938.00	3	3	0.00	0.00	11,838.00
Intangible assets	31/3/2015		10,112.00		10,112.00	4	0	4,125.00	9987.00	0.00
		12,627,923.00	10,112.00	16,542.00	12,621,493.00			73176.00	12,548,317.00	12,627,923.00

Place : New Delhi  
Dated 28/05/2015



For Ritz  
Mercantile Limited  
Garv Singhvi  
Director  
DIN 00597757

Neelam Singhvi  
Director  
DIN 00683077

9. Current Investments  
(At Cost of acquisition)  
Equity Shares of Rs.10/- each

Particulars	Quantity		Book Value		Market Value	
	No. Of Shares	No. Of Shares				
	Current Year	Previous Year	Current Year (Rs.)	Previous Year (Rs.)	Current Year (Rs.)	Previous Year (Rs.)
Hindustan Fibres Limited	455000 Nos.	455000 Nos.	4,550,000	4,550,000	646,100	9,600
<b>Total (I)</b>	<b>455000 Nos.</b>	<b>455000 Nos.</b>	<b>4,550,000</b>	<b>4,550,000</b>	<b>646,100</b>	<b>9,600</b>
(II) Quoted Shares (Other than Trade)- Fully Paid - At Cost						
As per Books						
ADITYA BIRLA CHEMICAL (Bihar Caustic)	500 Nos.	500 Nos.	28,702.07	28,702	109,100	1,135
AMAL PRO & INF	400 Nos.	200 Nos.	197,000.00	197,000	9,380	4,300
CORE EDUCATION & TECH	1500 Nos.	1500 Nos.	98,042.40	98,042	11,775	36,600
O.H.C.S.	26200 Nos.	26200 Nos.	2,750,420.71	2,750,421	1,613,920	913,070
HIMACHAL FUTURISTICS	500 Nos.	300 Nos.	11,909.49	11,909	6,700	4,595
HINDUSTAN CONSTRUCTION	498 Nos.	249 Nos.	36,055.20	36,055	16,285	3,884
I.F.C.I.	1000 Nos.	1000 Nos.	58,640.00	58,640	33,350	25,550
M.F. TECHNO	5000 Nos.	5000 Nos.	49,494.50	49,495	2,900	-
JAYASWALS WECO LTD	100 Nos.	100 Nos.	7,665.46	7,665	808	993
J K LAKSHMI CEMENT	4 Nos.	4 Nos.	463.38	463	1,435	333
LOK HOUSING CO	300 Nos.	300 Nos.	37,500.00	37,500	3,240	4,485
HTNL	300 Nos.	300 Nos.	58,152.58	58,153	5,480	4,611
POLARISH SOFTWARE	500 Nos.	500 Nos.	58,644.65	58,645	82,725	70,025
POLAR INDUSTRIES	2000 Nos.	2000 Nos.	39,700.00	39,700	39,700	-
POLAR PHARMA	1303 Nos.	1303 Nos.	64,695.48	64,695	64,695	-
RAMA NEWSPRINT	7500 Nos.	7500 Nos.	108,000.00	108,000	44,250	54,000
RELIANCE CAPITAL	20 Nos.	20 Nos.	12,159.44	12,159	8,491	7,096
RELIANCE POWER LTD	15 Nos.	15 Nos.	6,450.00	6,450	848	1,070
RELIANCE MEDIA WORKS (ADLABS FILMS LTD.)	5 Nos.	5 Nos.	846.26	846	294	-
SUNCIA GLOBAL	10000 Nos.	10000 Nos.	591,400.00	591,400	10,900	-
SPINTEX IND LTD	1 Nos.	1 Nos.	41.29	41	4	-
STEAL AUTHORITY	100 Nos.	100 Nos.	9,100.00	9,100	4,740	7,070
SUNIT CHEMICALS	355 Nos.	355 Nos.	527.64	528	50	-
TTAL	3400 Nos.	3000 Nos.	82,500.00	82,500	26,690	23,230
TECH MAHINDRA	704 Nos.	1900 Nos.	45,529.14	45,529	443,309	-
WELSPUN CORP	1000 Nos.	1000 Nos.	59,320.00	59,320	53,850	58,100
<b>Total (II)</b>	<b>62705 Nos.</b>	<b>62652 Nos.</b>	<b>4,412,979.89</b>	<b>4,412,980</b>	<b>2,889,098</b>	<b>1,222,147</b>
(III) Unquoted Shares						
Hamilton Distributors (P) Limited	288320 Nos.	288320 Nos.	1,441,600.00	1,441,600	21,240,334	21,047,360
Artisan Logistics Limited	100500 Nos.	100500 Nos.	1,005,000.00	1,005,000	5,721,445	5,655,135
Hindustan Industrial F. Ltd.	75000 Nos.	75000 Nos.	750,000.00	750,000	5,043,750	5,034,000
<b>Total (III)</b>	<b>463820 Nos.</b>	<b>463820 Nos.</b>	<b>3,196,600.00</b>	<b>3,196,600</b>	<b>22,005,529</b>	<b>31,736,495</b>
(IV) Investment in Mutual Fund						
India Business Excellence Fund-II	10000 Nos.	10000 Nos.	2,000,000.00	2,000,000	NOT AVAILABLE	NOT AVAILABLE
<b>Total (IV)</b>	<b>10000 Nos.</b>	<b>10000 Nos.</b>	<b>2,000,000.00</b>	<b>2,000,000.00</b>	<b>NOT AVAILABLE</b>	<b>NOT AVAILABLE</b>
<b>Total (I + II + III + IV)</b>	<b>2955075 Nos.</b>	<b>2954916 Nos.</b>	<b>14,159,579.89</b>	<b>13,159,580</b>	<b>36,540,947.18</b>	<b>32,967,742</b>





### 3 Long-term borrowings

	Non-current portion		Current maturities	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
<b>Unsecured Loans</b>				
Hamilton Distributors pvt. Ltd.	9900000.00	9900000.00	-	-
Arihant builders & Industries	0.00	740000.00	-	-
Arihant logistics limited	17130000.00	16900000.00	-	-
M/s GS Singhvi(HUF)	0.00	2000000.00	-	-
Hindustan healthcare ltd.	95000.00	125000.00	-	-
	<u>27,125,000.00</u>	<u>29,665,000.00</u>	-	-

### 4 Provisions

Other Provisions  
Provision for taxation

	Long Term		Short Term	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
	-	-	75,000.00	-
	-	-	<u>75,000.00</u>	-

### 5 Current liabilities

#### Other current Liabilities

##### Expenses Payable

	31.03.2015	31.03.2014
R Rath & Associates	8,500.00	21,900.00
Vinay Vohra & Co.	47,824.00	40,882.00
Audit Fees Payable	10,112.00	-
S.K. Jha & Associates	17,500.00	-
Director's Remuneration Payable (Mrs. Neelam Singhvi)	250,000.00	669,000.00
Salary Payable	33,500.00	70,000.00
Telephone Expenses Payable	1,922.00	2,262.00
Listing Fees Payable	-	16,854.00
Hindustan Fibres Ltd (Rent Payable)	120,000.00	-
Legal & Professional Charges Payable	71,863.80	46,945.00
	<u>560,821.80</u>	<u>867,843.00</u>
	<u>560,821.80</u>	<u>867,843.00</u>
	<u>560,821.80</u>	<u>867,843.00</u>

### 7 Long Term loans and advances

Loans and advance to related parties  
(Unsecured - Considered good)

	31.03.2015	31.03.2014
Hindustan Fibres Limited	4,200,000.50	5,750,000.00
Ariham Education society	10,500,000.00	12,165,000.00
Mrs. Neelam Singhvi	250,000.00	-
Prepaid Expenses	76.00	19,170.00
	<u>14,950,076.50</u>	<u>17,934,170.00</u>

### 9 Trade Receivables

(Unsecured, considered good)  
Outstanding for period exceeding six months  
Others

	31.03.2015	31.03.2014
National Securities Depository Limited	6,742.00	-
Agriculture Income Receivable	79,010.00	-
	<u>85,752.00</u>	-

### 10 Cash and cash equivalents

Cash in hand  
Balance with Scheduled bank  
- On current Accounts (Bank of India- 10285)  
- On Fixed Deposit

	31.03.2015	31.03.2014
	19,649.16	71,592.00
	940,249.50	197,543.00
	25,000.00	25,000.00
	<u>984,898.66</u>	<u>294,135.00</u>

### 11 Short term loans and advances

	31.03.2015	31.03.2014
--	------------	------------



(Unsecured - Considered Good)  
**Loans and advances to related parties**  
Ancient Exports Pvt. Limited  
HFL Investments Pvt. Limited

150,000.00	300,000.00
50,000.00	50,000.00

**Others**

Anand Rathi Commodities Limited  
Anand Rathi Shares & stock Brokers Limited(Cash)  
Mr. Sanjay Poonglia  
Mr. Shresh Poonglia

2,676.61	2,676.00
2,067.24	1,000.00
15,000.00	60,000.00
15,000.00	60,000.00
<b>234,763.85</b>	<b>473,676.00</b>

## 12 Other Current Assets

Advance Income Tax  
TDS Receivable  
Interest Receivable on FDR

31.03.2015	31.03.2014
227,527.00	197,527.00
80,016.00	49,017.00
2,313.00	-
<b>309,856.00</b>	<b>246,544.00</b>

## 13 Other Income

Agricultural Income  
Dividend Income  
Liability written off  
Commission Receipts  
Agricultural Land Compensation  
Interest Accrued on FDR

31.03.2015	31.03.2014
401,535.00	205,230.00
62,285.00	150,832.00
-	888,203.00
334,545.00	-
1,670,388.00	-
2,313.00	-
<b>2,471,076.00</b>	<b>1,244,265.00</b>

## 14 Employee benefit expenses

Salary  
Director Remuneration  
Staff Welfare Expenses

31.03.2015	31.03.2014
192,000.00	280,386.00
300,000.00	300,000.00
3,737.00	4,461.00
<b>495,737.00</b>	<b>584,847.00</b>

## 15 Other expenses

Traveling Expenses  
Telephone Expenses  
Agriculture Exp  
**Auditor's Remuneration**  
For Audit Fee  
Other professional works  
Advertisement Expenses  
Consultancy Charges  
General Expenses  
Listing Fees  
Legal & professional Expenses  
Long term Loss on Securities  
Rent(Office)  
Sundry Balance Written off

31.03.2015	31.03.2014
12,015.00	12,889.00
15,938.00	26,188.00
111,165.00	-
10,112.00	7,865.00
10,112.00	-
32,175.00	34,626.00
52,442.26	24,575.00
97,192.00	16,854.00
42,748.80	72,316.00
-	2,259.00
120,000.00	-
-	23,080.00
<b>503,900.06</b>	<b>220,652.00</b>

**Details of General Expenses**

Bank Charges  
Interest  
Misc. Expenses  
Filing fee  
Fee & Subscription  
DMAT Charges  
Printing & Stationery  
Brokerage & Other charges  
Insurance Expenses  
Repair & Maintenance (Off.equip)

1,894.00	182.00
1,270.00	7,142.00
1,912.76	5,041.00
9,075.50	1,569.00
19,102.00	5,618.00
12,000.00	-
5,459.00	2,838.00
-	898.00
744.00	770.00
985.00	517.00
<b>52,442.26</b>	<b>24,575.00</b>

2.22 Contingent Liabilities- Not provided in the books of accounts - NIL





- 2.23 In the opinion of the Board of Directors, the Current Assets, Loans & Advance have the value, which on realisation in the ordinary course of business would be at least equal to the amount stated in the Balance Sheet.
- 2.24 All the expenses, income, Assets and liabilities have been accounted for, ascertained with reasonable certainty and accuracy.
- 2.25 No personal expenses have been charged to revenue accounts, other than those payable under contractual obligation.
- 2.26 There are foreign exchange earnings on account of export are Rs Nil equivalent to Rs. Nil and outgo on account of imports are Rs Nil equivalent to Rs. Nil.

The above notes to accounts are integral part of financial statements.

FOR N.K.NAGPAUL & CO.  
Chartered Accountants

( NARESH NAGPAUL )  
PROP.  
MEM. NO. 081779  
FRN:004432N  
Date : 26.05.2015  
Place : Delhi



For Ritz Mercantile Limited

Garvit Singhvi  
Director  
Din:00597757

Neelam Singhvi  
Director  
Din:00683077



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.15 PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

Particulars	2014-2015	2013-2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extraordinary items	1398262.94	416760.45
Non Cash Adjustment to reconcile profit before tax to cash flow :		
Depreciation and Amortisation	73176.00	22006.00
Dividend Income	(62295.00)	(150832.40)
Liability Written Off	-	(888203.00)
Interest Income	(2313.00)	-
Excess Income Tax Provision Written Back	-	(459.00)
Extra Ordinary Items:		
Profit on Agricultural Land Acquisition	(1670388.00)	-
Operating Profit before Working Capital changes	(263557.06)	(600727.95)
Adjustment for :		
(Increase) / Decrease in Short Term Provision	-	141420.00
(Increase) / Decrease in Other Current Liabilities	(304565.20)	320973.00
Decrease / (Increase) in Trade Receivables	(85752.00)	-
Decrease / (Increase) in long Term Loans and Advances	2984093.50	3,009,880.00
Decrease / (Increase) in Short Term Loans and Advances	236599.42	168018.78
Cash generated from operations	2566818.66	3039343.83
Less: Income Taxes	(77481.00)	(11541.00)
Net cash from operating Activities	2489337.66	3027802.83
<b>B. Cash Flow from Investing Activities</b>		
Sale of Fixed Assets	1686930.00	-
( Purchase) of Fixed Assets	(10112.00)	-
(Increase) / Decrease in Investments	(1000000.00)	-
Dividend Income	62295.00	150832.40
Interest Income	2313.00	-
Net Cash used in Investing Activities	741426.00	150832.40
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Long Term Unsecured Borrowings	(2540000.00)	(3620000.00)
Net cash from Financing Activities	(2540000.00)	(3620000.00)
Net Increase in Cash and Cash Equivalents (A+B+C)	690763.66	(441364.77)
Cash and Cash Equivalents ( Opening balance)	294135.00	735499.77
Cash and Cash Equivalents (Closing balance)	984898.66	294135.00

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

For and on Behalf of the Board

X *Neelam Singhvi*  
 Director  
 Din: 00597757

*Neelam Singhvi*  
 Director  
 Din: 00683077

## AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of RITZ MERCANTILE LIMITED for the year ended 31st March, 2015. The statement has been prepared by the company in accordance with the requirements of the Listing Agreement Clause 32 with Delhi Stock Exchange of India and is based on and in agreement with the corresponding Profit & Loss Statement and Balance Sheet of the Company covered by our report of May 26, 2015 to the members of the Company.

FOR N.K. NAGPAUL & CO.

Chartered Accountants

( NARESH NAGPAUL )

PROP.

MEM. NO. 081779

FRN:004432N

Date : 26.05.2015

Place : Delhi





## RITZ MERCANTILE LIMITED

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED AS ON 31.03.2015

#### Corporate Information

Ritz Mercantile Limited (the company) is a public limited company domiciled in India and incorporated under the provisions of the companies Act, 2013.

#### 1 Significant accounting policies

##### 1.1 Basis of preparation of financial statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) as applicable to an SMC and relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis and under the historical cost except otherwise mentioned here.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

##### 1.2 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, and liabilities, at the end of reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

##### 1.3 Revenue recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

##### Interest and other incomes

Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income and other income is included under the head "other income" in the statement of profit and loss.

##### 1.4 Fixed Assets

Fixed assets are recorded in the books at cost of acquisition which comprises of purchase price, freight inward, duties, taxes and other incidental expenses related to acquisition.



### 1.5 Depreciation

The depreciation has been provided on written down method in the manner and at rates specified in Schedule II of Companies Act, 2013

### 1.6 Investments

Investments are valued at cost or Market price which ever is lower.

### 1.7 Retirement benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contribution are due. The company has no obligation, other than the contribution payable to the provident fund.

Provision has been made in respect of retirement benefit in the form of gratuity has been made assuming the such benefits are payable to all employees at the end of the accounting year.

### 1.8 Taxes on income

Current year tax has been determined as the amount of tax payable in accordance with the provision on Income Tax Laws.

Deferred tax has been recognised, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent periods.

### 1.9 Provisions

A provision is recognised when the company has a present obligation as a result of past event, it is probable that an out flow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### 1.1 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that can not be recognised because it can not be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

### 1.11 Earnings per share

Basic earning per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.12 Since no sales have been made, the clause related to dues due to MSME enterprises do not apply.

1.13 Company has not made any imports and hence no CIF value of imports is given.

FOR N.K.NAGPAUL & CO.  
Chartered Accountants

(NARESH NAGPAUL)  
PROP.  
MEM. NO. 081779  
FRN:004432N  
Date : 26.05.2015  
Place : Delhi



For Ritz Mercantile Limited

Garvit Singhvi  
Director  
Din:00597757

Neelam Singhvi  
Director  
Din:00683077







**N.K NAGPAUL & CO.**  
Chartered Accountants

**M-15 & 22 BALRAMA HOUSE  
KARAMPURA COMM. COMPLEX  
NEW DELHI-110015  
PH: 30120249, 25920249  
EMAIL ID: n\_nagpaul@yahoo.co.nz**

#### **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**M/S RITZ MERCANTILE LIMITED**

##### **Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s RITZ MERCANTILE LIMITED**, "the Company" which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the period **01<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015**, and a summary of significant accounting policies and other explanatory information.

##### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 (Account) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, 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 financial statements based on our audit.

We have taken in to 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 rules made there under.

We have 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.



### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:**

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the **profit** for the year ended on that date;
- c) In the case of cash flow statement, for the year ended on that date;

### **Emphasis of Matters:**

- A ) No interest has been charged on the loans and advances given to related parties;
- B ) As reported by the previous Auditors, loan of Rs.1,21,65,000/- given to Arham Education Society has been shown by Arham Education Society as corpus donation in their books of accounts. During the year no action has been taken to recover this amount. Also no interest has been charged by the company on this loan;
- C ) Company did not appoint any Internal Auditor during the year and hence no Internal Audit Report is available for our perusal.
- D ) Shares held in "Hindustan Fibres Ltd" have lost almost 85% value as compared to its cost, but no Provision for diminution in value has been made in the books of accounts.
- E ) Minutes books have not been produced before us for our examination.

Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Matters:**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the 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 appears from our examination of those books.
  - c. The Balance Sheet the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in 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, 2015, and taken on record by the Board of Directors, **none of the directors is disqualified as on March 31, 2015**, from being appointed as a director in terms of Section 164(2) of the Act.





f. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:

- (i) That as informed to us by the management , the company does not have any pending litigations which would impact its financial position.
- (ii) That company does not have any long term contracts including derivative contracts that require Provision under any law or accounting standards for which there were ant material foreseeable losses. The management has represented that all loans/advances & recoverable are good and fully recoverable.
- (iii) There were no amount which are required to be transferred to Investor education & Protection fund.

For N.K. NAGPAUL & CO.  
Chartered Accountants

(NARESH NAGPAUL - PROP)  
Membership. No. : 081779

New Delhi

Dated: 26<sup>th</sup> May, 2015

**Annexure to the Auditor's Report**

The Annexure referred to in our report to the members of Ritz Mercantile Limited for the year ended on 31<sup>st</sup> March, 2015, We report that:

- i. (a) Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) Fixed assets have been physically verified by the management at reasonable intervals. Material Discrepancies were noticed on such verification have been properly dealt with in the books of accounts;
- ii. (a) There is no inventory therefore no physical verification has been conducted by the management hence clauses b and c are not applicable;
- iii. Company has granted interest free unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of Companies Act:  
(a) principal amount is not yet due as per terms of loan. Since it is interest free loan no interest has been received;  
(b) No loan amount is overdue because repayment is not yet due.
- iv. There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- v. Company has accepted deposits to the tune of Rs.2,30,000/- during the year against the directions issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. No order has been passed by Company Law board or National Company law Tribunal or Reserve Bank of India or any court or any other tribunal;
- vi. Central Govt. Has not prescribed maintenance of cost records under subsection (1) of section 148 of the Companies Act;
- vii. (a) Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities;  
(b) Clause b is not applicable;  
(c) No amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under;
- viii. Company doesnot have any accumulated losses as on 31<sup>st</sup> march, 2015 also Company has not incurred Cash losses in current as well as in the immediately preceding financial year;
- ix. Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders;
- x. Company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;
- xi. Company has not availed any term loans hence this clause is not applicable;
- xii. No fraud on or by the company has been noticed or reported during the year;

For N.K. NAGPAUL & CO.  
Chartered Accountants

(NARESH NAGPAUL - PROP)  
Membership. No. : 081779



New Delhi

Dated: 26<sup>th</sup> May, 2015