



**32<sup>nd</sup>**

**Annual Report**

**2018-19**

**RITESH PROPERTIES & INDUSTRIES LIMITED**



## BOARD OF DIRECTORS

Chairman-Cum-Managing Director

Executive Director &  
Chief Financial Officer

Company Secretary

Executive Director

Directors (Independent)

Auditors

Secretarial Auditor

Bankers

Head Office Cum Project Office

Registered Office

Registrar & Share Transfer Agent

## MANAGEMENT

Mr. Sanjeev Arora

Mr. Kavya Arora

Ms. Tarandeep Kaur

Mr. Roop Kishore Fatehpuria  
Mr. VirinderJit Singh Billing

Mr. Surendar Kumar Sood  
Mr. Gurpreet Singh Brar  
Mrs. Shweta Sehgal  
Mr. Rohit Kumar Maggu

M/s. S.M. Mathur & Co.  
Chartered Accountants  
Shop No. 28, Edmonton Mall,  
The Bristol Hotel,  
Gurgaon 122002

M/s. MZ & Associates  
Company Secretaries,  
3/31, West Patel Nagar,  
New Delhi 110008

\*Axis Bank  
Udyog Vihar, Phase-V, Gurgaon 122016  
\*ICICI Bank  
6-D, Kitchlu Nagar, Ludhiana-141001

Hampton Court Business Park,  
NH-95, LDH-CHD Road, Ludhiana-141123

11/5B, Pusa Road, New Delhi,  
Delhi-110060  
CIN : L74899DL1987PLC027050  
Website : www.riteshindustries.us

Skyline Financial Services Private Limited  
D-153 A, 1st Floor, Okhla Industrial Area  
Phase-I, New Delhi-110020  
Tel:011-40450193 - 97  
Fax: +91 11 26812682  
Web: www.skylinerta.com

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## RITESH PROPERTIES AND INDUSTRIES LIMITED

Regd. Office: 11/5B, Pusa Road, New Delhi-110005  
Ph: 0161-2174104/5, Fax: 0161-2174106, Email-ID: info@riteshindustries.us  
Website: www.riteshindustries.us  
CIN: L74899DL1987PLC027050

### NOTICE OF THE THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Ritesh Properties and Industries Limited will be held on Monday, 30<sup>th</sup> day of September, 2019 at 12:00 P.M. at NCU Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31<sup>st</sup>, 2019, Audited Balance Sheet as at March 31<sup>st</sup>, 2019, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To reappoint Mr. Kavya Arora (DIN 02794500), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and approve the re-appointment of Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of Audit Committee and Board of Directors of the Company, M/s. S.M. Mathur & Co., Chartered Accountants, New Delhi, having Firm Registration No. 006588N, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of 37<sup>th</sup> AGM, at a remuneration to be mutually decided by the board and auditors (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2019-20 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise the remuneration of statutory auditor for the financial years 2020-21 to 2023-24 on the recommendation of the Audit Committee of the Company and such other approvals as may be required and also to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.”

#### SPECIAL BUSINESS

4. To Increase the Remuneration of Mr. Roop Kishore Fatehpuria, (DIN-00887774) Executive Director and to consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

To consider and if thought fit, to pass the following resolution as Special Resolution:-

“RESOLVED THAT in accordance with the provisions of section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such sanctions, approvals as may be necessary, the consent of the members

be and is hereby accorded to pay the remuneration of Rs. 1,55,000/-p.m. (Rupees One Lakh Fifty Five Thousand) plus perquisites as sanctioned by the Board from time to time, to Mr. Roop Kishore Fatehpuria, Executive Director of the Company w.e.f. 1st April, 2019 for the remaining tenure of his appointment with the liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and to vary the said remuneration in such form and manner or with such modifications as the Board may deem fit.”

“RESOLVED FURTHER THAT notwithstanding anything herein above stated in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Roop Kishore Fatehpuria remuneration not exceeding Rs. 1,55,000/-p.m. (Rupees One Lakh Fifty Five thousand) plus perquisites as minimum remuneration.”

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

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

5. Re-appointment of Mr. Surendar Kumar Sood (DIN 01091404) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors of the Company, Mr. Surendar Kumar Sood (DIN : 01091404), whose present term of office as an Independent Director expires on September 24, 2019, and who is eligible for re-appointment, and meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom Notice has been received from him Section 160 of the

Act, proposing his re-appointment as an Independent Director of the Company, and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 25, 2019 to September 24, 2024, notwithstanding that he has attained the age more than 75 (seventy five) years.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

**6. Re-appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors of the Company, Mr. Gurpreet Singh Brar (DIN 06597336), whose present term of office as an Independent Director expires on September 24<sup>th</sup>, 2019, and who is eligible for re-appointment, and meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom Notice has been received from him under Section 160 of the Act, proposing his re-appointment as an Independent Director of the Company, and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 25<sup>th</sup>, 2019 to September 24<sup>th</sup>, 2024.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

**7. Re-appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company for another term of five years.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the

recommendation of Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors of the Company, Mrs. Shweta Sehgal (DIN 06970433), whose present term of office as an Independent Director expires on September 24, 2019, and who is eligible for re-appointment, and meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom Notice has been received from her under Section 160 of the Act, proposing his re-appointment as an Independent Director of the Company, and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 25<sup>th</sup>, 2019 to September 24<sup>th</sup>, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

By Order of the Board  
For **Ritesh Properties and Industries Limited**

sd/-  
**(SanjeevArora)**  
**Chairman-Cum-Managing Director**  
**DIN: 00077748**  
**Hampton Court, Business Park,**

**Place:-New Delhi**  
**Date:-12.08.2019**  
**ADDENDUM TO THE NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 AT 12:00 P.M. AT NCUI AUDITORIUM & CONVENTION CENTER, 3, AUGUST KRANTI MARG, NEW DELHI 110016**

**8 Re-appointment of Mr. Sanjeev Arora as Chairman & Managing Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjeev Arora (DIN 00077748), as Chairman & Managing Director of the Company for a period with effect from 29th August, 2019 upto 28th August, 2024 on the terms and conditions as mentioned approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and



remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

By Order of the Board  
For **Ritesh Properties and Industries Limited**

sd/-  
(**Sanjeev Arora**)  
**Chairman-Cum-Managing Director**  
DIN: 00077748  
**Hampton Court, Business Park,**  
NH95, Ldh-Chd Road,  
Ludhiana, Punjab-141123

Place:-New Delhi  
Date:-29.08.2019

**NOTES:**

- i) **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE. ADDITIONAL INFORMATION, PURSUANT TO PARA 1.2.5 OF SS-2 (“SECRETARIAL STANDARD ON GENERAL MEETINGS”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF RE-APPOINTMENT OF MR. SANJEEV ARORA MR. KAVYA ARORA, MR. SURENDAR KUMAR SOOD, MR. GURPREET SINGH BRAR AND MRS. SHWETA SEHGAL ARE MADE PART OF THEIR RESPECTIVE EXPLANATORY STATEMENTS.**
- ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- iii) **THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED HERewith.**
- iv) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- v) The proxy holder shall prove his/her identity at the time of attending the Meeting.
- vi) When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
- vii) Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
- viii) Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- ix) Corporate members intending to send their authorized representatives to attend and vote at the Meeting are requested to send to the Company a certified true copy of the Board Resolution pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote on their behalf at the Meeting.
- x) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- xi) The register of members and the share transfer book of the company will remain closed from Tuesday, 24th September, 2019 to Monday 30th September, 2019 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- xii) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the entrance of Venue of the AGM.
- xiii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- xiv) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- xv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Skyline Financial services Limited.
- xvi) Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/ mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.

- xvii) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- xviii) Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
- xix) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
- xx) Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
- xxi) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- xxii) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 32<sup>nd</sup> AGM along with requisite documents and the Annual Report for the financial year 2018-19 shall also be available on the Company's website [www.riteshindustries.us]. Further, the notice received under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
- xxiii) **The route map showing directions to reach the venue of the Meeting is annexed.**
- xxiv) M/s MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xxv) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website and will be communicated to the stock exchanges.
- xxvi) Voting through Electronic Means: Pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means.
- xxvii) The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able

to exercise their right to vote at the Meeting through Poll/ Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.

xxviii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.

xxix) The instructions for shareholders voting electronically are as under:

- a. The Members whose name appears in the Register of Members of the Company as on 23<sup>rd</sup> September, 2019 (**CUT OFF DATE**). The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 27<sup>th</sup> September, 2019 at 9:00 AM and ends on 29<sup>th</sup> September, 2019 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- d. Click on "Shareholders" tab.
- e. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	N/A

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the Ritesh Properties and Industries Limited .
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non- Individual Shareholders and custodians.
  - Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store; Apple and Windows Phones users can download the app from the App Store and the Windows Phone Store respectively.

Details of directors retire by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Kavya Arora	Mr. Surendar Kumar Sood	Mr. Gurpreet Singh Brar	Mrs. Shweta Sehgal	Mr. Sanjeev Arora
DIN	02794500	01091404	06597336	06970433	00077748
Date of birth	15/09/1987	29/04/1939	15/08/1966	06/10/1984	18/09/1963
Date of appointment	31/10/2011	14/07/2005	15/05/2013	15/05/2013	25/10/2004
Expertise in specific functional area	Experience in business management of more than 13 years.	He has more than 51 Years of experience in Trade & Industry	Surgical Oncologist	She has 10 years of experience in business administration	He has more than 35 years of experience in business administration and rich experience in real estate sector
No. of shares in the company	11,31,334	Nil	Nil	Nil	24,21,021
Qualification	Bachelor Of Business Administration	Graduate	M.Ch Surgical Oncologist	Bachelor of Science (Arts)	Bachelor of Commerce
Directorships held in other companies	7	2	0	0	9
Position held in mandatory committees of other companies	Nil	Nil	Nil	Nil	Nil
Relationship with other directors	Son of Mr Sanjeev Arora	N.A.	N.A.	N.A.	Father of Mr. Kavya Arora

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for item no(s) 2 to 8 of the AGM Notice. The Board of Directors recommend the appointment/ re-appointment of Dr. Gurpreet Singh Brar as a Non Executive Director cum Independent Director, Mr Kavya Arora, Whole time Director to be retire by rotation, Mrs. Shweta Sehgal, as Non-Executive cum Independent Director, Mr Sanjeev Arora, as Managing Director cum Chairman of the company and Mr. Surendar Kumar Sood as an Independent Director of the Company

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT,2013.**

**ITEM NO. 2**

Mr Kavya Arora who was appointed as the director of the company dated 31st October 2011, in terms of section 152 retires by rotation and being eligible, offers himself for reappointment as the director of the company.

Mr. Kavya Arora will vacate office at this Annual General Meeting as per the Section 152. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, for the re-appointment of Mr. Kavya Arora as set out in the Resolution relating to his appointment.

Pursuant to the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections '**Your Directors' and 'Report on Corporate Governance'**'.

The Board recommends this Resolution for your approval.

**ITEM NO.3**

In terms of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of the present Statutory Auditors of the Company, M/s S.M. Mathur & Co., Chartered Accountants, New Delhi, having Firm Registration No. 006588N will be concluded at the end of 32<sup>nd</sup> Annual General Meeting (AGM). The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM for the financial 2023-24.

The Board of Directors of the Company at its meeting held on May 30<sup>th</sup>, 2019, after considering the recommendations of the Audit Committee, has recommended the re-appointment of M/s S.M. Mathur & Co., Chartered Accountants as Statutory Auditors of the Company for a further term of five years from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM for the financial year 2019-24 for the approval of the Members.

M/s S.M. Mathur & Co., Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section141(3)(g) of the Companies Act, 2013. They have further reconfirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. The basis of recommendation for appointment and brief profile and credentials of M/s S.M. Mathur & Co., are mentioned below:

M/s S.M. Mathur & Co., a firm of Chartered Accountants has over 40 years standing with multi industry experience. They have various large, medium & MNCs as clients across industry i.e., cement, power, engineering, textile, sugar, construction, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges."

Pursuant to Section 139 of the Companies Act, 2013 approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s S.M. Mathur & Co., Chartered Accountants as the Statutory Auditors of the Company for the aforesaid term at a remuneration to be mutually decided towards the statutory audit for the financial

year 2019-20 and remuneration for the financial years 2020-21 to 2023-24. The remuneration payable to the statutory auditors shall be exclusive of applicable taxes and all out of pocket expenses as may be incurred by the statutory auditor in course of their audit.

The Board recommends the resolutions set forth in item no. 3 for the approval of Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives are, in any way concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 3 of the Notice.

**ITEM NO. 4**

As recommended by Nomination & Remuneration Committee in its meeting held on 30.05.2019, the Board of Directors of the Company has approved the increase in remuneration of Mr. Roop Kishore Fatehpuria to Rs. 1,55,000/-per month plus perquisites w.e.f. 1st April, 2019 for a remaining period of his tenure, subject to approval of members of the Company.

**Minimum Remuneration**

In the absence of inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Mr. Roop Kishore Fatehpuria.

Pursuant to provisions of Section 197 read with Schedule V of the Companies Act, 2013, the approval of members is required to be obtained for payment of remuneration to Mr. Roop Kishore Fatehpuria w. e. f 1st April, 2019 as proposed in the resolution.

The above may be treated as an abstract of the terms and conditions of the appointment of Mr. Roop Kishore Fatehpuria pursuant to Section 197 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel are interested in the resolution.

**Item No 5**

Mr. Surendar Kumar Sood (DIN 01091404) was appointed as a Director on the Board of the Company on 14<sup>th</sup> day of July 2005. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 25<sup>th</sup>, 2014 approved the appointment of Mr. Surendar Kumar Sood as an Independent Director of the Company for a period of 5 years up to September 24<sup>th</sup>, 2019.

However, in view of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9<sup>th</sup> May, 2018 ("Amended Listing Regulations") which will come into force with effect from 1<sup>st</sup> April, 2019, no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

Accordingly, the re-appointment of Mr. Surender Kumar Sood, aged 80 years, is recommended at this 32<sup>nd</sup> AGM as a Special Business by way of Special Resolution instead of Ordinary Business in compliance of Section 102 of the Act read with the amended Listing Regulations.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.



The Company has received intimation in Form DIR-8 from Mr. Surendar Kumar Sood that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Surendar Kumar Sood as an Independent Director of the Company commencing from September 25<sup>th</sup>, 2019 upto September 24<sup>th</sup>, 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board, Mr. Surendar Kumar Sood fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Surendar Kumar Sood, the Board of Directors at its meeting held on August 12<sup>th</sup>, 2019, approved the continuance of office of Mr. Surendar Kumar Sood as mentioned in the resolution.

Mr. Surendar Kumar Sood (aged 80 years) having rich experience of more than 50 years in the field of trade and industry. Having such renowned personality in the management would increase the experience of the management of the company also.

He does not hold any shares in Ritesh Properties And Industries Limited. He is the Chairman of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of the Company and Restructuring Committee.

He has attended all the five (5) meetings of the Board held during the year 2018-19.

He is a Director in Cremica Agro Foods Limited and Highway Industries Limited.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Surendar Kumar Sood, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Surendar Kumar Sood as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 01:00 p.m. upto the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Surendar Kumar Sood, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board considers that association of Mr. Surendar Kumar Sood would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders of the Company.

#### **Item No 6**

Mr. Gurpreet Singh Brar (DIN 06597336) was appointed as a Director on the Board of the Company on 15<sup>th</sup> May 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 25<sup>th</sup>, 2014 approved the appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent Director of the Company for a period of 5 years up to September 24<sup>th</sup>, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Gurpreet Singh Brar (DIN 06597336) that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent Director of the Company commencing from September 25<sup>th</sup>, 2019 upto September 24<sup>th</sup>, 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board, Mr. Gurpreet Singh Brar (DIN 06597336) fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Gurpreet Singh Brar (DIN 06597336), the Board of Directors at its meeting held on August 12<sup>th</sup>, 2019, approved the continuance of office of Mr. Gurpreet Singh Brar (DIN 06597336) as mentioned in the resolution.

Mr. Gurpreet Singh Brar (aged 52 years) is a surgical oncologist. Dr. Gurpreet Singh Brar did his MBBS from Dayanand Medical College & Hospital, Ludhiana. He did his MS in Surgery also from DMCH, Ludhiana. He further went on to pursue his MCh in Surgical Oncology from Kidwai Memorial Institution of Oncology, Bangalore. Dr. Gurpreet Singh Brar presently is Professor and HOD in Surgical Oncology at DMCH. He joined Dayanand Medical College & Hospital, Ludhiana 2005. He worked as a Cancer Surgeon in VMMC & Safdarjung Hospital, New Delhi 2002-2005. He worked as Asst. Prof. (Surgical Oncology) SGRD Institute of Medical Science, Amritsar 2001-2002. He worked as a senior registrar and lecturer and did his MCh (Surgical Oncology) in 2000 from Kidwai Memorial Institute of Oncology, Bangalore.

Dr. Gurpreet Singh Brar has presented a paper and chaired a session on emerging issues of surgical oncology at more than 25 national and international conferences and CME's organized by IMA-Indian Medical Association, Punjab. He is also working with the various social organizations in cancer awareness program for the interest of the general public. It would be in the interest of the company to have such personality in the board having such renowned personality in the management would increase the experience of the management of the company also.

Mr. Gurpreet Singh Brar does not hold any shares of Ritesh Properties And Industries Limited. He is not related to any other Directors/KMPs of the Company. He is the member of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of the Company.

He has attended all the five (5) meetings of the Board held during the year 2018-19.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Gurpreet Singh Brar, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Gurpreet Singh Brar, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturday, between 11:00

a.m. and 01:00 p.m. upto the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Gurpreet Singh Brar, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board considers that association of Mr. Gurpreet Singh Brar would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders of the Company.

#### **Item No 7**

Mrs. Shweta Sehgal (DIN 06970433) was appointed as Independent Director on the Board of the Company on 25<sup>th</sup> September, 2014. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 25<sup>th</sup>, 2014 approved the appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company for a period of 5 years up to September 24<sup>th</sup>, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Shweta Sehgal (DIN 06970433) that, she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company commencing from September 25<sup>th</sup>, 2019 upto September 24<sup>th</sup>, 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

She is not liable to retire by rotation.

In the opinion of the Board, Mrs. Shweta Sehgal (DIN 06970433) fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Shweta Sehgal (DIN 06970433), the Board of Directors at its meeting held on August 12<sup>th</sup>, 2019 approved the continuance of office of Mrs. Shweta Sehgal (DIN 06970433) as mentioned in the resolution.

Mrs. Shweta Sehgal (DIN 06970433) (aged 35 years) holds the Bachelor degree in Arts. She has a great experience of more than 10 years of experience in business and administration.

She will be an asset for the management due to her expertise in the core field

She has attended all the five(5) meetings of the Board held during the year 2018-19.

Having such renowned personality in the management would increase the experience of the management of the company also.

Mrs. Shweta Sehgal does not hold any shares of Ritesh Properties And Industries Limited. He is not related to any other Directors/KMPs of the Company. She is the member of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of the Company.

She has attended all the five (5) meetings of the Board held during the year 2018-19.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Shweta Sehgal, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mrs. Shweta Sehgal, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 01:00 p.m. upto the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mrs. Shweta Sehgal, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board considers that association of Mrs. Shweta Sehgal would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders of the Company.

By Order of the Board  
For **Ritesh Properties and Industries Limited**

sd/-  
**(Sanjeev Arora)**  
**Chairman-Cum Managing Director**  
**DIN: 00077748**  
**Hampton Court, Business Park,**  
**NH95, Ldh-Chd Road,**  
**Ludhiana, Punjab-141123**

**Place: New Delhi**  
**Dated: 12.08.2019**

**ADDENDUM TO THE EXPLANATORY STATEMENT OF 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 AT 12:00 P.M. AT NCUI AUDITORIUM & CONVENTION CENTER, 3, AUGUST KRANTI MARG, NEW DELHI 110016**

#### **Item No 8:**

The Board of Directors of the Company (the "Board") at its meeting held on 29<sup>th</sup> August, 2019 has subject to the approval of members re-appointed Mr. Sanjeev Arora as the Managing Director, for a period of 5 (Five years), on the such terms and conditions including remuneration as recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board. It is proposed to seek the members approval for reappointment of and remuneration payable to Mr. Sanjeev Arora as Managing Director in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sanjeev Arora are as under:

1. Basic Salary Rs. 10,00,000/- (Rs. Ten Lacs ) Per Month.
2. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and Surgical Charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursement of actual travelling expenses for proceeding on leave with family to anywhere in India or aboard as per rules of the Company.
4. Car, Telephone, Cell Phone, Computer shall be provided and their maintenance and running expenses shall be met by the Company.



5. Other benefits like Gratuity, Provident Fund, Leaves etc. as applicable to the employee of the Company.

**Other Terms and Conditions:**

- a) The terms and conditions of appointment of the Managing Director & Chairman may be altered and varied from time to time by the Board in such manner as may be recommended by Nomination and Remuneration Committee, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- b) No sitting Fees will be paid to the Managing Director for attending meeting of the Board of Directors or any Committee thereof.
- c) His office shall not be liable to determination by retirement of Directors by rotation.
- d) The appointment may be terminated by either party by giving one Month notice of such termination or salary in lieu thereof or by mutual consent.

In addition to salary, perquisites and allowances as set out above Mr. Sanjeev Arora, Managing Director shall be entitled to receive remuneration based on net profits which will be determined by the Board and/or Nomination, Remuneration and Compensation Committee subject to the conditions that such payment shall be within the overall ceiling of the remuneration permissible under the Act.

Notwithstanding anything to the contrary contained herein, where in a financial year, during the currency of the tenure of Mr. Sanjeev Arora, the Company has no profit or its profits are inadequate, the Company shall subject to the approval of the Central Government wherever required and subject to the provision of Sections 196, 197 and 203 of the Act and subject to the conditions and limits specified in Schedule V of the Act, pay to Mr. Sanjeev Arora basic salary, perquisites and allowances as specified above as minimum remuneration.

**General Conditions:**

- (i) The Managing Director will perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Managing Director may be terminated by the Company or by the Managing Director by giving he other 6 (six) months' prior notice in writing.

Mr. Sanjeev Arora is a Commerce Graduate and has business experience of over 35 years. Mr. Sanjeev Arora is the promoter director of Ritesh Properties and Industries Ltd. Mr. Sanjeev Arora is the visionary behind the Company's R&D, technology partnerships, business development and marketing initiatives. Mr. Sanjeev Arora contribution to industrial sector are commendable and many milestones in the sector have been achieved over the years due to his initiatives and entrepreneurship. In recognition of his wide experience in the industry, he was elected as President, Catalina Bay USA Inc.

A brief profile of Mr Sanjeev Arora to be re-appointed as Managing Director is given under the heading "Details of Directors retiring by

rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India" or elsewhere in the Notice.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

Mr Sanjeev Arora holds 24,21,021 equity shares of the Company. Mr. Sanjeev Arora satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his reappointment.

He is not dis-qualified from being re-appointed as a Director in terms of Section 164 of the Act.

**DISCLOSURES AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 ARE GIVEN HEREUNDER:**

**I. General information:**

**(1) Nature of Industry**

Ritesh Properties and Industries Ltd (RPIL) is a leading company with business interests in Real Estate & Fashion Industry. A public limited company (BSE: 526407), RPIL is based in Ludhiana under the leadership of Mr. Sanjeev Arora, Chairman cum Managing Director of the company. The Company was promoted by Mr. Pran Arora a leading industrialist of Punjab and father of Mr. Sanjeev Arora. The company is listed on (BSE: 526407).

(2) Date or expected date of commencement of commercial production : Commercial production already started in year, 1987

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(4) Financial performance based on given indicators: During the year under review your company's operating and other income was of Rs.1067.70 lakh (previous year Rs. 4757.69 lakh). The company has earned a profit after tax of Rs. 9.10 lakh (Previous year profit after tax of Rs142.58 lakh) during the period under review.

(5) Foreign Collaboration : Not Applicable

**II. Information about the appointee:**

(1) Background details: Already given in the foregoing paragraphs

(2) Past remuneration:  
FY 2017-18 – 1,20,00,000/-  
FY 2016-17 – 84,00,000/-  
FY 2015-16 – 42,00,000/-

(3) Recognition or awards

In recognition of vast experience, Mr. Sanjeev Arora, was Elected as the President, Catalina Bay USA Inc. He was being awarded and recognised by the various institution as the leading industrialist in the sector.

(4) Job profile and his suitability

Mr Sanjeev Arora is the promoter and Managing Director of the Company. He leads the overall strategy and planning, business development and marketing activities of the Company. Mr. Sanjeev Arora contribution to the real estate, apparel and textile product are commendable and many milestones in the sector have been achieved due to his initiatives and entrepreneurship.



(5) Remuneration proposed

Already mentioned in the foregoing paragraphs.

- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be respect to the country of his origin) Company has come a long way in recording revenue of 1067 crore with a net profit of 91 lacs in the financial year 2018-19. During the past years, Company's revenue and net profit has grown tremendously. Our thrust on turn key contracts and services helped sustain our growth momentum, while also aiding growth of our product business. Mr. Sanjeev Arora experience and expertise in the field of real estate, apparel and textile products has brought the Company at this stage. It is Mr. Sanjeev Arora sincere efforts that have drove the Company towards the growth path during these years. In view of above, the Nomination, Remuneration and Compensation Committee and Board of Directors at their respective meetings held on 28th August, 2019 has re-appointed Mr. Sanjeev Arora as the Managing Director of the Company. The remuneration payable to Mr. Sanjeev Arora is commensurate with the other organization of the similar type, size and nature in the Real estate industry.

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for the proposed re-appointment and remuneration, Mr. Sanjeev Arora does not have any pecuniary relationship with the Company or with any other key managerial personnel.

**III. Other information:**

- (1) Reason of loss or inadequate profits

Presently, the Company has in-adequate profits to pay the proposed remuneration although the company has taken the approval of shareholders in their meeting by way of 3/4th majority.

- (2) Steps taken or proposed to be taken for improvement :As mentioned above our thrust on turn key contracts and

services helped sustain our growth momentum, while also aiding growth of our real estate, apparel and textile industry.

- (3) Expected increase in productivity and profits in measurable terms with the continued efforts of Government of India, the business and consumer confidence are expected to improve further in the coming financial years. The various policy decisions taken would act as growth channel for the Company which would contribute in increased revenue and profits.

**IV. Disclosures**

The necessary disclosures on re-appointment and remuneration etc. have been made under Corporate Governance Report which forms the part of the Annual Report.

The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Sanjeev Arora under Section 190 of the Act. Mr. Sanjeev Arora is interested in the resolution as set out at Item No. 2 and 8 Addendum of the Notice. The relatives of Mr Sanjeev Arora may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 and 8 of the Addendum Notice.

Your directors recommend the Special Resolution set out at Item no. 8 of the Notice for your approval

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

**(Sanjeev Arora)  
Chairman-Cum-  
Managing Director  
DIN: 00077748**

**Hampton Court, Business Park,  
NH95, Ldh-Chd Road,  
Ludhiana, Punjab-141123**

**Dated: 29.08.2019  
Place: New Delhi**

**Updation of KYC Details in the master data**

Dear Member,

**Sub: Updation of KYC Details in the Master Data**

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company, through periodic communiqués, advises such shareholders to notify to the Company, any change in their address/ bank details /email Id etc. by a written request under the signatures of sole/ first named joint holder along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA to raise standards and provide improved services to the Shareholders.

In this background, we are attaching herewith a KYC Form for all the shareholders holding shares in physical form to get all their details updated in the Master Data.

Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We recommend and request you to get your details updated in the master data and submit the attached KYC Form to the Company at its Corporate Office at Ritesh Properties and Industries Limited, 11/5B, PUSA ROAD NEW DELHI DL 110060, preferably before the dividend for the current Financial Year is paid to you.

Assuring you of our best services.

Thanking you.

Yours faithfully,

For Ritesh Properties and Industries Limited

Sd/-

**(Tarandeep Kaur)**  
Company Secretary

**Encl.: KYC Form with this annual report form**

**RITESH PROPERTIES AND INDUSTRIES LIMITED**



**KYC FORM**  
(Only for physical shareholding)

To,  
The Secretarial Department  
Ritesh Properties and Industries Ltd.  
11/5B, First Floor, Pusa Road,  
New Delhi 110060

Date \_\_/\_\_/\_\_  
Folio No: \_\_\_\_\_  
No. of Share: \_\_\_\_\_

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

**A For registering PAN of the registered and/ or joint shareholder (as applicable)**

- a) Registered shareholder    b) Joint holder 1    c) Joint holder 2    d) Joint holder 3

Please attach self –attested legible copy card (exempted for Sikkim Shareholder)

**B For registering Bank details of the registered shareholder**

1. In cases where in the original cancelled cheque leaf has the shareholder’s name printed  
**a) Aadhar/ Passport/ Utility Billb)Original cancelled cheque leaf**
2. In cases where in the cancelled cheque leaf does NOT contain the shareholder’s name printed on it  
**a) Aadhar/Passport/ Utility billb)Original cancelled cheque leafc)bank passbook/ Bank Statement**

Please note that bank passbook/Bank Statement should be duly attested by the officer of the same bank with his signature name employee code, designation bank seal & address stamp phone no and date of attestation

**c. For updating the Specimen Signature of the registered and/ or joint shareholders**

1. **In cases where in the original cancelled cheque leaf has the shareholder’s name Printed**  
a) Affidavit    b) Banker verification    c) Original cancelledcheque leaf
2. **In cases where in the cancelled cheque leaf does NOT contain the shareholder’s name Printed on it**  
Affidavit    Banker verification    Original cancelled cheque leaf    Bank Passbook/ Bank Statement

- The format of Bank Verification is available on the website of the Company [www.riteshindustries.us](http://www.riteshindustries.us) under shareholder’s corner in investors relation section.
- Please note the Bank passbook / Bank Statement should be duly attested by the officer of the same bank with his signature name. Employee code designation bank seal & address stamp, phone no, and date of attestation.

D For updating the email id for the purpose or receiving all communications in electronic mode

**E. For updating the mobile no.**

I/ We hereby state that the above mentioned details care true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/ our signature(s) to It.

Sign \_\_\_\_\_                      Sign \_\_\_\_\_                      Sign \_\_\_\_\_                      Sign \_\_\_\_\_  
Registered holder                      Joint holder (1)                      Joint holder (2)                      Joint holder (3)

## DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2019.

## FINANCIAL RESULTS

Amount (Rs in lakh.)

Particulars	2018-19	2017-18
Revenue from operations	10474.79	4721.56
Other Income	201.91	36.14
Total Income	10676.70	4757.70
Operating Expenses	10219.46	4325.89
Other Expenditure	339.01	504.73
Depreciation and amortization	26.88	26.42
Total Expenses	10585.35	4857.05
Profit/(Loss) before exceptional, extraordinary Items	91.34	(99.36)
Exceptional Item/ Extraordinary item	0.00	241.94
Profit & (loss) before tax	91.34	142.58
Tax Expense	0.00	0.00
Profit/ (Loss) after tax	91.34	142.58

## INDIAN ACCOUNTING STANDARDS (IND AS)

Your Company's financial statements for the year ended 31<sup>st</sup> March, 2019 are the financial statements prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules, 2016 as applicable.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review your company's operating and other income was of Rs. 10676.69 lakh (previous year Rs. 4757.69 lakh). The company has earned a profit after tax of Rs. 91.34 lakh (Previous year profit after tax of Rs. 142.58 lakh) during the period under review.

## INFORMATION ON STATE OF COMPANY'S AFFAIR

The Company has started its journey in the year 1987 with manufacturing, cultivating, buying, selling, procuring or dealing in agricultural products as its main activity. The Company has diversified its business in due course of time and entered in the real estate business and is engaged in development of approved integrated Industrial Park on the land situated at Ludhiana Chandigarh Road, Ludhiana and further enter in other segments in business of trading of Fabrics. During the financial year ended 31<sup>st</sup> March, 2019 the company has started Trading of Shares, Derivatives, Options, For ex, commodities and other Financial instruments. Shares of the company are listed on Bombay Stock Exchange, Mumbai, India. During the year under review, Company has entered into a partnership ventures in which Company will be developing the affordable housing project in Ludhiana and project is expected to be started in the third quarter of 2019-20.

## DIVIDEND

The Board has not recommended any dividend during the year under review. The profits shall be retained in the business for further growth and future projects to be taken by the company in the near future.

## SCHEME OF MERGER AND AMALGAMATION

As part of the group restructuring, during the year the Board of directors of the Company in their Board Meetings held on 18<sup>th</sup> September, 2018, approved the Scheme of Amalgamation for merger of 3 (three) Group Companies, viz. Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited with Ritesh Properties and Industries Limited.

The Appointed Date for the Scheme of Amalgamation is 1<sup>st</sup> April, 2018. As a result of the implementation of the aforesaid amalgamation, the four group companies as aforesaid will be dissolved without winding up.

The Scheme of Merger and amalgamation is pending before the BSE Limited(BSE)

## TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 hence is not applicable on the company.

## TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

Profits of current year have been transferred to Reserves & Surplus.

## CHANGES IN SHARE CAPITAL

During the financial year ended 2018-19 the paid up capital of the Company stood at Rs. 11,59,09,580/- (Rupees Eleven Crore Fifty Nine Lac Nine Thousand Five Hundred and Eighty Only) divided into 1,15,90,958 Equity Shares of Rs. 10/- each.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report, which forms part of this report.

## PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Loans, Guarantees and Investments under section 186 of the Companies Act, 2013 form the part of the Notes to the financial statements provided in this annual report.

## AUDITORS

### Statutory Auditors

At the Annual General Meeting held on 25<sup>th</sup> September, 2014, M/s S.M. Mathur & Co., Chartered Accountants, New Delhi were appointed as Statutory Auditors of the Company to hold the office till the conclusion 32<sup>nd</sup> AGM of the company in terms of provisions of section 139(1) of the Companies Act, 2013.

M/s S.M. MATHUR & Co. are proposed to be re-appointed at this Annual General Meeting of the company for another term for he period of five years from the conclusion of this meeting till the conclusion of thirty-seventh Annual General Meeting..

### i) Statutory Auditors' Report:

The observations of Statutory Auditor in its reports on standalone basis are self-explanatory and therefore do not call for any further comments.

### ii) Secretarial Auditors :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, MZ & ASSOCIATES, Company Secretaries, has been appointed as Secretarial Auditors of the company by board to conduct the secretarial audit for the financial year 2018-19.



**Annual Secretarial Audit Report**

In terms of section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Secretarial Audit Report given by the Secretarial Auditors i.e. MZ & ASSOCIATES, Company Secretaries in Form No. MR-3 is annexed with this Report as **ANNEXURE – I**.

**Annual Secretarial Compliance Report:**

A Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2019 on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder, was obtained from M/s MZ & Associates, Companies Secretaries, and submitted to the stock exchange.

**iii) Internal Auditor**

M/s SINGH & SINGH, Chartered Accountant has been appointed as an Internal Auditor of the company under section 138 of Companies Act, 2013 to conduct internal audit of functions and activities of the company.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, amended from time to time, every listed company required to disclose information related to remuneration paid during the year. The detailed information in this regard is appended as **“ANNEXURE-II”** to this Board Report.

**RELATED PARTY TRANSACTIONS**

During the financial year 2018-19, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Regulation 23 of the Listing Regulations.

During the financial year 2018-19, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

The details of the related party transactions as required under Ind AS-24 are set out in **Annexure "n"** to the Notes to accounts of Auditor's Report forming part of this Annual Report.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Board of Directors has adopted Related Party Transaction Policy and the same is available on following link <http://www.riteshindustries.us/Related-Party-Transaction-Policy.pdf>

Further all the necessary details of transaction entered with the related parties as defined under Section 188 of the Companies Act, as defined under Section 2 (76) of the said Act are disclosed in **form No. AOC-2** for your kind perusal and information is appended as **“ANNEXURE-III”** to this Board Report and form the part of notes to the financial statements provided in this annual report.

**INVESTOR SERVICES**

The Company is committed to provide the best services to the shareholders/ investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence / enquiry from any shareholder/ investor are pending with the company for reply.

**DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (I) OF THE COMPANIES, ACT 2013**

No material changes and commitments have taken place between the end of the financial year of the Company to which balance sheet relates and date of report, which affects the financial position of the Company.

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

The information pertaining to conservation of energy, technology absorption and Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is appended as **“ANNEXURE-IV”** to this Board Report.

**EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134(3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

In compliance with the above said provisions the extract of the Annual Return have been annexed with the Board's report in **form MGT-9** as **“ANNEXURE-V”**.

**DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL**

In accordance with provisions of Articles of Association of the Company, Mr. Kavya Arora Whole time Director & CFO is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Kavya Arora (DIN: 02794500), Executive Director of the Company who was appointed as the Director in the Company dated 31<sup>st</sup> October, 2011, in terms of section 152 retires by rotation and being eligible, offers himself for reappointment as the director of the company.

Mr. Kavya Arora (DIN: 02794500), having rich experience of more than 10 years in Business Management.

Having such renowned personality in the management would increase the experience of the management of the company also. He is Chief Executive Officer of Company. He is son of Mr. Sanjeev Arora, Chairman Cum Managing Director of the Company.

The Board considers that association of Mr. Kavya Arora (DIN: 02794500), would be of immense benefit to the Company and it is desirable to avail his services as an Director of the Company.

The Board also approve the re-appointment of Independent Director Mrs. Shweta Sehgal, Mr. Surendar Kumar Sood, Mr. Gurpreet Singh Brar and Mr. Sanjeev Arora as Managing Director of the company. The Board of Directors recommended their re-appointment for consideration of members at the forthcoming Annual general Meeting.

During the year Mr. Nitesh Garg was appointed as an Additional Director of the Company dated 14<sup>th</sup> day of February, 2019 and resigned from the management of the company after the closure of Financial Year dated 25<sup>th</sup> day of June, 2019 due to preoccupation and same is intimated to Board for his resignation.

**DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013**

The Independent Directors of your Company namely Mr. Surendar Kumar Sood, Mr. Gurpreet Singh Brar, Mrs. Shweta Sehgal & Mr. Rohit Kumar Maggu submitted declarations of their Independence as required under Section 149(7) of the Act and the Listing Regulations, confirming that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. There was no change in the circumstances effecting their status as Independent Directors of the Company. The Board reviewed the certificates and noted that all Independent Directors are independent of the Company's management.

**STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**NUMBER OF MEETINGS**

During the Financial year 2018-19 under reviews 5 meetings of Board of Directors, 5 Meetings of Audit Committee, 5 meetings of Stakeholders Relationship Committee and 5 meeting of Nomination and Remuneration Committee of the Company Detailed information about the meetings is given in corporate governance report which forms the part of Annual Report.

**RISK MANAGEMENT**

The policy establishes the process for the management of risk faced by Ritesh Properties and Industries Limited. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal operations of Ritesh Properties and Industries Limited.

The policy on Risk Management as approved by the Board may be accessed on the Company's website at the link: <http://riteshindustries.us/risk-management-policy.pdf>.

The Company follows the practice of identification of various risks pertaining to different business and functions of the Company. The major risk elements associated with the businesses and functions of the Company have been identified and are being addressed systematically through mitigating actions on a continuing basis.

The Audit Committee periodically reviews and monitors the steps taken by the Company to mitigate the identified risks elements.

**LOANS, GUARANTEES AND INVESTMENTS**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 outstanding as at 31<sup>st</sup> March, 2019, will form the part of Annual financial statements notes to accounts no. 4 & 8

**COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, as applicable to the Company have been complied with.

**EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT**

Pursuant to provision of Companies Act, 2013 and Regulations 25(3) & (4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the independent Directors in their meeting held on March 20<sup>th</sup>, 2019 have evaluated the performance of Non-Independent Directors, Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board. The Nomination and Remuneration has also carried out evaluation performance of every Director of the Company. On the basis of evaluation made by the Independent Directors and the Nomination and Remuneration Committee and by the way of individual and collective feedback from the non-independent Directors, the Board has carried out the Annual performance Evaluation of the Directors' individually as well as evaluation of the working of the Board as a whole and committees of the Board.

The Listing Regulations mandate the Board of listed companies to

monitor and review the Board Evaluation framework Section 134(3) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 issued thereunder further provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors. The Schedule IV of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 17(10) of the Listing Regulations states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Questionnaire for evaluation of the performance of each Director was based on level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the Company. The Questionnaire for evaluation of the Performance of Board was based on board composition, experience & competencies,

Understanding of business and competitive environment, quality of discussion at the board meeting, time spent by the board on the Company's long term goals and strategies. The Questionnaire for evaluation of the Committee was based on understanding of the terms of reference, discharge of its duties, performance of the Committee, Composition of the Committee.

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at the

link: <https://www.riteshindustries.us/pdf/FAMILIARIZATION%20PROGRAMME%20OF%20INDEPENDENT%20DIRECTORS.pdf>

**DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178(3)**

As on March 31, 2019, the Nomination and Remuneration Committee comprises of three Independent Directors with Mr. Surendar Kumar Sood as Chairman, Mr. Gurpreet Singh Brar as a Member and Mrs. Shweta Sehgal as a Member. The Committee, inter alia identifies persons who are qualified to become directors and who may be appointed in senior management.

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2013 the company has a duly constituted Nomination and Remuneration Committee. The Committee has framed, adopted "Nomination & Remuneration Evaluation Policy" as required under various acts applicable on the company. The said policy is attached with the Board Report as per "ANNEXURE VI".

**AUDIT COMMITTEE**

As on March 31<sup>st</sup>, 2019, the Audit Committee of the Company comprises of Two Independent Directors with Mr. Surendar Kumar Sood as Chairman, Mr. Gurpreet Singh Brar as Member and Non-Executive Director and Mr. Roop Kishore Fatehpuria as Member and Executive Director of the Company. The Committee inter alia reviews the internal control system and Reports of Internal Auditors and Compliance of various regulations.

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has a duly constituted Audit Committee, whose primary objectives are to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy.

The Committee met five times during the year, the details of which





are given in the Corporate Governance Report that forms part of this Annual Report.

#### **DISCLOSURE IN RELATION TO WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

Pursuant to Section 177 (9) & (10) of the Companies Act, 2013 read with applicable rules and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the company has formulated the whistle blower policy for vigil mechanism for directors and employees of the company and adopted the Vigil Mechanism Policy in compliance with both Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Policy is formulated to provide opportunity to employees and directors to report to management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors who express their concerns and also provides for direct access to Chairman/ Chairman of Audit Committee in exceptional cases. The policy is applicable to all employees and directors of the Company.

The policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company's website at the link: <http://riteshindustries.us/Whistle-Blower-Policy.pdf>.

#### **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's declaration in this regarding compliance of code of conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchange is annexed and forms part of this Annual Report.

#### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.**

No case was filed under the Sexual Harassment of Women at workplace (Prevention, Prohibition, & Redressal) Act, 2013 during the year under review.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms 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) They had selected such accounting policies and applied them 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 as at 31<sup>st</sup> March, 2019 and of the profit of the company for that period;
- (c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) They had prepared the annual accounts on a going concern basis; and
- (e) They 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) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace. Your Company continues to follow a robust policy on 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace'. The Internal Complaints Committee was constituted as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year under review, no case was reported. The Company continues to promote the cause of women colleagues for experience sharing, creating awareness on women's safety/ related issues, celebrating important days dedicated to women and organizing workshops on gender sensitivity.

Your Director further states that during the year under review, there was no case filed pursuant to sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

#### **GENERAL DISCLOSURE**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

1. Details relating to Deposits covered under Chapter V of the Act.
2. Issue of Equity Shares with Differential right, as to dividend, voting or otherwise.
3. Issue of shares with including sweat equity shares to employees of the company under any scheme.

SEBI vide its order dated: 13.01.2016 has restrained the company from accessing the securities market and further prohibits them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for the period of three years and an appeal has been filed with Securities Appellate Tribunal., where on August 31<sup>st</sup>, 2018 decision was taken by the Tribunal to restrict the restraint order imposed on the appellants.

#### **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.

Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

(Sanjeev Arora)

**Chairman-Cum-Managing Director**

**Din: 0007748**

**Hampton Court Business Park,**

**NH-95, LDH-CHD Road,**

**Ludhiana-141123**

**Place : New Delhi**

**Dated : 12/08/2019**

**ANNEXURE - I**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
Ritesh Properties and Industries Limited  
New Delhi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ritesh Properties and Industries Limited (hereinafter referred to as the Company). Secretarial Audit has been conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed here under 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:-

We 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, 2019 to ascertain the compliance of various provisions of:-

- (i) The Companies Act, 2013 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) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (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, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (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) (Amendment) Regulations, 2006 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015;
- (vi) The Employees State Insurance Act, 1948
- (vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (viii) Employers Liability Act, 1938
- (ix) Environment Protection Act, 1986 and other environmental laws
- (x) Air (Prevention and Control of Pollution) Act, 1981
- (xi) Factories Act, 1948
- (xii) Industrial Dispute Act, 1947
- (xiii) Payment of Wages Act, 1936 and other applicable labour laws
- (xiv) Real Estate Regulatory Act (RERA)

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes 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



- Dissenting member's view were not required to be captured and recorded as part of the minutes as there was no such instance.
- 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.

**We further report that** under year as part of the group restructuring, during the year the Board of Directors of the Company approved the Scheme of Amalgamation for merger of 3 (three) Group Companies, viz. Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited with Ritesh Properties and Industries Limited. The said matter is under due consideration of BSE Limited for their approval and once the Company received the approval application with NCLT will be filed. Also during the year under review the Company has approved the Auditor's Report along with balance sheet and notes to accounts which was prepared in both GAAP standards and INDAS Standards and necessary compliances of the same was duly completed.

Further, we report that there were no instances of :-

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Foreign technical collaborations

**Note:** This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**Place: New Delhi**  
**Date: 24th May, 2019**

**For MZ & Associates**  
**Company Secretaries**

**CS Mohd Zafar**  
**Partner**  
**Membership No: FCS 9184**  
**CP: 13875**

#### **ANNEXURE A**

To  
The Members,  
Ritesh Properties and Industries Limited

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. 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: New Delhi**  
**Date: 24th May, 2019**

**For MZ & Associates**  
**Company Secretaries**

**CS Mohd Zafar**  
**Partner**  
**Membership No: FCS 9184**  
**CP: 13875**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Members of**  
**RITESH PROPERTIES AND INDUSTRIES LIMITED**  
**11/5B, PUSA ROAD, NEW DELHI DL 110060 IN**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of RITESH PROPERTIES AND INDUSTRIES LIMITED having CIN L74899DL1987PLC027050 and having registered office at 11/5B, PUSA ROAD, NEW DELHI DL 110060 IN, (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority/ies.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Sanjeev Arora	00077748	25/10/2004
2.	Mr. Roop Kishore Fatehpuria	00887774	04/09/2006
3.	Mr. Surendar Kumar Sood	01091404	14/07/2005
4.	Ms. Kavya Arora	02794500	31/10/2011
5.	Mr. Gurpreet Singh Brar	06597336	15/05/2013
6.	Mrs. Shweta Sehgal	06970433	25/09/2014
7.	Mr. Rohit Kumar Maggu	07729856	14/02/2017
8.	Mr. Virinder Jit Singh Billing	07736423	14/02/2017

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MZ & Associates**  
**Company Secretaries**

**CS Mohd Zafar**  
**Partner**  
**Membership No: FCS 9184**  
**CP: 13875**

**Place: New Delhi**  
**Date: 15.07.2019**

**ANNEXURE-II**

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

<b>The Percentage increase in the median remuneration of employees in the Financial Year</b>	15.80
<b>Median remuneration of all employees of the Company for the Financial Year 2018-19</b>	Rs. 3,00,000
<b>The number of permanent employees on the roll of the Company as on 31st March, 2019</b>	13

Name of Director	Remuneration of Director/KMP for the financial year 2018-19.	Ratio of Remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2018-19	Comparison of the Remuneration of KMP against the performance of Company
<b>Independent Directors</b>				
Mr. Surendar Kumar Sood	Nil	N.A.	Nil	Nil
Mr. Gurpreet Singh Brar	Nil	N.A.	Nil	Nil
Smt. Shweta Sehgal	Nil	N.A.	Nil	Nil
Mr. Rohit Kumar Maggu*	Nil	N.A.	Nil	Nil
<b>Executive Directors/KMPs</b>				
Mr. Sanjeev Arora, Chairman-Cum-Managing Director	1,20,00,000	40	0	Company has earned profit of Rs. 91.34 Lakh as compared to last year of profit of Rs. 142.58 Lakh, which is increased by 35.93% during the year.
Mr. Roop Kishore Fatehpuria, Whole Time Director	17,40,000	5.8	7.41	
Mr. Kavya Arora, Whole Time Director	72,00,000	24	0	
Tarandeep Kaur, Company Secretary	3,00,000	1	20%	
Mr. Virinderjit Singh Billing*	7,20,000	2.4.	1	

- The ratio of the remuneration of the 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: Not Applicable, since no employee of the Company receives remuneration in excess of highest paid director.
- It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

(Sanjeev Arora)  
Chairman-Cum-Managing Director  
Din: 00077748  
Hampton Court Business Park,  
NH-95, LDH-CHD Road

Place: New Delhi  
Dated:12/08/2019

**ANNEXURE-III  
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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

No.	Particulars	Sanjeev Arora	Kavya Arora
a)	Name(s) of the related party & nature of relationship	Sh. Sanjeev Arora, Chairman-Cum-Managing Director	Sh. Kavya Arora, Whole Time Director
b)	Nature of contracts/arrangements/ transaction	Rent Paid	Rent Paid
c)	Duration of the contracts/ arrangements/transaction	3 Years	3 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Mr. Sanjeev Arora has rented out his property to the Company for their official use.	Mr. Kavya Arora has rented out his property to the Company for their official use.
e)	Date of approval by the Board	14.11.2018	14.11.2018
f)	Amount paid as advances, if any	900000 (security deposits)	900000 (security deposits)

**ANNEXURE IV**

**(INFORMATION AS PER SECTION 134 (3) (m) READ WITH RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2019.)**

**I. CONSERVATION OF ENERGY**

The Company is implementing the project of Hampton Court Business Park at Chandigarh Road, Ludhiana. Therefore, the information regarding energy conservation is not applicable as the Company has already closed its manufacturing units and now is into Real Estate Sector.

**II. TECHNOLOGY ABSORPTION**

Since the Company is not carrying out any manufacturing activities, therefore, this clause is not applicable on the Company.

**III. FOREIGN EXCHANGE EARNINGS AND OUTGO**

- a) Activities relating to exports, initiatives taken to increase export markets for products and services and export plans. The Company is carrying on real estate activities; hence this clause is not applicable.
- b) Total Foreign Exchange used and earned:

(Amount in Rs)

Particulars	2018-2019	2017-2018
Used	---	---
Earned	---	---

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

**(Sanjeev Arora)  
Chairman-Cum-Managing Director  
Din: 00077748**

**Place: - New Delhi  
Date:-12.08.2019**

**RITESH PROPERTIES AND INDUSTRIES LIMITED**



**ANNEXURE V**  
**Form MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**  
(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management & Administrations) Rules, 2014)

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L74899DL1987PLC027050
2.	Registration Date	19/02/1987
3.	Name of the Company	RITESH PROPERTIES AND INDUSTRIES LIMITED
4.	Category / Sub-Category of the Company	Company Limited by Shares/Indian Non Government Company
5.	Address of the registered office and contact details	11/5B, Pusa Road, New Delhi-110060 Ph: 0161-2174104/5 Email : riteshlimited8@gmail.com
6.	Whether Listed Company	Yes
7.	Name, Address and contact details of Registrar & Transfer Agent, if any	Skyline Financial Services Private Limited, D-153A, 1St Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011 40450193-97 Email : info@skylinerta.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:-

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Real Estate Activities	6810	14.15
2.	Textile	1313	31.26
3.	Trading in securities, derivative and financial instruments	6619	54.59

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

S No.	Name and Description of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares Held	Applicable Section
---	---	---	----	---	---

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)**
**I) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year [01.04.2018]				No. of Shares held at the end of the year [31.03.2019]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters (1) Indian									
a) Individual/ HUF	4612750	--	4612750	39.80	4741754	--	4741754	40.91	1.11
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies. Corp.	464401	--	464401	4.01	864401	--	864401	7.46	3.45
e) Banks/FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (1) :-	5077151	--	5077151	43.80	5606155	--	5606155	48.37	4.57

Category of Shareholders	No. of Shares held at the beginning of the year [01.04.2018]				No. of Shares held at the end of the year [31.03.2019]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
a) NRIs- Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies- Corp	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2) :-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total shareholding Of Promoter (A)=(A)(1)+(A)(2)</b>	<b>5077151</b>	<b>--</b>	<b>5077151</b>	<b>43.80</b>	<b>5606155</b>	<b>--</b>	<b>5606155</b>	<b>48.37</b>	<b>4.57</b>
<b>B. Public Shareholding</b>									
<b>1. Institution</b>									
a) Mutual Funds	--	200	200	0.00	--	200	200	0.00	0.00
b) Banks/FI	10478	--	10478	0.09	10478	--	10478	0.09	0.00
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt	--	--	--	--	--	--	--	--	--
e) Venture Capital Fund	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Other (Specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1)</b>	<b>10478</b>	<b>200</b>	<b>10678</b>	<b>0.09</b>	<b>10478</b>	<b>200</b>	<b>10678</b>	<b>0.09</b>	<b>0.00</b>
<b>2. Non-Institution</b>									
a) Bodies Corp.									
i) Indian	1788734	11400	1800134	15.53	1169815	11400	1181215	10.19	-5.34
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individual									
i) Individual Shareholders Holding nominal Share capital Upto Rs.1 Lakh	1721424	1895048	3616472	31.20	1589705	1850748	3440453	29.68	-1.52
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	772518	17100	789618	6.81	796479	17100	813579	7.02	0.21
c) Other (NRI, HUF, & Clearing Members)	296005	800	296805	2.56	537978	800	538778	4.65	2.09
<b>Sub-total (B) (2):-</b>	<b>4578681</b>	<b>1924348</b>	<b>6503029</b>	<b>56.11</b>	<b>4093977</b>	<b>1880048</b>	<b>5974025</b>	<b>51.54</b>	<b>-4.57</b>
<b>Total Public Shareholding</b>									
<b>(B)=(B)(1)+(B)(2)</b>	<b>4588759</b>	<b>1925048</b>	<b>6513807</b>	<b>56.20</b>	<b>4104455</b>	<b>1880248</b>	<b>5984703</b>	<b>51.63</b>	<b>-4.57</b>
<b>C. Shares held by</b>									
Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>9665190</b>	<b>1925048</b>	<b>11590958</b>	<b>100.00</b>	<b>9710610</b>	<b>1880248</b>	<b>11590958</b>	<b>100</b>	<b>0.00</b>

**ii) Shareholding of Promoters:**

Sr.No.	Shareholder's Name	Shareholding at the beginning Of the year [01.04.2018]			Shareholding at the End of the year [31.03.2019]			% Change in share holding 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.	Sanjeev Arora	2383464	20.56	--	2421021	20.89	--	0.33
2.	Kavya Arora	1121334	9.67	--	1131334	9.76	--	0.09
3.	Sandhya Arora	392300	3.38	--	423747	3.66	--	0.28
4.	Ketki Arora	424652	3.66	--	454652	9.66	--	--
5.	Ritesh Spinning Mills Limited	464401	4.01	--	864401	7.46	--	3.45
6.	Guneet Arora	10000	0.09	-	30000	0.26	-	0.17
7.	Sanjeev Arora (HUF)	281000	2.42	-	281000	2.42	-	--
	<b>Total</b>	<b>5077151</b>	<b>43.80</b>	<b>--</b>	<b>5606155</b>	<b>48.36</b>	<b>--</b>	<b>4.56</b>

**iii) Change in Promoter's Shareholding**

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)		
		No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company	
<b>1.</b>	<b>Sanjeev Arora</b>					
	At the beginning of the year	2383464	20.56	--	--	
	Date	Reason				
	13/04/2018	Purchase	37058	0.31	2420522	20.88
	23/11/2018	Purchase	499	0.004	2421021	20.89
	At the End of the year (or on the date of separation, if separated During the year)		--	--	2421021	20.89
<b>2.</b>	<b>Kavya Arora</b>					
	At the beginning of the year	1121334	9.67	--	--	
	Date	Reason				
	13/04/2018	Purchase	10000	0.08	1131334	9.76
	At the End of the year (or on the date of separation, if Separated During the year)		--	--	1131334	9.76

Sr. No.	Shareholder's Name		Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)	
			No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
<b>3.</b>	<b>Sandhya Arora</b>					
	At the beginning of the year		392300	3.38	--	--
	Date	Reason				
	13/04/2018	Purchase	10000	0.08	402300	3.47
	11/01/2019	Purchase	2800	0.02	405100	3.49
	18/01/2019	Purchase	1691	0.01	406791	3.51
	08/02/2019	Purchase	7056	0.06	413847	3.57
	01/03/2019	Purchase	9900	0.08	423747	3.66
	At the End of the year (or on the date of separation, if separated During the year)		--	--	423747	3.66
<b>4.</b>	<b>Guneet Arora</b>					
	At the beginning of the year		10000	0.09	--	--
	Date	Reason				
	13/04/2018	Purchase	20000	0.17	30000	0.26
	At the End of the year (or on the date of separation During the year)		--	--	30000	0.26
<b>5.</b>	<b>Ketki Arora</b>					
	At the beginning of the year		424652	3.66	--	--
	Date	Reason				
	13/04/2018	Purchase	30000	0.26	454652	3.92
	At the End of the year (or on the date of separation During the year)		--	--	454652	3.92
<b>6.</b>	<b>Ritesh Spinning Mills Limited</b>					
	At the beginning of the year		464401	4.00	--	--
	Date	Reason				
	19/03/2019	Purchase	400000	3.45	864401	7.45
	At the End of the year (or on the date of separation During the year)		--	--	864401	7.45

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders		Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)	
			No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
<b>1.</b>	<b>TIMES PUBLISHING HOUSE LIMITED</b>					
	At the beginning of the year		760735	6.56	--	--
	Date	Reason				
	22/02/2019	Sale	(5000)	(0.04)	755735	6.52
	01/03/2019	Sale	(42636)	(0.36)	713099	6.15
	22/03/2019	Sale	(10000)	(0.08)	703099	6.07
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>		<b>--</b>	<b>--</b>	<b>703099</b>	<b>6.07</b>
<b>2.</b>	<b>FINDOC INVESTMART PRIVATE LIMITED</b>					
	At the beginning of the year		285029	2.46		
	Date	Reason				
	06/04/2018	Purchase	3000	0.025	288029	2.48
	08/06/2018	Purchase	2835	0.024	290864	2.51
	15/06/2018	Purchase	7456	0.06	298320	2.57
	22/06/2018	Sale	(267334)	(2.31)	30986	0.27
	06/07/2018	Purchase	7960	0.07	38946	0.34
	13/07/2018	Purchase	7250	0.06	46196	0.40
	27/07/2018	Sale	(46195)	(0.39)	1	0.00
	03/08/2018	Purchase	130079	1.12	130080	1.12
	10/08/2018	Purchase	4207	0.04	134287	1.16
	24/08/2018	Purchase	18088	0.16	152375	1.31
	31/08/2018	Sale	(141380)	(1.22)	10995	0.09
	07/09/2018	Sale	(7287)	(0.06)	3708	0.03
	14/09/2018	Purchase	1400	0.01	5108	0.04
	18/09/2018	Purchase	13588	0.12	18696	0.16
	21/09/2018	Purchase	15949	0.13	34645	0.30
	28/09/2018	Purchase	23495	0.20	58140	0.50
	05/10/2018	Purchase	15398	0.13	73538	0.63
	12/10/2018	Purchase	2155	0.02	75693	0.65
	19/10/2018	Purchase	1760	0.02	77453	0.67
	26/10/2018	Sale	(71758)	(0.62)	5695	0.05
	02/11/2018	Purchase	4912	0.04	10607	0.09
	09/11/2018	Purchase	499	0.00	11106	0.10
	23/11/2018	Sale	(499)	(0.00)	10607	0.09
	30/11/2018	Purchase	300	0.00	10907	0.09
	07/12/2018	Sale	(10607)	(0.09)	300	0.00

Sr. No.	For Each of the Top 10 Shareholders		Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)	
			No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
	14/12/2018	Purchase	1000	0.01	1300	0.01
	21/12/2018	Purchase	1847	0.02	3147	0.03
	28/12/2018	Sale	(1947)	(0.02)	1200	0.01
	31/12/2018	Purchase	1000	0.01	2200	0.02
	04/01/2019	Purchase	2000	0.02	4200	0.04
	25/01/2019	Sale	(701)	(0.01)	3499	0.03
	01/02/2019	Purchase	3000	0.03	6499	0.06
	08/02/2019	Purchase	1290	0.01	7789	0.07
	15/02/2019	Purchase	1050	0.01	8839	0.08
	22/02/2019	Purchase	6650	0.06	15489	0.13
	01/03/2019	Sale	(7700)	(0.07)	7789	0.07
	22/03/2019	Purchase	400000	3.45	407789	3.52
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>		--	--	<b>407789</b>	<b>3.52</b>
<b>3.</b>	<b>HEMANT SOOD HUF</b>					
	At the beginning of the year		0	0.00	--	--
	Date	Reason				
	01/06/2018	Purchase	285029	2.46	285029	2.46
	22/03/2019	Sale	(25000)	(0.22)	260029	2.24
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>		--	--	<b>260029</b>	<b>2.24</b>
<b>4.</b>	<b>SECUROCROP SECURITIES (I) PVT. LTD</b>					
	At the beginning of the year		125000	1.08	--	--
	Date	Reason				
	--	--	--	--		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>		--	--	<b>125000</b>	<b>1.08</b>
<b>5.</b>	<b>SANJAY BHAUSAHEB DHOLE</b>					
	At the beginning of the year		118755	1.02	--	--
	Date	Reason				
	03/08/2018	Sale	(118755)	(1.02)		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>			---	--	
<b>6.</b>	<b>TRANSWORLD SECURITIES LTD</b>					
	At the beginning of the year		208903	1.80		
	Date	Reason				
	06/04/2018	Sale	(2063)	(0.02)	206840	1.78
	13/04/2018	Sale	(125)	(0.00)	206715	1.78
	20/04/2018	Sale	(10042)	(0.09)	196673	1.70



Sr. No.	For Each of the Top 10 Shareholders		Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)	
			No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
	27/04/2018	Sale	(1791)	(0.02)	194882	1.68
	04/05/2018	Sale	(1800)	(0.02)	193082	1.67
	11/05/2018	Purchase	6870	0.06	199952	1.73
	18/05/2018	Purchase	930	0.00	200882	1.73
	25/05/2018	Sale	(5693)	(0.05)	195189	1.68
	01/06/2018	Purchase	850	0.00	196039	1.69
	08/06/2018	Sale	(2150)	(0.02)	193889	1.67
	15/06/2018	Purchase	1900	0.02	195789	1.69
	29/06/2018	Sale	(1327)	(0.01)	194462	1.68
	06/07/2018	Sale	(3259)	(0.03)	191203	1.65
	13/07/2018	Sale	(36)	(0.00)	191167	1.65
	20/07/2018	Sale	(4499)	(0.04)	186668	1.61
	27/07/2018	Sale	(8976)	(0.08)	177692	1.53
	03/08/2018	Sale	(200)	(0.00)	177492	1.53
	17/08/2018	Sale	(400)	(0.00)	177092	1.53
	24/08/2019	Sale	(2800)	(0.03)	174292	1.50
	31/08/2018	Sale	(2100)	(0.02)	172192	1.49
	07/09/2018	Sale	(4449)	(0.04)	167743	1.45
	14/09/2018	Sale	(800)	(0.01)	166943	1.44
	18/09/2018	Sale	(1000)	(0.01)	165943	1.43
	21/09/2018	Sale	(500)	(0.01)	165443	1.43
	28/09/2019	Sale	(5000)	(0.05)	160443	1.38
	05/10/2018	Purchase	2136	0.02	162579	1.40
	12/10/2018	Purchase	100	0.00	162979	1.40
	19/10/2018	Sale	(7216)	(0.06)	155463	1.34
	26/10/2018	Sale	(4000)	(0.04)	151463	1.31
	02/11/2018	Sale	(4500)	(0.04)	146963	1.27
	09/11/2018	Purchase	1970	0.02	148933	1.28
	16/11/2018	Sale	(4824)	(0.04)	144109	1.24
	30/11/2018	Purchase	1452	0.01	145561	1.26
	31/12/2018	Purchase	5	0.00	145566	1.26
	04/01/2019	Sale	(297)	(0.00)	145269	1.25
	18/01/2019	Purchase	3350	0.03	148619	1.28
	15/03/2019	Sale	(4624)	(0.04)	143995	1.24
	29/03/2019	Sale	(29231)	(0.25)	114764	0.99
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>				<b>114764</b>	<b>0.99</b>

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)	
		No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
<b>7.</b>	<b>BHAGYANAGAR INDIA LIMITED</b>				
	At the beginning of the year	100251	0.86	--	--
	Date Reason				
	29/03/2019 Sale	(100251)	(0.86)		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>			<b>---</b>	<b>--</b>
<b>8.</b>	<b>KRUTI CAPITAL SERVICES PVT. LTD.</b>				
	At the beginning of the year	75000	0.65	--	--
	Date Reason				
	-- --	--	--		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>			<b>75000</b>	<b>0.65</b>
<b>9.</b>	<b>NANDIGAM VENKATA VIJAYA BHASKAR</b>				
	At the beginning of the year	70746	0.61	--	--
	Date Reason				
	-- --	--	--		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>			<b>70746</b>	<b>0.61</b>
<b>10.</b>	<b>GOPI KRISHNA PEDDI</b>				
	At the beginning of the year	65487	0.56	--	--
	Date Reason				
	-- --	--	--		
	<b>At the End of the year (or on the date of separation, if separated during the year)</b>			<b>65487</b>	<b>0.56</b>

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the Beginning of the year ( as on 01.04.2018)		Cumulative Shareholding during the year ( as on 31.03.2019)	
		No. of Shares	% of the total shares Of the Company	No. of Shares	% of the total shares of the Company
<b>1.</b>	<b>Sanjeev Arora</b>				
	At the beginning of the year	2383464	20.56	--	--
	Date Reason				
	13/04/2018 Purchase	37058	0.31	2420522	20.88
	23/11/2018 Purchase	499	0.004	2421021	20.89
	<b>At the End of the year (or on the date of separation, if separated During the year)</b>	<b>--</b>	<b>--</b>	<b>2421021</b>	<b>20.89</b>
<b>2.</b>	<b>Kavya Arora</b>				
	At the beginning of the year	1121334	9.67	--	--
	Date Reason				
	13/04/2018 Purchase	10000	0.08	1131334	9.76
	<b>At the End of the year (or on the date of separation, if separated During the year)</b>	<b>--</b>	<b>--</b>	<b>1131334</b>	<b>9.76</b>

**V) INDEBTEDNESS**

Indebtedness of the Company including interest/outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	71,80,045.99	38,883,112.05	Nil	46,063,158.04
(ii) Interest due but not paid	Nil	Nil	Nil	Nil
(iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>71,80,045.99</b>	<b>38,883,112.05</b>	<b>Nil</b>	<b>46,063,158.04</b>
Changes in Indebtedness during the Financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	(29,47,548.38)	(2,42,83,112.05)	Nil	(2,72,30,660.43)
Net Change	(29,47,548.38)	(2,42,83,112.05)	Nil	(6,158,183.35)
Indebtedness at the end of the financial year				
(i) Principal Amount	42,32,497.61	1,46,00,000.00	Nil	1,88,32,497.61
(ii) Interest due but not paid	Nil	Nil	Nil	Nil
(iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>42,32,497.61</b>	<b>1,46,00,000.00</b>	<b>Nil</b>	<b>1,88,32,497.61</b>

**I. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Sanjeev Arora	Kavya Arora	Roop Kishore Fatehpuria	Virender Jit Singh Billing	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,20,00,000	72,00,000	17,40,000	7,20,000	2,16,60,000
2.	Stock Option	--	--	--	--	--
3.	Sweat Equity	--	--	--	--	--
4.	Commission -as % of profit -others, specify	--	--	--	--	--
5.	Others, please specify	--	--	--	--	--
	<b>Total (A)</b>	<b>1,20,00,000</b>	<b>72,00,000</b>	<b>17,40,000</b>	<b>7,20,000</b>	<b>2,16,60,000</b>
	Ceiling as per the Act	Within the limit as per Schedule V of the Companies Act, 2013				

**B. Remuneration to other directors**

During the Year 2018-19, the Director Sitting Fees as paid to the Independent Directors and Non- Executive Director of the Company is Rs. 76,000/-, Director Conveyance Allowances Rs. 44,000/- as previous year Director Sitting Fees was Rs. 1,57,500/-

**C. Remuneration to key managerial personnel other than MD/MANAGER/WTD**

Sr.No.	Particulars of Remuneration	Key Managerial Personnel		
		Taran Deep Kaur (CS)	Kavya Arora (CFO)	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 © Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3,00,000	Salary drawn as capacity of Executive director of the company so no extra remuneration paid to him for their CFO designation	3,00,000
		--	--	--
		--	--	--
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission -as % of profit - others, specify	--	--	--
5.	Others, please specify	--	--	--
	<b>Total</b>	<b>3,00,000</b>	<b>--</b>	<b>3,00,000</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fee 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

By Order of the Board  
 For Ritesh Properties and Industries Limited

sd/-  
 (Sanjeev Arora)  
 Chairman-Cum-Managing Director  
 Din: 00077748  
 Hampton Court Business Park,  
 NH-95, LDH-CHD Road,  
 Ludhiana - 141123

Dated: 12.08.2019  
 Place: New Delhi

**ANNEXURE-VI**

**NOMINATION AND REMUNERATION POLICY  
OF RITESH PROPERTIES AND INDUSTRIES LIMITED**

**(U/s 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**PREFACE:**

In pursuance of the Ritesh Properties and Industries Limited ("RPIL") policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all Directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors in their meeting held on 7th December, 2015 as required in terms of Section 178 of the Companies Act, 2013 and Regulation 19 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which has been amended with effect from February 14, 2019 pursuant to the enactment of the SEBI LODR (Amendment Regulations, 2018 and the Companies (Amendment) Act, 2017.

**CLARIFICATIONS, AMENDMENTS AND UPDATES**

This Policy shall be implemented as per the provisions of the Applicable Law. Any amendments in the Applicable Law, including any clarification/ circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.

All words and expressions used herein, unless defined herein, shall have the same meaning as respectively assigned to them, in the Applicable Law under reference, that is to say, the Companies Act, 2013 and Rules framed thereunder, or SEBI LODR, as amended, from time to time.

**SCOPE**

- a) This Policy applies to all the "Executives" of the Company.
- b) In addition, this Policy also extends to the remuneration of Non-Executive Directors, including principles of selection of the Independent Directors of the Company.
- c) The Board of Directors had initially adopted the Policy with effect from 7th December, 2015 which has been amended with effect from February 14, 2019, on the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy for appointment of the Executives and for changes made to existing employment agreements thereafter.

- d) In order to comply with local regulations, some entities and units within the Group may have remuneration policies and guidelines which shall apply in addition to the Group's remuneration policy.

The Board of Directors of the Company may deviate from this Policy if there are explicit reasons to do so in an individual case. Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be disclosed in the Annual Report of the year at which the said deviations takes place.

**PURPOSE**

This Policy reflects the Company's objectives for good corporate governance as well as sustained and long-term value creation for stakeholders. This Policy will also help the Company to attain Board diversity and create a basis for succession planning. In addition, it is intended to ensure that-

- a) the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market;
- b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;
- c) remuneration of the Executives are aligned with the Company's business strategies, values, key priorities and goals.

**GUIDING PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT**

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be competitive in order to ensure that the Company may attract and retain competent Executives. In determining the Policy, the Committee ensures that a competitive remuneration package for all Executives is maintained.

**RESPONSIBILITIES AND POWERS OF THE COMMITTEE**

The Committee, in addition to the functions and powers as induced by its terms of reference would be also responsible for -

- a) preparing and recommending for the Board's decisions on issues concerning principles for remunerations and other terms of employment of Executives and Non-executive Directors;
- b) reviewing and recommending to the Board regarding



share and share-price related incentive programs, if any, to be decided upon by the Annual General Meeting;

- c) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;
- d) monitoring and evaluating programs for variable remuneration, both ongoing and those that have ended during the year, for Executives and Non-executive Directors;
- e) monitoring and evaluating the application of this Policy;
- f) monitoring and evaluating current remuneration structures and levels in the Company.

#### **PRINCIPLES FOR SELECTION OF INDEPENDENT DIRECTORS**

The nomination of the Independent Directors of the Company shall be in accordance with the principles as stated hereunder:

- (a) is a person of integrity and possesses relevant expertise and experience;
- (b) possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- (c) is or was not a promoter of the Company or its holding, subsidiary or associate company or member of the promoter group of the Company and not related to promoters or directors of the Company, its holding, subsidiary or associate company; has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives—
  - (i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:  
 Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
  - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, for an amount of fifty lakhs rupees or more, at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
  - (iii) has given a guarantee or provided any security

in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees or more, at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or

- (v) has or had any other pecuniary transaction or relationship with the Company, or its subsidiary, or its holding or associate company or their promoters, or directors amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) during the two immediately preceding financial years or during the current financial year;
- (e) neither himself nor any of his relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of
    - (a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
    - (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - (iii) holds together with his relatives two per cent. or more of the total voting power of the Company; or
  - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent. or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the Company;
  - (v) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- f) is not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.

## OVERALL CRITERIA FOR SELECTION OF EXECUTIVES

The assessment will be done on the basis of below parameters by the concerned interview panel of the Company -

### a) Competencies:

- Necessary skills (Leadership skill , communication skills , Managerial skills etc. )
- Experiences & education to successfully complete the tasks.
- Positive background reference check.

### b) Capabilities:

- Suitable or fit for the task or role.
- Potential for growth and the ability and willingness to take on more responsibility.
- Intelligent & fast learner, Good Leader, Organiser & Administrator , Good Analytical skills Creative & Innovative.

### c) Compatibility:

- Can this person get along with colleagues, existing and potential clients and partners.
- Strong Interpersonal Skills.
- Flexible & Adaptable.

### d) Commitment:

- Candidate's seriousness about working for the long term
- Vision & Aim

### e) Character:

- Ethical, honest, team player

### f) Culture:

- Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult)
- Presentable & should be known for good social & corporate culture.

## GENERAL POLICIES FOR REMUNERATION

The various remuneration components would be combined to ensure an appropriate and balanced remuneration package.

The five remuneration components are -

- fixed remuneration (including fixed supplements)
- performance-based remuneration (variable salary)
- pension schemes, where applicable
- other benefits in kind
- severance payment, where applicable

The fixed remuneration would be determined on the basis of the role and position of the individual, including professional experience, responsibility, job complexity and local market conditions.

The performance-based remuneration motivates and rewards high performers who significantly contribute to sustainable results, perform according to set expectations for the individual in question, and generates stakeholder value within the Group.

### A. For Executives

Any remuneration payable to the Executives of the Company shall abide by the following norms-

- i. The basic salary shall be competitive and based on the individual Executive's key responsibilities and performance;
- ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1;
- iii. The Executives may receive variable pay in addition to fixed salaries;
- iv. The performance-based pay to the Executives (other than Directors), including revisions in fixed remuneration, if any, would be decided by the Head of Human Resources of the Company in consultation with the Managing Director of the Company, as and when necessary, and subject to Applicable law;
- v. The performance-based pay to the Executives (other than Directors) would be granted to reflect the Company's financial results, the performance of the business unit where the Executive is employed and also, the individual's performance. The performance will be related to the fulfilment of various improvement targets or the attainment of certain financial objectives. Such targets will be set by the Managing Director and may relate to inter alia operating income, operating margin or cash flow. Further, both financial and non-financial factors shall be taken into consideration when determining the individual's bonus. A discretionary assessment would always be ensured that other factors – including factors which are not directly measurable have been considered;
- vi. The Managing Director may, under specific circumstances, decide to reclaim the variable salary already paid or to cancel or limit or revise such variable salary to be paid to the Executives (other than Directors);
- vii. The Executives will be entitled to customary non-monetary benefits such as company cars, phone and such other fixed entitled benefits;
- viii. Pension contributions shall be made in accordance

- with applicable laws and employment agreements;
- ix. The Committee may decide to adopt a share-based incentive program for the Executives as per applicable laws;
  - x. The Executives resident outside India or resident in India but having a material connection to or having been resident in a country other than India, may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans;
  - xi. A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
  - xii. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
  - xiii. Subject to the provisions under Applicable Law a Director who is in receipt of any remuneration or commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report;
  - xiv. The Company shall place the Policy on its website.
  - xv. The Company shall make necessary disclosure of remuneration of the Executives and the salient features of the Policy along with the web link of the Policy in its Annual Report as may be required under Applicable Law.

**B. For Non- executive Directors**

Any fee/remuneration payable to the Non-Executive directors of the Company shall abide by the following norms –

- i. If any such director draws or receives, directly or indirectly, by way of fee/remuneration/commission any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- ii. Such directors may receive remuneration by way of fee for attending meetings of the Board or Committee

thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;

- iii. An independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law.
- iv. The annual report would specify necessary disclosure along with the remuneration paid to the Non-Executive directors as required under Applicable Law.
- v. This part of the Policy shall be read with the Criteria for making payment to Non- Executive Directors framed by the Company.

**NOTICE OF TERMINATION AND SEVERANCE PAY POLICY**

- A.
  - i. For Executives (other than Directors): As per the terms and conditions of appointment letter issued by the HR Department of the Company.
  - ii. For Directors: As per the terms and conditions of appointment/re-appointment as approved by the Board and Shareholders of the Company.
- B. All the Non-Executive directors shall give notice of their resignation/ termination to the Company as per the Applicable Law and they will not be entitled to any severance pay from the Company.

**POLICY REVIEW**

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Applicable Law or as may be otherwise prescribed by the Committee/ Board from time to time.

**MINUTES OF COMMITTEE MEETING:**

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

**(Sanjeev Arora)**  
**Chairman-**

**Cum-Managing Director**  
**Din: 00077748**

**Hampton Court, Business Park,**  
**NH 95, LDH-CHD Road,**  
**Ludhiana-141123**

**Dated: 12.08.2019**  
**Place: New Delhi**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Structure, Developments, Opportunities and threats:

The real estate sector continues to grow at a scorching pace. With the entering of new global property developers into Indian market during the past few years, India offers a good opportunity in the real estate sector.

Future of real estate sector is very bright as the economy is at a fast pace of growth and lot of investment in this sector is needed. Moreover, with the increase in income level of people and standard of living the demand of housing as well as industrial/commercial sector has increase manifold giving rise in prices.

Due to Increase in competition from other players in the market the margins of the company may be under pressure

### Financial Performance of the Company

Revenue of the Company is generated from three segments namely Development of Real Estate and Textile Division and Investment Division. Income of the company has been at Rs. 1067.70 lacs. The company has earned profit of Rs. 91.34 lacs.

### Outlook

The real estate sector in India has provided ample opportunity with the liberalization of the economy. With the increased demand of commercial and residential property, the company is confident that the ever-expanding market for real estate shall provide a good business opportunity to the Company to gain its share in the market.

### Risks and Concerns

The Indian Real estate market is still largely unorganized and dominated by a large number of small players. The operations of your company are subject to general business risks and competition in the industry, which can affect the growth of the company.

### Internal control systems and their adequacy

The company has adequate internal control systems and procedures commensurate with the size and nature of business. The Company has proper system of disposal of assets of the company. Significant financial, managerial and operating information is accurate, reliable and is provided timely. All internal policies and statutory guidelines are complied with.

Material development in Human Resources and Industrial Relation front, including no. of people employed.

Industrial relations remained cordial and harmonious during the year under review and there was no working day loss due to any adverse activities. The company has not employed any new person during the year under review.

### Cautionary statement

Statement in the management discussion and analysis describing the company's objectives, estimates, projections and expectation may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially due to economic conditions effecting demand, supply, prices, change in government policies, tax laws and other incidental factors.

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

**(Sanjeev Arora)**  
**Chairman-Cum-Managing Director**  
**Din: 00077748**  
**Hampton Court, Business Park,**  
**NH 95, LDH-CHD Road,**  
**Ludhiana-141123**

**Dated: 12.08.2019**  
**Place: New Delhi**

## CORPORATE GOVERNANCE REPORT

### Company's Philosophy on Corporate Governance

Corporate Governance is a by which corporate entities are directed and controlled, encompassing the entire mechanics of the functioning of a Company. Good Corporate Governance practices are essential for sustainable business that aims at generating long term value to all its shareholders and other stakeholders.

The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy. The Company has always focused on good Corporate Governance Practices, which is a key driver of sustainable corporate growth and long term value creation for its stakeholders. The Company has measures to periodically review and revise the Corporate Governance practices by subjecting business processes to audits and checks that measures up to the required standards. The Company believes that Corporate Governance is not just limited to creating checks and balances; it is more about creating organizational excellence leading to shareholder value. The Company always endeavours to create awareness of Corporate vision and spark dynamism and entrepreneurship at all levels.

### Listing Regulations

The Company has complied with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, as applicable to the Company.

### Board of Directors

The Board of Directors ('Board') of the Company provides leadership, strategic guidance and independent view to the Company's management while discharging its responsibilities. The Board consists of distinguished persons having requisite knowledge and expertise in business & industry, corporate governance, corporate finance, taxation, legal matters, strategic & risk management etc.

### Composition of the Board

The Board of the Company has an optimum combination of Executive Directors and Non-Executive Directors, including Independent Directors and Women Director, meeting with requirement of Regulation 17(1) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ('Act') read with the allied Rules. On March 31, 2019, the Board consisted of 8 (Eight) Directors, 4 (Four) of whom were Independent Non- executive Directors, constituting 50% of the Board's strength and other 4 (Four) were Executive Directors, 2 (Two) of them belonging to the Promoter Group of the Company. The Chairman is an Executive Director.

The Composition of the Board of Directors as on March 31, 2019, the number of other Directorships and Board Committee Memberships/Chairmanships held by each Directors and their attendance at the Board Meetings and the last Annual General Meeting (AGM) of the Company are as follows:

Name of the Director	Category of Directors	Number of Directorship in Companies#	Number of Membership / Chairmanship in Company's Committee (s)*	Number of Board Meetings attended during the year	Attendance at the last AGM held on September 28, 2018
Mr. Sanjeev Arora	Chairman- cum-Managing Director/ Promoter	10	N.A.	5	Yes
Mr. Roop Kishore Fatehpuria	Executive Director	2	2	5	Yes
Mr. Virinder Jit Singh Billing	Executive Director	1	N.A.	5	Yes
Mr. Kavya Arora	Executive Director/ CFO/ Promoter	7	2	5	Yes
Mr. Surendar K. Sood	Independent, Non-Executive	3	5	5	Yes
Mr. Gurpreet Singh Brar	Independent, Non-Executive	1	2	5	NO
Mrs. Shweta Sehgal	Independent, Non-Executive	1	2	5	NO
Mr. Rohit Kumar Maggu*	Independent, Non-Executive	1	N.A.	5	YES



#including Ritesh Properties and Industries Limited (Listed Company) and other Companies in Public Companies, Private Companies as well as Section 8 of Companies (i.e., Companies formed with Charitable objects, etc.

\*Company Committee for this purpose includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee (Including Board Committee and other new Committee duly inserted in Board of Ritesh Properties and Industries Limited during the year.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within the limits as prescribed under the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act and the SEBI listing Regulations and are Independent of the management.

On August 09, 2018, New Committee is constituted with the name "Restructuring Committee" for intimating the Proposed Merger & Amalgamation of Ritesh Spinning Mills Limited, H.B. Fibres Limited and Ritesh Impex Limited with and into Ritesh Properties and Industries Limited, and consequently the Committee was constituted with the three person (s) named: Mr. Surendar Kumar Sood (Chairman of the Committee), Mr. Kavya Arora (Member of the Committee), Mrs. Shweta Sehgal (Member of the Committee).

The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements. Also, in the event of any cessation, the Company ensures that the composition is fulfilled within stipulated time.

#### Skills/Expertise/Competence of the Board of Directors

Details of core skills/expertise/competencies required by the Board for efficient functioning of the Company, in the context of business of the Company and sector to which the Company belongs and status of those skills/expertise/competence available with the Board, are as follows:-

Skills/Expertise/Competencies required by the Board of Directors	Status of availability
Understanding of Business/ Industry - Experience and knowledge of textile business and real Estate Business.	Yes
Strategy and strategic Planning - Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's policies and priorities.	Yes
Critical and innovative thoughts – The ability to critically analyse the information and develop innovative approaches and solutions to the problems.	Yes
Financial Understanding – Ability to analyse and understand the key financial statements, assess financial viability of the business and efficient use of resources.	Yes
Corporate Governance – Understanding of the corporate governance norms and practises for sustainable growth and for generation of long term value to all its stakeholders.	Yes

#### Board Procedure

The Board meets at least once in quarter to review the quarterly business and the financial performance of the Company, apart from other Board business. However, the Board's function is not limited, to the matters, requiring approval of the Board statutorily. The Board is involved in all the important decisions relating to the Company and policy matters, strategic business plans, compliance with statutory/regulatory requirements, major accounting provisions, etc. The independent Directors provide an effective monitoring role and play an important role in deliberations at the Board and Committee Meetings and bring to the Company their expertise in the fields of business, corporate governance, management and law. The Company, from time to time, familiarizes its independent Director with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which Company operates, business model of the Company. The details of familiarization programme is available on the website of the Company. The same is available on the website of the Company at the [www.riteshindustries.us](http://www.riteshindustries.us).

The Meeting of the Board are generally convened at the Company's Registered Office in New Delhi or Corporate office in Gurgaon. In case of urgency or when the Board of Meeting is not practicable to be held, the matters are resolved via circular resolution, as permitted by law, which is noted and confirmed in the subsequent Board Meeting.

The Board Meetings are generally scheduled well in advance and the notice of the same is given in writing to each Director. The Board papers, comprising the agenda backed by comprehensive background information, are circulated to the Directors in advance as prescribed by law, to enable the Directors to take the informed decision, the same is tabled before the Board Meeting. The Board is also free to take up any matter, not included in the Agenda, for consideration with the permission of the Chairman and with the consent of majority of the Directors present in the Meeting.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at the Board Meeting on the overall performance of the Company. The information, as specified in Regulation 17(7) of the SEBI Listing Regulations and Secretarial Standard -1, as amended, is made available to the Board, wherever applicable.

The Minutes of the Board Meetings are circulated to all the Directors and confirmed at the subsequent Meeting. The Minutes of the Meetings of the Committee of the Board are placed before the Board Meeting of the Company for its review.

The Board of Directors of the Company met 5 (Five) times during the Financial year 2018-19. At least 1 (one) Board Meeting was held in every quarter and the time gap between any 2 (two) Board Meetings did not exceed 120 days, as prescribed under the Act and the SEBI Listing Regulations. The details of Board Meetings held are as follows:

**a) Number of Board Meetings**

During the year under review, Five Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
May 30, 2018	8	8
August 09, 2018	8	8
September 18, 2018	8	8
November 14, 2018	8	8
February 14, 2018	8	8

c) Directors' Attendance Record and directorships held  
 The following table gives details of the Directors' Attendance Record at the Board Meetings

Name of the Director	Number of Board Meetings	
	Held	Attended
Mr. Sanjeev Arora	5	5
Mr. Surendar K. Sood	5	5
Mr. RoopKishor Fatehpuria	5	5
Mr. Kavya Arora	5	5
Mr. Gurpreet Singh Brar	5	5
Smt. Shweta Sehgal	5	5
Mr. Rohit Kumar Maggu	5	5
Mr. VirinderJit Singh Billing	5	5

**d) Materially significant related party transactions**

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under paragraph no. 37 of the Notes to the Accounts attached with the financial statements for the year ended March 31st, 2019.

The transactions with the related parties are neither materially significant nor they have any potential conflict with the interests of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties or structures were imposed by Stock Exchange, SEBI or by any other statutory authority during the period under review.

**e) Board Committees**

The Board has constituted the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

**AUDIT COMMITTEE**

**Terms of References of the Audit Committee are as under :**

- Oversight of the financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval.
- Reviewing with the management, the quarterly Financial Statements before submission to the Board for approval.
- Review and monitor the Auditors' Independence and performance and effectiveness of audit process.
- Examination of Financial Statement and the Auditors' Report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Reviewing, with the management, performance of Statutory and Internal Auditors.
- Discussion with internal Auditors of any significant findings and follow up there on.
- To review the functioning of Whistle Blower Mechanism.

The detailed terms of the Audit Committee as Section 177(4) of the Act and Regulation 18 of the SEBI Listing Regulations, is available on the website of the Company at the [www.riteshindustries.us](http://www.riteshindustries.us)

**Composition**

As on March 31<sup>st</sup>, 2019, Audit Committee comprised of 3(three) members, of which majority were independent Directors. All the members of the Audit Committee are financially literate and bring in expertise in the fields of accounting or related finance management. The composition of the Audit Committee is in accordance with the provisions of the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act.

The Audit Committee consists of three directors i.e. Mr. Surendar K. Sood (Chairman), Mr. Roop Kishore Fatehpuria (Member) and Mr. Gurpreet Singh Brar (Member).

The committee met Five (5) times during the last year on 30<sup>th</sup> May 2018, 09<sup>th</sup> August 2018, 18<sup>th</sup> of September 2018, 14<sup>th</sup> November 2018 and 14<sup>th</sup> February 2019 the details of which are as under :

Director	No. of Meetings	
	Held	Attended
Mr. Surendar K. Sood	5	5
Mr. Gurpreet Singh Brar	5	5
Mr. Roop Kishore Fatehpuria	5	5

Sitting fees of Rs. 1,000/- per member was paid during the year for attending meetings of Audit Committee.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

Terms of Reference of the Stakeholders' Relationship Committee are as under :

1. Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report , issue of new/ duplicate certificates, general meetings etc.;
2. Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent;
3. All such complaints directly concerning to shareholders/ investors as stakeholders of the Company.
4. To review , approve or delegate transfer, transmission of shares and to deal with all related matters;
5. To review the decartelization and remuneration of securities of the Company and such other related matters;

The detailed terms of references of the Stakeholders' Relationship Committee, as per Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations is available on the website of the Company at [www.riteshindustries.us](http://www.riteshindustries.us)

#### Composition , Meeting and Attendance :

The Stakeholders Relationship Committee consists of three members Mr. Surendar K. Sood (Chairman), Mr. Roop Kishore Fatehpuria and Mr. Kavya Arora.

The Committee has met 5 (Five) times i.e. 30<sup>th</sup> May 2018, 09<sup>th</sup> of August, 2018, 18<sup>th</sup> of September 2018, 14<sup>th</sup> of November 2018 and 14<sup>th</sup> of February 2019

The details of the meetings are as under:

Director	No. of Meetings	
	Held	Attended
Mr. Surinder K. Sood	5	5
Mr. Roop Kishore Fatehpuria	5	5
Mr. Kavya Arora	5	5

Ms. Tarandeep Kaur, Company Secretary is the Compliance Officer of the Company.

Sitting fees of Rs. 500/- per Member was paid during the year for attending meetings of Stakeholders Relationship Committee.

All the complaints of the shareholders received by the company during the financial year 2018-19 has been resolved with the time limit as prescribed by the SEBI and none is pending at the closure of the Financial year 2018-19.

No investor grievance was pending on March 31, 2019.

#### NOMINATION AND REMUNERATION COMMITTEE

**Terms of Reference of the Nomination and Remuneration Committee are as under :**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommended to the Board of Directors their appointment and removal;
4. Recommend to the Board, all remuneration , in whatever form, payable to senior management.

The detailed terms of reference of the Nomination and Remuneration Committee as per Section 178 of the Act and Regulations 19 of the SEBI Listing Regulations, is available on the website of the Company at the [www.riteshindustries.us](http://www.riteshindustries.us)

The Nomination and Remuneration Committee consists of three members Mr. Surendar K. Sood (Chairman), Mr. Gurpreet Singh Brar (Member) and Mrs. Shweta Sehgal (Member)

The Nomination and Remuneration Committee met 5 (Five) times during the year on 30<sup>th</sup> May 2018, 09<sup>th</sup> of August, 2018, 18<sup>th</sup> of September 2018, 14<sup>th</sup> of November 2018 and 14<sup>th</sup> of February 2019

Director	No. of Meetings	
	Held	Attended
Mr.SurindarK.Sood	5	5
Mr. Gurpreet Singh Brar	5	5
Ms. Shweta Sehgal	5	5

Sitting Fees of Rs.1,000/- to each member was paid during the year for attending meeting of Nomination & Remuneration Committee.

#### 1. Management

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 2. Code of Conduct

The Board has laid down a code of conduct for all Board members and Senior Management of the Company. All Board members and Senior Management Personnel have complied with the Code of Conduct. Declaration to this effect signed by the Chairman-cum-Managing Director is enclosed with the Annual Report.

#### 3. Shareholders

- a) Disclosures regarding appointment or re-appointment of Directors

According to the Articles of Association of the Company, one third of such of the Directors for the time being are liable to retire by rotation shall retire and, if eligible, offer themselves for re-election at the Annual General Meeting. Accordingly, Mr. Kavya Arora retires by rotation in the ensuing Annual General Meeting. The Board has recommended the re-election of Mr. Kavya Arora to the shareholders.

**b) Communication to Shareholders**

The quarterly, half yearly and annual results are generally published in "**The Business Standard**" Hindi and English Edition.

**c) Compliance Officer**

Ms. Tarandeep Kaur is the Compliance Officer of the Company. She can be contacted for any investors' related matter relating to the Company. Her contact nos. is +91-161-214104-05,+91-9212359076 and E-mail ID is ludhiana@catalinabay.com/riteshlimited8@gmail.com.

**d) General Body Meetings**

I. The details of last three Annual General Meetings were held as per the details given below:

Year	Venue	Date & Time
2017-2018	National YMCA, Jai Singh Road (Gate No. 5), New Delhi 110001	28 <sup>th</sup> September, 2018 at 11:00 a.m.
2016-2017	Hotel Waves, A-272, Mahipalpur Extn. National Highway No. 8, Near IGI International Airport, New Delhi- 110037	22 <sup>nd</sup> September, 2017 at 11:00 a.m.
2015-2016	M.L. Bhartia Auditorium, Alliance Francaise de Delhi, Indo-French, Cultural Centre,72, Lodi Estate, New Delhi-110003	13 <sup>th</sup> July, 2016 at 11:00 a.m.

**e) Postal Ballot:**

There was no resolution passed through postal ballot during the year by the members of the company.

**6. Means of Communication**

Timely disclosure of consistent, comparable, relevant & reliable information on corporate financial performance is at the core of good governance. Towards this end:

- Quarterly/Half Yearly/Annual Results: Quarterly, half yearly and annual results of the company are sent to the stock exchanges immediately after they are approved by the Board.
- Publication of Quarterly/Half Yearly/Annual Results: Quarterly, half yearly and annual results of the company are published in the prescribed format within 48 hours

of the conclusion of the meeting of the Board, atleast in one English national newspaper and in one vernacular newspaper of New Delhi, where the registered office of the company is situated.

Quarterly financial results during the financial year 2018-19 were published as detailed below:

Quarter Ended	Date of Board Meeting	Date of Publication	Name of Newspapers
30.06.2018	09.08.2018	11.08.2018	The Business Standard (English & Hindi)
30.09.2018	14.11.2018	16.11.2018	The Business Standard (English & Hindi)
31.12.2018	14.02.2019	16.02.2019	The Business Standard (English & Hindi)
31.03.2019	30.05.2019	01.06.2019	The Business Standard (English & Hindi)

**(c) Website:**

Quarterly, half yearly and annual results of the company are sent to the stock exchanges as well as displayed on Company's website **www.riteshindustries.us** at the time of its release to the media.

**7. General Shareholders Information**

The following information would be useful to our shareholders:

**a) Annual General Meeting**

Date & Time: 30<sup>th</sup> September, 2019 at 12:00 PM

Venue: NCU Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016

Financial Year: 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019.

**b) Financial Calendar:**

Last financial year of the Company was of twelve months from 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019. Tentative financial calendar of the Company for the year 2019-2020 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 <sup>th</sup> June, 2019	During August,2019
Financial Results for the quarter ending 30 <sup>th</sup> September, 2019	During November,2019
Financial Results for the quarter ending 30 <sup>th</sup> December, 2019	During February,2020
Financial Results for the quarter ending 31 <sup>st</sup> March, 2020	During May,2020



**c) Date of Book Closure:**

24<sup>th</sup> day of Sep, 2019 to 30<sup>th</sup> day of Sep, 2019 (both days inclusive)

**d) The shares of the Company are listed on the following stock exchange:**

Name and Address of Stock Exchanges	Stock Code
BSE Limited (BSE)	
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	526407

There are no pending dues with Bombay Stock Exchange.

**e) Registrar & Transfer Agent**

Skyline Financial Services Private Limited  
D-153-A, First Floor  
Okhla Industrial Area, Phase-I  
New Delhi- 110020  
Phones: 011-40450193(4 lines)  
Fax: 011-30857562  
E-mail: grievances@skylinerta.com

**f) Market price data**

Monthly high and low prices of equity shares of Ritesh Properties and Industries Limited at the BSE Limited (BSE) in comparison to Sensex are given hereunder:

Month	BSE		
	Share Prices		
	High	Low	Volume
April, 2018	14.00	8.15	91,801
May, 2018	12.00	8.72	1,52,545
June, 2018	12.24	8.55	84,923
July, 2018	11.89	8.26	2,05,526
August, 2018	11.89	9.99	46,358
September, 2018	11.43	9.99	79,870
October, 2018	10.51	10.00	26,144
November, 2018	11.50	9.75	15,004
December, 2018	12.40	10.45	18,660
January, 2019	13.62	10.55	36,048
February, 2019	14.00	11.61	1,20,574
March, 2019	14.37	12.31	5,14,628

Source: [www.bseindia.com](http://www.bseindia.com)

**g) Share transfers**

Share transfers are done by the Company's Registrar and Share Transfer agents Skyline Financial Services Private limited, New Delhi. Share transfers are registered and returned within a period of 30 days from the date of receipt.

**h) Dematerialization of Shares**

83.85% of Equity Shares of the Company are in dematerialized form as on 31st March, 2019. The shares of the Company

are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. INE 299D01014.

**i) Outstanding Convertible Instruments**

The Company has no outstanding convertible instruments

**j) Shareholding Pattern:**

Shareholding pattern in Ritesh Properties and Industries Limited as on March 31<sup>st</sup>, 2018 and March 31<sup>st</sup>, 2019 for the purpose of reporting in the Annual Report of the Company for the year 2018-19 is given as under:

Category	As On 31.03.2019		As On 31.03.2018	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group	56,06,155	48.37	50,77,151	43.80
Mutual Funds/ UTI	10678	0.09	10678	0.09
Body Corporate	15,81,215	13.64	18,00,134	15.53
NRIs	13,154	0.11	1,30,709	1.13
Others	43,79,756	37.79	45,72,186	39.45
Foreign Institutional Investors	-	-	-	-

**k) Distribution of Shareholding**

As on March 31<sup>st</sup>, 2019 the distribution of shareholding was as follows:

Range No of Shares	Shareholders		No. of Shares / Debentures	
	Number	% of Total No.	Number	% of Total No.
Up to 500	15530	95.04	23137980	19.96
501 to 1000	402	2.46	3337540	2.88
1001 to 2000	202	1.24	3057800	2.64
2001 to 3000	52	0.32	1279160	1.1
3001 to 4000	24	0.15	848490	0.73
4001 to 5000	29	0.18	1386330	1.2
5001 to 10000	46	0.28	3215280	2.77
10001 And Above	55	0.34	79647000	68.71
Total	16340	100	115909580	100

Address for Correspondence: Ritesh Properties and Industries Limited,  
Secretarial Department, 11/5B, 1st Floor,  
Pusa Road, New Delhi  
Phone Nos. 011-25862110, Fax No. 011-25862111

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-  
**(Sanjeev Arora)**  
**Chairman-Cum-Managing Director**  
**DIN: 00077748**

**Hampton Court Business Park,**  
**NH-95, LDH-CHD Road,**  
**Ludhiana- 141123**

**Dated: 12/08/2019**  
**Place: New Delhi**





## CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Member**

**RITESH PROPERTIES AND INDUSTRIES LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Ritesh Properties and Industries Limited ("the Company"), for the year ended on 31<sup>st</sup> March, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the financial year ended 31<sup>st</sup> March, 2019.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and based on our review and to the best of our information and according to the explanations given to us, we certify that the conditions of the Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31<sup>st</sup>, 2019.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MZ & Associates  
Company Secretaries  
CS Mohd Zafar  
Partner**

**Membership No: FCS 9184  
CP No 13875**

**Place: New Delhi  
Date: 12.08.2019**

### **Declaration under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

I, Sanjeev Arora, Chairman-Cum-Managing Director of the Company hereby declare that members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

**For and on behalf of the Board**

**sd/-  
(Sanjeev Arora)  
Chairman-Cum Managing Director  
DIN:00077748  
Hampton Court Business Park,  
Ludhiana-141123, PB**

**Place: New Delhi  
Dated: 12/08/2019**



**CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,

The Board of Directors

Ritesh Properties and industries Limited

We, Sanjeev Arora, Chairman Cum Managing Director & Kavya Arora, Chief Financial Officer of the Company hereby certify that :-

- a. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2019 and the best of our knowledge and belief;
  - i. Statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations;
- b. They are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have not found any significant deficiencies in the design or operation of such internal controls;
- d. We have indicated to the Auditors and the Audit Committee that there are:-
  - i. No significant changes in internal control over financial reporting during the year;
  - ii. No significant changes in accounting policies during the year; and
  - iii. No instances of significant fraud have come to our notice, which involve the management or an employee of the Company having significant role in the Company's internal control system.

**Place: New Delhi**

**Date: 12.08.2019**

**For Ritesh Properties and Industries Limited**

**Sd/-  
(Sanjeev Arora)  
Chairman-Cum Managing Director  
DIN: 00077748  
Hampton Court Business Park,  
NH-95, LDH-CHD Road  
Ludhiana-141123**

**Sd/-  
(Kavya Arora)  
Chief Financial Officer  
DIN: 02794500  
Hampton Court Business Park,  
NH-95, LDH-CHD Road  
Ludhiana-14112**

## INDEPENDENT AUDITOR'S REPORT

To

**The Members of Ritesh Properties and Industries Limited**

### Report on the Financial Statements Opinion

We have audited the accompanying financial statements of Ritesh Properties and Industries Limited ("the Company") which comprises the Balance Sheet as at March 31<sup>st</sup>, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information..

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<b>Revenue Recognition</b>	<b>Principal Audit Procedures</b>
	Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognized when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred. Refer Note 2 (k) to the Standalone Financial Statements - Significant Accounting Policies	<p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>• Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof.</li> <li>• Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.</li> <li>• Evaluating the design and implementation of Company's controls in respect of revenue recognition.</li> <li>• Testing the effectiveness of such controls over revenue cut off at year-end.</li> <li>• Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognized in the correct period.</li> <li>• Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing</li> </ul>

2.	Litigations - Contingencies	Principal Audit Procedures
	<p>The Company has ongoing litigations with various authorities and third parties which could have a significant impact on the results, if the potential exposures were to materialize. The amounts involved are significant, and the application of accounting standards to determine the amount, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective. Claims against the Company not acknowledged as debts are disclosed in the Financial Statements by the Company after a careful evaluation of the facts and legal aspects of the matters involved. The outcome of such litigation is uncertain and the position taken by management involves significant judgment and estimation to determine the likelihood and/or timing of cash outflows and the interpretation of preliminary and pending court rulings.. Refer Note 2 (i) to the Standalone Financial Statements - Significant Accounting Policies</p>	<p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. Supporting documentation are tested for the positions taken by the management, meetings are conducted with in-house legal counsel and/or legal team and minutes of Board and sub-committee meetings are reviewed, to confirm the operating effectiveness of these controls.</li> <li>Involving our direct and indirect tax specialists to assess relevant historical and recent judgments passed by the appropriate authorities in order to challenge the basis used for the accounting treatment and resulting disclosures.</li> <li>Additionally, considering the effect of new information in respect of contingencies as at 1st April, 2018 to evaluate whether any change was required in the management's position on these contingencies as at 31<sup>st</sup> March, 2019.</li> </ul>

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles

generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of Financial Statement**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from

material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is included in Annexure A. This description forms part of our auditor's report.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 purposes 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 including comprehensive income, statement of changes in equity, and the 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 Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 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 Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure C**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.

- h) 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 has disclosed the impact of pending litigations, if any, on its financial position in accordance with the generally accepted accounting practices.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For SM Mathur & Co**  
**Chartered Accountants**  
**Firm's Registration No.006588N**

**Sd/-**  
**(SM Mathur)**  
**Proprietor**  
**M. No. 0133066**

**Place: New Delhi**  
**Date: 30.05.2019**

#### **"Annexure-A" to the Auditors' Report** **Responsibilities for Audit of Financial Statement**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For SM Mathur&Co**  
**CharteredAccountants**  
**Firm's Registration No.006588N**

Sd/-  
**(SM Mathur)**  
**Proprietor**  
**M. No.013066**

**Place: New Delhi**  
**Date: 30.05.2019**

**RITESH PROPERTIES AND INDUSTRIES LIMITED**

### "Annexure-B" to the Auditors' Report

The Annexure-B referred to paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of M/s RITESH PROPERTIES AND INDUSTRIES LIMITED (the Company') for the year Ended on 31<sup>st</sup> March 2019. We report that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a phased programme of verification, which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals having regard to the size of the Company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification
- (c) This clause is not applicable as the company has no immovable property in the name of the Company.
- (ii) The inventory has been physically verified by the management at reasonable intervals. The discrepancies noticed on verification between the physical stocks and book records were not material.
- (iii) The company has granted loans to three bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013('the Act') .
  - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
  - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
  - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax,

Wealth tax, Service tax, Sales Tax, Value Added Tax and any other statutory dues applicable to it with the appropriate authorities.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, service tax and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to 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.

(xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For SM Mathur & Co**  
**Chartered Accountants**  
**Firm's Registration No.006588N**

Sd/-

**(SM Mathur)**  
**Proprietor**  
**M. No.013066**

**Place: New Delhi**  
**Date: 30.05.2019**

#### **"Annexure-C" to the Auditors' Report**

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 M/s Ritesh Properties & Limited ("the Company") as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of 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 ('ICAI'). 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.

### **Auditor's 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 judgment, 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 pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

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 authorizations of management and directors of the company and provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31st March, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of 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 SM Mathur &Co  
Chartered Accountants  
Firm's Registration No.006588N**

Sd/-

**(SM Mathur)  
Proprietor  
M. No.013066**

**Place: New Delhi  
Date: 30.05.2019**



## BALANCE SHEET AS ON 31<sup>ST</sup> MARCH, 2019

(In Rupees )

Particulars	NOTES	Figures as at 31.03.2019	Figures as at 31.03.2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	23,650,079	21,378,270
Financial Assets			
(j) Investments	4	154,460,248	110,795,414
(ii) Loans	5	-	45,648,421
(iii) Other Non Current Financial Assets	6	-	2,508,126
Other non-current assets	7	-	245,971
<b>Total Non-current assets</b>		<b>178,110,327</b>	<b>180,576,202</b>
<b>Current assets</b>			
Inventories	8	113,188,697	152,824,512
Financial Assets			
(i) Investments	9	103,310	103,310
(ii) Trade receivables	10	604,323,751	188,105,569
(iii) Cash and cash equivalents	11	5,059,203	5,426,197
(vi) Loans	12	194,866,292	45,955,492
(v) Other Current Financial Assets	13	1,529,736	28,096,004
Current Tax Assets (Net)	14	4,491,456	4,555,037
Other current assets	15	5,733,758	7,038,184
<b>Total Current assets</b>		<b>929,296,202</b>	<b>432,104,305</b>
<b>Total Assets</b>		<b>1,107,406,529</b>	<b>612,680,507</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	16	115,909,580	115,909,580
Other Equity	17	196,413,180	187,278,836
<b>Total Equity</b>		<b>312,322,760</b>	<b>303,188,416</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
(i) Borrowings	18	4,232,498	7,180,046
(ii) Other financial liabilities	19	14,600,000	38,883,112
Provisions	20	-	1,597,531
Other non-current liabilities	21	6,829,018	5,179,880
<b>Total Non-current Liabilities</b>		<b>25,661,516</b>	<b>52,840,569</b>
<b>Current liabilities</b>			
Financial Liabilities			
(i) Borrowings			
(ii) Trade payables	22	43,713,323	81,803,899
(iii) Other financial liabilities (other than those specified in item (c))	23	722,382,864	164,443,241
Other current liabilities	24	3,326,066	10,404,382
<b>Total Current Liabilities</b>		<b>769,422,254</b>	<b>256,651,522</b>
<b>Total Liabilities</b>		<b>795,083,769</b>	<b>309,492,091</b>
<b>Total Equity and Liabilities</b>		<b>1,107,406,529</b>	<b>612,680,507</b>

**Significant Accounting Policies and**

**1 to 33**

**Notes to Accounts**

The accompanying notes are an integral part of the financials statements

As per our report of even date

For and on behalf of the Board  
Ritesh Properties and Industries Limited

As Per our report of even date

For **S. M. Mathur & Co.**

Chartered Accountants

(FRNo.006588N)

Sd/-

(S M Mathur)

Prop.

M.No.013066

Sd/-

(Sanjeev Arora)

DIN:00077748

Chairman -Cum-Managing Director

Sd/-

(Kavya Arora)

DIN:02794500

Executive Director & CFO

Sd/-

(Roop Kishore Fatehpuria)

DIN:00887774

Executive Director

Sd/-

(Tarandeep Kaur)

(ACS42144)

Company Secretary

Place: New Delhi

Date : 30.05.2019

**RITESH PROPERTIES AND INDUSTRIES LIMITED**



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

Particulars	NOTES	(In Rupees)	
		Figures as at 31.03.2019	Figures as at 31.03.2018
Revenue From Operations	25	1,047,478,543	472,155,048
Other Income	26	20,191,207	3,614,336
Total Income (I+II)		1,067,669,750	475,769,384
<b>EXPENSES</b>			
Cost of materials consumed	27	992,604,400	404,447,366
Employee benefits expense	28	25,265,427	25,546,793
Finance costs	29	4,076,631	2,594,877
Depreciation and amortization expense	30	2,688,047	2,642,414
Other expenses	31	33,900,902	50,473,499
Total expenses (IV)		1,058,535,407	485,704,949
Profit/(loss) before exceptional, extraordinary items and tax (I- IV)		9,134,343	(9,935,565)
Exceptional and Extraordinary Items	32	-	24,193,834
Profit/(loss) before tax (V-VI)		9,134,343	14,258,269
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
Net Profit (Loss) for the period from Continuing Operations (VII-VIII)		9,134,343	14,258,269
Profit/(loss) from discontinued operations before tax		-	-
Tax expense of discontinued operations		-	-
Net Profit/(loss) from discontinued operations after tax (X-XI)		-	-
Profit/(loss) for the period (IX+XII)		9,134,343	14,258,269
Other Comprehensive Income :-			
Items that will not be reclassified to profit or loss		-	-
Income tax relating to items that will not to be recalssified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be recalssified to profit or loss		-	-
Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		9,134,343	14,258,269
Paid Up Equity Share Capital (Face Value Rs. 10 Each)		115,909,580	115,909,580
Earnings per equity share (for continuing operation):			
(1) Basic		0.79	1.23
(2) Diluted		0.79	1.23
Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
Earnings per equity share(for discontinued & continuing operations)	33		
(1) Basic		0.79	1.23
(2) Diluted		0.79	1.23
Significant Accounting Policies and Notes to Accounts	1 to 33		

As Per our report of even date  
For **S. M. Mathur & Co.**  
Chartered Accountants  
(FRNo.006588N)

Sd/-  
(S M Mathur)  
Prop.  
M.No.013066

Sd/-  
(Sanjeev Arora)  
DIN:00077748  
Chairman -Cum-Managing Director

Sd/-  
(Kavya Arora)  
DIN:02794500  
Eecutive Director & CFO

Place: New Delhi  
Date : 30.05.2019

Sd/-  
(Roop Kishore Fatehpuria)  
DIN:00887774  
Eecutive Director

Sd/-  
(Tarandeep Kaur)  
(ACS42144)  
Company Secretary

**RITESH PROPERTIES AND INDUSTRIES LIMITED**





## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

PARTICULARS	For the Year Ended 31.03.2019 (Rs.)		For the Year Ended 31.03.2018 (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit/(Loss) before tax & Extra Ordinary items		9,134,343	14,258,269
<b>Adjustments for</b>			
- Depreciation	2,688,047		2,642,414
- Profit/Loss on sale of Assets	550		-
- Dividend/interest received	(2,744,368)	(55,771)	(1,894,925)
<b>Operating profit before working capital charges</b>		<b>9,078,572</b>	<b>15,005,757</b>
<b>Adjustments for</b>			
- Inventory	39,635,815		(5,833,547)
- Receivable	(416,218,182)		(95,987,879)
- Payable	512,770,732		(485,903)
- Short Term Loans & Advances	(120,976,525)		(15,223,887)
- Current Investments		15,211,840	-
Cash Generated from operations		24,290,413	(102,525,459)
Taxes Paid		-	-
<b>Net Cash from operating activities (A)</b>		<b>24,290,413</b>	<b>(102,525,459)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets	(4,960,406)		(982,448)
Sale of Fixed Assets	-		-
Loans & Advances (Long Term)	48,402,518		345,127
Interest/Dividend Received	2,744,368	46,186,480	1,894,925
<b>Net cash used in investing activities (B)</b>		<b>46,186,480</b>	<b>1,257,604</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase in Non Current Investments		(43,664,834)	78,600,000
Borrowing (Net)		(27,179,053)	(5,339,339)
<b>Net cash from financing activities ©</b>		<b>(70,843,887)</b>	<b>73,260,661</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)			
Cash equivalents (A+B+C)		(366,994)	(28,007,194)
Cash and Cash equivalents(Opening Balance)		5,426,197	33,433,391
Cash and Cash equivalents(Closing Balance)		5,059,203	5,426,197

As Per our report of even date  
For **S. M. Mathur & Co.**  
Chartered Accountants  
(FRNo.006588N)  
Sd/-  
(S M Mathur)  
Prop.  
M.No.013066

Sd/-  
(Sanjeev Arora)  
DIN:00077748  
Chairman -Cum-Managing Director

Sd/-  
(Roop Kishore Fatehpuria)  
DIN:00887774  
Executive Director

For and on behalf of the Board  
Ritesh Properties and Industries Limited

Sd/-  
(Kavya Arora)  
DIN:02794500  
Executive Director & CFO

Sd/-  
(Tarandeep Kaur)  
(ACS42144)  
Company Secretary

Place: New Delhi  
Date : 30.05.2019



**RITESH PROPERTIES AND INDUSTRIES LIMITED**

Regd. Office: 11/5B, Pusa Road, New Delhi-110005  
Ph: 0161-2174104/5, Fax: 0161-2174106, Email-ID: info@riteshindustries.us  
Website: www.riteshindustries.us  
CIN: L74899DL1987PLC027050

**Statement of Changes in Equity For The Year Ended March 31<sup>st</sup>, 2019**

**A. Equity share capital**

(In Rupees)

Particulars	Numbers	Amount
Equity Share of Rs. 10 each issued, subscribed and paid as at 01.04.2017	11,590,958	115,909,580
Issue of Equity Share During the year	-	-
As at 31.03.2018	11,590,958	115,909,580
Issue of Equity Share During the year	-	-
As at 31.03.2019	11,590,958	115,909,580

**B. Other Equity**

	Reserves and surplus			Other Comprehensive Income	Total
	Securities Premium	Retained Earnings	Capital Reserve		
As at 31.03.2017	156,057,942	(79,286,045)	96,248,671	-	173,020,567
Addition During the Year:					
Profit/ (Loss) for the year	-	14,258,269	-	-	
Closing balance as at 31.03.2018	156,057,942	(65,027,776)	96,248,671	-	187,278,836
Addition During the Year:					
Profit/ (Loss) for the year	-	9,134,343	-	-	
Closing balance as at 31.03.2019	156,057,942	(55,893,433)	96,248,671	-	196,413,180

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

**1. Company Overview**

Ritesh Properties & Industries Ltd (the company) is engaged in development of approved Integrated Industrial Park on the land situated at Ludhiana Chandigarh Road, Ludhiana and engaged in business of trading of Fabrics and Real Estate. During the financial year ended 31st march, 2019 the company has started Trading of Shares, Derivatives, Options, Forex, commodities and other Financial instruments. The company is a public limited company incorporated and domiciled in India and has its registered office at 11/5B, Pusa Road, New Delhi – 110060. Shares of the company are listed on Bombay Stock Exchange, Mumbai, India.

**2. Significant Accounting Policies:**

**a. Statement of Compliance**

The financial statements have been prepared in accordance with the Indian Accounting Standards (IND AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the companies act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there under.

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 the accounting policy hitherto in use.

As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the quarters might not add up to the year-end figures reported in this statement.

**b. Basis of Presentation**

These financial statements are prepared in accordance with Indian Accounting standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there under.

**c. Accounting Estimates**

The preparation of financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities,

the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the Notes to the financial statements.

**d. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The costs of acquisition including taxes, duties and other direct and indirect expenses incidental to acquisition and installations/ construction directly attributable to acquisition are capitalized.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure flow to the Group.

Depreciation on Property, Plant and Equipment is provided over the useful life of assets as specified in Schedule II to the Companies Act, 2013 which are added/ disposed off during the year, depreciation is provided on pro rata basis with reference to the date of addition/deletion. The company depreciates fixed assets over their estimated useful lives using the straight line method.

**Estimated Useful Life of the Assets are as follow:-**

Type of Asset	Useful Life
Building	30 Years
Plant & Machinery	25 Years
Furniture & Fixture	10 Years
Office Equipment	10 Years
Vehicles	08 Years

**e. Intangible Assets**

The company has not purchased or self-created any intangible assets hence no intangible assets is recognized. The Intangible assets shall be recognized as per IND AS 38, on purchase of intangible assets or self-created if, and only if it is probable that the future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

**f. Inventories**

- (a) Inventory of Land and construction/development are valued at cost or net realizable value, whichever is lower. Cost of land purchased/acquired by the company include purchase/ acquisition price plus stamp duty and registration charges etc. Construction/development expenditure includes cost of development rights, all direct and indirect expenditure incurred on development of land /construction, attributable interest and financial

charges and overheads relating to site management and administration less incidental revenues arising from site operations.

- (b) Inventory of Fabric is determined as per FIFO method and is valued at Cost or net realizable value whichever is lower.
- (C) Inventory of Shares and other financial instruments is determined as per IND AS 109 on Financial Instruments.

**g. Cash and Cash Equivalents**

Cash and cash equivalent in the Balance sheet comprises of cash at bank and on hand and short term deposits with an original maturity of three months or less , which are subject to an insignificant risk of changes in values. Cash and cash equivalents include balances with banks which are unrestricted for withdrawal and usage.

**h. Financial Instruments**

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of other entity.

**i) Financial Assets**

**Initial Recognition:**

In the case of financial assets, not recorded at fair value through profit or loss (FVTPL), Financial Asset are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases and Sales of financial assets that require delivery of assets within a time frame established by regulation or convention in market price (regular way trades) are recognized on the trade day i.e. the date that the company commits to purchase or sell the asset.

**Subsequent measurement:**

For purposes of subsequent measurement, financial assets are classified in following categories:-

**Financial assets measured at amortized cost:-**

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate (EIR) method. Impairment gains or losses arising on these assets are recognized in the statements of profit and losses.

**Financial assets measured at fair value through other Comprehensive Income (FVTOCI):**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss.

**NOTES Continue.....**

Financial assets measured at fair value through Profit or Loss (FVTPL):

Financial assets are measured at fair value through profit and loss if these does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the Statement of Profit and Loss.

**De-recognition of financial assets:**

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

**Impairment of financial assets:**

Impairment of financial assets In accordance with IND AS 109, the Company applies the Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit or loss.

**ii) Equity Instruments and Financial Liabilities:**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity Instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities, Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

**Financial liabilities:**

**Initial Recognition:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at amortized cost:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Any difference between the proceeds and the settlement or redemption of borrowings is recognized over the term of the borrowings in the Statement of Profit and Loss.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Where the terms of a financial liability is re-negotiated and the company issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in the Statement of Profit and Loss, measured as a difference between the carrying amount of the financial liability and the fair value of equity instrument issued.

**Financial Liabilities at fair value through Profit or Loss (FVPL):**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

**De-recognition of financial liabilities:**

Financial liabilities are de-recognized from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of Profit and Loss as other gains/ (losses).

**Offsetting financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis; to realize the assets and settle the liabilities simultaneously.

**i. Provisions, Contingent Liabilities and contingent Asset**

i) A provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resource will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the balance sheet date. When appropriate, the time value of money is material, provision are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management

estimates.

- ii) Contingent Liability are disclosed in respect of possible obligation that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. A contingent liability also arises, in rare cases, where a liability cannot be recognized because it cannot be measured reliably.
- iii) Contingent asset is recognized where the economic benefits are probable.

**j. Income tax:**

Income tax comprises of current and deferred income tax. Income tax is recognized as an expense or income in the Statement of Profit and Loss, except to the extent it relates to items directly recognized in equity or in OCI.

**Current income tax:**

Current income tax is recognized based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

**Deferred income tax**

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognized for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. Deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

Such assets are reviewed at each Balance Sheet date to reassess realization, deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent it is probable that the Company will pay normal income tax during the specified period.

**k. Revenue Recognition:**

**i) Revenue from Real Estate**

Revenue from constructed properties is recognized in accordance with the "Guidance Note on Accounting for Real Estate Transactions" ('Guidance Note'). As per this Guidance Note, the revenue has been recognized on percentage of completion method and on the percentage of actual project costs incurred thereon to total estimated project cost, provided the conditions specified in Guidance Note are satisfied.

Revenue from sale of land and plots is recognized in financial year in which agreement to sell / application form is executed and there exist no uncertainty in the ultimate collection of consideration from buyer. In case there is

remaining substantial obligation as per agreement to sell the revenue is recognized as per percentage of completion method.

Revenue from Common Area Maintenance Charges is recognized on accrual basis and in accordance with the respective agreement.

**ii) Revenue from Textile Business**

Revenue from the textile business in the course of ordinary activities is measured at the fair value of consideration received or receivable, net of returns, trade discount and volume rebate. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

**iii) Revenue from Trading of Shares**

Revenue from the trading of share business in the course of ordinary activities is measured at the fair value of consideration received or receivable. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

**iv) Dividend, Interest and other income**

Dividend income is recognized in profit or loss on the date on which the entity's right to receive payment is established.

Interest income or expense is recognized using the effective interest method.

The effective interest rate is the rate that exactly discounts estimated future cash payment or receipt through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset, or
- The amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**I. Borrowing Costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset.

Other borrowing costs are recognized as an expense in the period in which they are incurred.



**NOTES Continue.....**

**m. Employee Benefit Expense**

The payment of remuneration made to the Mg. Director, Executive Director and

other Directors are as under:-

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
Salary to Chairman Cum Mg. Director- Sh. Sanjeev Arora	1,20,00,000/-	1,20,00,000/-
Salary to Director Sh. Kavya Arora	72,00,000/-	72,00,000/-
Salary to Executive Director Sh. Roop Kishore Fathepuria	12,18,000/-	12,30,420/-
Perks to Executive Director Sh. Roop Kishore Fathepuria.	2,02,800/-	5,09,580/-
Salary to Director- Virender Singh Binning	7,20,000/-	7,20,000/-
Sitting Fee to Director- Sh. Surinder K Sood	70,000/-	27,500/-
Sitting Fee to Director- Sh. Gurpreet Singh Brar	3,500/-	54,500/-
Sitting Fee to Director- Ms. ShwetaSehgal	Nil	54,500/-
Sitting Fee to Director- Mr. Rohit Kumar Maggu	2,500/-	21,000/-
Income Tax paid on Non-Monetary benefits to Mr. Sanjeev Arora (CMD)	6,24,000/-	6,24,000/-
Director's Conveyance Allowance- Sh. Roop Kishore Fathepuria.	44,400/-	NIL
House Rent Allowances_ Sh. Roop Kishore Fathepuria.	2,74,800/-	NIL

**n. Related Parties Disclosure**

i) Related parties where control exists or with whom transactions have taken place during the year.

**ASSOCIATED/ALLIED COMPANIES**

- o Ritesh Spinning Mills Limited
- o Kamal Oil & Allied Industries Ltd
- o RiteshImpex Private Ltd
- o H.B. Fibres Limited
- o K P Advisors(Realty) Pvt Ltd
- o Femella Fashions Ltd
- o Ritesh Rentals (P) Ltd

**KEY MANAGERIAL PERSONNEL REPRESENTED ON THE BOARD**

- o Sh. Sanjeev Arora Chairman cum Managing Director
- o Sh. RoopKishorFathepuria Executive Director
- o Sh. Kavya Arora Director
- o Sh. Surinder K Sood Director
- o Sh. Gurpreet Singh Brar Director
- o Ms. ShwetaSehgal Director
- o Mr. Virender Singh Binning Director
- o Mr. Rohit Kumar Maggu Director

**OTHERS**

- o Mrs. Guneet Arora Wife of Sh. Kavya Arora, Director and Daughter in Law of Sh. Sanjeev Arora, Chairman cum Managing Director.
- o Mrs. Sandhya Arora Wife of Sh. Sanjeev Arora, CMD and Mother of Sh. Kavya Arora, Director

ii) The following is a summary of significant related party transactions:

Sr. No.	Name of Company/Firm/ Individual	Nature of Transaction	2018-19 (Rs.)	2017-18 (Rs.)
1.	Ritesh Spinning Mills Ltd, Associated/ Allied Company	- Loan Given - Loan Receivedback	8,31,55,000/- 75,00,000/-	2,12,32000/- 91,25000/-
2.	H.B. Fibres Ltd, Associated/ Allied Company	- Loan Given - Loan ReceivedBack	16,35,000/- 1,65,000/-	3,00,000/- 55,000/-
3.	Femella Fashions Ltd, Assocaited/ allied Company	- Loan Repayment - Loan Recd -Advance recd Against booking of Plot -Repayment of Advance -Sale of Plot -Balance Payment Received against Sale of Plot from Femella - Other Payments On behalf -Allotment of SharesbyFemella -Sale of Services (Electricity)	64,72,60,212/- 62,29,77,100/-  NIL 12,37,500/- 96,58,550/- NIL NIL 20,000	2,385,00,000/- 2,304,66,471 27,15,350/- NIL 1,20,000/- NIL  55,00,000/- 1,36,760/- NIL
4.	RiteshImpex (P) Ltd, Associated/ Allied Company	-Loan Given -Loan ReceivedBack	1,70,000/- 17,90,000/-	5,41,000/- 7,00,000/-
5.	K P Advisors (Realty) Pvt Ltd- Associated/ Allied Company	Loan Given	50,000/-	40,000/-

NOTES Continue.....

Sr. No.	Name of Company/Firm/ Individual	Nature of Transaction	2018-19 (Rs.)	2017-18 (Rs.)
6.	Sh. Sanjeev Arora, KMP	Salary Income Tax on Non-Monetary Perquisites Rent Paid Loan Received back Loan Given Sale of Service (Electricity) Sale of Service (CAM)	1,20,00,000/- 6,24,000/- 3,00,000/- 2,11,50,000/- 2,11,50,000/- 43,819/- 32,894/-	1,20,00,000/- 6,24,000/- NIL 1,57,00,000/- 1,57,00,000/- NIL NIL
7.	Sh. Kavya Arora, KMP	Salary Rent Paid	72,00,000/- 3,00,000/-	72,00,000/- NIL
8.	Sh. Virender Singh Billing	Salary	7,20,000/-	7,20,000/-
9.	Mrs. Sandhya Arora, Others	Rent Paid	3,00,000/-	NIL
10	Guneet Arora, Others	Professional Charges	4,44,445/-	5,00,000/-
11	Sh. RoopKishor Fathepuria, KMP	Salary Perks	15,37,200/- 2,02,800/-	12,30,420/- 5,09,580/-
12	Sh. Surinder K Sood KMP	Sitting Fee	70,000/-	27,500/-
13	Sh. Gurpreet Singh Brar- KMP	Sitting Fee	3,500/-	54,500/-
14	Ms. ShwetaSehgal	Sitting Fee	NIL	54,500/-
15	Mr. Rohit Kumar Maggu	Sitting Fee	2,500/-	21,000/-
16	Ritesh Rental (P) Ltd.	Income of Real Estate Other Transactions	9,77,65,635/- 2,45,42,000/-	NIL NIL
17	Arisudhana Industries Ltd.	Loan Given Interest income	3,10,00,000/- 11,02,685/-	NIL NIL

**iii) Amount due from/To Related Parties**

	Particulars	As on 31.03.2019 (Rs.in Lacs)	As on 31.03.2018 (Rs.in Lacs)
i)	Due from Related Parties (included in Loans & Advances & Sundry Debtors)		
	- Associate/Allied Concern	1357.91	127.36
ii)	Due to Related Parties (included in Current Liabilities)		
	- Associate/Allied Concern	8.10	242.83
	-Due to Key Managerial Personnel	806.00	806.00

**o. Leases :**

Payment made under operating leases are generally recognized in profit or loss on a straight –line basis over the term of the lease unless such payment are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognized as an integral part of the total lease expense over the term of lease.

**NOTES Continue.....**

S.No.	Particulars	31.03.2019	31.03.2018
a.	The total of future minimum lease payment under non-cancelable operating leases for each of the following periods: 1. not later than one year ; 2. later than one year and not later than five year; 3. later than five years;	Rs.35,40,000/- NIL NIL	Rs.28,80,000/- NIL NIL
b.	The total of future minimum sub-leases payment expected to be received under non-cancelable sub-leases at the balance sheet;	NIL	NIL
c.	Leases payments recognized in the statement of profit and loss for the period, with separate amounts for minimum leases payments.	Rs.41,94,500/-	Rs.38,99,752/-
d.	Sub-leases payments received (or receivable) recognized in the statement of profit and loss for the period;	NIL	NIL
e.	A general description of the lessee's significant leasing arrangements including the following; The existence and terms of renewal or purchase options and escalation clauses; and restrictions imposed by lease arrangements, such as those concerning dividends, additional debt, and further leasing.	NIL	NIL

p. Expenditure in Foreign Currency on Travelling is Rs.3,66,180(P.Y Rs. 1,99,861/-).

**q. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief operating decision maker regularly monitors and reviews the operating result of the whole company. The company has three Operating segments:-

1. Real Estate
2. Textile Division
3. Trading in shares

**Information about Reportable Segments:**

Particulars	2018-19				2017-18			
	Real Estate	Textile	Shares	Total	Real Estate	Textile	Shares	Total
Revenue/Sales	1482.60	3274.01	5718.17	10474.78	654.71	4066.84		4721.55
Results	1482.60	3274.01	5718.17	10474.78	654.71	4066.84		4721.55
Profit before Interest & Finance Cost	(584.03)	340.70	792.07	548.73	83.04	554.08		637.12
Unallocable Expenses	-	-	-	618.53	-			504.73
Operating Profit	-	-	-	-69.80	-	-		132.39
Interest Expenses	-	-	-	40.77				25.95
Unallocable Income	-	-	-	201.91	-	-		36.14
Net Profit	-	-	-	91.34	-	-		142.58
Assets	9391.30	193.40	1489.36	11074.06	5431.56	695.24		6126.80
Liabilities	7862.76	88.07	-	7950.83	5380.62	746.18		6126.80
Share Capital	-	-	-	1159.096	-	-		1159.096
Reserve & Surplus	-	-	-	1964.13	-	-		1872.7884
Segment Depreciation	26.88	-	-	26.88	26.42	-		26.42
Segment other non-cash expense	-	-	-	-	-	-		-
Segment Capital Expenditure	-	-	-	-	-	-		-

**NOTES Continue.....**

Thus, as defined in Ind AS 108 "Operating Segments", the company's entire business falls under these Operational segments.

r. Corresponding figures of previous year have been regrouped / rearranged wherever deemed necessary.

As Per our report of even date  
 For **S. M. Mathur & Co.**  
 Chartered Accountants  
 (FRNo.006588N)  
**Sd/-**  
**(S M Mathur)**  
**Prop.**  
**M.No.013066**

**For and on behalf of the Board**  
**Ritesh Propeties and Industries Limited**

**Sd/-**  
**(Sanjeev Arora)**  
**DIN:00077748**  
**Chairman -Cum-Managing Director**

**Sd/-**  
**(Kavya Arora)**  
**DIN:02794500**  
**Eecutive Director & CFO**

**Sd/-**  
**(Roop Kishore Fatehpuria)**  
**DIN:00887774**  
**Eecutive Director**

**Sd/-**  
**(Tarandeep Kaur)**  
**(ACS42144)**  
**Company Secretary**

**Place: New Delhi**  
**Date : 30.05.2019**

**3. PROPERTY, PLANT AND EQUIPMENT**

(Amount in Rupees)

Particulars	Building	Plant & Machienry	Furniture & Fixture	Office Equipments	Vehicles	Total
Gross Carrying Value						
As At March 31, 2017	1,923,331	10,091,812	3,096,056	1,732,495	20,659,721	37,503,415
Additions	-	982,448	-	-	-	982,448
Disposal	-	-	-	-	-	-
As At March 31, 2018	1,923,331	11,074,260	3,096,056	1,732,495	20,659,721	38,485,863
Additions		4,294,790	590,616	75,000		4,960,406
Disposal				11,000		11,000
As At March 31, 2019	1,923,331	15,369,050	3,686,672	1,796,495	20,659,721	43,435,269
Depreciation						
As At March 31, 2017	840,095	2,653,378	2,853,798	1,285,660	6,832,247	14,465,179
Charges for the Year	42,540	290,081	43,199	67,141	2,199,452	2,642,414
Disposal	-	-	-	-	-	-
As At March 31, 2018	882,635	2,943,459	2,896,997	1,352,801	9,031,700	17,107,593
Charges for the Year	42,540	475,546	14,497	62,835	2,092,629	2,688,047
Disposal				10,450		10,450
As At March 31, 2019	925,175	3,419,005	2,911,494	1,405,186	11,124,329	19,785,190
Net Carrying Value						
As At March 31, 2017	1,083,236	7,438,433	242,258	446,835	13,827,474	23,038,236
As At March 31, 2018	1,040,696	8,130,800	199,058	379,694	11,628,021	21,378,270
As At March 31, 2019	998,156	11,950,044	775,177	391,309	9,535,392	23,650,079

NOTES Continue.....

(Amount in Rupees)

Note	Particulars	31.03.2019	31.03.2018
<b>4</b>	<b>NON CURRENT- INVESTMENTS</b>		
	UN QUOTED (AT COST)		
	Femella Fashions Ltd.	110,722,934	110,723,034
	Kishan Chand & Co Oil Industries Ltd.	72,380	72,380
	Project Development	43,664,934	-
	<b>TOTAL</b>	<b>154,460,248</b>	<b>110,795,414</b>

\* All the investment in equity shares of subsidiaries, associates and joint ventures are measured as per Ind AS 27 ' Separate Financial Statements'

\* All Equity shares are of Rs.10 each unless otherwise stated.

\* No dividend have been received from such investments during the year.

Note	Particulars	31.03.2019	31.03.2018
<b>5</b>	<b>NON CURRENT FINANCIAL - LOANS</b>		
	Loans & Advances, Considered Good	-	45,648,421
	<b>TOTAL</b>	<b>-</b>	<b>45,648,421</b>

\* Loan and advance given are considered good and no provision is made for any credit loss allowance.

Note	Particulars	31.03.2019	31.03.2018
<b>6</b>	<b>NON CURRENT FINANCIAL - OTHERS</b>		
	Security Deposits, considered Good	-	2,508,126
	<b>TOTAL</b>	<b>-</b>	<b>2,508,126</b>

\* Security Deposits are given to Electricity, Telecommunication Department and Verka.

\* Security Deposits are considered good and no provision is made for any credit loss allowance.

Note	Particulars	31.03.2019	31.03.2018
<b>7</b>	<b>NON CURRENT ASSETS - OTHERS</b>		
	Balance with Banks in FDR Account	-	245,971
	(Under Margin Account)		
	<b>TOTAL</b>	<b>-</b>	<b>245,971</b>

\* FDR is with HDFC Bank Ltd

Note	Particulars	31.03.2019	31.03.2018
<b>8</b>	<b>INVENTORIES</b>		
	(As taken, valued and certified by the Management)		
	Real Estate	38,634,221	152,824,512
	Shares	74,554,476	-
	<b>TOTAL</b>	<b>113,188,697</b>	<b>152,824,512</b>

\* During the year ended 31 March 2019, the Company has inventorized borrowing cost of 'Nil' (P.Y. NIL) to cost of real estate project under development.

\* Inventories have not been pledged as security for borrowings.

Note	Particulars	31.03.2019	31.03.2018
<b>9</b>	<b>INVESTMENTS-CURRENT</b>		
	Trade Investments- Quoted		
	1100 Equity Shares of Rs. 10/- each of Master Trust Ltd.	11,000	11,000
	400 Equity Shares of Rs.10/- each of Nahar Industrial Ent. Ltd	10,000	10,000
	420 Equity Shares of Rs.10/- each of Nahar Ploy Films Ltd	40,522	40,522
	330 Equity Shares of Rs.10/- each of Nahar Spinning Mills Ltd	31,838	31,838
	500 Equity Shares of Rs.10/- each of R.S.Petro Products Ltd	9,950	9,950
	<b>TOTAL</b>	<b>103,310</b>	<b>103,310</b>

\* Market Value of Quoted Investments

217,624

195,715

\* All Equity shares are of Rs.10 each unless otherwise stated



**NOTES Continue.....**

(Amount in Rupees)

Note	Particulars	31.03.2019	31.03.2018
<b>10</b>	<b>TRADE RECEIVABLES</b>		
	(a) Trade Receivable considered good - Secured	599,129,796	182,911,614
	(b) Trade Receivable considered good - Unsecured	5,193,955	5,193,955
	Less: Loss Allowance		
	(c) Trade Receivable which have significant increase in Credit Risk	-	-
	(d) Trade Receivable - credit impaired	-	-
	<b>TOTAL</b>	<b>604,323,751</b>	<b>188,105,569</b>

\* All Book Debts are Considered Good. Hence no provisions is made for Doubtfull Debt.

\* Trade receivables have not been pledged as security for borrowings

Note	Particulars	31.03.2019	31.03.2018
<b>11</b>	<b>Cash &amp; Cash Equivalent</b>		
	Cash Balance in Hand	1,018,174	923,397
	Balance with Banks in Current Account	3,780,453	4,502,800
	Balance with Banks in FDR Account		
	(Under Margin Account)	260,576	
	<b>TOTAL</b>	<b>5,059,203</b>	<b>5,426,197</b>

Note	Particulars	31.03.2019	31.03.2018
<b>12</b>	<b>LOANS-CURRENT ASSETS</b>		
	(Unsecured, considered good)		
	Other Loans & Advances	194,866,292	45,955,492
	<b>TOTAL</b>	<b>194,866,292</b>	<b>45,955,492</b>

\* Loan and advance given are considered good and no provision is made for any credit loss allowance.

Note	Particulars	31.03.2019	31.03.2018
<b>13</b>	<b>OTHER-FINANCIAL ASSETS</b>		
	Advances to suppliers	1,529,736	28,096,004
	<b>TOTAL</b>	<b>1,529,736</b>	<b>28,096,004</b>

\* Advances to supplier of Goods/Services doesn't contain any allowance for doubtful

Note	Particulars	31.03.2019	31.03.2018
<b>14</b>	<b>CURRENT TAX ASSETS(NET)</b>		
	Taxes paid in advance	4,491,456	4,555,037
	<b>TOTAL</b>	<b>4,491,456</b>	<b>4,555,037</b>

Note	Particulars	31.03.2019	31.03.2018
<b>15</b>	<b>OTHER CURRENT ASSETS</b>		
	Cheque Deposited but presented later on	-	6,764,310
	Other Current Assets	5,733,758	273,874
	<b>TOTAL</b>	<b>5,733,758</b>	<b>7,038,184</b>

Note	Particulars	31.03.2019	31.03.2018
<b>16</b>	<b>EQUITY SHARE CAPITAL</b>		
	Authorized		
	15,000,000 Equity Shares of Rs. 10/- each	150,000,000	150,000,000
	Issued		
	11,758,508 Equity Shares of Rs. 10/- each	117,585,080	117,585,080
	Subscribed & Paid up		
	11,590,958 Equity Shares of Rs. 10/- each	115,909,580	115,909,580
	<b>TOTAL</b>	<b>115,909,580</b>	<b>115,909,580</b>

**NOTES Continue.....**

(Amount in Rupees)

- i) 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. Each Equity holder is eligible for dividend on pro-rata basis. The dividend declared by the Board is paid after obtaining shareholders' approval in ensuing AGM.
- ii) Detail of shares held by each shareholder holding more than 5% Shares

S.NO	Name of the Shareholder	No. of Shares	% holding	No. of Shares	% holding
1	Sh. Sanjev Arora	24,21,021	20.89	23,83,464	20.56
2	Sh. Kavya Arora	11,31,334	9.76	11,21,334	9.67
3	Ritesh Spinning Mills Ltd.	8,64,401	7.46	4,64,401	4.01
4	Time Publishing House Ltd	7,03,099	6.06	7,60,735	6.56

- iii) Reconciliation of Equity Shares outstanding at the beginning and at the end of the year

Particulars	31.03.2019 No. of shares	31.03.2018 No. of shares
Equity shares at the beginning of the year	115,909,580	11,590,958
Add: Share issued	-	-
Less: Shares cancelled	-	-
Equity shares at the end of the year	115,909,580	11,590,958

(Amount in Rupees)

Note	Particulars	31.03.2019	31.03.2018
17	<b>OTHER EQUITY</b>		
	<b>a) Capital Reserve</b>		
	Opening Balance	96,248,671	96,248,671
	Additions during the year	-	-
	Closing Balance	96,248,671	96,248,671
	<b>b) Securities Premium Reserve</b>		
	Opening Balance	156,057,942	156,057,942
	Additions during the year	-	-
	Closing Balance	156,057,942	156,057,942
	<b>c) Profit &amp; Loss Account</b>		
	Opening Balance	(65,027,776)	(79,286,045)
	Additions during the year	9,134,343	14,258,269
	Closing Balance	(55,893,433)	(65,027,776)
	<b>TOTAL</b>	<b>196,413,180</b>	<b>187,278,836</b>

**Nature and purpose of reserves :-**

**Capital reserve**

Capital reserve was created under the previous GAAP from a specific transaction of capital nature.

**Securities premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve will be utilised in accordance with provisions of the Act

**General reserve**

The Company is required to create a general reserve out of the profits when the Company declares dividend to shareholders.

Note	Particulars	31.03.2019	31.03.2018
18	<b>BORROWINGS-NON CURRENT</b>		
	Long Term Borrowings	2,159,847	5,378,036
	Short Term Borrowings	2,072,651	1,802,010
	<b>TOTAL</b>	<b>4,232,498</b>	<b>7,180,046</b>

\* Long term borrowing from banks and others are for vehicles .

\* Repayment of Loan is done as per the agreed terms and condition and there is no default in repayment of monthly installments.

**NOTES Continue.....**

(Amount in Rupees)

Note	Particulars	31.03.2019	31.03.2018
<b>19</b>	<b>OTHER FINANCIAL LIABILITIES-NON CURENT</b>		
	From Others	14,600,000	38,883,112
	<b>TOTAL</b>	<b>14,600,000</b>	<b>38,883,112</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>20</b>	<b>PROVISIONS-NON CURRENT</b>		
	Provision for employee benefits	-	1,597,531
	<b>TOTAL</b>	<b>-</b>	<b>1,597,531</b>
* Refer note of Employee Benefit			
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>21</b>	<b>OTHER NON CURRENT LIABILITIES</b>		
	Security Received	6,829,018	5,179,880
	<b>TOTAL</b>	<b>6,829,018</b>	<b>5,179,880</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>22</b>	<b>TRADE PAYABLE</b>		
	Total outstanding dues to micro and small enterprise	-	-
	Trade Payable	43,713,323	81,803,899
	<b>TOTAL</b>	<b>43,713,323</b>	<b>81,803,899</b>
* (a) It does not include any amount to be transferred to Investor Education and Protection Fund.			
(b) As per Schedule III of the Companies Act, 2013 and notification number GSR 719(E) dated November 16, 2007, there is no amount due to Micro & Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006.			
(The above information has been compiled to the extent such parties have been identified on the basis of information available with the Company as at reporting date.)			
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>23</b>	<b>OTHER FINANCIAL LIABILITIES-CURENT</b>		
	Advances from Customers	719,674,040	161,663,252
	Statutory Dues	2,708,824	2,779,989
	<b>TOTAL</b>	<b>722,382,864</b>	<b>164,443,241</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>24</b>	<b>OTHER LIABILITIES-CURRENT</b>		
	Other Liabilities	2,119,610	3,177,455
	Cheque Issued but presented later on	1,206,456	7,226,927
	<b>TOTAL</b>	<b>3,326,066</b>	<b>10,404,382</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>25</b>	<b>Revenue from Operations</b>		
	Revenue from sale of Land, Plots and Constructed Properties	147,115,675	62,811,080
	Revenue from Common Area Maintenance Charges	1,144,530	2,659,700
	Revenue from Sale of Fabrics	327,401,194	406,684,268
	Revenue from Sale of Shares	571,817,144	-
	<b>TOTAL</b>	<b>1,047,478,543</b>	<b>472,155,048</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>26</b>	<b>Other Income</b>		
	Interest Income	2,744,368	1,894,925
	Balances Written Back	14,827,297	9,304
	Misc Income	2,619,542	1,710,107
	<b>TOTAL</b>	<b>20,191,207</b>	<b>3,614,336</b>

**NOTES Continue.....**

(Amount in Rupees)

Note	Particulars	31.03.2019	31.03.2018
<b>27</b>	<b>Cost of Material Consumed</b>		
	Opening Stock		
	- Real Estate	-	131,880,765
	- Plots-Resale	-	15,110,200
	Add: Purchases		
	i) Purchase of Plots	212,663,472	59,005,140
	ii) Purchase of Fabrics	293,330,675	351,275,773
	iii) Purchase of Shares	567,164,729	-
		1,073,158,876	557,271,878
	Closing Stock		
	- Real Estate	6,000,000	152,824,512
	- Shares	74,554,476	-
	Net Consumption	992,604,400	404,447,366
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>28</b>	<b>Employee Benefits Expense</b>		
	Salaries & Wages#	23,142,552	22,950,683
	Contribution to Provident & Other Funds	154,989	149,706
	Other Benefits to Staff & Workers##	1,786,722	2,320,547
	Staff Wefare Expenses	181,164	125,857
	<b>TOTAL</b>	<b>25,265,427</b>	<b>25,546,793</b>
#	Includes Directors Remuneration Rs.21,138,000/- Previous Year Rs.21,150,420/-		
##	Includes Directors Sitting Fee Rs. 76,000/- , Director's Conveyance Allowances Rs. 44,400/-, Director's House Rent Allowances Rs.2,74,800 , Special Allowance to Directors Rs.2,02,800/-, TDS on Non Monetary Benefit (Director) Rs.6,24,000/- (Previous Year Directors Sitting Fee Rs. 1,57,500/- , Director's Conveyance Allowances Rs. 1,20,000/-, Director's House Rent Allowances Rs.2,65,140 , Special Allowance to Directors Rs.1,24,440/- , TDS on Non Monetary Benefit (Director) Rs.6,24,000/-		
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>29</b>	<b>Finance Charges</b>		
	Interest Paid	3,354,211	1,599,996
	Hire Purchase Charges	586,604	851,768
	Bank Charges	135,816	143,113
	<b>TOTAL</b>	<b>4,076,631</b>	<b>2,594,877</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>30</b>	<b>Depreciation</b>		
	Depreciation	2,688,047	2,642,414
	<b>TOTAL</b>	<b>2,688,047</b>	<b>2,642,414</b>
<b>Note</b>	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>31</b>	<b>Other Expenses</b>		
	Advertisement	392,904	650,878
	Electric Expenses	1,206,970	1,092,529
	Fees & Taxes	4,753,825	4,941,388
	Insurance Expenses	95,111	426,624
	Legal & Professional Charges	4,313,965	5,257,279
	Vehicle Expenses	1,474,816	1,022,532
	Postage & Telephone Expenses	381,698	456,145
	Rent	4,194,500	3,899,752
	Travelling and Conveyance Expenses#	6,578,101	19,735,754
	Charity & Donation	480,000	531,206
	Repair & Maintenace	132,960	74,964
	Business/Sales Promotion Expenses	871,977	5,643,070
	Commission & Brokerage	619,440	86,895
	Other Expenses	8,404,635	6,654,483
	<b>TOTAL</b>	<b>33,900,902</b>	<b>50,473,499</b>
#	Includes Directors Travelling Rs.51,81,530.50 Previous Year Rs. 1,33,16,582.55		



**NOTES Continue.....**

(Amount in Rupees)

Note	Particulars	31.03.2019	31.03.2018
<b>32</b>	<b>Exceptional &amp; Extraordinary Items</b>		
	Profit on Investments	-	24,006,000
	Profit on Mutual Fund Investment	-	187,834
	<b>TOTAL</b>	-	<b>24,193,834</b>
Note	Particulars	31.03.2019	31.03.2018
<b>33</b>	<b>Earning Per Share</b>		
	a) Net profit after tax	9,134,343	14,258,269
	b) Total weighted Average Number of Shares for Basic and Diluted Earning	115,909,580	115,909,580
	c) Basic and Diluted Earning per Share	0.79	1.23





**KYC FORM**  
(Only for physical shareholding)

To,  
The Secretarial Department  
Ritesh Properties and Industries Ltd.  
11/5B, First Floor, Pusa Road,  
New Delhi 110060

Date \_\_/\_\_/\_\_  
Folio No: \_\_\_\_\_  
No. of Share: \_\_\_\_\_

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

**A For registering PAN of the registered and/ or joint shareholder (as applicable)**

- a) Registered shareholder    b) Joint holder 1    c) Joint holder 2    d) Joint holder 3

Please attach self –attested legible copy card (exempted for Sikkim Shareholder)

**B For registering Bank details of the registered shareholder**

1. In cases where in the original cancelled cheque leaf has the shareholder’s name printed  
**a) Aadhar/ Passport/ Utility Billb)Original cancelled cheque leaf**
2. In cases where in the cancelled cheque leaf does NOT contain the shareholder’s name printed on it  
**a) Aadhar/Passport/ Utility billb)Original cancelled cheque leafc)bank passbook/ Bank Statement**

Please note that bank passbook/Bank Statement should be duly attested by the officer of the same bank with his signature name employee code, designation bank seal & address stamp phone no and date of attestation

**c. For updating the Specimen Signature of the registered and/ or joint shareholders**

1. In cases where in the original cancelled cheque leaf has the shareholder’s name Printed  
a) Affidavit    b) Banker verification    c) Original cancelledcheque leaf
2. In cases where in the cancelled cheque leaf does NOT contain the shareholder’s name Printed on it  
Affidavit    Banker verification    Original cancelled cheque leaf    Bank Passbook/ Bank Statement

- The format of Bank Verification is available on the website of the Company [www.riteshindustries.us](http://www.riteshindustries.us) under shareholder’s corner in investors relation section.
- Please note the Bank passbook / Bank Statement should be duly attested by the officer of the same bank with his signature name. Employee code designation bank seal & address stamp, phone no, and date of attestation.

D For updating the email id for the purpose or receiving all communications in electronic mode

**E. For updating the mobile no.**

I/ We hereby state that the above mentioned details care true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/ our signature(s) to It.

Sign \_\_\_\_\_                      Sign \_\_\_\_\_                      Sign \_\_\_\_\_                      Sign \_\_\_\_\_  
Registered holder                      Joint holder (1)                      Joint holder (2)                      Joint holder (3)





**RITESH PROPERTIES AND INDUSTRIES LIMITED**  
 Regd. Office: 11/5B, 1st Floor, Param Tower, Pusa Road, New Delhi-110005  
 L74899DL1987PLC027050

**ATTENDANCE SLIP**

Member's Folio No : .....  
 Client ID No. : .....  
 DP ID No. : .....  
 Name of the Member : .....  
 Name of Proxy holder : .....  
 No of shares held : .....

I hereby record my presence at the 32nd Annual General Meeting of the Members of Ritesh Properties and Industries Limited will be held on Monday, 30th day of September, 2019 at 12:00 P.M. at NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 .

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

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

**NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING**

----- CUT HERE -----

**RITESH PROPERTIES AND INDUSTRIES LIMITED**  
 Regd. Office: 11/5B, 1st Floor, Param Tower, Pusa Road, New Delhi-110005

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

I/We.....being Member(s) of M/s Ritesh Properties and Industries Limited, CIN L74899DL1987PLC27050 appoint.....of.....or failing him..... of..... as my/our Proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2019 at 12:00 P.M. at NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 . and/or at any adjournment thereof.

Signed this.....day of.....2019.

\_\_\_\_\_  
Signature (s) of the Member (s)

Affix  
Rupee  
Revenue  
Stamp

Regd. Folio No.

**NOTES:**

1. The proxy form must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
2. A proxy need not be a Member of the Company.



**Note**

A series of horizontal dashed lines for writing notes.

**Form MGT-12  
BALLOT PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**RITESH PROPERTIES AND INDUSTRIES LIMITED**

Registered Office: 11/5B, 1st Floor, Param Tower, Pusa Road, New Delhi-110005  
CIN: L74899DL1987PLC027050

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (in Block Letters)	
2.	Postal Address	
3.	Registered Folio No./ *Client ID No. (*Applicable only to investors holding shares in dematerialized form)	
4.	Class of Share	<b>EQUITY</b>

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 32nd Annual General Meeting of the Company held on Monday, 30th day of September, 2019 by giving my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31st, 2019, Audited Balance Sheet as at March 31st, 2019, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon			
2.	To reappoint Mr. Kavya Arora (DIN 02794500), who retires by rotation and being eligible, offers himself for reappointment			
3.	To consider and approve the re-appointment of Statutory Auditors of the Company and to fix their remuneration			
4.	To Increase the Remuneration of Mr. Roop Kishore Fatehpuria, Executive Director			
5.	Re-appointment of Mr. Surendar Kumar Sood (DIN 01091404) as an Independent Director of the Company			
6.	Re-appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent Director of the Company			
7.	Re-appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company for another term of three years			
8.	Re-appointment of Mr. Sanjeev Arora as Chairman & Managing Director of the Company			

Place : \_\_\_\_\_

(Signature of the Shareholders)

Date : \_\_\_\_\_

**RITESH PROPERTIES AND INDUSTRIES LIMITED**





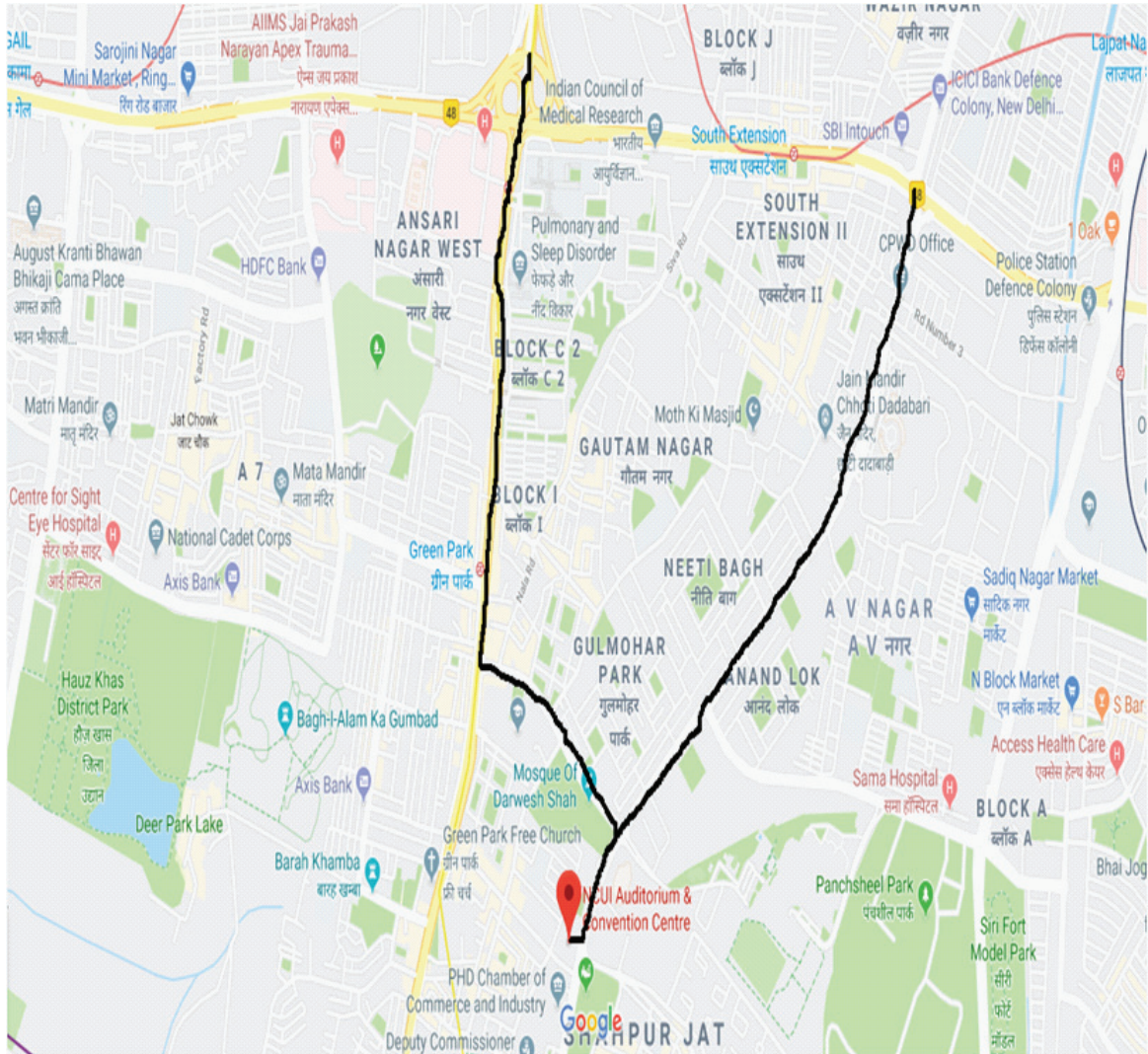
**Note**

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## RITESH PROPERTIES AND INDUSTRIES LIMITED

Route Map of the Venue of AGM to be held on 30th September, 2019  
AT

NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016





**THROUGH COURIER  
(Printed Matter)**

If undelivered please return to :  
**Ritesh Properties & Industries Ltd.**  
Regd. Office-11/5B, Pusa Road, New Delhi-110060

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