



36TH ANNUAL REPORT 2022-23



COMPANY INFORMATION

CHAIRMAN AND MANAGING DIRECTOR	:	Mr Sanjeev Arora
WHOLE-TIME DIRECTOR	:	Mr Kavya Arora
EXECUTIVE DIRECTOR	:	Mr Roop Kishore Fatehpuria
INDEPENDENT DIRECTOR	:	Mr Gurpreet Singh Brar Mr Surendar Kumar Sood Ms Shweta Sehgal
CHIEF FINANCIAL OFFICER (CFO)	:	Mr Deepak Sharma
COMPANY SECRETARY	:	Ms Tarandeep Kaur
STATUTORY AUDITORS	:	Khandelwal Jain & Co. Chartered Accountants GF- 8 & 9, Hans Bhawan, 1, Bahadur Shah Zafar Marg, New Delhi - 110002
BANKERS	:	Axis Bank Udyog Vihar, Phase-V, Gurgaon 122016 ICICI Bank 6-D, Kitchlu Nagar, Ludhiana-141001
PROJECT OFFICE	:	Hampton Court Business Park, Nh-05, Opp. Fortis Hospital, Ldh-Chd Road, Ludhiana-141123, Punjab
REGISTERED OFFICE	:	205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar, New Delhi 110008 Contact details: +91-9212359076 CIN: L74899DL1987PLC027050 Website: www.riteshindustries.us
CORPORATE OFFICE	:	Plot No. 312, Udyog Vihar, Phase IV, Gurugram,122015, Haryana
REGISTRAR & SHARE TRANSFER AGENT	:	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi-110020 Tel:011-40450193 - 97 Website: www.skylinerta.com
FEEDBACK	:	We welcome your feedback on our sustainability performance. Please reach out for any queries, comments or clarifications at riteshlimited8@gmail.com



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Chairman's Message

Dear Family of RPIL,

I am truly honored and privileged to address you as the Chairman of this remarkable company, your presence today is a testament to your unwavering commitment and belief in our vision, and I am excited to share our progress, achievements, and plans.

Before we delve into the details, let me take a moment to reflect on the journey we've undertaken together. Your company started with a dream – a vision to innovate, to create, and to make a difference in the world. Today, I am proud to say that we have transformed that dream into reality. Our growth trajectory over the past few years has been nothing short of extraordinary, and it's all thanks to the collective efforts of our dedicated team and the trust you have placed in us.

In the face of unprecedented challenges, we have demonstrated resilience and adaptability. The markets may have shifted, but we seized every opportunity that came our way. I am also pleased to inform you that our commitment to corporate social responsibility remains unwavering. We have continued to invest in initiatives that positively impact our communities, especially the downtrodden. We have spent our CSR funds mainly on health and education.

Looking ahead, the road may present challenges, but we are prepared to face them head-on. We have already started handing over our residential apartment in the year 2022-23. As of date more than 250 families have been given as we call Khushion Ki Chabi. We hope to reach this number near to 750 in 2023-24.

A CBSE accredited school with a capacity of 1500 children is already operational. Shopping Mall with a total of 200000 Sq ft is already under implementation and hope to complete in 2024-25. A play school is being made and will be completed in 2023-24. Another project Hampton Arcade has also been completed and handover of SCOs started. Further we have launched Hampton Estates another plotted residential cum commercial project on 12 acres and hopefully will complete it is 2023-24.

I want to take this opportunity to express my sincere gratitude to our shareholders, whose unwavering support has been the bedrock of our achievements. Your trust has empowered us to take bold steps, explore uncharted territories, and make a lasting impact.

In conclusion, I am incredibly optimistic about the future of your company. Our journey so far has been remarkable, and the path ahead is even more promising. As we continue to create value for our shareholders, customers, employees, I invite you to join hands with us on this exciting journey.

Thank you for your time, your trust, and your continued belief in our shared vision. Together, we will continue to redefine the possibilities and achieve new heights of success.

Thank you.
Sanjeev Arora.

RITESH PROPERTIES AND INDUSTRIES LIMITED

Regd. Office: 205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar, New Delhi 110008

Ph.: 011- 41537951/9212359076, Email-ID: riteshlimited8@gmail.com

Website: www.riteshindustries.us

CIN: L74899DL1987PLC027050

AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED (“THE COMPANY”) FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023, WILL BE HELD ON FRIDAY, 01ST DAY OF SEPTEMBER 2023 AT 12:00 NOON (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT:

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023, the Audited Consolidated Financial Statements of the Company for the said Financial Year, together with the Reports of the Board of Directors and the Auditors thereon.

2. TO APPOINT A DIRECTOR IN PLACE OF MR. KAVYA ARORA, (DIN:02794500), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Kavya Arora, (DIN: 02794500), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS:

3. TO GRANT OMNIBUS APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be notified from time to time) read with Regulation 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“the Listing Regulations”), various circulars issued by Securities and Exchange Board of India, the Company’s Policy on dealing with and materiality of related party transactions and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, the members do hereby accord their omnibus approval to enter into any contract(s)/ arrangement(s)/ transaction(s) with its related parties (within the meaning of Section 2(76) of the Act, and/ or Regulation 2(1)(zb) of the Listing Regulations), as detailed in the tables forming part of the explanatory statement annexed to this Notice, on such terms and conditions as may be decided by the Audit Committee / Board of Directors of the Company.”

RESOLVED FURTHER THAT the Board be and is hereby severally and/ or jointly authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

4. APPROVAL OF LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

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

RESOLVED THAT in supersession of all the previous resolutions passed by the shareholders of the Company, if any, in this regard and pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the rules made thereunder and any other applicable laws, if any, and Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to grant inter corporate deposit/loan or give any guarantee or provide any security in connection with loan taken by any entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of the section 185 of the Act (“Entities”), from time to time, up to an aggregate amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only) outstanding at any point of time, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by the Entities for their principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

5. APPROVAL FOR CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of section 4, section 5, section 13, section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution

thereof for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of members of the Company, Stock Exchange, Central Government [powers delegated to the Registrar of Companies ("ROC")] or any other appropriate regulatory/ statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for the change in name of the Company from "Ritesh Properties and Industries Limited" to "Hampton Sky Realty Limited".

RESOLVED FURTHER THAT the existing Clause I in the Memorandum of Association of the Company be altered and substituted by the following new Clause:

"The name of the Company is "Hampton Sky Realty Limited".

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by ROC pursuant to the change of name of the Company, the old name "Ritesh Properties and Industries Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name "Hampton Sky Realty Limited".

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company, be and are hereby severally and/ or jointly authorized on behalf of the Company to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and/ or with stock exchanges, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, forms as are necessary or expedient for the purpose of giving effect to the aforesaid resolution."

6. ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

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

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all necessary approvals, consents, permissions and/or sanctions as may be required or advised by any appropriate authority(ies), the consent of the members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MoA") of the Company by inserting the following as **sub-clause 11** and **sub-clause 12** in Clause III A of the MoA:

"11. To carry on buying, selling, or trading of any goods, articles, products, stocks, commodities, including any kind of material, whether in India or in abroad."

"12. To buy, sell, trade, or act as an agent, dealer for any sports equipment, clothing, accessories, memorable to be used for/ in any sports, or to manage or operate the sports activities including players' trainings, etc., or to enter into any sponsorship arrangement for any sports or to engage in any activities relating to any sports, game, or related event, in India or abroad."

RESOLVED FURTHER THAT the Board of Directors of the Company (the "**Board**" which term shall be deemed to include its committees also) or any officer(s) so authorized by the Board, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by any appropriate authority(ies) without requiring the Board to secure any further consent or approval of the members of the Company; and that the members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

7. INTER CORPORATE LOANS, GUARANTEES, SECURITIES, INVESTMENT BY THE COMPANY EXCEEDING THE LIMITES ASCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of all the previous resolutions passed by the shareholders of the Company in this regard, if any and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the rules framed there under and other applicable laws, if any [including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force] and subject to such other consents, permissions, approvals, as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 Crore (Rupees One Thousand Crore only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. BORROWING POWERS OF THE COMPANY AND CREATION OF CHARGE / PROVIDING OF SECURITY.

To consider and if thought fit, to pass the following resolution(s) as a **Special Resolution**:

“RESOLVED THAT in supersession of all the previous resolutions passed by the shareholders of the Company, if any, in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed there under, the Articles of Association of the Company and other applicable laws, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the members of the Company be and is hereby accorded to the Board of Directors (**“Board”**), to borrow money for and on behalf of the Company from time to time as the Board may deem requisite and proper for the business of the Company, by way of loans, advances, deposits or otherwise, whether the same be unsecured or secured by guarantee of any bank, persons and /or secured by mortgage, charge, hypothecation or pledge, of all or any of the Company's assets, whether movable or immovable, on such terms and conditions as the Board may think fit, from, including without limitation, any Bank and/or other financial institution and/or foreign lender and/or anybody corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, notwithstanding that the money so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and security premium account as per the latest annual audited financial statements of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 1000 Crore (Rupees One Thousand Crore only).

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the allied rules framed there under, the Articles of Association of the Company, and other applicable laws, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors, to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments, if any, to secure the amount borrowed by the Company or any third party from time to time, for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings which shall not, at any time exceed Rs. 1000 Crore (Rupees One Thousand Crore only) and the aggregate of the paid-up capital, free reserves of the Company and security premium.

RESOLVED FURTHER THAT any of the directors of the Company or the Company Secretary of the Company or any other official of the Company as authorized by the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings

that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board

For Ritesh Properties and Industries Limited

Sd/-

Tarandeep Kaur

Company Secretary

M No. ACS 42144

Place: Gurugram

Date: August 09, 2023

Registered Office:

205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar,
New Delhi 110008

NOTES:

1. Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI has vide its Circular No. SEBI/HO/DDHS/ DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as “SEBI Circulars”) and other applicable circulars permitted holding of the Annual General Meeting (“Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors, Debenture Trustee or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/ OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts relating to Special Business under item no **3 to 8** of this Notice to be transacted at the 36th AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the **“Board”**) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
3. The 36thAGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with the MCA Circulars and Listing Regulations. In accordance with the provisions of Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India (**“ICSI”**) read with Guidance/ Clarification dated April 15, 2020 issued by

ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the ICSI and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. CDSL will be providing facility for voting through remote e-voting, for participation in the 36th AGM through VC/OAVM facility and e-voting during the 36th AGM. The instructions and other information relating to e-voting and the detailed procedure for participating in the meeting through VC / OAVM are given in this Notice under note no 34 to 38.
5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Body Corporates Members are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 36th AGM of the Company. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during AGM, to the Scrutinizer by email through its registered email address to cszafar@gmail.com with a copy marked to

riteshlimited8@gmail.com
helpdesk.evoting@cdsiindia.com.

9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2022-23 and Notice of the 36th Annual General Meeting of the Company("AGM"), inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company's website www.riteshindustries.us, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of the e-Voting service provider.
10. The quorum for the Annual General Meeting, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/OAVM shall be counted for the purpose of quorum pursuant to MCA Circulars.

Voting rights of the members for voting through e-voting shall be in proportion to their share in the paid-up Share Capital of the Company as on **cut-off date i.e. Friday, August 25th, 2023.**

11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e., Skyline Financial Services Private Limited in case shares are held in physical form.
14. **Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and SEBI Circulars, the Notice of the 36th AGM along with the Annual Report of the Company for the financial year ended 31st March, 2023 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs).

Members may note that the Notice and Annual Report for the financial year ended 31st March, 2023 is also available on the Company's website www.riteshindustries.us, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is

also available on the website of CDSL (Agency for providing the Remote e-voting facility) at www.evotingindia.com.

We urge the shareholders for registration and/or updation of their Email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier.

Accordingly, to update the details with the Company, the following procedure may be followed:

Updating/Registration	Procedure
Email Id & PAN	Physical Holding: An email requesting for updation/registration of email id with a copy of PAN card and mentioning folio number may be send to the Company's email id at riteshlimited8@gmail.com or, Company's Registrar and Share Transfer Agent email id at grievances@skylinerta.com .
	Demat Holding: Update the email id/PAN through your Depository Participant. The Company had availed the service provided by CDSL to update email id of shareholders who has demat account with CDSL but has not yet updated email id, by sending SMS to those shareholders to update their email id.
Bank Mandate	Physical Holding: An email requesting for updation/registration of Bank Mandate with a copy of PAN card, cancelled cheque with name printed on cheque, copy of share certificate or any letter received from Company or dividend warrant where folio number is mentioned may be send to the Company's email id at riteshlimited8@gmail.com or, Company's Registrar and Share Transfer Agent email id at grievances@skylinerta.com .
	Demat Holding: Update the Bank mandate through your Depository Participant

The Company has also issued public notice dated May 23, 2023 and August 07, 2023 urging the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier.

15. Securities and Exchange Board of India ("SEBI") has mandated that, no share can be transferred, transmitted and transposed in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer, transmission and transposition of shares in physical form.

In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. Skyline Financial Services Private Limited for assistance in this regard.

16. 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 or its Registrar and Share Transfer Agent.
17. 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 RTA i.e. Skyline Financial Services Private Limited. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
18. 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 RTA i.e. Skyline Financial Services Private Limited for consolidation into single folio.
19. Members attending the Meeting through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
20. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: 011-40450193-97; Email:info@skylinerta.com in case the shares are held in physical form and to the Depository Participants (DPs) in case of shares held in electronic form.
21. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: 011-40450193-97; Email:info@skylinerta.com, immediately of (a) Change in their residential status on return to India for permanent settlement. (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. The Board has appointed Mr. Mohd. Zafar, Practising Company Secretary (FCS:9184), as the scrutinizer to scrutinize the remote e-voting process and also e-voting during the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the 36th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's Report.

23. The Chairman shall, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by using e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility
24. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make and submit, within two working days, of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of conclusion of the AGM.
25. The Notice of the AGM shall be placed on the website of the Company and RTA till the date of AGM.
26. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.riteshindustries.us immediately after declaration. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
27. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
28. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
29. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
30. The remote e-voting facility will be available during the following voting period: i.e. Commencement of remote e-voting: **From 09:00 a.m. IST, Tuesday, August 29, 2023.**
ii. **End of remote e-voting: Up to 5:00 p.m. IST, Thursday, August 31, 2023.**
31. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. **Friday, Aug 25, 2023** may cast their vote through remote e-voting. The remote e-voting module shall be disabled by M/s Skyline Financial Services Private Limited for voting thereafter and the facility will be blocked forthwith.
32. Details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) with respect to Directors seeking appointment/reappointment at ensuing AGM is given to this Notice.
33. Ms. Tarandeep Kaur, Company Secretary and Compliance Officer of the Company shall address all the grievances in relation to this AGM including e-voting. The Members may contact at the following address: Name: Ms. Tarandeep Kaur; Designation: Company Secretary and Compliance Officer; Corporate Office: Plot No. 312, Udyog Vihar, Phase iv, Gurugram 122015, Haryana,

Email id: riteshlimited8@gmail.com; Phone No.: +91-9212359076 and/or Company's RTA i.e. Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: 011-40450193-97; Email:info@skylinerta.com).

34. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. The Members are requested to join the 36th Annual General Meeting (AGM) through VC/OAVM mode by following the procedure as mentioned below which shall be kept open for the Members from **11:45 a.m. (IST)** i.e. 15 minutes before the time scheduled to start the 36th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time of the commencement of the Meeting by clicking on the link <https://www.evotingindia.com> under Members login, where the EVSN of the Company will be displayed, by using the Remote e-Voting credentials and the same shall be kept open throughout the meeting and are also requested to follow the procedure mentioned in these notes.
- ii. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 10/2022 dated December 28, 2022, read with Circular No. 02/2022 dated 05th May, 2022 along with 17/2020 dated 13th April, 2020 and other applicable circulars, the Notice calling the 36th AGM has been uploaded on the website of the Company at www.riteshindustries.us. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
- iv. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
- v. Members who would like to express their views or ask questions during the 36th AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at riteshlimited8@gmail.com from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Only those members who have registered themselves as speaker by **05:00 P.M.** (IST) on Friday i.e., August 25, 2023 will be able to speak at the meeting.
 - vi. Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.
 - vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - viii. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - ix. Members desiring any information regarding the Financial Statements of the Company to be placed at the AGM are requested to write to the Company through email on riteshlimited8@gmail.com latest by **05:00 p.m.** (IST) on Friday i.e., August 25, 2023 so as to enable the management to keep the information readily available at the meeting.
 - x. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at riteshlimited8@gmail.com. The same will be replied by the Company suitably.
 - xi. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 - xii. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast their votes, the e-voting will be closed with the formal announcement of the closure of the 36th AGM of the Company.
 - xiii. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 36th AGM of the Company through VC/OAVM Facility.
 - xiv. Members who need assistance before or during the AGM with use of technology, can send a request at helpdesk.evoting@cdslindia.com.
- 35. THE INTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - i. The remote e-voting period begins at from 09:00 a.m. IST, Tuesday, August 29, 2023 and Ends of remote e-voting: Up to 5:00 p.m. IST, Thursday, August 31, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, Aug 25, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
 - iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless

authentication but also enhancing ease and convenience of participating in e-voting process.

- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 , 22-23058542-43 and 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

36. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:
 - vii. After entering these details appropriately, click on "SUBMIT" tab.
 - viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - xi. 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.

For Shareholders holding shares in Demat Form other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and

click on Forgot Password & enter the details as prompted by the system.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. 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.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; riteshlimited8@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

37. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- i. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id at admin@skylinerta.com.
- ii. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iv. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or 1800 22 55 33.

39. General Guidelines for shareholders

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five

unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on helpdesk.evoting@cdslindia.com to reset the password.

- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evotingindia.com or send a request at helpdesk.evoting@cdslindia.com.

40. The scanned copies of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the relevant documents referred to in the accompanying notice/explanatory statement will be made available at www.riteshindustries.us for inspection by the Members at the AGM, up to the date of this AGM. The same shall also be available for inspection upon login to CDSL e-voting system at <https://www.evotingindia.com>.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING ('SS-2')

Item No. 3

Members of the Company are hereby informed that section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions, which exceed the threshold limits ascribed in rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, with a related party as defined under section 2(76) of the Act except with the consent of the Board and Members of the Company, where such transactions are not in the ordinary course of business of the Company or not on an arm's length basis. However, as per the regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") all material transactions with related party, as defined under section 2(76) of the Act or under the applicable accounting standards, shall require approval of the Members of the Company and all the related parties shall abstain from voting on such resolutions.

Regulation 23 of Listing Regulations *inter alia* provide that a transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Members are hereby informed that the Company may be required to enter into transaction with its related parties and such transactions may be treated as material as per the provisions of regulation 23 of the Listing Regulations. Therefore, the Company is proposes to obtain omnibus approval of members for the proposed related party transactions.

In this regard, details in respect of the proposed related party transactions viz. the name of related parties, nature of proposed transactions, maximum value of proposed transactions along with time duration thereof, are as under for Members' consideration:

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A. TRANSACTIONS BETWEEN THE COMPANY AND THE RELATED PARTIES AS PER RESOLUTION NUMBER 3

S.No	Description	Particulars
1.	Name of the related party	Femmella Fashions India Limited ("FFIL")
2.	Name of the director or key managerial personnel who is related, if any;	Kavya Arora and Sandhya Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	FFIL is a part of Promotor Group of the Company
4.	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 70 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	96.94%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions. 	<ul style="list-style-type: none"> a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to FFIL. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to FFIL at such rate not lower than the lending rates of banks. FFIL shall repay the loans including interest at such time as may mutually agreed between the Company and FFIL. c. The loans shall be utilised by FFIL for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice. <i>Note: The name of the Company was changed from 'Femella Fashions Limited' to 'Femmella Fashions India Limited' w.e.f. December 20, 2022.</i>

B. Transaction with K P Advisors (Realty) Pvt. Ltd, an entity controlled by Promoters of the Company

S.No	Description	Particulars
1.	Name of the related party	K P Advisors (Realty) Pvt. Ltd ("KPAR")
2.	Name of the director or key managerial personnel who is related, if any;	Sanjeev Arora and Kavya Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	The promoters has controlling stake in KPAR.
4.	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 25 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	34.62%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to KPAR. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to KPAR at such rate not lower than the lending rates of banks. KPAR shall repay the loans including interest at such time as may mutually agreed between the Company and KPAR. c. The loans shall be utilised by KPAR for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

C. Transaction with Ritesh Rental (P) Ltd, an entity under the common control of Promoters of the Company

S.No	Description	Particulars
1.	Name of the related party	Ritesh Rental (P) Ltd ("RRPL")
2.	Name of the director or key managerial personnel who is related, if any;	Sanjeev Arora and Kavya Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	RRPL is under common control of Promoters of the Company
4.	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 25 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	34.62%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to RRPL. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to RRPL at such rate not lower than the lending rates of banks. RRPL shall repay the loans including interest at such time as may mutually agreed between the Company and RRPL. c. The loans shall be utilised by RRPL for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

D. Transaction with Kamal Oil & Allied Industries LLP, an entity wherein the Promoters are Partners/ Designated Partners

S.No	Description	Particulars
1.	Name of the related party	Kamal Oil & Allied Industries LLP
2.	Name of the director or key managerial personnel who is related, if any;	Sanjeev Arora and Kavya Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	Partners/ Designated Partners
4.	Type, material terms and particulars of the proposed transaction	Sale/ purchase of goods, availing/ rendering services, Reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 20 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	27.70%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	Not Applicable
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

E. Transaction with Toneron Limited, an entity under the common control of Promoters of the Company

S.No	Description	Particulars
1.	Name of the related party	Toneron Limited
2.	Name of the director or key managerial personnel who is related, if any;	Sanjeev Arora and Kavya Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	Toneron Limited is under common control of Promoters of the Company
4.	Type, material terms and particulars of the proposed transaction	Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 20 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	27.69%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	Not Applicable
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

F. Transaction with NP Blockhouse Real Estate Pvt. Ltd, an entity under the common control of Promotor of the Company

S.No	Description	Particulars
1.	Name of the related party	NP Blockhouse Real Estate Pvt. Ltd. ("NP Blockhouse")
2.	Name of the director or key managerial personnel who is related, if any;	Sanjeev Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	NP Blockhouse is under common control of the Promotors of the Company
4.	Type, material terms and particulars of the proposed transaction	Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 20 Crores
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	27.69(%)
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	Not Applicable
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

G. Transaction with Findoc Finvest Private Limited, an entity forming part of Promoter Group

S.No	Description	Particulars
1.	Name of the related party	Findoc Finvest Private Limited ("Findoc")
2.	Name of the director or key managerial personnel who is related, if any;	Not Applicable
3.	Nature of relationship including nature of its interest (financial or otherwise)	Findoc is an entity forming part of Promotor Group
4.	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, Reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 200 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	276.96%
8.	Justification as to why the RPT is in the interest of the Company	The funds to be availed from the related party will help in the smooth execution of business plans of the Company
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to Findoc. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to Findoc at such rate not lower than the lending rates of banks. Findoc shall repay the loans including interest at such time as may mutually agreed between the Company and Findoc. c. The loans shall be utilised by Findoc for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

H. Transaction with RPIL Healthcare Private Limited, a subsidiary of the Company

S.No	Description	Particulars
1.	Name of the related party	RPIL Healthcare Private Limited ("RPIL Healthcare")
2.	Name of the director or key managerial personnel who is related, if any;	Sanjeev Arora and Kavya Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	Wholly Owned Subsidiary
4.	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 80 Crores.
7.	Percentage of the Company's annual consolidated turnover (23pprox..) for the year 2022-23	110.78%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to RPIL Healthcare. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to RPIL Healthcare at such rate not lower than the lending rates of banks. RPIL Healthcare shall repay the loans including interest at such time as may mutually agreed between the Company and RPIL Healthcare. c. The loans shall be utilised by RPIL Healthcare for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

I. Transaction with Auster Securities Private Limited, an entity under the common control of Promoters of the Company

S.No	Description	Particulars
1.	Name of the related party	Auster Securities Private Limited
2.	Name of the director or key managerial personnel who is related, if any;	Kavya Arora and Sanjeev Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	An entity under the common control of Promoters of the Company
4.	Type, material terms and particulars of the proposed transaction	Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 20 Crores.
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	27.69%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	Not Applicable
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

J. Transaction with Godwin Securities Private Limited, an entity under the common control of Promoters of the Company

S.No	Description	Particulars
1.	Name of the related party	Godwin Securities Private Limited
2.	Name of the director or key managerial personnel who is related, if any;	Kavya Arora and Sanjeev Arora
3.	Nature of relationship including nature of its interest (financial or otherwise)	An entity under the common control of Promoters of the Company
4.	Type, material terms and particulars of the proposed transaction	Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5.	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6.	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 20 Crores
7.	Percentage of the Company's annual consolidated turnover (approx.) for the year 2022-23	27.69%
8.	Justification as to why the RPT is in the interest of the Company	This transaction will not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods/facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements. In short, these arrangements are commercially viable and offer ease of doing business.
9.	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: d. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; e. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; f. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	Not Applicable
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.

Members are hereby further informed that all the transactions with related parties shall be done in the ordinary course of business. Members may note that the Audit Committee and the Board of Directors, wherever required, shall evaluate each and every related party transaction and shall ensure that such related party transactions must be in the best interest of the Company and its Members.

Members are hereby further informed that no related party of the Company shall vote on the resolution as set out in item 3 of the Notice of AGM.

Accordingly, the Board of Directors recommend the resolution as set out in item no. 3 of the Notice of AGM for approval of the Members of the Company, who are not related parties of the Company, as an ordinary resolution.

Except Mr Sanjeev Arora, Mr Kavya Arora and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the aforesaid resolution.

Item No. 4

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ('Act'), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that—

- (a) a special resolution is passed by the company in general meeting; and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Members of the Company are hereby further informed that the Company may have to render support for the business requirements of its group entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of the section 185 of the Act ("**Entities**"), from time to time. Therefore, the Board of Directors seek consent of the members by way of a special resolution pursuant to section 185 of the Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities, as may be required from time to time, which shall be utilised for principal business activities of such Entities. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities and the proposed loan, if any, shall be used by the borrowing Company for its principal business activities only.

Accordingly, the Board of Directors recommend the special resolution as set out in Item no. 4 of Notice of AGM for approval of the Members of the Company as a special resolution.

Except to the extent of their shareholdings and directorships in the Company, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above sated proposed resolution.

Item No. 5

Members are hereby informed that the Directors of the Company are of the opinion that the name of the Company be changed from 'Ritesh Properties and Industries Limited' to 'Hampton Sky Realty Limited'. The Directors believe that the proposed change in the name of the Company will reflect our commitment to futuristic growth approach. The decision to change the name has been carefully considered and is in line with the company's long-term vision for success.

The Board of Directors at its meeting held on **Aug 09, 2023**, had approved the change in name of the Company from '**Ritesh Properties and Industries Limited**' to '**Hampton Sky Realty Limited**' and the consequential amendments in Memorandum of Association and Articles of Association of the Company, subject to the approval of the members by way of special resolutions. Furthermore, the company will also seek necessary approvals from statutory, regulatory, or governmental authorities, if any, to ensure compliance with all legal formalities and to effectuate the name change.

Pursuant to the application made by the Company for reservation of name, the Central Registration Centre, Ministry of Corporate Affairs, New Delhi has confirmed that proposed name i.e. '**Hampton Sky Realty Limited**' is available for registration, which is valid for sixty days, however, due to MCA glitch, the approval letter could not be generated.

The proposed change in name would also be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections require approval of the shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 5 for your approval.

The Company has complied with the requirements of regulation 45 of the Listing Regulations and has obtained a certificate for the same from a practicing Chartered Accountant, which is annexed to the Notice of AGM as **Annexure- a**.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All the existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

None of the directors or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 5, except to the extent of their shareholding, if any.

Item No. 6

The Company is pursuing growth opportunities in various business domains with a clear focus on enhancing shareholders' value for which promising prospects are being evaluated that will align with the strategic vision of the Company. This expansion strategy encompasses both domestic and international markets, thereby broadening the scope and potential for revenue generation.

The management of the Company is also exploring a strategic entry into the sports industry, which holds immense potential for growth and value creation, not only in the domestic market but also in the international arena.

Accordingly, the object clause of Memorandum of Association (“**MOA**”) of the Company is proposed to be altered to expand its area of business and include wide range of activities to enable your Company to consider embarking upon new projects and activities.

The “Main Object” clause of the MOA of the Company is being amended by appending the aforesaid sub clause 11 after sub clause 12 of clause III A of the MOA of Company.

The Board has approved alteration of the MOA of the Company at its meeting held on 09.08.2023 and the Board now seeks Members’ approval for the same. The proposed change in objects clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 10:30 a.m. to 02:00 p.m. and for electronic inspection at the website of the Company from the date of dispatch of notice till the date of Annual General Meeting.

In view of the above, the Board recommends the special resolution as set forth in Item No. 6 of the Notice of AGM for approval of Members of the Company as a special resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed resolution subject to the extent of their shareholding in the Company.

Item No. 7

The provisions of section 186(2) of the Act read with the rules framed there under provide that no company is permitted to,

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding:

sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, section 186(3) of the Act provides that where giving of any loan or guarantee or providing any security or the acquisition as provided under section 186(2) of the Act, exceeds the limits specified therein, a prior approval of members of the company by

means of a special resolution is required to be passed at a general meeting.

Keeping in view the opportunities and/or business requirements of the group companies, the Company may require to give any loan or guarantee or provide any security or the acquire the securities of any other body corporate, the approval of the members of the Company is being sought under section 186 of the Act, to make loan, guarantee or security by the Company for an aggregate limit not exceeding Rs. 1000 Crore (Rupees One Thousand Crores Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Act.

In view of the above, the Board recommends the special resolution as set forth in Item No. 7 of the Notice of AGM for approval of Members of the Company as a special resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, whether financially or otherwise, in the aforesaid resolution.

Item No. 8

Members of the Company are hereby informed that keeping in view the Company’s existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various banks and/or financial institutions and/ or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and security premium of the Company.

In terms of the provisions of section 180(1)(c) of the Companies Act, 2013 (the “Act”) the power to borrow money in excess of the paid up share capital, free reserves and security premium account and creation of security on such borrowing can be exercised by the Board of Directors only with the consent of the shareholders obtained by a special resolution.

Further, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the shareholders of the Company by way of a special resolution. Since the proposed borrowing by the Company may require to be secured by way of charge over the assets of the Company, therefore, it shall be necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 giving such authority to that effect to the Board of the Company.

Therefore, in order to enable the Board of Directors of the Company to borrow money for the business needs of the Company and to create such charges, mortgages and hypothecations to secure the amount borrowed by the Company, it is proposed to fix the borrowing limits to Rs. 1000 Crore (Rupees One Thousand Crore only) over and above the aggregate of the paid up capital, free reserves of the Company, whichever is higher.

In view of the above, the Board of Directors recommends the special resolution as set out under Item No. 8 of the Notice of AGM for approval of the Members of the Company as a special resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, whether financially or otherwise, in the resolution mentioned at item No. 8 of the Notice.

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

**Sd/-
Tarandeep Kaur
Company Secretary
M No. ACS 42144**

**Place: Gurugram
Date: August 09, 2023**

Registered Office:
205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar,
New Delhi 110008



Profile of the Directors, being appointed/re-appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI)

Name of the Director	Mr. Kavya Arora
Father's Name	Mr. Sanjeev Arora
Date of Birth	September 15, 1987
Age	36 years
Date of first appointment	October 31, 2011
Brief resume and expertise in specific functional areas	Kavya Arora aged 36 years, is a son of Mr. Sanjeev Arora. He did his graduation in BBA International Business from George Washington University, Washington DC. He is holding a position of Director in Femmella Fashions India Limited from Sep 09, 2009. Femmella Fashions India Limited is a leading fashion eccentric destination inspiring the indian women with funky and stylish clothing. It is an exclusive women's wardrobe brand with broad collections. He is having vast knowledge in Business Management and having more than 15 years of experience in Femmella. He further holding a position of directorship in, Ritesh Properties and Industries Limited and its subsidiary Company RPIL Healthcare Private Limited.
Qualification	He did his graduation in BBA International Business from George Washington University, Washington DC.
Directorship held in other companies	1) FEMMELLA FASHIONS INDIA LIMITED 2) AUSTER SECURITIES PRIVATE LIMITED 3) TENERON LIMITED 4) GODWIN SECURITIES PRIVATE LIMITED 5) KRIPRA REAL ESTATE PRIVATE LIMITED 6) K P ADVISORS (REALTY) PRIVATE LIMITED 7) NCUBE PROTECTIVES PRIVATE LIMITED 8) RPIL HEALTHCARE PRIVATE LIMITED
Directorship held in listed companies	Nil
Chairman/ member of the committee of the Board of Directors of the Company	Chairman: Nil Member: a) Stakeholder Relationship Committee
Chairman/ member of the committee of the Board of Directors of other companies in which he is a director	Nil
Chairman/ member of the committees of the Board of Directors along with listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company as on March 31, 2023	71,34,550 Shares
No. of Board Meetings attended during the financial year 2022-23	7 out of 7 Meetings.
Relationship with other Directors, Manager and KMPs of the Company	Son of Mr. Sanjeev Arora, Chairman Cum Managing Director of Company.
Terms & conditions of re-appointment	The remuneration sought to be paid is as approved by the members of the Company in the 35 th Annual General Meeting held on September 30, 2022.
Remuneration sought to be paid and the remuneration last drawn	The details of remuneration paid to him has been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report of the relevant financial years.

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

**Sd/-
Tarandeep Kaur
Company Secretary
M No. ACS 42144**

**Place: Gurugram
Date: August 09, 2023**

**Registered Office:
205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar, New Delhi 110008**

ANNEXURE – ‘a’**Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015****To whom so ever it may concern**

On the basis of review of necessary documents, records and available information as on the date of certificate and explanation provided to us by Ritesh Properties and Industries Limited (CIN L74899DL1987PLC027050) (the “**Company**”), having its registered office at, 205, Second Floor, KIRTI MAHAL, Rajendra Place, Patel Nagar West, New Delhi – 110008, we certify the following in terms of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- a. the Company was incorporated on February 19, 1987 and the name of the Company was last changed in the year 2007. Since then, there has been no change in the name of the Company. In view of the same, complying with the condition of a time period of at least one year being elapsed from the last name change does not arise.
- b. the condition of at least fifty percent of the total revenue in the preceding one-year period to be accounted for by the new activity suggested by the new name is not applicable as there is no change in the activity suggested by new name.
- c. since there is no new activity/ project, the condition of investment of amount of atleast fifty percent of the assets in the new activity/ project is not applicable.

This certificate is issued as per requirements of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For S.M. MATHUR & CO.
Chartered Accountants

Sd/-
S.M. MATHUR
Membership Number: 013066
UDIN: 23013066BGXRKC8225

Date: New Delhi
Place: 07.08.2023

RITESH PROPERTIES AND INDUSTRIES LIMITED

Regd. Office: 205, Second Floor, KIRTI MAHAL, Rajendra Place Patel Nagar West New Delhi Central Delhi
 DL 110008 IN Ph: +91-9212359076 Fax: N.A.,
 Email-ID: riteshlimited8@gmail.com ,
 Website: www.riteshindustries.us
 CIN: L74899DL1987PLC027050

DIRECTORS' REPORT For the Financial Year 2022-23

Dear Shareholders,

Your Directors have pleasure in presenting the 36th Annual Report and Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2023.

FINANCIAL HIGHLIGHTS

The Company's Standalone and Consolidated Financial Performance during the year ended 31st March, 2023 as compared to the previous years is summarized as below:

Particulars	2022-23		2021-22	
	Consolidated	Stand-alone	Consolidated	Stand-alone
Revenue from operations	7221.22	3842.28	18510.12	13617.47
Other Income	379.11	197.56]	1425.11	1240.08
Total Income	7600.33	4039.85	19935.24	14857.55
Depreciation and amortization	55.86	49.32	54.61	46.58
Total Expenses	7379.27	4283.57	15925.82	12358.86
Profit/(Loss) before exceptional, extraordinary items	221.07	(243.72)	4009.42	2498.69
Exceptional Item/ Extraordinary item	-	-	-	-
Profit & (loss) before tax	221.07	(243.72)	4009.42	2498.69
Tax Expense	(309.79)	(189.58)	(40.59)	124.11
Profit/ (Loss) after tax	530.86	(54.14)	4050.01	2379.10

OPERATIONS AND STATE OF AFFAIRS

Highlights of the Company's financial performance for the year ended 31st March, 2023 are as under:

Standalone

- Operating income including the other income was Rs.4039.85 lakh.
- Profit before tax for the year Rs. (243.72) lakhs.
- Net Profit for the year Rs (54.14) lakhs.

Consolidated

- Operating income including the other income was Rs. 7600.33 lakh.
- Profit before tax for the year Rs. 221.07 lakhs.
- Net Profit for the year Rs. 530.86 lakhs.

The overall performance of the Company during financial year 2022-23, amid a challenging economic scenario, vindicates the effectiveness of the initiatives undertaken by the Company's Management so as to exploit better business opportunities in near future.

During the period, the Board of Directors in its meeting held on February 08, 2023, gave its approval for the incorporation of wholly owned subsidiary of the Company which was incorporated on 20th February, 2023 with the name of "RPIL Healthcare Private Limited".

Further, the Company has changed its registered office from "11/5B, First Floor, Pusa Road, New Delhi 110060" to "205, Second Floor, Kirti Mahal, Rajendra Place, New Delhi 110008 effective from 30th May, 2023.

The Board of Directors in its meeting held on 04th May, 2023, have altered the object clause of the Memorandum of Association of the Company to include the objects related to distribution, trading, manufacture, import, export, alter, convert, modify, buy, sell, or otherwise deal in any other manner, in electronic systems and devices. Your Company also proposes to expand its operation in future, therefore, has proposed to add few more objects in the object clause of its memorandum of association ("MOA"). In this regard, requisite resolution for amendment in MOA of the Company is provided in the AGM notice and recommended to the members for their approvals.

ACCOUNTING METHOD

CONSOLIDATED AND STANDALONE FINANCIAL STATEMENTS

The Consolidated and Standalone Financial Statements of the Company have been prepared pursuant to Section 129 of the Companies Act, 2013 ("Act") read with the Companies (Accounts) Rules, 2014 and in accordance with IND AS as notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

DIVIDEND

The Board has not recommended any dividend during the year under review, in order to retain the same in the business for further growth and projects to be undertaken by the Company and to strengthen the working capital of the Company.

TRANSFER TO RESERVES

During the period under review, the Company had not transferred any amount to Reserves.

INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

In accordance with the applicable provisions of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, which remain unpaid or unclaimed for a period of seven years, from the date of transfer to Unpaid Dividend Account.

Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund Authority ("IEPF Authority").

During the year under review, no amount of the unclaimed/unpaid dividend and any such share in the Company were due to be transferred to the IEPF Authority.

SHARE CAPITAL AND CHANGES IN SHARE CAPITAL

Authorized Share Capital

The Authorised share capital of the Company as on 31st March, 2023 was Rs. 28,15,00,000/- (Rupees Twenty-Eight Crores Fifteen Lakhs Only) divided into 28,15,00,000 (Twenty-Eight Crores Fifteen Lakhs) shares of Re. 1/- each (Rupee One only).

Paid-up Share Capital

The paid-up capital of the Company as on 31st March 2023 stood at Rs. 27,42,07,700/- divided into 27,42,07,700 Equity Shares of Re. 1/- each (Rupee One only). (Out of the aforesaid total paid-up share capital, trading approval of 1,69,13,860 Equity Shares of Re. 1/- each (Rupee One only) was obtained from BSE Limited on April 12, 2023.

During the period under review, 12,86,469 (Twelve Lakhs Eighty-Six Thousand Four Hundred Sixty-Nine) equity shares of Rs. 10/- each (Rupees Ten only) were issued and allotted to Findoc Finvest Private Limited ("Findoc"), a promoter group company, pursuant to the conversion of equal number of 0% Optionally Fully Convertible Debentures ("OFCD") on May 30th, 2022.

Pursuant to the allotment of the aforesaid equity shares, the shareholding of Findoc increased from its existing holding of 72,19,390 (Seventy Two Lakh Nineteen Thousand Three Hundred Ninety) equity shares constituting 29.54 % shares to 85,05,859 (Eighty Five Lakh Five Thousand Eight Hundred Fifty Nine) equity shares constituting 33.06% shares in the Company. Accordingly, the total share paid-up capital of the Company was increased from then existing equity share capital of Rs. 24,44,29,150 (Rupees Twenty four Crore Forty Four Lakh Twenty Nine Thousand One Hundred and Fifty Only) to Rs. 25,72,93,840 (Rupees Twenty Five Crores Seventy Two Lakhs Ninety Three Thousand Eight Hundred and Forty Only).

Thereafter, pursuant to a request received from Findoc on October 06, 2022 for conversion of balance 16,91,386 (Sixteen Lakhs Ninety-One Thousand Three Hundred and EightySix only) OFCDs into Equity Shares, 1,69,13,860 (One Crore Sixty-Nine Lakh Thirteen Thousand Eight Hundred Sixty) equity shares of Re. 1/- each (Rupee One only) were issued to Findoc Finvest Private

Limited on October 7th 2022. Consequent upon conversion of OFCDs into equity shares during financial year 2022-23, Findoc had given an open offer for the Acquisition of upto 6,90,84,020 Equity Shares of Face Value of Re. 1/- each constituting 25.19% of The Expanded Equity Share Capital of the Company from the public shareholders pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"). The Company was informed that the aforesaid open offer was duly completed as per the applicable provisions of SEBI SAST Regulations.

The Company had obtained necessary approvals from BSE Limited for the above stated issuance of equity shares.

As on the date of this report, the paid-up capital of the Company stands at Rs. 27,42,07,700 (Rupees Twenty-Seven Crores Forty-Two Lakhs Seven Thousand Seven Hundred Only) divided into 27,42,07,700 (Twenty-Seven Crores Forty-Two Lakhs Seven Thousand Seven Hundred) Shares of Re. 1/- each (Rupee One only).

DEPOSITS FROM PUBLIC

During the year under review, your Company has not accepted/renewed any deposits within the meaning of Sections 73 to 76A of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

LISTING

During the year, the Company obtained trading approval of 12,22,145 (Twelve Lakhs Twenty-Two Thousand One Hundred and Forty-Five) equity shares of the face value of Rs. 10/- each (Rupees Ten Only) from the BSE Limited on April 06th, 2022. These shares were issued to Findoc Finvest Private Limited ("Findoc"), a promoter group company upon conversion of Optionally Fully Convertible Debentures ("OFCD"). Further, the Company obtained trading approval for 1,69,13,860 (One Crore Sixty-Nine Lakh Thirteen Thousand Eight Hundred Sixty) equity shares of Re. 1/- each (Rupee One only) from the BSE Limited on April 12th, 2023. The said shares were issued to the Findoc upon conversion of OFCDs.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is presented in a separate section and marked as **Annexure VI**, forming part of this Annual Report.

CORPORATE GOVERNANCE

Your Company is committed to benchmark itself with global standards for providing good corporate governance. Your Board constantly endeavours to take the business forward in such a way that it maximizes long term value for the stakeholders. The Company has put in place an effective corporate governance system which ensures that the provisions of SEBI Listing Regulations are duly complied with.

Parameters of statutory compliances evidencing the standards expected from a listed entity have been duly observed and a Report on Corporate Governance as well as the Certificate from Secretarial Auditors confirming compliance with the requirements of SEBI

Listing Regulations forms part of Annual Report and marked as **Annexure VIII**.

Further, the CEO/CFO Certificate as prescribed under SEBI Listing Regulations is also presented in separate section forming part of Integrated Annual Report.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company holds 55% shares in subsidiary partnership firm Finton Homes. The Company further holds 100% shares in its subsidiary viz. RPIL Healthcare Private Limited incorporated w.e.f. 20th February, 2023.

The Consolidated Audited Financial Results for the Financial year ended 31st March, 2023 represent the result of the Company including its subsidiary partnership firm, Finton Homes and wholly owned subsidiary RPIL Healthcare Private Limited. A separate statement containing the salient features of the financial statement of subsidiaries, joint ventures and associates in Form AOC-1 is attached with this annual report as **Annexure - XII**

The audited financial statement including the consolidated financial statement of the Company and all other documents required to be attached thereto is available on the Company's website and can be accessed at <https://www.riteshindustries.us>.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

Re-Appointments / Appointments

During the period under review, Mr. Roop Kishore Fatehpuria having DIN: 00887774 and Mr. Kavya Arora having DIN: 02794500, were re-appointed as the Whole-time Directors of the Company in the 35th annual general meeting held on September 30th, 2022, for a period of 3 years with effect from 01st September 2023 till 31st August 2026.

The details of Directors being recommended for reappointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company. Appropriate resolution(s) seeking your approval for the re-appointment of Directors are also included in the Notice.

Cessation

During the Financial Year 2022-2023, Mr. Hemant Sood has resigned from the position of Non-Executive Non-Independent Director of the Company with effect from 09th May, 2022 and Mr. Deva Pampapathi Reddy has resigned from the position of Non-Executive Independent Director with effect from 12th July, 2022.

Further, Board of Directors places on record its sincere appreciation for the support and valuable guidance given by Mr. Hemant Sood and Mr. Deva Pampapathi Reddy during their tenure as Directors of the Company.

Key Managerial Personnel

As on 31st March, 2023 and till the date of signing of this report, Mr. Sanjeev Arora, Managing Director, Mr. Roop Kishore Fatehpuria, Whole Time Director, Mr. Kavya Arora, Whole Time Director, Mr. Deepak Sharma, Chief Financial Officer and Ms. Tarandeep Kaur, Company Secretary & Compliance Officer, are the Key Managerial Personnels of your Company, in accordance with the provisions of

Section 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Declaration by the Company

The Company has issued confirmation to its Directors, confirming that it has not made any default under Section 164(2) of the Act, as on 31st March 2023.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors pursuant to Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations confirming that they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Directors and Senior Management Personnel.

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

In the opinion of the Board, they fulfil the condition for appointment/re-appointment as Independent Directors on the Board. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5) (iia) of the Companies (Accounts) Rules, 2014.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with Rules 5(1), 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of Directors/Employees of the Company is set out in **Annexure- IV** to this Report.

The remuneration paid to the Directors is in accordance with the Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Remuneration Policy

Pursuant to provisions of Section 178 of the Act and the SEBI Listing Regulations, the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors including criteria for determining qualifications, positive attributes, independence of a director, Key Managerial Personnel, Senior Management Personnel and other employees of your Company.

The NRC Committee has approved a policy on appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the NRC Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of

Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (Other than Managing/ Whole-time Directors), Key-Executives and Senior Management and the Remuneration of other employees. The Company's Policy relating to appointment of Directors, payment of managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Act is furnished and forms part of this Report.

The detailed Policy is available on the Company's website at <https://www.riteshindustries.us/pdf/Nomination%20&%20Remuneration%20Policy.pdf>.

BOARD AND COMMITTEE MEETINGS

During the period under review, 7(Seven) meetings of the Board of Directors were held on 30.05.2022, 16.06.2022, 12.08.2022, 06.09.2022, 07.10.2022, 14.11.2022 and 14.02.2023.

The intervening gap between any two consecutive meetings of the Board was within the stipulated time frame prescribed under the Act and the SEBI Listing Regulations.

Details of meetings held, and attendance of directors are mentioned in Corporate Governance Report, which forms part of this Report.

Board Committees

Your Company has constituted several Committees of the Board which have been established as part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

As on 31st March 2023, your Board has 03 (Three) mandatory Committees, namely,

- 1) Audit Committee,
- 2) Nomination, Remuneration & Compensation (NRC) Committee;
- 3) Stakeholders' Relationship Committee (SRC)

Note:

Restructuring Committee (constituted w.e.f. 9th August, 2018) was dissolved at the beginning of the FY 2022-23 w.e.f. 01st April, 2022.

In addition to the above, the Company has voluntarily constituted a Corporate Social Responsibility Committee w.e.f. 30th May 2023.

The details with respect to the powers, roles, terms of reference, number of meetings etc. of the Committees held during the financial year 2022-23 and attendance of the members at each committee meeting, are provided in the Corporate Governance Report which forms part of this Report.

All the recommendations made by the Committees of the Board including the recommendations of the Audit Committee were accepted by the Board.

Audit Committee

As on 31st March, 2023, the Audit Committee comprises of 03 (three) members namely, Mr. Surinder Kumar Sood, Independent Director, Mr. Gurpreet Singh Brar, Independent Director and Mr. Roop Kishore Fatehpuria, Executive Director. Mr. Surinder Kumar Sood, Independent Director is the Chairman of the Audit Committee.

All members of the Audit Committee are financially literate and have experience in financial management. The Committee inter alia reviews the Financial Statements before they are placed before the Board, internal control system and Reports of Internal Auditors and Compliance of various regulations. The brief terms of reference of the Committee and the details of the Committee meetings are provided in the Corporate Governance Report.

Nomination And Remuneration Committee

As on 31st March 2023, the Nomination and Remuneration Committee comprises of three Independent Directors with Mr. Surendar Kumar Sood as Chairman, Mr. Gurpreet Singh Brar and Mrs. Shweta Sehgal as members. The Committee, *inter alia* identifies the persons who are qualified to become directors and who may be appointed in senior management. The brief terms of reference of the Committee and the details of the Committee meetings are provided in the Corporate Governance Report.

Stakeholders' Relationship Committee

As on 31st March 2023, the Stakeholders' Relationship Committee comprises of 03 (three) members, namely, Mr. Surendar Kumar Sood as Chairman (Independent Director), Mr. Roop Kishore Fatehpuria and Mr. Kavya Arora as members. The Committee *inter alia* reviews the grievance of the security holders of the Company and redressal thereof. The brief terms of reference of the Committee and the details of the Committee meetings are provided in the Corporate Governance Report.

Corporate Social Responsibility ("CSR") Committee

Since the CSR committee is voluntarily constituted on May 30, 2023, no meeting of the CSR committee was held during the financial year 2022-23. The composition of the CSR committee is provided in Annual Report on CSR as annexed with this report (**Annexure VII**)

PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and Regulation 25(3) & (4) of the SEBI Listing Regulations, the Independent Directors in their meeting held on March 30, 2023, 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 NRC Committee has also carried out evaluation of performance of every director of the Company.

On the basis of evaluation made by the Independent Directors and the NRC Committee and by 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 SEBI Listing Regulations mandate the Board of listed companies to monitor and review the Board Evaluation framework. Section 134(3) of the Act read with the Rule 8 of the Companies (Accounts) Rules, 2014 made there under 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. Schedule IV to the Act read with the Rules issued there under and Regulation 17(10) of the SEBI 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 Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors pursuant to the provisions of the Act and Regulation 17(10) of the SEBI Listing Regulations.

The Board evaluation exercise for financial year 2022-23 was carried out by way of internal assessments done based on a combination of detailed questionnaires and verbal discussions. 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(s) was based on understanding of the terms of reference, discharge of its duties, performance of the committee, composition of the committee.

Evaluation Outcome

The evaluation brought to notice that the sharing of information with the Board, its timeliness, the drafting of agenda notes and the content thereof as well as the drafting of the minutes were found to be satisfactory. All the Board Members were satisfied with the way the affairs of the Company were conducted.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors & their Report

M/s Khandelwal Jain & Co., Chartered Accountants (FRN 105049W) were appointed as Statutory Auditors for one term of 05 (five) consecutive years, at the 33rd Annual General Meeting of the Company, held on December 28, 2020, for auditing the accounts of the Company from the financial year 2020-2021 to 2024-2025. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.

The Statutory Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

The Statutory Auditors' Report issued by M/s Khandelwal Jain & Co. along with the standalone and consolidated financial statements of the Company for the financial year ended 31st March 2023, forms part of this Annual Report. The Auditor's Report read together with the notes to accounts is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation. Further, no qualification, reservation or adverse remark or disclaimer is made by the Statutory Auditor in his report.

Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Act.

Secretarial Auditors & their Report

The Board of Directors of the Company at its meeting held on February 14, 2023 appointed, MZ & Associates, Company Secretaries, (Peer Review Firm No. 757/2020) as Secretarial Auditor of the Company for conducting the Secretarial Audit of the Company for the financial year 2022-23 as required under Section 204 of the Act and Rules thereunder read with Regulation 24A of the SEBI Listing Regulations.

Annual Secretarial Audit Report

In terms of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, a Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report

as **Annexure– I**. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended 31st March, 2023, on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from MZ & Associates, Secretarial Auditors as required under Regulation 24A of SEBI Listing Regulations, is annexed herewith as **Annexure– II**.

Cost Records and Cost Audit

The central government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for the products of the Company and requirement of cost audit as stipulated under the provisions of section 148 of the Act, are not applicable for the business activities carried out by the Company.

Insolvency and Bankruptcy Code, 2016

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the FY 2022-23.

VIGIL MECHANISM/ WHISTLE-BLOWER POLICY

Pursuant to the provisions of Section 177(9) & (10) of the Act and the SEBI Listing Regulations, the Company has framed a 'Whistle Blower Policy' to establish Vigil Mechanism for directors and employees to report genuine concerns. The policy is revised from time to time to align it with applicable regulations and/ or with organisations suitability. The latest policy is available on the website of the Company and the web link of the same is provided in the Corporate Governance Report. This policy provides a process to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrongdoing within the Company. The Company ensures that no personnel is denied access to the Chairperson of the Audit Committee.

During FY 2022-23, no complaint was received, and no individual was denied access to the Audit Committee for reporting concerns, if any.

Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Company has robust internal financial controls (IFC) systems commensurate with the nature and size of its business operations and operating effectively and no material weakness exists. The IFC is in line with requirement of the Act, and is intended to increase transparency & accountability in an organisation's process of designing and implementing a system of internal control and a system facilitating mapping with role-based authority to business & functional team to ensure smooth conduct of their operations across the organisation.

RISK MANAGEMENT

The Company follows a practice of identification of various risks pertaining to different businesses and functions of the Company. Major risks 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.

ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2023, in prescribed e-form MGT-7 in accordance with Section 92(3) of the Act, read with section 134(3)(a) of the Act, is available on the Company's website at www.riteshindustries.us.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company has adopted a "Policy on Dealing with and Materiality of Related Party Transactions", in accordance with the provisions of the Act and Regulation 23 of the SEBI Listing Regulations, *inter-alia*, providing a framework for governance and reporting of Related Party Transactions including material transactions and threshold limits for determining materiality.

The said Policy is also available on the website of the Company at the web-link: <https://riteshindustries.us/Related-Party-Transaction-Policy.pdf>

During the year under review, all contracts/ arrangements/ transactions entered into by the Company with related parties were in ordinary course of business and on arm's length basis. The Company has not entered into any contracts/ arrangements/ transactions with related parties which qualify as material in accordance with the Policy of the Company on materiality of related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2022-23 and hence does not form part of this report.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions, formulated by the Company.

The details of the related party transactions as per Indian Accounting Standards (IND-AS) - 24 are set out in Notes to accounts to the Financial Statements of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure-V**

MATERIAL CHANGES

A. Business

The Company has launched a new project under the name "Hampton Plaza" a commercial complex having approx. 2,00,000.00 sq. ft. Drawings for the same have been submitted to GLADA/PUDA for their approvals. During the financial year 2023-24, a project named "Hampton Estates"

spread over 12 acres of land has been launched by the Company, which includes 111 residential plots of 250 square yards each & commercial properties including 25 brand outlets. It is estimated that the project will be completed in the Financial Year 2023- 24 itself. The project is located on NH 5 (Chandigarh- Ludhiana highway) within Municipal Limits of Ludhiana which is around 800 meters away from its existing project Hampton Court Business Park.

B. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

All the material information has been provided in this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In Compliance of the Section 135 of the Act read with the rules made thereunder, as amended, and applicable from time to time, detailed annual report on CSR activities undertaken by the Company during the year is given as **Annexure-VII**.

The Company has spent the CSR amount till date. Details of the CSR expenditure has been provided in annual report on CSR annexed with this annual report.

DISCLOSURE ON ONE TIME SETTLEMENT

During the year under review, the Company has not entered into any one-time settlement with the Banks or Financial Institutions who have extended loan or credit facilities to the company.

SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, TRIBUNALS AFFECTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the period under review, there were no significant and material orders passed by any regulator/court/tribunal impacting the going concern status and the Company's operations in future.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules made thereunder.

Internal Complaints Committee(s) ("**ICC**") at each workplace of the Company, have been set up to redress complaints, if any, received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

No complaint was complaint received from any employee of the Company during the FY 2022-23.

SIGNIFICANT DEVELOPMENTS

Although, the Company has achieved various milestones which have already been set out in the Management Discussion and Analysis forming part of the Annual Report, however there were no significant developments during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Act, the Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors 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 at the end of the financial year 31st March, 2023 and of the profits of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LISTING OF SHARES

The equity shares of your Company are presently listed on the BSE Limited. The listing fee for the year 2023-24 has already been paid to the credit of the stock exchange.

SECRETARIAL STANDARDS

The Company has system to ensure the compliances with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") and that such systems are adequate and operating effectively.

Pursuant to the provisions of section 118(10) of the Act, the Company has complied with the applicable provisions of the applicable secretarial standards issued by the ICSI and approved by the central government.

REPORTING PRINCIPLE

The financial and statutory data presented in this Report is in line with the requirements of the Act (including the rules made thereunder), Indian Accounting Standards and the Secretarial Standards.

REPORTING PERIOD

The financial information is reported for the period 1st April, 2022 to 31st March, 2023. Some parts of the non-financial information included in this Board's Report are provided as on the date of this Report.

CAUTIONARY STATEMENT

Statements in the Management Discussions & Analysis Report describing the Company's projections, estimates, expectations or

predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand supply conditions, raw material prices, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

GENERAL

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

- a) Receipt of any remuneration or commission from any of its subsidiary companies by the Managing Director of the Company.
- b) During the year under review, the Company has not bought back any of its securities/ not issued any sweat equity shares / not provided any Stock Option Scheme to its employees / not issued any equity shares with differential rights.
- c) There was no revision of the previous year's financial statements during the financial year under review.
- d) No fraud has been reported by the Auditors to the Audit Committee or the Board.

PERSONNEL

Your Directors wish to place on record their sincere appreciation for the devoted services of all the employees and workers at all levels and for their dedication and loyalty, which has been critical for the Company's success.

ACKNOWLEDGEMENTS

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 place on record their deep sense of appreciation for the devoted services of the employees during the period under review.

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

**Dated:09.08.2023
Place: Gurugram**

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

ANNEXURE - I**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2023**

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015]

To,
The Members,
Ritesh Properties and Industries Limited
Add: 205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar West,
New Delhi, Central Delhi 110008 IN

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, 2023, 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, 2023 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; **(Not applicable to the Company during the Financial Year 2022-23)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Financial Year 2022-23)**
 - (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;
 - (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 **to the extent applicable**
 - (i) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018; **(Not applicable to the Company during the Financial Year 2022-23)**
 - (j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Financial Year 2022-23)**
- (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

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India pertaining to General Meeting, Board of Directors Meetings and Committee Meetings viz: Audit Committee, Nomination and Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC) and Corporate Social Responsibility Committee.

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.
- 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 views 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.
- *BSE Limited has imposed a fine of Rs. 3,24,000/- for non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 with respect to the non-submission of the financial statement during 01st June, 2022 to 29th July, 2022. Subsequently, the Company complied with the requirement of Regulation 33 of SEBI (LODR) Regulation, 2015.*

However, during the year an Open Offer was announced for acquisition of upto 6,90,84,020 Equity Shares of Face Value of 1/- each constituting 25.19% of the Expanded Equity Share Capital of Ritesh Properties and Industries Limited ("RPIL") from the Public Shareholders by Findoc Finvest Private Limited ("Acquirer") along with Persons Acting in Concert ("PACS") pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Offer was open on February 08th, 2023 and closed on February 21st, 2023 and thereafter payment consideration was done on March 01st, 2023.

Furthermore, we report that there were no instances of:

- i. Redemption / buy-back of securities;
- ii. 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.

Date: 04th August, 2023
Place: Gurugram

For MZ & Associates
Company Secretaries

Sd/-
CS Mohd Zafar
Partner
Membership No: FCS 9184
CP: 13875
UDIN: F009184E000741289

ANNEXURE A

To
The Members,
Ritesh Properties and Industries Limited
Add: 205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar West,
New Delhi, Central Delhi 110008 IN

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 not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 04th August, 2023
Place: Gurugram

**For MZ & Associates
Company Secretaries**

**Sd/-
CS Mohd Zafar
Partner
Membership No: FCS 9184
CP: 13875
UDIN: F009184E000741289**

Annexure - II

SECRETARIAL COMPLIANCE REPORT OF RITESH PROPERTIES AND INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2023

To,
Ritesh Properties And Industries Limited
11/5B, Pusa Road New Delhi 110060

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Ritesh Properties and Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **11/5B, Pusa Road New Delhi 110060**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, **MZ & Associates, Peer Review Firm of Company Secretaries**, having our office at Business Centre, AIHP Palms, Plot No. 242– 243 Udyog Vihar–Phase IV, Gurugram–122015 have examined:

- all the documents and records made available to us and explanation provided by Ritesh Properties and Industries Limited (hereinafter referred to as "the Listed Entity"),
- the filings/ submissions made by the Listed Entity to the stock exchanges viz. BSE,
- website of the Listed Entity, viz. www.riteshindustries.us.
- other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("**Review Period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the **Securities Contracts (Regulation) Act, 1956** ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the Review Period.**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **to the extent applicable.**
- Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018; **Not applicable during the Review Period.**
- Other applicable regulations and circulars/ guidelines issued thereunder;

We, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1	Non-submission of the consolidated cash flow statement with financial results for the financial year ended 31st March, 2023 within the period prescribed regulation 33 of SEBI (LODR) Regulations, 2015	Regulation No. 33 of the SEBI (LODR) Regulations, 2015.	Non-submission of Consolidated - Cash Flow Statement	BSE Ltd	Fine was imposed by BSE for the period 01st April, 2022 till 30 th June, 2022 for the non-submission of consolidated Cash Flow statement.	Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 with respect to the non-submission of the financial statement during 01st June, 2022 to 29th July, 2022.	BSE imposed a fine of Rs. 3,24,000/-	Non-Compliance of Regulations 33 of LODR Regulations continues for the period 01st June, 2022 to 29th July, 2022. Subsequently, the company complied with the requirement of Regulation 33 of SEBI (LODR) Regulation, 2015.	Management has paid the penalty amount of Rs. 3,24,000/- along with the consolidated cash flow statement with BSE dated 29th July, 2023.	

b). The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
NIL										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/No/NA)	*Observations/ remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NA

2	Other conditions relating to resignation of statutory auditor	NA	NA
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	NA

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below

S. No.	Particulars	Compliance Status (Yes/No/NA)	*Observations/ remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	YES YES	Policies have been updated by the management in regular intervals.
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES YES YES	

4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES YES	As on date of the report there is no material subsidiary of the Company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	As per SEBI Listing Regulations and the Companies Act, the Board Evaluation is required to be done once in a year. The Performance Evaluation was carried out in the last quarter of the financial year 2022-23
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES NA	The listed entity has obtained the prior approval of the audit committee for the related party transactions; therefore, the said requirement is not applicable.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder"	Yes BSE Limited has imposed a fine of Rs. 3,24,000/-for Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 with respect to the non-submission of the financial statement during 01 st June, 2022 to 29 th July, 2022.	Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 with respect to the non-submission of the financial statement during 01 st June, 2022 to 29 th July, 2022. Subsequently, the Company complied with the requirement of Regulation 33 of SEBI (LODR) Regulation, 2015.
12.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	None	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 30th May, 2023
Place: Gurgaon

For MZ & ASSOCIATES
Company Secretaries

Sd/-
CS Mohd Zafar
(Partner)
Membership No: FCS 9184
Peer Review No. P2014DE40000
CP: 13875
UDIN: F009184E000424104

Annexure-III

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

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2023 and the best of our knowledge and belief;
- Statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - 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 no: -
- Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year; and
 - 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.

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

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

**Sd/-
(Deepak Sharma)
Chief Financial Officer**

**Place: New Delhi
Date: 30thMay, 2023**

Annexure-IV

A. Particulars of employees for the year ended March 31, 2023 as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 is as under:

Sl. No.	Name of Director	Designation	Ratio of the remuneration of each director to the median remuneration of employees
1.	Mr. Sanjeev Arora	Chairman cum Managing Director	27.59
2.	Mr. Kavya Arora	Whole time Director	16.55
3.	Mr. Roop Kishore Fatehpuria	Whole time Director	4.55
4.	*Mr. Hemant Sood	Non-executive Director	Nil
5.	Mr. Gurpreet Singh Brar	Independent Director	0.22
6.	Ms. Shweta Sehgal	Independent Director	0.13
7.	Mr. Surender Kumar Sood	Independent Director	0.06
8.	**Mr. D. P Reddy	Independent Director	0.07

Note: *ceased to be Non-executive director w.e.f 09.05.2022.

**ceased to be independent director w.e.f 12.07.2022.

ii. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23:

Sl. No.	Name of Director/KMP	Designation	% increase in Remuneration in the financial year 2022-23
1.	Mr. Sanjeev Arora	Chairman cum Managing Director	Nil
2.	Mr. Kavya Arora	Whole time Director	Nil
3.	Mr. Roop Kishore Fatehpuria	Whole time Director	Nil
4.	*Mr. Hemant Sood	Non-executive Director	Not applicable
5.	Mr. Gurpreet Singh Brar	Independent Director	Not applicable
6.	Ms. Shweta Sehgal	Independent Director	Not applicable
7.	Mr. Surender Kumar Sood	Independent Director	Not applicable
8.	**Mr. D. P Reddy	Independent Director	Not applicable
9.	Mr. Deepak Sharma	Chief Financial Officer	18.33
10.	Ms. Tarandeep Kaur	Company Secretary and Compliance Officer	18.75

Note: *ceased to be Non-executive director w.e.f 09.05.2022.

**ceased to be independent director w.e.f 12.07.2022.

iii. The percentage increase in the median remuneration of employees of the Company in the financial year:
 During the financial year 2022-23, the median remuneration of employees of the Company was increased by 11.54%.

iv. The number of permanent employees on the rolls of Company:
 As on March 31, 2023, there were 14 permanent employees on the rolls of the Company.

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

Average percentile increase in salary of the Company's employee (other than the managerial personnel) during the financial year 2022-23 was approximately 21.71%.

Further, Average percentile increase in the managerial remuneration during the financial year 2022-23 was Nil.

During the financial year 2022-23, there was no increase in the remuneration of Mr. Sanjeev Arora, Chairman cum Managing Director, Mr. Kavya Arora, Whole time Director and Mr. Roop Kishore Fatehpuria, Whole time Director of the Company.

Vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is hereby affirmed that the remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company.

B. Particulars of employees for the year ended March 31, 2023 as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The detail of the employee falling under the ambit of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is as follows:

Sr. No.	Particulars	Details
i.	Name of the employee	Mr. Sanjeev Arora
ii.	Designation of the employee	Chairman cum Managing Director
iii.	Remuneration received	Rs. 1.20 Crore per annum
iv.	Nature of employment, whether contractual or otherwise	The Appointment was approved by the shareholders in the 34 th AGM by way of special resolution.
v.	Qualifications and experience of the employee	He has more than 40 years of experience in business administration and rich experience in real estate sector. 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's contribution to the real estate, apparel and textile products are commendable and many milestones in the sector have been achieved due to his initiatives and entrepreneurship.
vi.	Date of commencement of employment	25.10.2004
vii.	Age of such employee	60 years
viii.	Last employment held by such employee before joining the company	Not applicable
ix.	Percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	34.67% along with relatives
x.	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Yes. Mr. Sanjeev Arora is father of Mr. Kavya Arora, Whole time Director of the Company

Notes:

1. The list of top 10 employees of the Company shall be made available upon request to the Company.
2. There is no employee in the Company who was in receipt of remuneration in the financial year 2022-23 which in the aggregate is in excess of that drawn by the managing director or whole-time director or manager, and/or owns 2% or more of the equity shares of the Company as on March 31, 2023.

By Order of the Board of Directors
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

Date: 09.08.2023
Place: Gurugram

ANNEXURE - V

(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, 2023)

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	2022-2023	2021-2022
Used	---	---
Earned	---	---

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

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

**Dated: 09th August, 2023
Place: Gurugram**

ANNEXURE VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview:

Despite the resurgence of the pandemic and expectations around its consequent impact, the Indian Economy has exhibited resiliency during these uncertain times and remains on the recovery path led by the efforts of the Government. As per provisional estimates released by the National Statistical Office, India's real GDP contraction during 2022-23 is estimated at 7.2 per cent. The Central Bank, in its recent policy, has revised the economic growth estimates. The real GDP growth for 2023-24 is now pegged at 6.0%. The inflation trajectory and rise in international commodity prices pose risks. However, a good monsoon backed by Government support should spur recovery. The Government is scaling up the vaccination rollout programme to support broad-based economic recovery.

Industry Structure and Developments

The global economy remained uncertain with continued disruption in the supply chain, increased commodity prices due to the geopolitical uncertainties and ebbing of the Pandemic wherein unprecedented challenges and uncertainties caused by the pandemic posed major difficulties in every facet of the economy and the industry. The real estate industry too, witnessed changes. This was as a result of systemic structural reforms and policy changes.

The residential segment in particular has exhibited a surge with the fundamental growth drivers falling into place and thereby had an astounding progress in 2022, setting new sales records of 68% year on year across the top tier cities, further demonstrating the industry's prominence as one of India's fastest growing industries. After 2 years of being affected by COVID, Tier 2 and Tier 3 cities have arisen as fresh major real estate trends in 2022-23, and the real estate market has set unprecedented benchmarks which continued its growth momentum from 2021 amid the global slowdown.

The industry remains cognizant of the evolving market conditions with developers exhibiting adaptability along with agility to respond to the current situation. The Central and some State Governments have been proactive in taking steps to boost the housing industry. Various fiscal incentives announced by certain states, including stamp duty waiver and reduced charges, have aided growth. The establishment of a Special Window for Affordable and Mid-Income Housing (SWAMIH), to provide last mile financing for completion of stalled housing projects, is also aiding in completion of projects which had been held up and instilling further confidence in the consumers. 'Housing for All' under the Pradhan Mantri Awas Yojana and continued tax incentives for affordable segment provided by the Government will further boost sector dynamics. Consolidation in favour of the large, credible and organised players is clearly evident in the residential segment.

Opportunities and challenges

i. Opportunities

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your

Company holds a steadfast belief in the enduring strength of the country's Real Estate demand. This confidence is underpinned by several core strengths that set your Company apart.

Firstly, our well-established brand enjoys wide acceptance and trust among customers and stakeholders. The Company has earned a positive reputation for our contemporary architectural designs and well-planned projects, strategically located to meet the needs of discerning buyers.

Secondly, your Company maintains a robust financial position with a strong balance sheet. This financial stability enables us to navigate challenging economic conditions with resilience, ensuring consistent performance even in testing times. The trust bestowed upon us by our customers and shareholders further reinforces our position as a preferred choice in the market.

Our customer-centric approach fosters loyalty, while our investors recognize the potential for long-term growth and profitability. With a forward-looking approach, your Company is strategically poised to capitalize on future opportunities by acquiring new land parcels. This proactive strategy aims to augment our development potential and expand our real estate portfolio, positioning us favourably for future growth and market leadership.

In conclusion, your Company's belief in the enduring demand for Real Estate in India, along with our recognized brand, contemporary designs, strategic projects, strong financial standing, and customer and shareholder appeal, places us in an advantageous position to seize opportunities and solidify our presence in the real estate market.

ii. Challenges

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges as detailed below:

- 1. Geopolitical Risks:** Economic and political uncertainties in any part of the world can have a ripple effect, impacting the geopolitical landscape across countries. Such events may lead to the postponement of large development plans, posing risks for infrastructure-focused companies.
- 2. Environmental Risks:** With increasing economic activity, climate change has become a global threat. Governments and corporations need to reassess energy policies to reduce emissions and contribute positively to the environment, as per the IPCC findings.
- 3. Unanticipated Delays in Project Approvals:** The real estate sector often faces delays in obtaining necessary approvals from regulatory authorities, leading to project timelines getting extended. These delays can result from bureaucratic processes or changing government policies.

4. **Availability of Accomplished and Trained Labor Force:** Finding skilled and trained labour for real estate projects can be challenging. The sector requires a workforce with diverse skill sets, including construction, design, and project management, and the availability of such accomplished labour can be limited.
5. **Increased Cost of Manpower:** The cost of hiring skilled labour has been on the rise, impacting project budgets. The scarcity of skilled workers and increasing demand for labour in the construction industry contribute to the rising costs.
6. **Rising Cost of Construction Due to Commodity Prices:** Fluctuations in commodity prices, such as steel, cement, and other building materials, can significantly impact construction costs. Price increases in these essential materials can strain project budgets and profitability.
7. **Growth in Auxiliary Infrastructure Facilities:** As real estate projects continue to expand, the demand for supporting infrastructure, such as roads, water supply, and sewage systems, also increases. Providing adequate auxiliary infrastructure can be a challenging and costly task for developers.

Segment wise performance

Operating segments of the Company 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. As defined in Ind AS 108 "Operating Segments", the Company's entire business falls under these Operational segments: -

1. Real Estate;
2. Textile Division;
3. Trading in shares & Derivatives.

Segment wise performance of the Company is provided in to the financial statement of the Company which is a part of Annual Report.

Material developments in Human Resources / Industrial Relations front, including number of people employed.

The Company leverages diversity of knowledge, qualification, skill, professional experience, culture, geography and sectoral understanding to enhance its competitiveness. The Company believes in creating an inclusive environment, where diverse perspectives can enrich strategic perspectives. The Company considers human capital as one of its most valuable resources and believes in facilitating their development through holistic engagement. The workforce is motivated and resilient, coupled with a can-do attitude. Robust and structured human resource processes and policies to focus on talent acquisition, talent management and talent development have been put in place. The Company's hiring process includes recruitments being made laterally from the industry, and also acquiring of new and fresh talent from various technical institutes. The aim of the recruitment process is to carry out need-based hiring for projects while maintaining employee costs.

To enhance inclusiveness at work, our 'gender sensitivity' workshops sensitise the environment in strengthening our

conduct towards women colleagues. The Company's holistic wellness programme sensitised employees around work-life balance and importance of a healthy lifestyle, emotional, physical well-being, and prevention of diseases. The Company also rolled out a structured program to vaccinate all its employees and their families along with contractors/ partners' staff & their families.

The Company has provided thorough safety training to its personnels and undertaken significant safety measures such as job safety assessments and safe construction practices at project sites. With all employee bodies, the Company has created harmonious industrial relations, proactive and inclusive procedures. The Company strives to provide a welcoming work atmosphere that values individuals and promotes professional development, creativity, and high performance. There is significant emphasis on nurturing a positive organization culture and enhancing employee engagement and bringing in execution excellence. The Company remains committed to being a preferred workplace.

Financial Performance of the Company

During the year under review, your Company's operating income on Consolidated Basis was Rs. 7221.22 (Amount in lakhs). The Company has earned a profit after tax on Consolidated Basis of Rs. 530.86 (Amount in lakhs) during the period under review. The revenue of the Company is generated from three segments namely development of real estate, textile division and investment division.

Financial Performance

Particulars	Financial Year 2021-2022 (In Lakhs)	Financial Year 2022-2023 (In Lakhs)
Total income	19935.23	7600.33
Profit before depreciation and tax ("PBDT")	4009.42	221.07
Profit before tax ("PBT")	4009.42	221.07
Profit after tax ("PAT")	4050.01	530.86

1. **Total income:** The total income of the Company on a consolidated basis is Rs 7600.33 lakhs in the FY 2022-23 as against a Rs. 19,935.24 lakhs in FY 2021-22.
2. **PBDT:** The Company also generated a PBDT of Rs. 221.07 lakhs for the FY 2022-23 as against a Rs. 4009.41 lakhs PBDT in FY 2021-22.
3. **PBT:** Consequently, the Company also generated a PBT of Rs. 221.07 lakhs for the FY2022-23 as against a Rs. 4009.41 lakhs PBT in FY 2021-22.
4. **PAT:** Net Profit showed a performance with the loss of Rs. 530.86 lakhs in FY2022-23 as against a net profit of Rs. 4050.00 lakhs in FY 2021-22.

Key financial ratios analysis:

Pursuant to the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company including explanations thereof are given below:

STANDALONE BASIS:

Ratios	Numerator	Denominator	As at	As at	% Variances	Reason for vairances (if above 25%)
			31/3/23	31/3/22		
			Ratios	Ratios		
Current ratio	Current Assets	Current Liabilities	3.58	7.55	-52.58%	Since Current Assets have reduced, Current ratio is reduced.
Debt-Equity Ratio	Debt	Equity	0.09	0.10	-10%	NA
Debt Service Coverage Ratio	EBITDA	Total Debt Service	-0.20	6.59	-103.03%	Since the company has repaid its debt, ratio decreased.
Return on Equity Ratio	PAT	Shareholder's Fund	-0.0046	0.22	-102.09%	Due to loss
Inventory Turnover Ratio	COGS	Avg Inventory	1.02	13.63	-92.52%	Increase in Inventory
Trade Receivable Turnover Ratio	Revenue from Operation	Avg Debtors	3.76	9.33	-59.70%	Decrease in Trade Receivables
Trade Payable Turnover Ratio		Avg Creditor	14.77	15.98	-7.57%	NA
Net Capital Turnover Ratio	Revenue From Operation	Working Capital	0.67	2.65	-74.72%	Decrease in Sales
Net Profit Ratio	PAT	Revenue From Operation	0.014	0.17	-91.76%	Due to Loss
Return on Capital Employed	PAT	Capital Employed	-0.02	0.21	-109.52%	Due to Loss
Return on Investment	EBIT	Capital Employed	-0.014	0.20	-107%	Due to loss

CONSOLIDATED BASIS:

Ratios	Numerator	Denominator	As at	As at	% Variances	Reason for vairances (if above 25%)
			31/3/23	31/3/22		
			Ratios	Ratios		
Current ratio	Current Assets	Current Liabilities	4.70	6.87	-31.59%	Due to Increase in current Liabilities
Debt-Equity Ratio	Debt	Equity	0.06	0.10	-40%	Reduction in Debt
Debt Service Coverage Ratio	EBITDA	Total Debt Service	0.46	10.49	-95.61%	Reduction in Debt
Return on Equity Ratio	PAT	Equity	0.045	0.37	-94.59%	Lower Profits
Inventory Turnover Ratio	COGS	Avg Inventory	0.76	4.61	-83.51%	Increase in Inventory
Trade Receivable Turnover Ratio	Revenue from Operations	Avg Trade Receivables	1.48	5.95	-75.13%	Reduced Debtors and Low sales
Trade Payable Turnover Ratio	Revenue from Operation	Avg Trade Payables	6.74	22.59	-70.16%	Increase in Creditors
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	0.48	1.26	-61.90%	Low Revenue
Net Profit Ratio	PAT	Revenue from Operation	0.07	0.22	-81.82%	Lower Profits
Return on Capital Employed	PAT	Capital Employed	0.045	0.34	-94.12%	Lower Profits
Return on Investment	EBIT	Investment	0.02	0.33	-93.94%	Lower Earnings

Outlook

Financial Year 2022-23 was an exciting year for the real estate sector, wherein we witnessed a robust demand revival in comparison to previous financial year wherein the demand was deferred due to second wave of Covid.

Post-pandemic, developers have moved away from the traditional way of doing business and rightly focused on end-user customer demand with a strong focus on innovation and digital transformation. We believe Financial Year 2023-24 will witness a healthy sales momentum backed by solid structural foundation, sustained demand and relatively affordable mortgage rates. Financially strong and reputed developers with superior execution capabilities stand to benefit disproportionately from the ongoing cyclical upturn.

In 2023-24, our assessment indicates a continuation of downward trends in the global economy, however, this scenario also presents an opportunity for the Indian economy to emerge as a world leader. Amidst these circumstances, the real estate sector is expected to sustain its trajectory of long-term growth, driven by various favourable factors.

One crucial factor contributing to the real estate sector's growth is the continuous rise in GDP per capita, which is indicative of improving economic conditions and rising individual prosperity. As disposable incomes increase, more people are likely to invest in real estate, driven by the aspiration for a better standard of living and improved lifestyle choices. Urbanization is also playing a significant role in boosting the real estate market. As more people move to cities in search of better opportunities and amenities, the demand for residential and commercial properties in urban areas is likely to surge.

Moreover, the international community is increasingly focusing on India as the next big economy. This global attention is likely to attract foreign investment and contribute to the growth of the real estate sector. The rise in earning potential and the growing base of aspirational consumers further propel the demand for real estate in various segments. Notably, the premium housing segment is expected to witness higher demand in the coming years, as individuals with increased financial capabilities seek upscale living options.

Given the conducive economic environment, the real estate sector is poised for substantial growth, driven by factors such as increasing GDP per capita, growing disposable incomes, urbanization, and international attention on India's economic potential.

Risks and Concerns

In the course of its business, the Company is exposed to stiff competition from other established developers in the market. In addition, it is exposed to certain market related risks, such as **rising labour and finance costs**, increase in interest rates and foreign currency rates, **market price fluctuation**, customer and **sales volume** risks, changes in the government policies, unanticipated delays in project approvals and **execution risk** which are explained as below:

1. Market Price Fluctuation:

The performance of our company can be influenced by the sales and rental prices of our projects. These prices are influenced by various factors, including prevailing market conditions, project location and nature, brand reputation, and project design. Despite this, our company follows a prudent business model to ensure a steady cash flow, even in adverse pricing scenarios.

2. Sales Volume:

The volume of bookings we receive depends on several factors, such as our ability to design projects that meet customer preferences, obtaining necessary approvals on time, general market conditions, the successful launch of projects, and customer trust in entering sale agreements before receiving project possession. We typically sell our projects in phases based on project type, scale, and market conditions.

3. Execution:

The successful execution of our projects depends on several factors, including the availability of labour, raw material prices, timely receipt of approvals and clearances, access to utilities, weather conditions, and the absence of contingencies like litigation. Our company diligently manages these challenges through cautious planning and engagement of established and reputable contractors. Additionally, as we import materials, timely shipment and clearance of materials are crucial for execution.

4. Land/Development Rights – Costs and Availability:

Land cost constitutes a significant portion of our project expenses. It includes payments for freehold and leasehold rights, fungible FSI, construction costs for the area given to landlords in exchange for development rights, registration, and stamp duty. We acquire land and development rights from both government and private parties, ensuring that the consideration paid aligns with prevailing market conditions and is reasonable. We often enter into MOUs and make advances for land/development rights before finalizing definitive agreements, which may lead to either successful acquisition or a refund of the advanced monies.

5. Financing Costs:

The acquisition of land and development rights requires substantial capital outlay. Insufficient funding resources and high-interest costs may impact our regular business operations. To mitigate this, we strive to build sufficient reserves from operating cash flows, allowing us to seize land acquisition and development opportunities efficiently.

Despite all the risks, the Company is well posed with the competitive advantages, as detailed in the above given paras, to mitigate all such risks.

Internal control systems and their adequacy

Please refer Directors' Report for the same.

Cautionary statement

Certain statements in this 'Management Discussion and Analysis' section may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Board of the Company envisage in terms of future performance and outlook. Investors are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, dependence on certain businesses, dependence on the availability of qualified and trained manpower and other factors discussed. This discussion and analysis should be read in conjunction with the Company's financial statements and notes on accounts.

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

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

**Date: 09.08.2023
Place: Gurugram**

Annexure - VII

ANNUAL REPORT ON (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

- 1) **Brief outline on Corporate Social Responsibility (“CSR”) Policy of the Company.**
 CSR forms an important part of the Company’s overall philosophy of giving back to the society. The Company is committed to bring about positive changes in the society it operates.
 The Company has formulated a robust CSR Policy which aims at creating a sustainable impact in the local community and the society at large. The Company’s CSR activities are guided and regularly monitored by the CSR Committee for their impact on the beneficiaries.

2) **Composition of CSR Committee:**

During the financial year 2022-23, since the Company was not required to constitute CSR committee in accordance with section 135(9) of the Companies Act, 2013, the functions of CSR committee were discharged by the Board of Directors of the Company.

Further during the financial year 2023-24 the Company was voluntarily constituted The Corporate Social Responsibility Committee on 30th May 2023, in accordance with the provisions of section 135 of the Companies Act, 2013 and rules made thereunder, as amended from time to time.

The composition of the Corporate Social Responsibility Committee as on 30th May, 2023 is as follows:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
i.	Mr. Surendar Kumar Sood	Chairman, Independent Director	Not applicable for FY 2022-23	
ii.	Mr. Kavya Arora	Member, Executive Director		
iii.	Ms. Shweta Sehgal	Member, Independent Director		

- 3) **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**
<https://riteshindustries.us/investor-relation>
- 4) **Executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:** Not Applicable
- 5) (a) Average net profit of the company as per section 135(5) - Rs.17,83,13,689/-
 (b) Two percent of average net profit of the company as per section 135(5) - Rs. 35,66,354/-
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Nil
 (d) Amount required to be set off for the financial year, if any- Nil
 (d) Total CSR obligation for the financial year [(b)+(c)-(d)] - Rs. 35,66,354/-
- 6) (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 35,94,309/-
 (b) Amount spent in Administrative Overheads- Nil
 (c) Amount spent on Impact Assessment, if applicable: Nil
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 35,94,309/-
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer
Rs. 35,94,309/-	Not applicable				

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	35,66,354/-
(ii)	Total amount spent for the Financial Year	35,94,309/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	27,955
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	27,955

7) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to a fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs).	Date of transfer		
1.	FY-21-22	-	-	-	14,42,000	30.09.2022	-	-
2.	FY-20-21	-	-	-	-	-	-	-
3.	FY-19-20	-	-	-	-	-	-	-
	Total							

8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

- 9) Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5): Not Applicable

By Order of the Board of Directors
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

Date: 09.08.2023
Place: Gurugram

ANNEXURE –VIII

CORPORATE GOVERNANCE REPORT For the Financial Year 2022-2023

As required under Regulation 34(3) read with Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) the details of compliance by the Company with the norms on Corporate Governance are as under:

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is 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.

The Company has complied with the principles and practices of good Corporate Governance. The Company’s philosophy is to attain transparency and accountability in its relationship with employees, shareholders, creditors, consumers, dealers and lenders, ensuring a high degree of regulatory compliance. Your Company firmly believes that a good governance process represents the foundation of corporate excellence.

Listing Regulations

The Company has complied with the provisions of the SEBI Listing Regulations, as amended, as applicable to the Company.

2. 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.

- (i) **Composition of the Board and Category of Directors**
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. As on the 31st March 2023, the Board consisted of 6 (six) Directors, 3 (Three) of whom were Non-Executive Independent Directors constituting 50% of the Board’s total strength, and other 3 (Three) were Executive Directors, 2(Two) of them belonging to the Promoter Group of the Company. The Chairperson/ Managing Director is an Executive Director.

The Company has also complied with the requirements of having a woman independent director on its Board under Section 149(1) of the Act and Regulation 17(1)(a) of the SEBI Listing Regulations. The Company has one woman director on its Board as of 31st March 2023. The composition of the Board is in accordance with Regulation 17(1) of the SEBI Listing Regulations and Section 149 of the Act, 2013.

The Board of Directors periodically reviews compliance reports pertaining to all laws applicable to the Company. All statutory and other matters of significance including information as mentioned in Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are informed to the Board to enable it to discharge its responsibility of strategic supervision of the Company.

The Board has adopted the provisions with respect to appointment and tenure of Independent Directors consistent with the Companies Act, 2013 and the SEBI Listing Regulations. As per the provisions of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.

The Independent Directors do not have or had any material 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 apart from receiving the sitting fees, reimbursement of expenses incurred for attending the Board meeting, Committee meetings, Independent Directors’ meeting and annual commission. All the Independent Directors have satisfied the criteria of independence as laid down in Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.

- (ii) Attendance of each Director at the meeting of the Board of Directors and at the 35th Annual General Meeting, and also the number of other Board of Directors or Committees in which a director is a member or chairperson:

The composition of the Board of the Company and the attendance of each Director at the Board Meetings held during the financial year 2022-23 and at the previous Annual General Meeting (“**AGM**”) i.e., at the 35th AGM held on September 30, 2022, and also the number of other Boards or Board Committees in which the Directors are member/chairperson as on 31st March 2023 are as follows:

Name of the Director	Category of Directors	Disclosure of relationships between directors inter-se	Number of other Directorships and Committee Memberships/ Chairmanships			Name of other Listed Companies	Attendance Details	
			Other Directorship	Committee Memberships	Committee Chairmanships		Board Meetings	Last AGM
Mr. Sanjeev Arora (DIN: 00077748)	Chairman-cum-Managing Director/Promoter	Mr. Sanjeev Arora is father of Mr. Kavya Arora	8	-	-	-	7	Yes
Mr. Roop Kishore Fatehpuria (DIN: 00887774)	Executive Director	No relationship	-	-	-	-	7	Yes
Mr. Kavya Arora (DIN: 02794500)	Executive Director/CFO/Promoter	Mr. Kavya Arora is son of Mr. Sanjeev Arora	9	-	-	-	7	Yes
Mr. Surendar K. Sood (DIN: 01091404)	Independent, Non-Executive	No relationship	2	2	2	CREMICA AGRO FOODS LIMITED	7	Yes
Mr. Gurpreet Singh Brar (DIN: 06597336)	Independent, Non-Executive	No relationship	-	-	-	-	5	Yes
Mrs. Shweta Sehgal (DIN: 06970433)	Independent, Non-Executive	No relationship	-	-	-	-	5	Yes
Mr. D.P Reddy* (DIN: 01939650)	Independent, Non-Executive	No relationship	-	-	-	-	2	No
Hemant Sood** (DIN: 02446952)	Independent, Non-Executive		15	-	-	-	-	No

*Ceased to be director w.e.f. July, 12th, 2022

** Ceased to be director w.e.f. May, 9th, 2022

None of the Directors on the Board is a member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees as specified in Regulation 26(1) of the SEBI Listing Regulations, across all the companies in which he/she is a Director. For assessment of these criteria, the limit under Regulation 26(1), the membership/chairmanship of the Audit Committee and the Stakeholders' Relationship Committee have only been considered.

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.

(iii) Board Meetings

The Board meets at least once in quarter to review the quarterly business and the financial performance of the

Company, apart from other 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 Meetings of the Board are generally convened at the Company's corporate office in Gurugram, India. 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 7 (Seven) times during the financial year 2022-23. 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, Seven Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
30.05.2022	7	6
16.06.2022	7	6
12.08.2022	6	6
06.09.2022	6	5
07.10.2022	6	6
14.11.2022	6	5
14.02.2023	6	5

b) Directors' Attendance Record

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	7	7
Mr. Surendar K. Sood	7	7
Mr. Roop Kishore Fatehpuria	7	7
Mr. Kavya Arora	7	7
Mr. Gurpreet Singh Brar	7	5
Smt. Shweta Sehgal	7	5
Mr. Deva Pampathi Reddy*	2	2
Mr. Hemant Sood**	-	-

*Ceased to be director w.e.f. July, 12th, 2022

** Ceased to be director w.e.f. May, 9th, 2022

(iv) Information supplied to the Board of Directors:

During the financial year 2022-23, all necessary information, as required under the applicable provisions of the Act, Part A of Schedule II of the SEBI Listing Regulations and SS-1 ("Secretarial Standard on Meetings of the Board of Directors") and other applicable laws, rules and regulations were placed and discussed at the Meetings of the Board of Directors.

(v) Separate Meeting of Independent Directors and their familiarization programme:

During the financial year 2022-23, as per the requirement of Schedule IV of the Act, 2013 and the Regulation 25(3) of the SEBI Listing Regulations, 1 (One) separate meeting of Independent Directors was held on March 30, 2023, whereby, all the Independent Directors were present, without the presence of the Non-Independent Directors and the members of the management of the Company. This meeting was conducted in a manner so as to enable the Independent Directors to discuss and review the performance of Non-Independent Directors and the Board as a whole, performance of the Chairman of the Company after taking into account the views of Executive Directors and Non-Executive Directors and for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board. The outcome of the meeting was apprised to the Chairman of the Company.

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. In accordance with the provisions of Regulation 25(7) of SEBI Listing Regulations 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 are available on the at www.riteshindustries.us of the Company.

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.

(vi) Shareholding of Non-Executive Director(s):

As on 31st March 2023, none of the Non-Executive Directors was holding any shares or convertible instruments in the Company.

(vii) 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: -

Competencies	Sanjeev Arora	Roop Kishore Fatehpuria	Kavya Arora	Surendar K. Sood	Gurpreet Singh Brar	Shweta Sehgal
Understanding of Business/ Industry - Experience and knowledge of textile business and real Estate Business.	✓	✓	✓	✓	-	-
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.	✓	✓	✓	✓	✓	✓
Critical and innovative thoughts – The ability to critically analyse the information and develop innovative approaches and solutions to the problems.	✓	✓	✓	✓	✓	✓
Financial Understanding – Ability to analyse and understand the key financial statements, assess financial viability of the business and efficient use of resources.	✓	✓	✓	✓	-	✓
Corporate Governance – Understanding of the corporate governance norms and practises for sustainable growth and for generation of long-term value to all its stakeholders.	✓	✓	✓	✓	✓	✓

(viii) Confirmation that in the opinion of the Board of Directors the Independent Directors of the Company fulfils the conditions specified in the SEBI Listing Regulations and are independent of the management of the Company:

Based on the declaration of independence pursuant to Section 149(6) of the Act, 2013 and SEBI Listing Regulations, received from each of the Independent Directors of the Company's, it is confirmed by the Board of directors that the Independent Directors of the Company fulfils the conditions specified in the SEBI Listing Regulations and are independent of the management.

(ix) Detailed reasons for the resignation of an independent director who resigns before the expiry of the tenure along with a confirmation by such director that there are no other material reasons other than those provided:

During the financial year 2022-23, two Directors of the Company viz. Mr. Hemant Sood (DIN: 02446952), director, and Mr. D.P. Reddy (DIN: 01939650) independent director, have resigned from the Board of the Company before the expiry of their tenure w.e.f. May 09, 2022 and July 12, 2022 respectively. The resignation was due to their other personal commitments and there were no other material reasons for the same.

Disclosures of relationships between Directors inter-se are as follows:

Name of the Directors	Category of Directorship	Relationship between Directors
Mr. Kavya Arora	Whole-time Director-Promoter Director	Mr. Sanjeev Arora is Father of Mr. Kavya Arora
Mr. Sanjeev Arora	Chairman cum Managing Director & Promoter Director	Mr. Kavya Arora is Son of Mr. Sanjeev Arora

3. BOARD COMMITTEES

The Board of Directors of the Company being at the fiduciary position have crucial role in the governance structure of the Company and the Board has constituted various Committees to deal with specific areas/activities which need a closer review or which are operational or routine matters. In order to perform the duties in true spirit and in the interest of the Company and its

stakeholders in efficient and timely manner, the Board has delegated its powers to various committees.

The Committees of the Board of Directors are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all committees are placed before the Board for review. Your Company has Four Board level committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

(a) Audit Committee

➤ **Composition**

As on 31st March 2023, Audit Committee comprised of 3(three) members, of which at least two third 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 as follows:

S. No.	Name of the Committee Members	Category	Designation
1.	Mr. Surendar K. Sood	Non-Executive-Independent Director	Chairperson
2.	Mr. Gurpreet Singh Brar	Non-Executive-Independent Director	Member
3.	Mr. Roop Kishore Fatehpuria	Executive Director	Member

➤ **Meeting and Attendance**

The committee met **7 (Seven)** times during the year on 30.05.2022, 16.06.2022, 12.08.2022, 06.09.2022, 07.10.2022, 14.11.2022 and 14.02.2023.

Director	No of Meetings	
	Held	Attended
Mr. Surendar K. Sood	7	7
Mr. Gurpreet Singh Brar	7	7
Mr. Roop Kishore Fatehpuria	7	7

Ms. Tarandeep Kaur, Company Secretary of the Company, acts as the Secretary to the Committee.

The composition and terms of reference of the Audit Committee conforms to the requirements of Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Act, 2013.

➤ **Terms of Reference of the Audit Committee are as follows:**

Powers of the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information required from any employee.
- To obtain external, legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it is considering necessary.

➤ **Role of Audit Committee:**

The role of the Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure of any related party transactions;
 - (vii) Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as may be referred to by the Board or mandated by regulatory provisions from time to time;
21. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

➤ **Review of information by Audit Committee:**

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
- Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Nomination and Remuneration Committee

Composition:

As on 31st March 2023, the Nomination and Remuneration Committee of the Company comprises of 3 (three) directors, all being independent director.

Sl. No.	Name of the Committee Members	Category	Designation
1.	Mr. Surendar K. Sood	Non-Executive-Independent Director	Chairperson
2.	Mr. Gurpreet Singh Brar	Non-Executive-Independent Director	Member
3.	Mrs. Shweta Sehgal	Non-Executive-Independent Director	Member

The Nomination and Remuneration Committee met 5 (Five) times during the year on 30.05.2022, 12.08.2022, 06.09.2022, 14.11.2022 and 14.02.2023.

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

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

- 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;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an

independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
 - Devising a policy on diversity of board of directors;
 - 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;
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - Recommend to the Board, all remuneration, in whatever form, payable to senior management.
 - To carry out evaluation of every director's Performance.
 - To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable
 - To recommend to the board, all remuneration, in whatever form, payable to senior management.
 - To perform such other functions as may be necessary or appropriate for the performance of its duties

Performance evaluation criteria for independent directors

The Company has put in place a policy containing, inter-alia, the criteria for performance evaluation of the Board, its committees and individual Directors (including Independent Directors) and accordingly, the performance of individual directors, Chairman of the Board, committees and Board as a whole was evaluated during the year under review.

(c) Stakeholders Relationship Committee:

Composition:

As on 31st March 2023, the Stakeholders' Relationship Committee of the Company comprises of 3(Three) members, Mr. Surendar K. Sood (Chairman), Mr. Roop Kishore Fatehpuria and Mr. Kavya Arora. The chairperson of the committee is a non-executive independent director.

Sl. No.	Name of the Committee Members	Category	Designation
1.	Mr. Surendar Sood	Non-Executive-Independent Director	Chairperson
2.	Mr. Roop Kishore Fatehpuria	Executive Director	Member
3.	Mr. Kavya Arora	Executive Director	Member

Meetings and Attendance:

The committee met 15 times during the financial year on 26.04.2022, 10.05.2022, 30.05.2022, 16.06.2022, 08.07.2022, 01.08.2022, 12.08.2022, 06.09.2022, 27.09.2022, 15.10.2022, 19.10.2022, 14.11.2022, 29.12.2022, 14.02.2023 and 06.03.2023 the details of which are as under:

Director	No of Meetings	
	Held	Attended
Mr. Surinder K. Sood	15	15
Mr. Roop Kishore Fatehpuria	15	15
Mr. Kavya Arora	15	15

Terms of Reference of the Stakeholder's Relationship Committee are as below:

- (i) To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:
 - (a) Transfer/transmission of shares,
 - (b) Non-receipt of annual reports,
 - (c) Non-receipt of declared dividend,
 - (d) Issue of new/duplicate certificates,
 - (e) General Meetings,
 - (f) All such complaints directly concerning the shareholders/investors as stakeholders of the Company; and
 - (g) Any such matters that may be considered necessary in relation to shareholders and investors of the Company.
- (ii) Reviewing the measures taken for effective exercise of voting rights by shareholders.
- (iii) Reviewing the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- (v) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from the shareholders from time to time.
- (vi) To review and approve applications for transfer, transmission, transposition and mutation of share certificates including issue of duplicate certificates and new certificates on split/sub-division/consolidation/renewal and to deal with all related matters.
- (vii) To review and approve requests of dematerialization and re-materialisation of securities of the Company and such other related matters.
- (viii) Appointment and fixing of remuneration of RTA and overseeing their performance.
- (ix) Review the status of the litigation(s) filed by/against the security holders of the Company.
- (x) Review the status of claims received for unclaimed shares.

- (xi) Recommending measures for overall improvement in the quality of investor services.
- (xii) Monitoring implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (xiii) Review the impact of enactments/amendments issued by the MCA/SEBI and other regulatory authorities on matters concerning the investors in general.
- (xiv) Such other matters as per the directions of the Board of Directors of the Company and/or as required under Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time.

The table below gives the number of complaints received, resolved and pending during the financial year 2022-23.

Number of complaints:

Received	Resolved	Pending
6	6	0

All the complaints of the shareholders received by the company during the financial year 2022-23 has been resolved with the time limit as prescribed by the SEBI and none is pending at the closure of the financial year 2022-23.

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 no. is 91-9212359076, and e-mail ID is riteshlimited8@gmail.com.

4. Remuneration Of Directors:

Details of pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company: - Nil

(i) Executive Directors

The details of remuneration including commission to all Executive Directors for the financial year ended 31st March 2023, is as follows and the same is within the ceiling prescribed under applicable provisions of the Act, 2013.

Name	Salary (in INR)	Commis-sion	Provident Fund	Perquisites and other allowances
Mr. Sanjeev Arora, MD	1,20,00,000	Nil	Nil	Nil
Mr. Kavya Arora, WTD	72,00,000	Nil	Nil	Nil
Mr. Roop Kishore Fatehpuria, WTD	18,60,000	Nil	Nil	Nil

The salary mentioned herein above include all kind of benefits including bonus, etc., if any. None of the remuneration component is linked to performance of the individual director. The Company has not issued any stock options and terms related to the appointment of the above directors (including service contract, notice period, etc.) are governed by the resolution passed by the members of the Company.

(ii) Criteria of making payments to Directors:

The Company has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board.

The Non-Executive Directors are entitled to sitting fees for attending Meeting of the Board, its committee. The remuneration to the Executive Director is paid on the scale determined by the Nomination and Remuneration Committee/ Board of Directors within limits approved by the shareholders at the General Meeting.

The details of sitting fees and annual commission to Non-Executive Directors for the financial year 2022-23 are as follows:

(in Lacs)

Name and Designation	Sitting Fees	Commission
Mr. Gurpreet Singh Brar, ID	0.55	-
Mrs. Shweta Sehgal, ID	0.27	-
Mr. Surendar K. Sood, ID	0.97	-
Mr. Deva Pampathi Reddy, ID*	0.30	-
Mr. Hemant Sood**	0	-

*Ceased to be director w.e.f. July, 12th, 2022

** Ceased to be director w.e.f. May, 9th, 2022

No sitting fee is paid to the Executive Directors for attending the Board Meetings or Committee Meetings thereof.

8. General Body Meetings

(i) Details of last three Annual General Meetings (AGM)

The details of last three AGM were held as per the details given below:

Year	Venue	Date & Time	Special resolutions passed in the meeting
2021-22	Through Audio Visual Means	30 th September, 2022 at 12:00 Noon	1. Re-appointment of the Mr. Roop Kishore Fatehpuria as Whole Time Director. Re-appointment of the Mr. Kavya Arora as Whole Time Director.
2020-21	Through Audio Visual Means	31 st December, 2021 at 12:00 Noon	1. Re-appointment of Mr. Sanjeev Arora as Chairman & Managing Director of the Company. 2. Alteration in the Memorandum of Association of the Company. 3. To fix borrowing powers and authorization to secure the borrowings, if required, under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013. 4. Approval for making investments/extending loans and giving guarantees or providing securities in connection with loans exceeding the ceiling prescribed under Section 186 of the Companies Act, 2013. 5. Approval of loans, guarantee or security under section 185 of Companies act, 2013. 6. To Increase the Remuneration of Mr. Roop Kishore Fatehpuria (DIN-00887774) Whole-time Director.

The Board of Directors are supported by the competent senior management. No changes have been made in the senior management of the Company during the year.

5. Code of Conduct

Details of the Code of Conduct for Board members and senior management of the Company is available on the Company's website at <https://riteshindustries.us/pdf/Code%20of%20Conduct%20-%20RPIL.pdf>.

Annual declaration signed by the Managing Director & CFO of the Company pursuant to Regulation 26(3) read with Schedule V (Part D) of the SEBI Listing Regulations is annexed to the report.

6. Materially significant related party transactions

Related Parties and transactions with them as required under IND AS-24 are furnished under the Notes to the Accounts attached with the financial statements for the year ended 31st March 2023.

The Company obtains shareholders' approval for transactions with the related parties which are material. The transactions of the Company with its related parties have no 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.

7. Management Discussion and Analysis Report

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 Regulations.

2019-20	Through Audio Visual Means	28 th December, 2020 at 12:00 noon.	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Roop Kishore Fatehpuria as the Whole Time Director. 2. Re-appointment of Mr. Kavya Arora as the Whole Time Director. 3. Alteration in the clause III (B) and III (C) of the Memorandum of Association ("MOA"); 4. Alteration in the clause iv of the MOA. 5. Adoption of new set of Articles of Association of the Company.
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Due to the Covid-19 Pandemic and the Nation-wide Lockdown and other restriction imposed by the Government of India and pursuant to Ministry of Corporate Affairs (MCA) General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 20/2020, 02/2021, 19/2021 and 21/2021 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as "MCA Circulars") and SEBI has vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other applicable circulars, (33rd), (34th) and (35th) Annual General Meetings of the Company were held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

(ii) Postal Ballot:

(a) The Details of Special Resolutions passed through postal ballot during the financial year 2022-23:

During the financial year 2022-23, no special resolutions were passed through postal ballot.

However, 1 (one) special resolution was passed on June 24th, 2023 where the Company has approved the alteration in objects clause of the Memorandum of Association of the Company. The Notice was issued on May 25th, 2023. The results of the voting done through Postal Ballot were declared on June 26th, 2023.

(b) Person who conducted the Postal Ballot exercise

CS Mohd Zafar (Membership No. F9184 & Certificate of Practice No. 13875),
Partner, M/s. MZ & Associates

(c) Whether any special resolution is proposed to be conducted through postal ballot

There is no immediate proposal for passing any special resolution through Postal Ballot.

(d) Procedure for Postal ballot

The postal ballot has been carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Rules framed thereunder and read with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time.

9. 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:

a) 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.

b) 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 2022-23 were published as detailed below:

Quarter Ended	Date of Board Meeting	Date of Publication	Name of Newspapers
30.06.2022	12.08.2022	14.08.2022	The Business Standard (English & Hindi)
30.09.2022	14.11.2022	16.11.2022	The Business Standard (English & Hindi)
31.12.2022	14.02.2023	16.02.2023	The Business Standard (English & Hindi)
31.03.2023	30.05.2023	01.06.2023	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.

d) Whether website also displays official news releases:

The Company has maintained a functional website www.riteshindustries.us containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievance, etc.

All official news releases are sent to stock exchanges as well as displayed on the Company's website.

e) Presentations made to institutional investors or to the analysts:

Nil

10. General Shareholders Information

The following information would be useful to our shareholders:

a) Annual General Meeting

The 36th Annual General Meeting (“AGM”) of the members of Ritesh Properties and Industries Limited (“Company”) for the financial year ended 31st March, 2023 will be held on Friday, September 01, 2023 at 12:00 Noon through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 (“Act, 2013”) read with Ministry of Corporate Affairs(MCA) General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021; 02/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by MCA (hereinafter referred as “MCA Circulars”) read with other applicable circulars issued by the Securities and Exchange Board of India (“SEBI”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Dividend payment date

Not Applicable as no dividend is proposed to be paid.

c) 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 Limited.

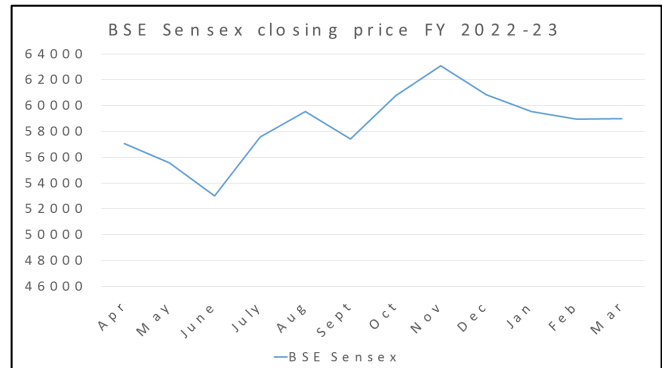
d) Market price data for each month during the financial year 2022-23:

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 (In Rs.)		Volume
	High	Low	
April, 2022	387.30	348.10	64,365
May, 2022	382.20	341.40	55,721
June, 2022	396.00	354.90	1,27,797
July, 2022	390.00	331.10	40,305
August, 2022	555.00	322.00	1,39,794
September, 2022	51.90	36.25	12,65,873
October, 2022	58.00	41.15	11,91,248
November, 2022	45.75	40.35	2,94,628
December, 2022	45.90	38.55	5,06,486
January, 2023	43.70	40.15	6,02,984
February, 2023	49.95	41.15	7,53,995
March, 2023	45.20	33.00	6,31,739

Source: www.bseindia.com

e) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc;



f) Suspension of Securities during the financial year 2022-23

During the financial year 2022-23, the securities of the Company were not suspended from trading.

g) Financial Calendar:

Last financial year of the Company was of twelve months from 01st April, 2022 to 31st March, 2023. Tentative financial calendar of the Company for the Financial year 2023-24 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 th June, 2023	On or before August 14, 2023
Financial Results for the quarter ending 30 th September, 2023	On or before November 14, 2023
Financial Results for the quarter ending 31 st December, 2023	On or before February 14, 2024
Financial Results for the quarter ending 31 st March, 2024	On or before May 30, 2024

h) 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

i) 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.

Date of Book Closing

25th August, 2023 to 01st September, 2023 (both days inclusive)

Updation of KYC Details

SEBI vide its Circular dated 3rd November, 2021 read with clarification dated 14th December, 2021 and SEBI Circular dated 16th March 2023, has laid down common and simplified norms for processing investor's service and, instructed the RTAs to not process any service requests or complaints received from either the security holder(s) or the claimant(s), till PAN, KYC and Nomination documents/details are received.

It is mandatory for all holders of physical securities to furnish their:

- PAN,
- Nomination,
- Bank Details,
- Complete Postal address with PIN,
- Email,
- Mobile No. and
- Signatures

to the RTA (Registrar and Share Transfer Agent) i.e. Skyline Financial Services Private Limited of the Company in respect of all concerned Folios and the Folios wherein even any one of the said details are not available on or after October 01, 2023, shall be frozen by the RTA.

Folios remaining frozen till 31 December 2025 will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.

SEBI has prescribed standardised Forms for updation of all the abovesaid details and the same are available on the website of the Company in the Shareholders' Corner.

Nomination is compulsory and in case a security holder does not wish to nominate, then a specific declaration for opting out of nomination has to be furnished in the prescribed Form.

Updation of Email address enables the Company to better service shareholder correspondence. Shareholder(s) holding shares in dematerialised form are requested to notify change in their bank details / address / email Id etc. directly with their respective Depository Participants.

j) Dematerialization of Shares

93.17% of Equity Shares of the Company are in dematerialized form as on 31st March, 2023. The shares of the Company are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. INE299D01022.

k) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

Not applicable as the Company has not issued any Global Depository Receipts or American Depository Receipts.

l) Shareholding Pattern:

Shareholding pattern in Ritesh Properties and Industries Limited as on 31st March 2023 and 31st March 2022 for the purpose of reporting in the Annual Report of the Company for the year 2022-23 is given as under:

Category	As on 31.03.2022		As on 31.03.2023	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group	17534513	71.74	18,82,14,420	73.15
Mutual Funds/ UTI	200	0.00	2000	0.00
Body Corporate	2088094	8.54	22585791	8.78
NRIs & others	15929	0.07	187860	0.07
Individual Share Capital up to 2 lacs	2531205	10.36	24810361	9.64
Individual Share Capital in excess of 2 lacs	1649090	6.75	15620158	6.07
HUF & Clearing Members	132460	0.54	319080	0.12
Foreign Institutional Investors	491424	2.00	5554170	2.16

***Note :**

(i) **ISIN No. INE299D01014 of Rs. 10/- paid up will not be valid for transactions done on the Exchange on or after 01/09/2022.**

(ii) The new ISIN number given for Equity Shares of Re.1/- each of the company shall be effective for trades done on and from the Ex-Date i.e. 01-09-2022 (DR- 106/2022-2023)

m) Distribution of Shareholding

As on March 31st, 2023, the distribution of shareholding was as follows:

PAN CONSOLIDATION

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up To 5,000	15951	97.52	19842601.00	7.71
5001 To 10,000	234	1.43	1953255.00	0.76
10001 To 20,000	92	0.56	1347003.00	0.52
20001 To 30,000	21	0.13	527964.00	0.21
30001 To 40,000	8	0.05	288010.00	0.11
40001 To 50,000	10	0.06	478290.00	0.19
50001 To 1,00,000	7	0.04	531610.00	0.21
1,00,000 and Above	33	0.20	232325107.00	90.30
Total	16356	100.00	257293840.00	100.00

WITHOUT PAN CONSOLIDATION				
Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up To 5,000	16078	97.54	19882902.00	7.73
5001 To 10,000	235	1.43	1963120.00	0.76
10001 To 20,000	89	0.54	1309056.00	0.51
20001 To 30,000	22	0.13	551895.00	0.21
30001 To 40,000	7	0.04	256440.00	0.10
40001 To 50,000	11	0.07	523040.00	0.20
50001 To 1,00,000	7	0.04	531610.00	0.21
1,00,000 and Above	35	0.21	232275777.00	90.28
Total	16484	100.00	257293840.00	100.00

n) Commodity price risk or foreign exchange risk and hedging activities;

Not applicable

o) Locations

Corporate Identity Number (CIN): L74899DL1987PLC027050

Address for Correspondence: Ritesh Properties and Industries Limited, Secretarial Department, Plot No. 312, Udyog Vihar, Phase iv, Gurugram 122015, Haryana, Phone Nos. 0124- 4111582, Mob. No. +91-9212359076, Fax No. N.A.

Site Location: Hampton Court Business Park, NH-95, Ludhiana – Chandigarh Road, Ludhiana, 141123(Punjab)

p) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st March 2023. Accordingly, credit rating is not required.

11. Other Disclosures

a) The Company does not have any materially significant related party transactions, which may have potential conflict with the interest of the Company at large. Further, the statutory disclosure requirements relating to related party transactions have been complied in the Financial Statements.

b) The Financial Statements have been made in accordance with the Accounting Standards so as to represent a true and fair view of the state of the affairs of the Company.

c) There is no case of non-compliance of any statutory compliance for the Company and no penalties or strictures have been imposed on the Company by the Stock Exchanges i.e., BSE or Securities and Exchange Board of India or any other statutory authority on any matter related to the capital market, during the last 3 Financial years except as follows:

During the financial year 2022-23, Bombay Stock Exchange ("BSE") levied a fine of Rs. 2,71,000 including 18%GST, for the March Quarter/year 2022 under Reg 33 of SEBI (LODR) Regulations, 2015 for Non-submission of consolidated – cash flow statement for which Company filled an waiver application for the same.

d) The Company has in place Vigil Mechanism/Whistle Blower Policy as required and it is affirmed that no personnel has been denied access to the Audit Committee.

e) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of Regulation 34(3) of the Listing Regulations read with Schedule V of the Listing Regulations: The Company has complied with all the mandatory requirements of the Listing Regulations.

f) The Board has taken cognizance of the discretionary requirements as specified in Part E of Schedule II of Regulation 27(1) of the Listing Regulations and are being reviewed from time to time which are as follows:

a. Audit Qualifications:

During the year under review, there is no audit qualification in your Company's Financial Statements nor has there been a matter of emphasis made during the year. Your Company continues to adopt best practices to ensure a regime of financial statements with unmodified audit opinion.

- b. During the year under review, the Managing Director of the Company has been appointed as the designated Chairperson of the Board.
- c. Reporting of Internal Auditor:**
- The internal control systems of the Company are routinely tested and verified by the Internal Auditors and significant audit observations and follow-up actions are reported to the Audit Committee.
- c. Shareholder's Right:**
- The quarterly results of the Company are published in English newspaper (generally the Business Standard) (English & Hindi) having wide circulation in New Delhi. Further, the quarterly and half yearly results are also posted on the website of the Company at <https://www.riteshindustries.us>
- d. In addition to Directors' Report, a Management Discussion and Analysis Report form part of the Annual Report to the shareholders. All key managerial personnel and senior management have confirmed that they do not have any material, financial and commercial interest in transactions with the Company that may have a potential conflict with the interest of the Company at large.
- e. All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.
- f. In order to prevent misuse of any unpublished price sensitive information (UPSI), maintain confidentiality of all UPSI and prohibit any insider trading activity and abusive self-dealing of securities, in the interest of the shareholders at large, the Company has framed a Code of Conduct for Prohibition of Insider Trading. The said Code prohibits the Designated Persons of the Company from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.
- g. The details of dealing in Company's shares by Designated Employees/Designated Persons are quarterly placed before the Audit Committee. The Code also prescribes sanction framework and any instance of breach of code is dealt in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured.
- h. Further the Company has framed a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the same is available on the website of the Company at www.riteshindustries.us.
- i. The policy of for determining 'material' subsidiaries can be accessed at <https://riteshindustries.us/pdf/Policy%20on%20Material%20Subsidiary.pdf> and the policy on dealing with related party transactions can be accessed at <https://riteshindustries.us/Related-Party-Transaction-Policy.pdf>
- j. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) are not applicable during the financial year 2022-23.
- k. Certificate from M/s. MZ & Associates, Company Secretaries, is attached herewith, which forms part of this report, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board (SEBI)/ Ministry of Corporate Affairs or any such statutory authority is annexed to this report.
- l. During the financial year 2022-23, all the recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board of Directors.
- m. The Company has paid an amount of Rs, 3,50,000/- (Rupees Three Lacs Fifty Thousand only) as a total fee for all services paid including its subsidiaries on a consolidated basis to its Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part.
- n. Disclosure of commodity price risks and commodity hedging activities: Not Applicable
- o. The Company is committed to provide an attractive working environment for its employees and to provide safe and healthy working conditions. The Company has also adopted a 'Anti- Sexual Harassment Policy' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment, in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules made thereunder. Details of Complaints received and redressed during the Financial Year 2022-23:
- (i) number of complaints filed during the financial year: Nil
 - (ii) number of complaints disposed of during the financial year: Nil
 - (iii) number of complaints pending as on end of the financial year: Nil
12. Disclosure by the Company of Loans and Advances in the nature of loans to firms/companies in which Directors are interested by name and amount:
- During the financial year ended March 31, 2023, the Company and its subsidiaries have not granted any Loan to any firm/company in which Director are interested.
13. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:
- The Company do not have any material subsidiary.

14. The Company has complied with the applicable requirement specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. Pursuant to Regulation 17 of the Listing Regulations, the Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website. Pursuant to Regulation 26(3) of the Listing Regulations, the Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A certificate to this effect is attached to this Report duly signed by the Whole-time Director cum Chief Finance Officer is a part of this report.
16. The certificate from MZ & Associates, Company Secretaries regarding compliance of conditions of corporate governance is annexed with the Corporate Governance Report and forms an integral part of the Annual Report.
17. Your Company has adopted a "Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Persons" as required under Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company formulated a Code of Conduct to Regulate, Monitor, and Report Trading by Designated persons to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information.

SEBI, vide its Notification No. SEBI/LAD-NRO/GN/2020/23 dated July 17, 2020, introduced the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2020, which inter-alia provided that the Code shall specify that in case it is observed by the Company, that there has been a violation of the SEBI PIT Regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

Previously, any such violation was required to be reported to the SEBI. SEBI vide its Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020, had prescribed the revised standard format for reporting of violations related to the Code.

In view of the aforesaid amendments to the SEBI PIT Regulations, necessary changes have been made in the existing Insider Trading Code of the Company.

During the year, under review there has been due compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

18. **Disclosures with respect to demat suspense account/ unclaimed suspense account**

There are no shares in the demat suspense account/ unclaimed suspense account, therefore this clause is not applicable.

19. **Secretarial Certificates**

- Pursuant to Regulation 40(9) of the Listing Regulations, certificates on half- yearly basis, have been issued by a Company Secretary in-Practice certifying that all certificates have been issued within thirty days of date of lodgement for transfer, sub-division, consolidation, renewal and exchange etc.
- A Company Secretary in-Practice carries out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("**Depositories**") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form held with Depositories.

20. **Compliance Certificate**

The Chief Financial Officer (CFO) give annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations.

21. **Compliance of the provisions of Regulation 26(6) of the Listing Regulations:**

None of the Key Managerial Personnel, Director(s) and Promoter(s) of the Company has entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regards to compensation or profit sharing in connection with dealings in the securities of the Company.

22. **Declaration by the Chief Executive Officer**

The Chief Executive Officer of the Company has given a declaration that the 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 the year ended March 31, 2023.

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

Date: 09.08.2023
Place: Gurugram

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

Annexure - IX

Declaration by the Managing Director and CEO under Regulation 26(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Compliance with Code of Conduct

To,
The Members
Ritesh Properties and Industries Limited

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended on March 31, 2023.

Sanjeev Arora
Managing Director
DIN : 00077748

Date: May 30, 2023
Place: Gurugram

Annexure – X

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
Add: 205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar West,
New Delhi, Central Delhi 110008 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 **205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar West, New Delhi, Central Delhi 110008 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) 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 31st March 2023 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.	Mr. Kavya Arora	02794500	31/10/2011
5.	Mr. Gurpreet Singh Brar	06597336	15/05/2013
6.	Ms. Shweta Sehgal	06970433	25/09/2014
7.	Mr. Deva Pampapathi Reddy*	01939650	23/10/2019

*Ceased from the position of Director w.e.f 12th July, 2022.

Ensuring the eligibility of for the 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

Sd/-
CS Mohd Zafar
Partner
FCS 9184
CP: 13875
UDIN: F009184E000741300

Place: Gurugram
Date: 04th August, 2023

Annexure – XI

COMPLIANCE CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
Ritesh Industries and Properties Limited
Add: 205, Second Floor, Kirti Mahal,
Rajendra Place, Patel Nagar West,
New Delhi, Central Delhi 110008 IN

1. We have examined the compliance of conditions of Corporate Governance by Ritesh Properties and Industries Limited ("the Company"), for the year ended on 31st March, 2023, 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 31st March, 2023.
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, 2023.
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**

**Sd/-
CS Mohd. Zafar
Partner
Membership No: FCS 9184
C.P. No.: 13875
UDIN: F009184E000741311**

Place: Gurugram
Date: 04th August, 2023

ANNEXURE - XII**Form AOC- 1**

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

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures**Part A Subsidiaries**

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

- 1) (i) Name of the subsidiary: **Finton Homes (a partnership firm)**
 - (ii) The date since when subsidiary was acquired: Pursuant to the order of National Company Law Tribunal, New Delhi Bench dated 25th August, 2021
 - (iii) Reporting period for the subsidiary concerned, if different from the holding company's reporting period. N.A.
 - (iv) Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. N.A.
 - (v) Share capital/ Capital Contribution: 94,72,93,158
 - (vi) Reserves and surplus: 0
 - (vii) Total assets: 1,13,00,12,554
 - (viii) Total Liabilities: 18,27,19,396
 - (ix) Investments: 0
 - (x) Turnover: 40,99,98,228
 - (xi) Profit before taxation: 11,79,99,538
 - (xii) Provision for taxation: (1,20,18,844)
 - (xiii) Profit after taxation: 13,00,18,382
 - (xiv) Proposed Dividend: 0
 - (xv) Extent of shareholding (in percentage): **55%**

2. (i) Name of the subsidiary: **RPIL Healthcare Private Limited**
 - (ii) The date since when subsidiary was acquired: 20/02/2023
 - (iii) Reporting period for the subsidiary concerned, if different from the holding company's reporting period. **N.A.**
 - (iv) Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. N.A.
 - (v) Share capital/ Capital Contribution: 10,000
 - (vi) Reserves and surplus: (8,049)
 - (vii) Total assets: 2,62,707
 - (viii) Total Liabilities: 2,60,756
 - (ix) Investments: 0
 - (x) Turnover: 0
 - (xi) Profit before taxation: (10,756)
 - (xii) Provision for taxation: 0
 - (xiii) Profit after taxation: (8,049)
 - (xiv) Proposed Dividend: 0
 - (xv) Extent of shareholding (in percentage): **100%**

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

1. Names of subsidiaries which are yet to commence operations – **RPIL HEALTHCARE PRIVATE LIMITED.**
2. Names of subsidiaries which have been liquidated or sold during the year. – **N/A**

Part B Associates and Joint Ventures

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

Name of Associates or Joint Ventures	Name 1	Name 2	Name 3
	Not Applicable		
1. Latest audited Balance Sheet Date			
2. Date on which the Associate or Joint Venture was associated or acquired			
3. Shares of Associate or Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates or Joint Venture			
Extent of Holding (in percentage)			
4. Description of how there is significant influence			
5. Reason why the associate/Joint venture is not consolidated.			
6. Net worth attributable to shareholding as per latest audited Balance Sheet			
7. Profit or Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

1. Names of associates or joint ventures which are yet to commence operations. **N/A**
2. Names of associates or joint ventures which have been liquidated or sold during the year. **N/A**

INDEPENDENT AUDITOR’S REPORT

**To the Members of
Ritesh Properties and Industries Limited**

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the accompanying Standalone Financial Statements of **Ritesh Properties and Industries Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2023, and 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 Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SA”s) specified under Section 143(10) of the Companies Act, 2013, as amended (“the Act”). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone 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 (“ICAI”) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor’s Response
1.	<p><u>Evaluation of Provision and Contingent Liabilities:</u></p> <p>As at the Balance Sheet date, the Company has significant open litigation and other contingent liabilities as disclosed in note no. 37. The assessment of the existence of the present legal or constructive obligation, analysis of the probability or possibility of the related payment require the management to make judgement and estimates in relation to the issues of each matter.</p> <p>The management with the help of opinion and advise of its experts have made such judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability.</p> <p>Due to the inherent complexity and level of judgement relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered a key audit matter.</p>	<p><u>Our Audit procedure included:</u></p> <ul style="list-style-type: none"> • We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets. • We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these items and assumptions applied. <p>In addition, we have reviewed:</p> <ul style="list-style-type: none"> • the details of the proceedings before the relevant authorities including communication from the advocates / experts; • legal advises / opinions obtained by the management, if any, from experts in the field of law on the legal cases; • status of each of the material matters as on the date of the balance sheet. • We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the Standalone Financial Statements.

4. Information other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, Management Discussion and Analysis, Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. The other information comprising the above documents is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our 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.

5. Responsibilities of Management's for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified 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 accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and Board of Directors are 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.

6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial Statements.

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 Standalone 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 Standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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 Standalone 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.

7. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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-A 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 Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanation given to us, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V 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 as amended, 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 on its financial position in its Standalone Financial Statements – Refer Note 37 to the Standalone Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses– Refer Note 37 to the Standalone Financial Statements;
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year.
- vi. No comment have been offered as regard the maintenance of books of accounts using accounting software which has a feature of recording audit trail (edit log) facility under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 since the said requirements under proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 are not applicable to the Company for the financial year ended on March 31, 2023.

**For Khandelwal Jain & Co.,
Firm Registration No. 105049W
Chartered Accountants**

**Manish Kumar Singhal
Partner
Membership No. 502570
UDIN: 23502570BGXFDZ5342**

**Place: New Delhi
Dated: 30/05/2023**

**Annexure - A to the Independent Auditors' Report on the
Standalone Financial Statements**

Annexure referred to in paragraph 7 (1) of the Independent Auditors' Report of even date to the members of **Ritesh Properties and Industries Limited** on the Standalone Financial Statements for the year ended 31st March 2023, we report that:

- I. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situations of its Property, Plant and Equipment.
(B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and as informed, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given by the management, the title deeds of all the immovable properties were held in the name of the Company. Further, the lease agreements where the Company is a lessee were duly executed in favour of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- II. (a) As per the information furnished, the management at reasonable intervals during the period has physically verified the

Inventories. In our opinion, having regard to the nature and location of stocks, the frequency of physical verification is reasonable. No discrepancies were noticed on verification between the physical inventory and the book records that were more than 10% in the aggregate of each class of inventory.

(b) During the year, the Company has not sanctioned working capital limits in excess of Rs. 5 Crores, in aggregate, from banks or financial institutions on the basis of security of current assets.

- III. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which

- a) The Company has provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year
A) During the year, the Company has granted loans to subsidiary company, the aggregate amount during the year and balance outstanding at the balance sheet date is given as under:-

Rs. in Lakhs

Particular	Loans
Aggregate amount granted/ provided during the year - Subsidiary Loans given by the Company	Rs. 2.50
Balance outstanding as at balance sheet date in respect of above cases - Subsidiary Loan given by the Company	Rs. 2.50

- B) The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loan, guarantees or security to parties other than subsidiaries, are given as under:

Rs. in Lakhs

Particular	Loans
Aggregate amount granted/ provided during the year - Other than Subsidiaries Loans given by the Company	Rs. 93.50
Balance outstanding as at balance sheet date in respect of above cases - Other than Subsidiaries Loan given by the Company	Rs. 1263.79

- b) Based on information and explanation and in our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
- d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date to its whole time director.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no loan granted by the Company has fallen due during the year, and hence reporting under clause 3(iii)(e) of the Order is not applicable.

- f) The Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment are given below:

(Rs. in lakhs)

	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A)	1266.29	810.45	270.10
- Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	1266.29	810.45	270.10
Percentage of loans/ advances in nature of loans to the total loans	100%	64.00	21.33

- IV. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

- V. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits within the meaning of the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

- VI. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the company.

- VII. (a) According to the information and explanations given to us and records examined by us, in our opinion the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, and other material statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the dues which has not been deposited on account of disputes and the forum where the dispute is pending as under.

Sl. No.	Name of the Statute	Nature of Dues	Year	Amount (Rs. in lakhs)	Forum where Dispute is pending
1	Income tax Act, 1961	Income Tax	2012-13, 2014-15, 2017-18 and 2018-19	1195.02	CIT(A), New Delhi
2	Income tax Act, 1961	Income Tax	2009-10, 2011-12 and 2021-22	74.88	AO, New Delhi

- VIII. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- IX. (a) In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained..

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(x)(f) of the Order is not applicable to the Company.

- X. (a) Based on our examinations of the records and information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) during the year by the Company and hence reporting on clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- XI. (a) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

- XII. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

- XIV. (a) In our opinion and based on our examination, the company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

- XV. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with him and hence provision of clause 3(xv) are not applicable to the company.
- XVI. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence the provision of clause 3(xvi) (a), (b) and (c) is not applicable to the company.
- (d) According to the information and explanation given to us and based on our examination of the records of the Company, there are no Core Investment Companies (CIC) in the group.
- XVII. The Company has incurred cash losses of Rs. 198.66 lakh during the financial year covered by our audit and in the immediately preceding financial year the company has not incurred cash losses.
- XVIII. There has been no resignation of the statutory auditors of the Company during the year.
- XIX. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- XX. a) In our opinion and according to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 in respect of ongoing projects. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Khandelwal Jain & Co.
Firm Registration No. 105049W

Chartered Accountants

Manish Kumar Singhal
Partner
Membership No. 502570
UDIN: 23502570BGXFDZ5342

Place: New Delhi
Dated: 30/05/2023

Annexure – B to the Independent Auditors’ Report on the Standalone Financial Statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

To the Members of
Ritesh Properties and Industries Limited

We have audited the internal financial controls over financial reporting of **Ritesh Properties and Industries Limited** (“the Company”) as of 31st March 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based 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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone 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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone 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 (3) 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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 Khandelwal Jain & Co.
Firm Registration No. 105049W

Chartered Accountants

Manish Kumar Singhal
Partner
Membership No. 502570
UDIN: 23502570BGXFDZ5342

Place: New Delhi
Dated: 30/05/2023



RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050

(Amount in Rs. Lakhs)

Standalone Balance Sheet as at 31st March' 2023

Particulars	Note No.	As on 31st March 2023	As on 31st March, 2022
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	4	377.30	369.69
(b) Financial Assets			
(i) Investments	5	5,444.77	6,330.56
(ii) Others	6	57.72	27.64
(c) Deferred Tax Assets (Net)	7	241.19	10.09
Total Non-Current Assets		6,120.98	6,737.97
Current Assets			
(a) Inventories	8	5,047.17	838.92
(b) Financial Assets			
(i) Investments	9	4.86	6.22
(ii) Trade Receivables	10	320.79	1,722.36
(iii) Cash and Cash Equivalents	11	111.33	26.63
(iv) Loans	12	1,266.29	1,682.20
(v) Other Current Financial Assets	13		
(c) Current Tax Assets (Net)	14	529.06	1,232.00
(d) Other Current Assets	15	45.89	40.94
Total Current Assets		7,968.58	5,933.27
Total Assets		14,089.54	12,671.24
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	2,742.08	2,444.29
(b) Other Equity	17	8,914.32	8,597.78
(c) Non Controlling Interest		-	
Total Equity		11,656.40	11,042.07
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	64.22	740.03
(ii) Others	19	125.02	89.44
(b) Provisions	20	16.89	14.29
Total Non-Current Liabilities		206.13	843.76
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	943.02	394.22
(ii) Trade Payables	22		
(A) total outstanding dues of micro enterprises and small enterprises ; and			-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		884.10	39.80
(iii) Others	23	102.74	97.48
(b) Current Tax Liability (Net)	24	-	123.01
(c) Other Current Liabilities	25	256.03	76.25
(d) Provisions	26	41.13	54.65
Total Current Liabilities		2,227.01	785.41
Total Equity and Liabilities		14,089.54	12,671.24



Summary of Significant accounting policies and other notes to Financial Statements
The accompanying explanatory notes form an integral part of these financial statements

As per our report of even date

**For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W**

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

**(Deepak Sharma)
CFO**

**Manish Kumar Singhal
Partner
Membership No. 502570**

**(Kavya Arora)
Executive Director & WTD
DIN:02794500**

**(Tarandeep Kaur)
Company Secretary
(ACS42144)**

**Place: New Delhi
Date: 30.05.2023**

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050

(Amount in Rs. Lakhs)

Standalone Statement of Profit and Loss for the year ended 31st March '2023

Sr. No.	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March, 2022
	INCOME			
I	Revenue from operations	27	3,842.28	13,617.47
II	Other Income	28	197.56	1,240.08
III	Total Income (I+II)		4,039.85	14,857.55
	EXPENSE			
IV	Cost of Material Consumed	29	46.92	-
	Purchase of Stock-in-Trade	30	6,824.97	11,379.09
	Changes In Inventories of Stock-In-Trade	31	(3,878.38)	92.01
	Employee Benefits Expense	32	277.70	259.70
	Finance Costs	33	49.63	106.04
	Depreciation and amortization expenses	4	49.32	46.58
	Other Expenses	34	913.40	475.44
	Total Expenses (IV)		4,283.56	12,358.86
V	Profit / (Loss) before exceptional items and tax (III-IV)		(243.71)	2,498.69
VI	Exceptional Items		-	-
VII	Profit / (loss) before tax (V-VI)		(243.71)	2,498.69
VIII	Tax expense			
	(1) Current Tax		0.59	121.85
	(2) Deferred Tax & MAT Credit		(230.20)	(2.26)
	(3) Income Tax Paid (Earlier Year)		40.03	-
IX	Profit / (Loss) for the year (VII-VIII)		(54.14)	2,379.10
X	Profit / (Loss) from discontinued operations		-	-
XI	Tax Expenses of discontinued operations		-	-
XII	Profit / (Loss) from discontinued operations (After Tax) (X-XI)		-	-
XIII	Profit / (Loss) for the year (IX+XII)		(54.14)	2,379.10
X	Other Comprehensive Income ('OCI')			
	(A) Items that will not be reclassified to profit or loss			
	Re-measurement gains/(loss) on defined benefits plans		2.27	0.30
	Tax Impact on above Item		0.90	0.08
	Gain/(Loss) as Equity Instruments through OCI		(2.36)	4.62
	Tax Impact on above Item		0.59	(1.16)
	Other Comprehensive Income (OCI) (After Tax)		1.40	3.83
XI	Total Comprehensive Income for the year (IX+X)		(52.74)	2,382.93
	Earnings per equity share (In Rs.)			
	Basic EPS	35	(0.02)	1.52
	Diluted EPS		(0.02)	1.31
	Earnings per equity share (for discontinued operation)			
	Basic EPS		-	-
	Diluted EPS		-	-
	Earnings per equity share (for discontinued & continuing operation)			
	Basic EPS		(0.02)	1.52
	Diluted EPS		(0.02)	1.52

Summary of Significant accounting policies and other notes to Financial Statements

The accompanying explanatory notes form an integral part of these financial statements

As per our report of even date

For Khandelwal Jain & Co.
 Chartered Accountants
 Firm Registration No. 105049W

(Sanjeev Arora)
 Chairman Cum Managing Director
 DIN:00077748

(Deepak Sharma)
 CFO

Manish Kumar Singhal
 Partner
 Membership No. 502570

(Kavya Arora)
 Executive Director & WTD
 DIN:02794500

(Tarandeep Kaur)
 Company Secretary
 (ACS42144)

Place: New Delhi
 Date: 30.05.2023

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050
Standalone Statement of Cash Flow for the period ended 31st March '2023

(Amount in Rs. Lakhs)

Particulars		For the period ended 31st March, 2023		For the period ended 31st March, 2022
Cash Flow from Operating Activities				
Net profit / (loss) before tax		(243.71)		2,498.69
Adjustment for :				
Depreciation and Amortisation	49.32		46.58	
Finance Cost	49.63		106.65	
Balances Written Off	342.71			
Interest Income and Dividend	(31.38)		(35.16)	
Loss/(Profit) on Sale of PPE	(4.26)	406.01	76.82	194.89
Operating cash flow before changes in working capital		162.30		2,693.58
Changes in Working Capital:				
Trade Receivables & Other Current Assets	1,183.87		(902.06)	
Inventories	(4,208.25)		5.49	
Trade Payables & Other Current Liabilities	899.97	(2,124.41)	(1,653.33)	(2,549.90)
Net cash generated from operations before tax		(1,962.13)		143.69
Taxation		36.26		123.01
Net Cash from/(used) in Operating Activities (A)		(1,998.39)		20.68
Cash Flow from Investing Activities				
Sale/(Purchase) of Investments	885.79		-1303.74	
(Increase)/Decrease in Fixed Deposits (having original maturity of more than 3 months)	699.25		-5.66	
Purchase/Sale of Property, Plant and Equipment	(52.65)		-14.14	
Interest/Dividend Received (net)	17.69	1,550.09	35.16	(1,288.36)
Net Cash used in Investing Activities (B)		1,550.09		(1,288.36)
Cash Flow from Financing Activities				
Share Issued	-		355.31	
Proceeds/(Repayment) of Term Loan	556.00		673.80	
Equity Component of Debenture	-		77.13	
Finance Cost	(23.01)	532.99	(106.65)	999.61
Net Cash generated from Financing Activities (C)		532.99		999.61
Net Increase/(Decrease) in Cash & Cash Equivalents during the Year (A+B+C)		84.69		(268.07)
Add: Cash & Cash Equivalents as at beginning of the Year		26.64		294.71
Cash & Cash Equivalents as at the end of the Year (note no.11)		111.34		26.64

Notes:

- The above Statement of Cash flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- Figures in brackets represents cash outflows.
- Components of cash and cash equivalents :-

Particulars		As at 31st March, 2023		As at 31st March, 2022
Cash on hand		49.07		23.60
Balances with scheduled Banks				
-In Current Accounts		62.26		3.03
-In Fixed Deposits 0-3 months				-
Cash & Cash Equivalents		111.33		26.64

Summary of Significant accounting policies and other notes to Financial Statements
 The accompanying explanatory notes form an integral part of these financial statements
As per our report of even date

For Khandelwal Jain & Co.
 Chartered Accountants
 Firm Registration No. 105049W

(Sanjeev Arora)
 Chairman Cum Managing Director
 DIN:00077748

(Deepak Sharma)
 CFO

Manish Kumar Singhal
 Partner
 Membership No. 502570

(Kavya Arora)
 Executive Director & WTD
 DIN:02794500

(Tarandeep Kaur)
 Company Secretary
 (ACS42144)

Place: New Delhi
 Date: 30.05.2023

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050
Statement of Changes in Equity for the year ended 31st March '2023

(A) Equity Share Capital

(Amount in Rs., Except no. of Shares)

Particulars	No. of Shares	Amount
As at April 1, 2021	22,356,369	2,235.64
Changes in equity share capital due to prior period errors	-	-
Restated Balances at the beginning of previous reporting period	22,356,369	2,235.64
Changes during the year	2,086,546	208.65
As at March 31.03.2022	24,442,915	2,444.29
Changes in equity share capital due to prior period errors	-	-
Restated Balances at the beginning of previous reporting period	24,442,915	2,444.29
Changes during the year	29,778,550	297.79
Shares issued pursuant to stock split	219,986,235	-
As at March 31, 2023	274,207,700	2,742.08

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings	Capital Reserve	Equity Component of Debenture	Revaluation Reserve	Change in Fair Value of Equity Instruments through OCI	
As at April 1, 2021	1,560.58	1,477.50	2,846.63	108.79	110.67	(4.33)	6,099.85
Profit/(Loss) for the year		2,379.10	-	-	-	-	2,379.10
Other Comprehensive Income/(Loss) for the year		0.38	-	-	-	3.45	3.83
Total Comprehensive Income/(Loss) for the year	-	2,379.47	-	-	-	3.45	2,382.93
Issued during the year	146.66	-	-	(31.66)			115.00
Any other change (to be Specified)	-	-	-			-	-
As at 31st March 2022	1,707.24	3,856.98	2,846.63	77.13	110.67	(0.87)	8,597.78
Profit/(Loss) for the year		(54.14)					(54.14)
Other Comprehensive Income/(Loss) for the year		3.17				(1.77)	1.40
Total Comprehensive Income/(Loss) for the year	-	(50.97)	-	-	-	(1.77)	(52.74)
Issued during the year	357.34			11.94			369.28
Changes in accounting policy or prior period errors							-
Equity Component transferred to retained earnings		89.07	-	(89.07)			-
As on 31.03.2023	2,064.58	3,895.09	2,846.63	(0.00)	110.67	(2.64)	8,914.32

Summary of Significant accounting policies and other notes to Financial Statements

The accompanying explanatory notes form an integral part of these financial statements

As per our report of even date

For Khandelwal Jain & Co.
 Chartered Accountants
 Firm Registration No. 105049W

(Sanjeev Arora)
 Chairman Cum Managing Director
 DIN:00077748

(Deepak Sharma)
 CFO

Manish Kumar Singhal
 Partner
 Membership No. 502570

(Kavya Arora)
 Executive Director & WTD
 DIN:02794500

(Tarandeep Kaur)
 Company Secretary
 (ACS42144)

Place: New Delhi
 Date: 30.05.2023

NOTES CONTINUE.....

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**1. Company Overview**

Ritesh Properties & Industries Ltd (the company) is engaged in the business of Real Estate Business, Textiles, trading in Shares and Derivatives. 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. Recent Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:-

A. Ind AS 1 - Presentation of Financial Statements

The amendments replace ‘significant accounting policies’ by ‘material accounting policy information’ in the notes to the financial statements. Consequently, along with Balance Sheet, PL Statement, SOCIE, Statement of Cash Flows, etc.; companies will now be required to include notes comprising material accounting policy information and other explanatory information, as part of the financial statements. The main objective of this change is to –

- identify and disclose all accounting policies that provide material information to primary users of financial statements and
- identify immaterial accounting policies and eliminate them from their financial statements. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

The Company does not expect this amendment to have a material impact on its financial statements.

B. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The definition of ‘change in accounting estimate’ has been replaced with the definition of ‘accounting estimates’. Prior to this amendment, Ind AS 8 had not defined the term ‘accounting estimates’. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Paragraphs 32 and 32A explicate development of accounting estimates, along with examples. The amendments will help entities to distinguish between accounting policies and accounting estimates. Entities develop accounting estimates if

accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact on its financial statements.

C. Ind AS 12 - Income Taxes

These amendments clarify that in cases of transactions where equal amounts of assets and liabilities are recognised on initial recognition, the initial recognition exemption does not apply. A company must, therefore, recognise deferred tax asset and deferred tax liability in all such cases. Thus, if a company has not yet recognised deferred tax asset and deferred tax liability on right-of-use assets, lease liabilities, decommissioning or restoration liabilities, or has recognised deferred tax asset or deferred tax liability on net basis, that company shall have to recognise deferred tax assets and deferred tax liabilities on gross basis based on the carrying amounts existing at the beginning of 1 April 2022. The Company is evaluating the impact, if any, on its financial statements.

D. Amendments to Ind AS 107 – Financial Instruments: Disclosures and Ind AS 34 – Interim Financial Reporting:

These amendments are consequent to the amendments in Ind AS 1 related to change from ‘significant accounting policies’ to ‘material accounting policy information’. The Company does not expect this amendment to have any significant impact on its financial statements.

The Company has not early adopted any amendments that have been notified but are not yet effective.

3. Significant Accounting Policies**a. Compliance with IND AS**

The financial statements have been prepared in accordance with the Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by the Company, to all the periods presented in the said financial statements. The preparation of the said financial statements requires the use of certain critical accounting estimates and judgments. It also requires the management to exercise judgment in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgment or complexity, are disclosed in Note 35.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial

Statements' and division II of schedule III of the Companies Act 2013.

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 impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in Indian Rupees ('Rupees') and are rounded to the nearest rupees except per share data and unless stated otherwise.

b. Historical Cost Convention

The Financial Statements have been prepared under the historical cost convention on accrual basis except where the Ind AS requires a different accounting treatment. The principal variations from the historical cost convention relate to financial instruments classified as fair value for the followings:

- i. Certain financial assets and liabilities and contingent consideration which are measured at fair values.
- ii. Assets held for sale measured at fair value less cost to sell.
- iii. Defined benefit plan assets measured at fair value.

Historical Cost is generally based on the fair value of the consideration given in exchange for goods and services.

c. Use of Estimates and Judgments

The preparation of financial statements in conformity with the recognition and measurement principles of 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.

Estimates and underlying assumptions are reviewed on an ongoing basis. 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. Further future periods are also affected.

d. Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii. Held primarily for the purpose of trading, or
- iii. Expected to be realized within twelve months after the reporting period other than for (a) above, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is held primarily for the purpose of trading
- iii. It is due to be settled within twelve months after the reporting period other than for (a) above, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

e. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels as follows:

• Level 1 — Quoted (unadjusted)

This hierarchy includes financial instruments measured using quoted prices.

• Level 2

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a) Quoted prices for similar assets or liabilities in active markets.
- b) Quoted prices for identical or similar assets or liabilities in markets that are not active.
- c) Inputs other than quoted prices that are observable for the asset or liability.
- d) Market – corroborated inputs.

• **Level 3**

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

f. Property, Plant and Equipment (PPE)

An item is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. Property, Plant and Equipment are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of CENVAT/GST) and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Property, Plant, Equipment and Intangible Assets are not depreciated or amortized once classified as held for sale.

Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided for on straight line method on the basis of useful life. On assets acquired on lease (including improvements to the leasehold premises), amortization has been provided for on Straight Line Method over the primary period of lease.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

The useful life of property, plant and equipment are as follows: -

Asset Class	Useful Life
Building	45 Years
Plant & Machinery	10 Years
Furniture & Fixture	10 Years
Computers and Office Equipment	03 Years
Vehicles	08 Years

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

g. Intangible Assets

All expenditure on intangible items is expensed as incurred unless it qualifies as intangible assets. The carrying value of intangible assets is assessed for recoverability by reference to the estimated future discounted net cash flows that are expected to be generated by the asset. Where this assessment indicates a deficit, the assets are written down to the market value or fair value as computed above.

Purchase of computer software used for the purpose of operations is capitalized. However, any expenses on software support, maintenance, upgrade etc. payable periodically is charged to the Statement of Profit & Loss.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized on straight line basis over a period ranging between 2-5 years which equates its economic useful life.

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.

h. 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 Shares and Derivatives is determined at Cost or net realizable value whichever is lower.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale and certified by the Management.

i. Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

j. 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.

k. 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. The financial instruments are recognized in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial instruments at initial recognition.

i) Financial Assets Initial Recognition:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on

the trade date, 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 based on business model of the entity: -

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVTOCI).
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL).
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost: -

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a. Financial assets are held within a business model whose objective is to hold these assets to collect contractual cash flows and
- b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

Any debt instrument, that does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments (Other than investment in rpilh other equity investments are measured at fair value. For Equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. This amount is not recycled from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

De-recognition of financial assets:

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be

recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix considers historical credit loss experience and is adjusted for forward looking information. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

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 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 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.

iii) Financial liabilities:

Initial Recognition:

Financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value. Transaction costs that are directly attributable to financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial liability.

Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end

of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

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).

I. Provisions, Contingent Liabilities and contingent Asset

- i) A provision is recognized when the company has a present obligation because 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 is 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. Contingent Liability is disclosed in the financial statements by way of note to accounts where the possibility of an outflow of resources embodying economic benefits is remote. (Refer Note-37)

- iii) Contingent asset is disclosed in the financial statements by way of note to accounts where the economic benefits are probable.

m. Income tax (IND-AS 12):

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.

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 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.

n. Revenue Recognition:

The Company recognizes revenue in accordance with IND AS 115. Revenue is recognized upon transfer of control of promised products or services to the customers in an amount that reflects the consideration that the company expects to receive in exchange of those products or services. The company presents revenues net of indirect taxes in its statement of Profit and Loss.

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 during 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 during 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.

o. Other Income:

i) Dividend Income

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

ii) Interest Income

Interest income 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, 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 after 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.

p. 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 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.

q. Leases

As a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i. the contract involves the use of an identified asset
- ii. the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii. the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value (Less than 50,000/- per month). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

r. Employee Benefit Expense

Short term employee benefits: -

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Long-Term employee benefits

Compensated expenses which are not expected to occur within twelve months after the end of period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date

Post-employment obligations

i. Defined contribution plans

Provident Fund and employees' state insurance schemes

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India

The Company's contributions to both these schemes are expensed in the Statement of Profit and Loss. The Company has no further obligations under these plans beyond its monthly contributions.

ii. Defined Benefits Gratuity plan

The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective

employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Indian Accounting Standard 19 (revised), "Employee Benefits". The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Defined retirement benefit plans comprising of gratuity, un-availed leave, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The company has policy of expiry of un-availed leave at end of the financial year, hence no provision is required for leave encashment.

iii. Actuarial gains and losses are recognized in OCI as and when incurred.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss.

The retirement benefit obligation recognized in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

Termination benefits

Termination benefits are recognized as an expense in the period in which they are incurred.

s. Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

t. Segment Reporting

Operating segments are reported in a manner consistent with the internal financial reporting provided to the Chief Operating Decision Maker (CODM) i.e. Board of Directors. CODM monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. The primary reporting of the Company has been performed on the basis of business segments. The analysis of geographical segments is based on the areas in which the Company's products are sold or services are rendered.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

The Corporate and other segment include general corporate income and expense items, which are not allocated to any business segment.

u. Cash Flow Statement

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

v. Exceptional Items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

RITESH PROPERTIES AND INDUSTRIES LIMITED, DELHI
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

4. PROPERTY, PLANT AND EQUIPMENT

(Amount in Rs. Lakhs)

Particulars	Building	Plant & Machinery	Furniture & Fixture	Office Equipments	Vehicles	Total
As At March 31, 2021	207.38	153.69	36.87	19.07	311.97	728.98
Additions	69.95	22.15	-	8.76	97.67	198.53
Disposal	186.20	2.74	-	-	72.41	261.35
As At March 31, 2022	91.14	173.10	36.87	27.83	337.23	666.16
Additions	5.15	4.66	-	0.51	48.39	58.71
Disposal	-	-	-	0.03	40.39	40.41
As At March 31, 2023	96.28	177.75	36.87	28.32	345.24	684.46
Depreciation						
As At March 31, 2021	11.04	50.10	30.01	15.57	143.32	250.03
Additions	0.42	9.42	0.45	2.81	33.48	46.58
Disposal	0.15	-	-	-	-	0.15
Depreciation						
As At March 31, 2022	11.30	59.52	30.46	18.38	176.80	296.46
Additions	9.04	7.35	0.45	5.86	26.62	49.32
Disposal	-	-	-	0.02	38.60	38.62
As At March 31, 2023	20.34	66.87	30.91	24.22	164.82	307.15
Net Carrying Value						
As At March 31, 2021	196.35	103.59	6.86	3.49	168.65	478.95
As At March 31, 2022	79.83	113.58	6.41	9.45	160.43	369.69
As At March 31, 2023	75.94	110.89	5.96	4.10	180.42	377.30

* The Company has reviewed its PPE for impairment loss as required by IND AS 36 "Impairment of Assets". In the opinion of Management no provision for impairment loss is considered necessary.

RITESH PROPERTIES AND INDUSTRIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH 2023

5 Non-Current Financial Assets - Investments

(Amount in Rs. Lakhs,
except no. of shares)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investments - Unquoted in Subsidiaries		
- In Equity Instruments	0.10	-
- In Partnership Firm	4,336.72	5,221.61
Investments - Unquoted in Equity Instruments		
- Other Investments	1,107.95	1,108.95
		-
		-
Total	5,444.77	6,330.56

Details of Partnership Firm

Name of Firm

Finton Homes

Name of Partners

M/s Ritesh Properties & Industries Limited, Mr. Chander Shekhar and Mr. Hemant Sood

Total Capital

9472.93 Lakhs (Previous Year Rs. 9866.91 Lakhs)

Share of Each Partner

55%, 22.50% and 22.50% respectively

Non-Current Financial Assets - Investments

Particulars	FV of Shares	As at 31st March, 2023		As at 31st March, 2022	
		No. of Shares	Amount	No. of Shares	Amount
Financial assets measured at Amortised Cost					
RPIL Healthcare Pvt Ltd (Subsidiary)	10	10,000	0.10	-	-
Financial assets measured at FVTOCI					
Investment in equity instruments					
Unquoted Equity Shares					
Femella Fashion Ltd	10	422,607	1,107.23	422,607	1,107.23
Kishan Chand & Co Oil Industries Ltd.	10	7,238	0.72	7,238	0.72
Vishal Udyog International Ltd.	100	1,000	-	1,000	1.00
Total Investment measured at FVTOCI		430,845	1,108.05	430,845	1,108.95

Note:

Aggregate amount of quoted investment		
Aggregate market value of quoted investment		
Aggregate amount of unquoted investment	1,108.05	1,108.95
Aggregate amount of impairment in value of investments		

6. Non-Current Financial Assets – Others

(Amount in Rs. Lakhs)

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
Fixed Deposits with Bank (Maturity more than 12 months)	-	2.82
Unsecured, considered good; Security Deposits	57.72	24.82
Total	57.72	27.64

* Represents Rs. 0/- (Previous year Rs. 2.82 Lakhs) as margin money against Bank Guarantee issued to Punjab Pollution Control Board for amounting Rs. 2 Lacs

** Security Deposits primarily include deposits given towards electricity, telecommunication and others.

7. Deferred Tax Assets (Net)

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
A. Deferred Tax Assets		
Related to Unabsorbed Depreciation & Brought Forward Losses	232.46	-
Others	14.60	13.72
(A)	247.07	13.72
B. Deferred Tax Liability		
Related to Depreciation on Fixed Assets and Amortisation	(5.88)	3.63
Others	-	-
(B)	(5.88)	3.63
Net Deferred Tax Assets / (Liability) (C) = (A)-(B)	241.19	10.09

8. Inventories

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
Stock-in-Trade		
Real Estate (Plot/ Land)	4,727.38	481.80
Shares	319.80	357.12
Total	5,047.17	838.92

*Project Expenses of Rs. 416.40 Lakhs (Previous year Rs. 99.51 Lakhs) for Land Development Charges for Hampton Court project included in Stock of Real Estate.

RITESH PROPERTIES AND INDUSTRIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH 2023

9 Current Financial Assets - Investments

(Amount in Rs. Lakhs, Except no. of Shares)

Particulars	Period Ended 31st March, 2023	As at March 31, 2022
Trade Investments		
Investments in Equity Instruments-Equity shares		
Quoted		
Master Trust Ltd.	2.64	1.42
Nahar Industrial Ent. Ltd	0.36	0.66
Nahar Ploy Films Ltd	0.96	2.36
Nahar Spinning Mills Ltd	0.79	1.68
R.S.Petro Products Ltd	0.10	0.10
Total	4.86	6.22

Current Financial Assets - Investments

Particulars	Face Value per share	Period Ended 31st March, 2023		As at March 31, 2022	
		No. of Shares	Amount	No. of Shares	Amount
Financial assets measured at FVTOCI					
Investment in equity instruments					
Quoted Equity Shares					
Master Trust Ltd.	5	2,200	2.64	1,100	1.42
Nahar Industrial Ent. Ltd	10	400	0.36	400	0.66
Nahar Ploy Films Ltd	10	420	0.96	420	2.36
Nahar Spinning Mills Ltd	10	330	0.79	330	1.68
R.S.Petro Products Ltd	10	500	0.10	500	0.10
Total Investment measured at FVTOCI			4.86	111	6.22

Note:

	As at March 31, 2023	As at March 31, 2022
Aggregate Cost of quoted investment	1.03	1.03
Aggregate market value of quoted investment	4.86	6.22
Aggregate Cost of unquoted investment	-	-
Aggregate Cost of impairment in value of investments	-	-

* Quoted Investments in Equity Shares have been valued as per the Closing Trading price (BSE) as on 31.03.2023 which are as under :

Name of the Company	Closing Trading price (BSE) as on 31.03.2023	Closing Trading price (BSE) as on 31.03.2022
Master Trust Ltd.	120.15	129.35
Nahar Industrial Ent. Ltd	90.69	165.00
Nahar Ploy Films Ltd	229.25	560.85
Nahar Spinning Mills Ltd	240.35	510.25
R.S.Petro Products Ltd	20.00	20.00

10 Trade Receivables

(Amount in Rs. Lakhs)

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
Trade Receivables Undisputed - considered good	320.79	1,722.36
Trade Receivables Undisputed - considered Doubtful	-	-
Less: Allowance for expected credit loss	-	-
Trade Receivables Disputed - considered Good	-	-
Trade Receivables Disputed - considered Doubtful	-	-
Less: Allowance for expected credit loss	-	-
Total	320.79	1,722.36
Break-up of security details		
(i) Secured, considered good;	-	-
(ii) Unsecured, considered good;	320.79	1,722.36
(iii) Doubtful	-	-
	320.79	1,722.36
Less : Impairment allowance for trade receivables	-	-
Total	320.79	1,722.36
		-

(* Trade Receivable include receivables from related party Rs. 263.13 Lakhs, PY Rs 1606.61 Lakhs)

As at 31st March 2023

Particulars	Undisputed - Good	Undisputed - Doubtful	Disputed - Good	Disputed - Doubtful
Less than 6 months	271.71	-	-	-
6months - 1 Year	-	-	-	-
1 - 2 Years	49.08	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
TOTAL	320.79	-	-	-

As at 31st March 2022

Particulars	Undisputed - Good	Undisputed - Doubtful	Disputed - Good	Disputed - Doubtful
Less than 6 months	1,659.28	-	-	-
6months - 1 Year	-	-	-	-
1 - 2 Years	63.07	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
TOTAL	1,722.36	-	-	-

The expected credit loss is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis or grouped into homogeneous groups and assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case-to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

The movement in allowance for expected credit loss and credit impairment is as under: -

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
Opening Balance	-	-
Additions	-	-
Write Off (net of recovery)	-	-
Closing balance	-	-

11 Cash and Cash Equivalents ("C & CE")

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
Balances with banks-In current accounts	62.26	3.03
Cash in hand	49.07	23.60
Fixed Deposits (held as margin money for credit facilities) - Maturity less than 3 months	-	-
Total	111.33	26.63

12 Loans

(Amount in Rs. Lakhs)

Particulars	For the year Ended 31st March, 2023	As at 31st March 2022
Loans and Advances to Related Parties	1,080.55	1,030.25
Loans and Advances to Other Body Corporate	185.74	651.95
Loans and Advances to Others	-	-
	1,266.29	1,682.20
Less: Impairment allowance for Loan & Advance receivable		-
Total	1,266.29	1,682.20
Sub-classification of Loans:		
(i) Loans Receivables considered good - Secured;	-	-
(ii) Loans Receivables considered good - Unsecured;	1,266.29	1,682.20
(iii) Loans Receivables which have significant increase in Credit Risk; and	-	-
(iv) Loans Receivables - credit impaired	-	-

13 Other Current Financial Assets

Particulars	Period Ended 31st March 2023	As at 31st March 2022
Fixed Deposits (With Maturity less than 12 months)	3.57	700.00
Accrued Interest	0.09	6.60
Others - From Related Party	525.40	525.40
Total	529.06	1,232.00

* Fixed Deposits Rs. NIL (Previous Year Rs. 700 Lakhs) pledged against Bank Overdraft Facility with Axis Bank Limited for Amount 679 Lakhs

14 Current Tax Assets (Net)

Particulars	Period Ended 31st March 2023	As at 31st March 2022
Income Tax Against Appeals (A.Y. 2017-18)	10.00	10.00
Income Tax Refund Receivables (Earlier Years)	35.89	30.94
Total	45.89	40.94

15 Other Current Assets

Particulars	Period Ended 31st March 2023	As at 31st March 2022
Prepaid Expenses	21.97	21.33
Advances to Suppliers	272.28	250.19
Balance with Government Authorities	142.90	65.44
Imprest A/c	-	0.30
Others	46.38	40.20
Project Development Exp - Hampton	159.64	6.53
Total	643.18	383.99

(* Others include Advance to Staff being Related Party Rs. 0.53 Lakhs, PY 0.54 Lakhs)

16 Equity Share Capital

Particulars	NO. of Shares	For the year Ended 31st March, 2023	As at 31st March, 2022
Authorised Share Capital* 28,150,000 (Previous FY - 28,15,000 equity shares of Rs. 10/- each) equity shares of Rs. 1/- each	28150000	2,815.00	2,815.00
Issued Share Capital 27,42,07,700 (Previous FY - 24,610,465 equity shares of Rs. 10/- each) equity shares of Rs. 1/- each	274207700	2,742.08	2,461.05
Subscribed and fully paid-up shares 27,42,07,700 (Previous FY 24,442,915 equity shares of Rs. 10/- each) equity shares of Rs. 1/- each	274207700	2,742.08	2,444.29
Total	274207700.00	2,742.08	2,444.29

* During the year, company has split Face Value of its equity shares in 1:10 ratio. All figures of previous year has been updated accordingly.

* Pursuant to the approval of the shareholders through Postal Ballot on September 03, 2022, each equity share of face value of INR 10 per share have been subdivided into Ten equity shares of face value of INR 1 per share, with effect from September 03, 2022.

a) Terms/rights attached to equity shares

The Company has only one class of Equity Shares having a par value of Rs. 1 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, if any, declared by the Board is paid after obtaining shareholders' approval in ensuing AGM.

b) Reconciliation of Equity Shares Outstanding at the beginning and at the end of year

Particulars	31.03.2023	31.03.2022
Equity shares at the beginning of the year	24,442,915	11,590,958
Add: Shares Issued	29,778,550	12,851,957
Shares issued pursuant to share split	219,986,235	
Less: Shares Cancelled		-
Equity shares at the end of the year	274,207,700	24,442,915

* Shares issued during the year construe Debentures converted into Equity Shares

* During the year, Company has split its Equity Shares in 1:10 ratio

c) Shareholders holding more than 5 percent of Equity Shares in the Company

Particulars	As at 31st March, 2023 No. of share held	As at 31st March, 2022 No. of share held
Sh. Sanjev Arora	78,939,780 30.68%	78,939,780 32.30%
Findoc Finvest Pvt Ltd	85,063,190 33.06%	72,193,900 29.54%
Subhash Chander	13,934,300 5.42%	13,999,300 5.73%

Details of Promoters, their shareholding & Changes in shareholding if any

Promoter Name	For the year Ended 31st March, 2023	As at 31st March, 2022	% Changes in shareholding
Sh. Sanjev Arora	78,939,780 30.68%	78,939,780 32.30%	-1.62%
Findoc Finvest Pvt Ltd	85,063,190 33.06%	72,193,900 29.54%	3.52%
Kavya Arora	7,134,550 2.77%	7,134,550 2.92%	-0.15%
Sandhya Arora	4,042,880 1.57%	4,042,880 1.65%	-0.08%
Ketki Arora	2,868,930 1.12%	2,868,930 1.17%	-0.05%
Sanjev Arora HUF	1,894,420 0.74%	1,894,420 0.78%	-0.04%
Guneet Arora	193,030 0.08%	193,030 0.08%	0.00%
Aria Arora	40 0.00%	40 0.00%	0.00%
Femella Fashions Ltd	8,077,600 3.14%	8,077,600 3.30%	-0.16%

17 Other Equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
Securities Premium	2,064.58	1,707.24
Retained Earnings	3,895.09	3,856.98
Capital Reserve	2,846.63	2,846.63
Revaluation Reserve	110.67	110.67
Equity Component of Debenture	(0.00)	77.13
Other Comprehensive Income	(2.64)	(0.87)
Total	8,914.33	8,597.78

* Securities premium reserve is used to record the premium on issue of equity shares. The same shall be utilised in accordance with the provisions of companies act, 2013.

(i) Securities Premium

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	1,707.24	1,707.24
Increase/(Decrease) during the year	357.34	-
Closing Balance	2,064.58	1,707.24

(ii) Retained Earnings

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	3,856.98	3,856.97
Changes in accounting policy or prior period errors	89.07	-
Equity Component	-	-
Restated balance at the beginning of the year	-	-
Net profit/(loss) for the year	(50.97)	0.00
Closing Balance	3,895.08	3,856.98

(iii) Capital Reserves

Particulars		As at 31st March, 2023	As at 31st March, 2022
Opening Balance		2,846.63	2,846.63
Increase/(Decrease) during the year		-	-
Closing Balance		2,846.63	2,846.63

(* Capital reserve stands pursuant to amalgamation of Ritesh properties, RSML, Ritesh Impex and HB Fibre) and (Settlement with bank and waiver amount transferred to Capital Reserve)

(iv) Revaluation Reserves

Particulars		As at 31st March, 2023	As at 31st March, 2022
Opening Balance		110.67	110.67
Increase/(Decrease) during the year		-	-
Closing Balance		110.67	110.67

(v) Equity Component of Debenture

Particulars		As at 31st March, 2023	As at 31st March, 2022
Opening Balance		77.13	-
Increase/ (Decrease) during the Year		11.94	77.13
Transfer to Retained Earnings		(89.07)	-
Closing Balance		(0.00)	77.13

(v) Other Comprehensive Income

Particulars		As at 31st March, 2023	As at 31st March, 2022
Opening Balance		(0.87)	(4.33)
Items of Other Comprehensive Income			
Remeasurement of Defined benefit plans (Including Tax Impact)		-	-
Change in value of Equity Instruments Designated through OCI		(1.77)	3.45
Closing Balance		(2.64)	(0.87)

18 Non-Current - Borrowings

(Amount in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Secured		
Loan from Bank (Secured Against Vehicles)	64.22	92.60
Unsecured Optionally Convertible Debentures	-	647.43
Loan from Related Parties	-	-
Loan from Others	-	-
Total	64.22	740.03

Vehicle Loan Rs. 64.22 Lakhs (P.Y.Rs. 92.60 Lakhs) are secured by way of Hypothecation of respective Vehicle. These Loans are Repayable in equated Monthly Installments and shall be repayed by 2027, Interest Rate vary from 8.35-9.51%p.a.

Repayment Schedule	Amount
2023-24	38.60
2024-25	33.62
2025-26	24.93
2026-27	5.66

19 Non-Current Financial Liabilities - Others

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Unsecured		
Security Deposits	125.02	89.44
Total	125.02	89.44

* Security Deposits Represents interest free deposits received from the allottees against electricity connection and facility maintenance

20 Non-Current Liabilities - Provision

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Provision for Employee Benefits		
Gratuity	16.89	14.29
Total	16.89	14.29

* As per Actuarial Certificate

21 Current - Borrowings

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Unsecured		
Loan from Bank (Overdraft against Fixed Deposits)	-	212.48
Loan from Related Parties	804.42	28.47
Loan from Others	100.00	120.00
Current Maturities of Long-Term Debts;*	38.60	33.27
Total	943.02	394.22

* Current Maturities of Long - term Debts represent portion of vehicle loans amounting to Rs. 38.60 Lakhs (Previous Year Rs.33.27 Lakhs), which is payable within a period of 12 months. The vehicle loans from banks are secured by way of hypothecation of respective assets.

21A Related Party Disclosures (Partywise)

Type of Borrower	Amount of Loan or Advance in the nature of Loan Outstanding	% of Total Loans and Advances in the nature of Loans
RELATED PARTIES		
KP Advisors (Realty) Pvt. Ltd.	27.33	3%
Findoc Finvest Pvt Ltd	756.29	94%
Kamal Oil & Allied Industries Ltd.	20.80	3%
TOTAL	804.42	100%

22 Trade Payables

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
total outstanding dues of micro enterprises and small enterprises ; and*	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises	884.10	39.80
Total	884.10	39.80

Trade Payables Includes Rs. 3.49 Lakhs (Previous Year 2.34 Lakhs) Payables to Directors as Sitting Fees and their Related Parties.

Particulars	MSME	Others	Disputed MSME	Disputed Others
Less than 1 Year	-	881.55	-	-
1-2 Years	-	2.55	-	-
2-3 Years	-		-	-
More Than 3 Years	-		-	-
Total	-	884.10	-	-

As at 31st March 2022

Particulars	MSME	Others	Disputed MSME	Disputed Others
Less than 1 Year	-	39.78	-	-
1-2 Years	-	0.02	-	-
2-3 Years	-		-	-
More Than 3 Years	-		-	-
Total	-	39.80	-	-

23 Current Financial Liabilities - Others

(Amount in Rs. Lakhs)

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Other Payables		
- Imprest	0.56	-
- Salaries & Wages payable	1.53	0.67
- Expenses Payable	66.31	80.77
- Payable to Auditor	4.50	3.15
- Statutory Dues Payable	28.40	11.41
- Director's Remuneration Payable	1.43	1.48
Total	102.74	97.48

Director's Remuneration & Salaries Payables Includes Rs.1.43 Lakhs (Previous Year Rs.1.48 Lakhs) Payables to Directors and their Related Parties.

24 Current Tax Liabilities - Provision

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Provision for Income Tax (A.Y. 2022-23)	-	123.01
Total	-	123.01

25 Current Liabilities - Others

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Advance from Customers	256.03	76.25
Total	256.03	76.25

Advance from Customers Include Rs. 16.19 Lakhs (Previous Year Rs. 4.36 Lakhs) from Related Parties.

26 Current Liabilities - Provision

Particulars	For the year ended 31st March 2023	As at 31st March, 2022
Provision for Corporate Social Responsibility	0.00	14.42
Provision for Employee Benefits*		
Gratuity	41.13	40.23
Total	41.13	54.65

* As per Actuarial Certificate

27 Revenue from operations (Amount in Rs. Lakhs)

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Revenue from Real Estate Activities	927.47	2,264.07
Revenue from Sale of Fabrics	-	29.43
Revenue from Sale of Shares	2,909.13	10,952.83
Revenue from Sale of Other Products	5.68	371.15
Total	3,842.28	13,617.47

28 Other Income

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Interest Income		
From FDR	1.11	7.32
From Others	28.33	27.84
Profit/Loss on Derivatives	153.79	1,170.73
Dividend Received	1.94	0.86
Profit/Loss on Sale of Fixed Assets	4.26	-
Sale A/c Verka Both	0.14	0.13
Misc Income	7.17	5.50
Discount Received	-	2.51
Rent Received	0.82	-
Balance Written Off	0.01	0.20
Labour Cess Received	-	24.98
Total	197.56	1,240.08

29 Cost of Material Consumed

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Cost of Goods Sold	46.92	-
Total	46.92	-

30 Purchase of Stock-in-Trade

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Purchase of Stock-in-Trade		
Land	3,915.70	247.88
Knitted Cloth	-	29.43
Shares	2,909.27	10,759.35
Other Products	-	342.43
Total	6,824.97	11,379.09

31 Changes In Inventories of Stock-In-Trade

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Opening Stock		
Land	395.28	380.38
Shares	357.12	464.04
	752.40	844.41
Closing Stock		
Land	4,310.98	395.28
Shares	319.80	357.12
	4,630.77	752.40
Total	(3,878.38)	92.01

32 Employee Benefits Expenses

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
*Salaries and Bonus	263.57	254.84
Contribution to Provident and Other Funds	1.37	1.25
Gratuity Paid	1.95	1.70
Staff Welfare	10.81	1.91
Total	277.70	259.70

* Includes Directors Remuneration Rs. 205.86 Lakhs (Previous Year Rs. 205.66 Lakhs)

* Includes Directors Sitting Fee Rs. 2.09 Lakhs , Director's Conveyance Allowances Rs. 0.60 Lakhs, Director's House Rent Allowances Rs.3.48 Lakhs , Special Allowance to Directors Rs. 6.60 Lakhs, TDS on Non Monetary Benefit (Director) Rs.6.24 Lakhs (Previous Year Directors Sitting Fee Rs. 2.34 lakhs , Director's Conveyance Allowances Rs. 0.60 Lakhs, Director's House Rent Allowances Rs. 3.08 Lakhs, Special Allowance to Directors Rs. 1.95 Lakhs , TDS on Non Monetary Benefit (Director) Rs. 6.24 Lakhs.

33 Finance costs

(Amount in Rs. Lakhs)

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Interest to Banks	11.36	0.37
Interest to Others	23.45	89.18
Bank Charges	4.75	4.29
Other Finance Charges	10.07	12.21
Total	49.63	106.04

34 Other Expenses

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Advertisement	24.49	7.05
Discount & Rebate	7.07	-
Electricity Expenses	13.94	14.56
Generator Expenses	3.58	1.73
Fee & Taxes	14.17	49.03
Listing Fee	9.96	3.48
Insurance Expenses	2.28	5.25
Auditor Remuneration		
- Audit Fees	5.00	3.50
- Out of Pocket Expense for audit	0.47	-
- Certification Fees	0.50	
Legal Expenses	0.01	11.01
Professional Charges	62.15	93.51
Vehicle Expenses	20.96	15.08
Postage & Telegram	0.21	0.35
Telephone Exp	2.33	1.62
Rent Paid	66.50	61.40
Rent (Ludhiana Office)	6.80	6.80
Conveyance	2.96	3.70
Director Travelling Exp.	52.17	18.91
Travelling Exp.	32.02	5.79
Electric Repair	9.28	0.47
General Repair	2.31	1.29
Gurgaon Office Expenses	1.34	2.17
Business Promotion	27.05	16.74
Commission & Brokerage	0.30	9.69
Balance Written off	346.10	(0.00)
Computer & Software Expenses	0.65	1.98
Demat Charges	0.02	0.02
CSR Expenses	35.94	14.42
Diwali Exp.	-	0.32
General Exp.	4.34	1.95
Meter Testing Expenses	-	0.44
Maintenace Charges	6.40	8.05
Misc. Exp.	0.53	1.38
Office Expenses	1.34	6.27
Other Charges-Shares	7.16	4.16
Photo Copier Exp.	0.04	0.34
Printing & Stationery	1.18	1.35
Subscription & Membership	53.50	4.17
Watch & Wards	79.53	5.90
GST Late Filing Fee	-	0.36
Audio Video Exp	-	0.20
Project Development Expenses	-	12.99
Loss on sale of Fixed Asset	-	76.82
Water & Sewerage	-	0.04
GST Paid	8.66	-
Interest paid on TDS Deducted	0.15	0.61
AGM Expenses	-	0.52
Total	913.40	475.44

35 Earning per Share (EPS) - In accordance with the Indian Accounting Standard (Ind AS-33)

Particular	For the year ended 31st March 2023	For the year ended 31st March, 2022
Basic Earnings Per Share		
Profit /(Loss) After Tax	(54.14)	2,379.10
Profit Attributable to Ordinary Shareholders	(54.14)	2,379.10
Weighted Average Number of Ordinary Shares (used as denominator for calculating Basic EPS)	263,370,066	15,674,008
Nominal Value of Ordinary Share	Rs.1/-	Rs.10/-
Earnings Per Share - Basic	(0.02)	15.18
Diluted Earnings Per Share		
Profit /(Loss) After Tax	(54.14)	2,379.10
Profit Attributable to Ordinary Shareholders	(54.14)	2,379.10
Weighted Average Number of Ordinary Shares (used as denominator for calculating Diluted EPS)	263,370,066	18,586,595
Nominal Value of Ordinary Share	Rs.1/-	Rs.10/-
Earnings Per Share - Diluted	(0.02)	13.08

NOTES CONTINUE

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

36. Critical Accounting Estimates and Judgments

The estimates and judgments used in the preparation of the said financial statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgments are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates—even if the assumptions under-lying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognized in the financial statements in the period in which they become known.

The areas involving critical estimates, assumptions or judgments are:

1. Useful lives of property, plant and equipment's Note 4
2. Measurement defined benefit obligation Note 20 & 26

3. Estimation of provisions & contingent liabilities refer Note 24 & 37

4. Estimation of fair value of unlisted securities Note 5

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

37. During the year, Company has recognized the following amounts in the financial statements as per Ind AS19 "Employees Benefits" issued by the ICAI:

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation and the obligation for leave encashment is recognized in the same manner as gratuity.

Table Showing Changes in Present Value of Obligations:

(In Lakhs)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period as provided by the Company	54.52	49.65
Interest cost	3.82	3.48
Current service cost	1.95	1.70
Past Service Cost	0	0
Benefits paid (if any)	0	0
Actuarial (gain)/loss	(2.27)	(0.30)
Present value of the obligation at the end of the period	58.02	54.52

(The amount to be recognized in the Balance Sheet):

Period	As on: 31-03-2023	As on: 31-03-2022
Present value of the obligation at the end of the period	58.02	54.52
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	58.02	54.52
Funded Status - Surplus/ (Deficit)	(58.02)	(54.52)

Expense recognized in the statement of Profit and Loss:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Interest cost	3.82	3.48
Current service cost	1.95	1.70
Past Service Cost	0	0
Expected return on plan asset	(0)	(0)
Expenses to be recognized in P&L	5.77	5.17

Other comprehensive (income) / expenses (Remeasurement)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Cumulative unrecognized actuarial (gain)/loss opening. B/F	22.20	22.50
Actuarial (gain)/loss – obligation	(2.27)	(0.30)
Actuarial (gain)/loss - plan assets	0	0
Total Actuarial (gain)/loss	(2.27)	(0.30)
Cumulative total actuarial (gain)/loss. C/F	19.93	22.20

Actuarial assumptions provided by the company and employed for the calculations are tabulated:

Discount rate	7.00 % per annum	7.00 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.	5.00% p.a.

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

01 Apr 2023 to 31 Mar 2024	41.13	0.44
01 Apr 2024 to 31 Mar 2025	0.55	0.44
01 Apr 2025 to 31 Mar 2026	3.47	2.65
01 Apr 2026 to 31 Mar 2027	0.38	0.31
01 Apr 2027 to 31 Mar 2028	0.38	10.44
01 Apr 2028 Onwards	12.11	0

Sensitivity Analysis:

Period	As on: 31-03-2023	As on: 31-03-2022
Defined Benefit Obligation (Base)	58,02,200 @ Salary Increase Rate : 5%, and discount rate :7.25%	54.52 @ Salary Increase Rate : 5%, and discount rate :7%
Liability with x% increase in Discount Rate	56,61,538; x=1.00% [Change (2)%]	53.24; x=1.00% [Change (2)%]
Liability with x% decrease in Discount Rate	59,63,738; x=1.00% [Change 3%]	56.00; x=1.00% [Change 3%]
Liability with x% increase in Salary Growth Rate	58,55,953; x=1.00% [Change 1%]	54.90; x=1.00% [Change 1%]
Liability with x% decrease in Salary Growth Rate	57,66,186; x=1.00% [Change (1)%]	54.32; x=1.00% [Change 0%]
Liability with x% increase in Withdrawal Rate	58,25,330; x=1.00% [Change 0%]	54.72; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	57,76,254; x=1.00% [Change 0%]	54.30; x=1.00% [Change 0%]

Note: - Corresponding previous year figures as required under IND-AS 19 is not available. Therefore, disclosure for the previous year figures not given.

38. Contingencies
Contingent Liabilities in respect of:

(Amounts in Lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Guarantees given by banks on behalf of the Company	Nil	Nil
Claims against the Company not acknowledged as debt in financial statements	Nil	Nil
Impact of pending litigations not acknowledged as debt in financial statements	Nil	Nil
Income tax Matters not acknowledged as debt in financial statements	1,269.90	908.30
Unexecuted Capital Commitment (Net of Advances)	Nil	Nil

- The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position.
- The Company Periodically Review all its long-term contracts to assess for any material foreseeable losses, Based on such review wherever applicable, the Company has adequate provisions for these long term contracts in the books of accounts as required under any applicable law/accounting standards

c) As at March 31, 2023 the Company did not have any outstanding long term derivative Contracts.

39. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due	-	-
Interest due on above	-	-
Interest paid during the period beyond the appointed day	-	-
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the period	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-

Note: The above information and that is given in 'Note-21' Trade Payables regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

40. Related Party Disclosures as required by IND AS -24

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

SUBSIDIARIES

- RPIL Healthcare Private Limited (wef 20.02.2023)
- Finton Homes

ENTITIES UNDER CONTROL OF KMP & THEIR RELATIVES

- Kamal Oil & Allied Industries Ltd
- K P Advisors (Realty) Pvt Ltd
- Femella Fashions Ltd
- Ritesh Rentals (P) Ltd
- Arisudhana Industries Ltd.
- NP Blockhouse Real Estate Pvt. Ltd.
- Auster Securities Ltd
- Findoc Commodities Pvt. Ltd (Upto 09.05.2022)
- Findoc Investmart Pvt. Ltd(Upto 09.05.2022)
- Findoc Finvest Pvt. Ltd (Upto 09.05.2022)
- Kripra Real Estate Pvt. Ltd

KEY MANAGERIAL PERSONNEL REPRESENTED ON THE BOARD

- | | |
|------------------------------|--------------------------------------|
| ○ Sh. Sanjeev Arora | Chairman cum Managing Director |
| ○ Sh. RoopKishore Fathepuria | Executive Director |
| ○ Sh. Kavya Arora | Director & CFO (Upto 06.12.2021) |
| ○ Sh. Surinder K Sood | Director |
| ○ Sh. Hemant Sood | Director(wef14.05.2021 to 9.05.2022) |
| ○ Sh. Gurpreet Singh Brar | Director |
| ○ Ms. Shweta Sehgal | Director |
| ○ Mr. Rohit Kumar Maggu | Director |
| ○ Mr. D.P. Reddy | Director |
| ○ Ms. Tarandeep Kaur | Company Secretary |
| ○ Sh. Deepak Sharma | CFO |

RELATIVES OF DIRECTOR

- o Mrs. Guneet Arora
- o Mrs. Sandhya Arora

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

Sr. No.	Name of Company/Firm/ Individual	Nature of Transaction	2022-23 (Rs.)	2021-22 (Rs.)
1.	Femella Fashions Ltd.	- Loan Given - Loan Received back - Expenses made on behalf of company - Allocated Cost of Common Facility used - Purchase of Gift Cards	NIL NIL NIL 28.01 NIL	1216.75 1971.43 22.24 29.48 0.18
2.	Sh. Sanjeev Arora	- Loan Given - Loan Received back - Director Remuneration - Income Tax on Non-Monetary - Rent Paid - Repayment of Advance for Property - Loan adjusted from Advance	NIL 150.00 120.00 6.24 13.50 NIL NIL	315.00 315.00 120.00 6.24 12.00 806.00 1106.00
3.	Smt. Sandhya Arora	- Rent Paid - Loan Given Back	13.50 NIL	12.00 14.50
4.	K P Advisors (Realty) Pvt Ltd.	Loan Given Loan Taken	NIL 29.00	0.55 NIL
5.	Sh. Kavya Arora	Director's Remuneration Rent Paid Loan Taken Loan Given Back	72.00 13.50 NIL NIL	72.00 12.00 NIL 5.50
6.	Smt. Guneet Arora	Loan Given Back	NIL	5.00
7.	Sh. Roop kishore Fatehpuria	Director's Remuneration Perks & Other Allowances	13.86 5.94	13.66 5.64
8.	Sh. Surinder K Sood	Sitting Fee	0.97	0.94
9.	Sh. Gurpreet Singh Brar	Sitting Fee	0.55	0.58
10.	Ms. Shweta Sehgal	Sitting Fee	0.27	0.42
11.	Mr. Rohit Kumar Maggu	Sitting Fee	NIL	NIL
12.	Mr. D.P. Reddy	Sitting Fee	0.30	0.40
13.	Ms. Tarandeep Kaur	Salary Loan Given Loan Received Back Reimbursement of Expenses	4.03 1.50 1.51 NIL	6.24 NIL NIL 2.85
14.	Sh. Deepak Sharma	Salary	5.08	2.40
15.	Arisudhana Industries Ltd.	Interest Income Loan Given Loan Received Back Sales	8.52 NIL NIL 25.11	8.52 370.00 370.00 NIL
16.	NP Blockhouse Real Estate Pvt. Ltd.	Loan Given Loan Received Back Interest Received Expenses made on behalf of company	93.50 60.53 13.88 5.41	63.00 5.24 NIL 7.37
17.	Finton Homes	Share of Profits Sale of services (Electricity) Watch & Wards (Security Expenses) Other Transactions Expenses made on behalf of company Amount recovered for company related expenses Capital Contribution Capital Withdrawal	715.10 5.94 14.79 NIL NIL NIL NIL NIL NIL	2041.23 5.25 4.88 NIL NIL 20.00 20.00 250.00 150.00

18.	Auster Securities Limited	Payment Made during theYear. Payment Received during the Year	NIL NIL	NIL NIL
19.	RPIL Healthcare Private Limited	Investment in Shares Loan Given	0.1 2.50	NIL NIL
20.	Findoc Commodities Pvt. Ltd	Brokerage & Charges	NIL	0.41
21.	Findoc Investmart Pvt. Ltd.	Brokerage & Charges	7.18	3.71
22.	Findoc Finvest Pvt. Ltd.	OFCDs Issue Loan taken Loan Repayment Conversion of OFCD into Equity Shares Interest paid	NIL 750.00 NIL 646.87 6.99	924.00 100.00 100.00 268.87 NIL
23.	Kriptra Real Estate Pvt. Ltd.	Purchase	NIL	140.00

iii) Amount due from/To Related Parties

(In Lakhs)

Particulars		As on 31.03.2023 (Rs.)	As on 31.03.2022 (Rs.)
i)	Due to Related Parties (included in Unsecured Loans & Current Liabilities)		
	Kamal Oil and Allied Industries Ltd.	20.80	20.80
	Finton Homes	16.19	NIL
	DP Reddy	0.70	0.40
	Kavya Arora	NIL	4.40
	Roop Kishor Fatehpuria	1.43	1.48
	Surinder K Sood	0.97	0.94
	KP Advisors (Realty) Pvt. Ltd.	27.33	NIL
	Shweta Sehgal	0.69	0.42
	Arisudana Industries Ltd	NIL	7.67
	Findoc Finvest Pvt Ltd	756.29	NIL
	GS Brar	1.13	0.58
ii)	Due from Related Parties (included in Loans & Advances & Sundry Debtors)		
	Finton Homes	4336.71	5221.16
	Arisudhana Industries Ltd.	0.31	NIL
	NP Blockhouse Real Estate Pvt. Ltd.	119.00	68.13
	KP Advisors (Realty) Pvt. Ltd.	NIL	1.67
	Sanjeev Arora	810.45	960.45
	Auster Securities Limited	525.40	525.40
	TARANDEEP KAUR	0.53	0.54
	Findoc Investmart Pvt Ltd	262.82	1606.61
	Ncube Protectives Private Limited	148.60	148.60

41. Expenditure in Foreign Currency on Travelling is Rs. Nil (P.Y-Nil).

42. Segment Reporting as per IND AS 108

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

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

Particulars	2022-23					2021-22				
	Real Estate	Shares	Textiles	Other	Total	Real Estate	Textile	Others	Shares	Total
Revenue/Sales	927.47	2909.13	-	-	3836.60	2264.07	29.43	371.15	10952.83	13617.47
Results	880.55	(37.46)	-	-	843.09	1629.39	(10.82)	-	86.56	1775.22
Profit before Interest & Finance Cost	880.55	(37.46)	-	-	843.09	1629.39	(10.82)	-	86.56	1775.22
Unallocable Expenses	-	-	-	-	1240.42	-	-	-	-	781.72
Operating Profit	-	-	-	-	(397.33)	-	-	-	-	993.50
Interest Expenses	-	-	-	-	49.63	-	-	-	-	106.65
Unallocable Income	-	-	-	-	197.56	-	-	-	-	1611.23
Net Profit	-	-	-	-	(249.40)	-	-	-	-	2498.69
Assets	8324.97	5764.57	-	-	14089.54	9041.90	31.77	-	3598.07	12671.74
Liabilities	2433.14	-	-	-	2433.14	1629.39	-	-	-	1629.39
Share Capital	-	-	-	-	2742.08	-	-	-	-	2444.29
Reserve & Surplus	-	-	-	-	8914.32	-	-	-	-	8597.78
Segment Depreciation	-	-	-	-	49.32	-	-	-	-	46.58
Segment other non-cash expense	-	-	-	-	-	-	-	-	-	-
Segment Capital Expenditure	-	-	-	-	-	-	-	-	-	-

Information about Reportable Segments: (In Lakhs)

43. Financial Instruments by category

(In Lakhs)

Particulars	Level	Mar-23			Mar-22		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<u>1) Financial Assets</u>							
I) Investments (Note No. 5 & 9)	1	-	1107.95	4341.68	-	1108.95	5227.84
II) Trade receivables (Note No. 10)	3	-	320.79	-	-	1722.36	-
III) Cash and Cash equivalents (Note No. 11)	1	-	111.33	-	-	26.63	-
IV) Other receivables (Note No. 6 & 12)	3	-	1324.01	-	-	1709.84	-
Total Financial Assets		-	2864.08	4341.68	-	4567.78	5227.84
<u>2) Financial liabilities</u>							
I) Borrowings							
A) From Banks (Note No. 18)	3	-	-	64.22	-	-	740.03
B) From Others (Note No. 21)	3	-	-	943.02	-	-	394.22
II) Trade payables (Note No. 22)	3	-	-	884.10	-	-	39.80
III) Other liabilities (Note No. 19 & 23)	3	-	-	199.36	-	-	175.50
Total Financial Liabilities		-	-	2119.10	-	-	1349.55

Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

44. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

MANAGEMENT OF LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date. (In Lakhs)

Particulars	Notes Nos.	Less than 12 months	1 to 5 Years	Above 5 Years	Total
As at March 31, 2023					
Borrowings	18,21	943.02	64.22	-	1007.24
Trade payables	22	884.10	0.00	-	884.10
Other liabilities	19,23	74.33	125.02	-	199.35
As at March 31, 2022					
Borrowings	18,21	394.22	740.03	-	1134.25
Trade payables	22	39.78	0.022	-	39.80
Other liabilities	19,23	86.06	89.44	-	175.50

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
INTEREST RATE RISK		
<p>Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.</p> <p>a) Company has Fixed deposits with Banks amounting to Rs. 0 Lakhs as at March 31st, 2023 (Rs. 2.82 Lakhs as at March 31st, 2022)</p> <p>Interest Income earned on fixed deposit for year ended March 31st, 2023 is Rs.1.11 Lakhs (Rs. 7.32 Lakhs for the year ended March 31st, 2022)</p> <p>b) Company has Borrowing from Banks amounting to Rs. 64.22 Lakhs as at March 31st, 2023 (Rs. 740.03 Lakhs as at March 31st, 2022)</p> <p>c) Interest Expenses on such borrowings for the year ended March 31st, 2023 is Rs. 21.43 Lakhs (Rs. 12.58 Lakhs for the year ended March 31st, 2022)</p>	<p>In order to manage its interest rate risk The Company diversifies its portfolio in accordance with the risk management policies.</p>	<p>As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Company has calculated the impact of a 1% change in interest rates.</p> <p>a) A 1% increase in interest rates would have led to approximately an additional Rs. 0.01 Lakhs gain for year ended March 31st, 2023 (Rs. 0.07 Lakhs gain for year ended March 31st 2022) in Interest income. A 1% decrease in interest rates would have led to an equal but opposite effect.</p> <p>b) A 1% increase in interest rates would have led to approximately an additional Rs. 0.64 Lakhs loss for year ended March 31st, 2023 (Rs. 7.40 Lakhs loss for year ended March 31st 2022) in Interest expense. A 1% decrease in interest rates would have led to an equal but opposite effect.</p>

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade Receivables

Customer credit risk is managed by each business unit subject to the Company established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At 31 March 2023, the Company had top 5 customers that owed the Company more than Rs. 320.48 Lakhs (31 March 2022: Rs.1665.01 Lakhs) and accounted for approximately 99.90% (31 March 2022: 96.67%) of all the receivables outstanding.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 14. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Company's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March, 2023 and 31 March, 2022 is the carrying amounts as illustrated in Note 11.

Capital management

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

(In Lakhs)

Particulars	Note	31-Mar-23	31-Mar-22
Borrowings	18&21	1007.24	1134.25
Less : Cash and Cash equivalents	11	111.33	26.63
Total Debt		895.91	1107.62
Equity		11656.39	11042.07
Net Debt to Equity		7.69%	10.03%

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

45. During the year, the Company has split the Shares of the Company in conformity with the provisions of the Act. The Authorized Share Capital of the Company is Rs. 2815.00 Lakhs (Rupees Twenty-eight Crores Fifteen Lacs) divided into 281.50 Lakhs (Two crores Eighty-one Lacs Fifty thousand) Equity shares of the face value of Rs. 10/- (Rupees Ten only) each.

46. Tax Reconciliation

(In Lakhs)

Particulars	31.03.2023	31.03.2022
Net Profit as per Profit and Loss Account (before tax)	(243.72)	2498.69
Current Tax rate (MAT)	25.17%	25.17%
Current Tax	0	642.41
Adjustment:		
Exempt u/s 10A	0	(525.06)
Unabsorbed Depreciation/Losses	0	0
Others	0	4.50
Tax Provision as per Books	0	121.85

47. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. The Ministry of Labor and Employment (Ministry) has released draft rules for the Code on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period in which the Code becomes effective.
48. The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and Right of Use Assets are held in the name of the Company as at the balance sheet date.
49. The Company does not have any Investment Property.
50. The Company has Granted Loan to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
- (a) without specifying any terms or period of repayment.

Type of Borrower	Amount of Loan or Advance in the nature of Loan Outstanding	Percentage of the total loans and Advances in the nature of Loan
Director	810.45	64.00%
Other Related Parties	270.10	21.33%
ALL PARTIES	1266.29	100.00%

51. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
52. The Company does not have any transaction with Struck Off Companies.
53. During the Year, the Company has NO charge which is yet to be made register with ROC.
54. Following are the Ratios:

Ratios	Numerator	Denominator	As at 31/3/23	As at 31/3/22	% Variances	Reason for vairances (if above 25%)
			Ratios	Ratios		
Current ratio	Current Assets	Current Liabilities	3.58	7.55	-52.58%	Since Current Assets have reduced, Current ratio is reduced.
Debt-Equity Ratio	Debt	Equity	0.09	0.10	-10%	NA
Debt Service Coverage Ratio	EBITDA	Total Debt Service	-0.20	6.59	-103.03%	Since the company has repaid its debt, ratio decreased.
Return on Equity Ratio	PAT	Shareholder's Fund	-0.0046	0.22	-102.09%	Due to loss
Inventory Turnover Ratio	COGS	Avg Inventory	1.02	13.63	-92.52%	Increase in Inventory
Trade Receivable Turnover Ratio	Revenue from Operation	Avg Debtors	3.76	9.33	-59.70%	Decrease in Trade Receivables
Trade Payable Turnover Ratio		Avg Creditor	14.77	15.98	-7.57%	NA
Net Capital Turnover Ratio	Revenue From Operation	Working Capital	0.67	2.65	-74.72%	Decrease in Sales
Net Profit Ratio	PAT	Revenue From Operation	0.014	0.17	-91.76%	Due to Loss
Return on Capital Employed	PAT	Capital Employed	-0.02	0.21	-109.52%	Due to Loss
Return on Investment	EBIT	Capital Employed	-0.014	0.20	-107%	Due to loss

55. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
56. The Company has carried out Impairment Test on its Fixed Assets as on March 31, 2022 and the Management is of the opinion that there is no asset for which impairment is required to be made as per IND-AS 36 - "Impairment of Assets".
57. The Company is Covered under section 135 of Companies Act, 2013.

The following disclosure with regard to CSR activities: -

- The company was not required to constitute CSR Committee in accordance with the provisions of section 135(9) of the Companies Act 2013, the functions of CSR committee were discharged by the Board of Directors of the Company.
- Average net profit of the Company as per section 135(5) – 1783 Lakhs
- (a) Two percent of average net profit of the Company as per section 135(5) – 35.66 Lakhs

(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years – NIL

(c) Amount required to be set off for the financial year, if any – NIL

(d) Total CSR obligation for the financial year – 35.66 Lakhs

Total Amount spent for the financial year (in Rs.)	Total Amount Transferred to unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of Transfer
35.94	0	NA	0	0	NA

58. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

59. The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.

60. The company has utilized funds raised from borrowing from banks & financial institution for the specific purpose for which they were issued and there were no funds which are pending for Utilization for specific purposes.

61. The company has not obtained working capital limit from banks or financial institution on the basis of security of current assets.

62. The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

63. The company has complied with number of layers prescribed under companies act.

64. The company has not revalued its Property Plant and Equipment or Intangible Assets or both during the current or previous year.

65. Corresponding figures of previous year have been regrouped / reclassified wherever deemed necessary and the figures have been rounded off to the nearest rupee.

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

(Sanjeev Arora)
Chairman Cum Managing Director
DIN:00077748

(Tarandeep Kaur)
Company Secretary
(ACS42144)

Manish Kumar Singhal
Partner
Membership No. 502570

(Kavya Arora)
Executive Director & WTD
DIN:02794500

(Deepak Sharma)
CFO

Place: New Delhi
Date: 30.05.2023

INDEPENDENT AUDITOR’S REPORT

**To the Members of
Ritesh Properties and Industries Limited**

Report on the Audit of the Consolidated Financial Statements

1. Opinion

We have audited the accompanying consolidated financial statements of **Ritesh Properties and Industries Limited** (“the Holding Company”), its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) comprising of the consolidated Balance sheet as at March 31, 2023 the consolidated Statement of Profit and Loss (including other comprehensive income) and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023, and its profit (including

other comprehensive income) and changes in equity for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SA’s”) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the consolidated 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 (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor’s Response
1.	<p><u>Evaluation of Provision and Contingent Liabilities:</u></p> <p>As at the Balance Sheet date, the Company has significant open litigation and other contingent liabilities as disclosed in note no. 37. The assessment of the existence of the present legal or constructive obligation, analysis of the probability or possibility of the related payment require the management to make judgement and estimates in relation to the issues of each matter.</p> <p>The management with the help of opinion and advise of its experts have made such judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability.</p> <p>Due to the inherent complexity and level of judgement relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered a key audit matter.</p>	<p><u>Our Audit procedure included:</u></p> <ul style="list-style-type: none"> • We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets. • We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these items and assumptions applied. <p>In addition, we have reviewed:</p> <ul style="list-style-type: none"> • the details of the proceedings before the relevant authorities including communication from the advocates / experts; • legal advises / opinions obtained by the management, if any, from experts in the field of law on the legal cases; • status of each of the material matters as on the date of the balance sheet. <p>We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the Consolidated Financial Statements.</p>

4. Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding 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 Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. The other information comprising the above documents is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our 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.

5. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their

respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

6. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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 consolidated 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group, has adequate internal financial controls system 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statement of such entities included in the consolidated financial statement of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the financial year ended March 31, 2023 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.

7. Other Matters

- a) Based on the consideration of the report of other auditor on separate financial statement and other financial information of subsidiary entity, these consolidated financial Statements includes:

- Finton Homes (Partnership Firm)(PAN-AAGFF2133F)

- b) We did not audit the financial statements and other financial information, in respect of one subsidiary, whose financial statements/financial information, before consolidated adjustments, reflects total assets of Rs. 11302.75 Lakhs as at March 31, 2023, total revenues of Rs. 4099.98 Lakhs, total net profit of Rs. 1300.10 Lakhs and total comprehensive Income of Rs. 1300.10 Lakhs for the year ended on that date. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub section (3) of section 143 of the act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

8. Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matters' paragraph above, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31,

2023 taken on record by the Board of Directors of Holding Company, none of the directors of the holding company is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. – Refer Note to the consolidated financial statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 - iv. (a) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management of the Holding Company has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the accounts,

no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures performed by us and those performed by the auditors of the subsidiaries, that have been considered reasonable and appropriate in the circumstances performed, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Holding Company have not declared or paid any dividend during the year.
 - vi. No comment have been offered as regard the maintenance of books of accounts using accounting software which has a feature of recording audit trail (edit log) facility under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 since the said requirements under proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 are not applicable to the Company for the financial year ended on March 31, 2023.
- B. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we report that there are no qualifications or adverse remarks included in the CARO report in respect of the standalone financial statements of the Holding Company which are included in these Consolidated Financial Statements. In our opinion, and according to the information and explanations given to us, CARO 2020 is not applicable to the subsidiary entity included in these Consolidated Financial Statements, hence, this report does not contain a statement on the matter specified in paragraph 3(xxi) of CARO 2020 in relation to the subsidiary entity.

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Registration No. 105049W

Manish Kumar Singhal
Partner
Membership No. 502570
UDIN: 23502570BGXFEA5505

Place: New Delhi
Dated: 30/05/2023

ANNEXURE “A” THE INDEPENDENT AUDITOR’S REPORT**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

To the Members of
Ritesh Properties and Industries Limited

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of **Ritesh Properties and Industries Limited** (hereinafter referred to as “the Holding Company”), its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), as on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) 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 the respective 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Group’s, internal financial controls over financial reporting with reference to these consolidated financial statements 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 both, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to these consolidated financial statements 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 with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an

understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies.

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting with reference to these consolidated financial statements 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 with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements 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, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph

below, the Group have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the internal control over financial

reporting criteria established by the respective companies of the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary entity is based solely on the corresponding report of the auditors of such entity.

Our opinion is not modified in respect of the above matter.

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Registration No. 105049W

Manish Kumar Singhal
Partner
Membership No. 502570
UDIN: 23502570BGXFEA5505

Place: New Delhi
Dated: 30/05/2023

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050

(Amount in Lakh Rs.)

Consolidated Balance Sheet as at 31st March' 2023

Particulars	Note No.	31st March 2023	31st March 2022
ASSETS			
Non-current Assets			
(a)Property, Plant and Equipment	4	392.06	386.13
(b)Financial Assets			
(i)Investments	5	1,108.05	1,108.95
(ii)Others	6	57.72	27.64
(c)Deferred Tax Assets(Net)	7	521.60	170.28
Total Non-Current Assets		2,079.42	1,693.00
Current Assets			
(a)Inventories	8	11,732.37	6,332.81
(b)Financial Assets			
(i)Investments	9	4.86	6.22
(ii)Trade Receivables	10	3,504.60	6,221.36
(iii)Cash and Cash Equivalents	11	488.06	599.63
(iv)Loans	12	1,263.79	1,682.20
(v)Other Current Financial Assets	13	529.56	1,232.50
(c)Current Tax Assets (Net)	14	45.93	96.66
(d)Other Current Assets	15	1,388.29	1,089.42
Total Current Assets		18,957.46	17,260.79
Total Assets		21,036.88	18,953.79
EQUITY AND LIABILITIES			
Equity			
(a)Equity Share Capital	16	2,742.08	2,444.29
(b)Other Equity	17	8,914.32	8,597.77
Total Equity		11,656.39	11,042.06
LIABILITIES			
Non-Controlling Interest			
		5,136.24	4,551.13
Non-current Liabilities			
(a)Financial Liabilities			
(i)Borrowings	18	64.22	740.03
(ii)Others	19	125.02	89.44
(b)Provisions	20	20.73	16.91
Total Non-Current Liabilities		209.97	846.38
Current Liabilities			
(a) Financial Liabilities			
(i)Borrowings	21	943.02	394.22
(ii)Trade Payables	22		
(A) total outstanding dues of micro enterprises and small enterprises ; and			-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		2,002.57	141.59
(iii) Others	23	672.09	908.34
(b)Current Tax Liability (Net)	24	-	123.01
(c)Other Current Liabilities	25	257.00	892.40
(d)Provisions	26	159.60	54.66
Total Current Liabilities		4,034.28	2,514.22
Total Equity and Liabilities		21,036.88	18,953.80



Summary of Significant accounting policies and other notes to Financial Statements
The accompanying explanatory notes form an integral part of these financial statements
As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

(Sanjeev Arora)
Chairman Cum Managing Director
DIN:00077748

(Deepak Sharma)
Chief Financial Officer

Manish Kumar Singhal
Partner
Membership No. 502570

(Kavya Arora)
Executive Director & WTD
DIN:02794500

(Tarandeep Kaur)
Company Secretary
(ACS42144)

Place: New Delhi
Date: 30.05.2023

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050
Consolidated Statement of Profit and Loss for the year ended 31st March '2023
(Amount in Lakhs Rs.)

Sr. No.	Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
	INCOME			
I	Revenue from operations	27	7,221.22	18,510.12
II	Other Income	28	379.11	1,425.11
III	Total Income (I+II)		7,600.33	19,935.24
IV	EXPENSE			
	Cost Recognised		4,054.49	5,408.22
	Purchase of Stock-in-Trade	29	6,824.97	11,379.09
	Changes In Inventories of Stock-In-Trade	30	(5,069.68)	(2,188.39)
	Employee Benefits Expense	31	293.56	297.02
	Finance Costs	32	50.89	110.48
	Depreciation and amortization expenses	4	55.86	54.61
	Other Expenses	33	1,169.18	864.79
	Total Expenses (IV)		7,379.27	15,925.83
V	Profit / (Loss) before exceptional items and tax (III-IV)		221.07	4,009.41
VI	Exceptional Items			-
VII	Profit / (loss) before tax (V-VI)		221.07	4,009.41
VIII	Tax expense			
	(1) Current Tax		119.06	121.85
	(2) Deferred Tax & MAT Credit		(468.88)	(162.45)
	(3) Income Tax Paid (Earlier Year)		40.03	-
IX	Profit / (Loss) for the year (VII-VIII)		530.86	4,050.00
X	Profit / (Loss) from discontinued operations			-
XI	Tax Expenses of discontinued operations			-
XII	Profit / (Loss) from discontinued operations (After Tax) (X-XI)			-
XIII	Profit / (Loss) for the year (IX+XII)		530.86	4,050.00
X	Other Comprehensive Income ('OCI')			
	(A) Items that will not be reclassified to profit or loss			
	Re-measurement gains/(loss) on defined benefits plans		2.27	0.30
	Tax Impact on above Item		0.90	0.08
	Gain/(Loss) as Equity Instruments through OCI		(2.36)	4.62
	Tax Impact on above Item		0.59	(1.16)
	Other Comprehensive Income (OCI) (After Tax)		1.40	3.83
XI	Total Comprehensive Income for the year (IX+X)		532.26	4,053.84
	Profit/(Loss) for the year attributable to			
	Parent		(54.14)	2,379.09
	NCI		585.00	1,670.91
	Other Comprehensive Income for the year attributable to			
	Parent		1.40	3.83
	NCI			-
	Total Comprehensive Income for the year attributable to			
	Parent		(52.73)	2,382.92
	NCI		585.00	1,670.91
	Earning Per Equity Share (In Rs.)			
	Basic EPS (In Rs.)	34	(0.02)	15.18
	Diluted EPS (In Rs.)		(0.02)	13.08

Summary of Significant accounting policies and other notes to Financial Statements
The accompanying explanatory notes form an integral part of these financial statements
As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

(Sanjeev Arora)
Chairman Cum Managing Director
DIN:00077748

(Deepak Sharma)
Chief Financial Officer

Manish Kumar Singhal
Partner
Membership No. 502570

(Kavya Arora)
Executive Director & WTD
DIN:02794500

(Tarandeep Kaur)
Company Secretary
(ACS42144)

Place: New Delhi
Date: 30.05.2023

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050
Consolidated Statement of Cash Flow for the period ended 31st March '2023
 (Amount in Rs. Lakhs)

Particulars		For the period ended 31st March, 2023		For the period ended 31st March, 2022
Cash Flow from Operating Activites				
Net profit / (loss) before tax		221.07		4,009.42
Adjustment for :				
Depreciation and Amortisation	55.86		54.61	
Finance Cost	50.89		110.48	
Balance Written Off	339.15			
Interest Income and Dividend	(194.30)		(159.53)	
Loss/(Profit) on Sale of PPE	(4.26)	247.34	76.82	82.37
Operating cash flow before changes in working capital		468.41		4,091.79
Changes in Working Capital:				
Trade & Other Receivables	2,532.11		(2,763.98)	
Inventories	(5,399.57)		(2,274.91)	
Trade Payables & Other Current Liabilities	981.98	(1,885.48)	(976.26)	(6,015.15)
Net cash generated from operations before tax		(1,417.07)		(1,923.36)
Taxation		36.26		121.93
Net Cash from/(used) in Operating Activites (A)		(1,453.33)		(2,045.28)
Cash Flow from Investing Activites				
Purchase of Investments	0.90		838.48	
(Increase)/Decrease in Fixed Deposits (having original maturity of more than 3 months)	699.25		(5.66)	
Purchase/Sale of Property, Plant and equipment	(57.51)		(16.24)	
Interest/Dividend Received(net)	167.42	810.06	159.52	976.10
Net Cash used in Investing Activites (B)		810.06		976.10
Cash Flow from Financing Activites				
Share Issued	-		595.31	
Proceeds/(Repayment) of Term Loan	556.00		662.61	
Equity Component of Debenture	-		77.13	
Fianance Cost	(24.27)	531.73	(110.48)	1,224.58
Net Cash generated from Financing Activites (C)		531.73		1,224.58
Net Increase/(Decrease) in Cash & Cash Equivalents during the Year (A+B+C)		(111.54)		155.39
Add: Cash & Cash Equivalents as at beginning of the Year		599.62		444.23
Cash & Cash Equivalents as at the end of the Year (note no.11)		488.07		599.62

Notes:

- The above Statement of Cash flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- Figures in brackets represents cash outflows.
- Components of cash and cash equivalents :-

Particulars		As at 31st March, 2023		As at 31st March, 2022
Cash on hand		50.31		23.60
Balances with scheduled Banks				
- In Current Accounts		437.74		576.02
- In Fixed Deposits 0-3 months				-
Cash & Cash Equivalents		488.07		599.62



Summary of Significant accounting policies and other notes to Financial Statements
The accompanying explanatory notes form an integral part of these financial statements
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For Khandelwal Jain & Co.
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Company Secretary
(ACS42144)

Place: New Delhi
Date: 30.05.2023

RITESH PROPERTIES AND INDUSTRIES LIMITED
CIN: L74899DL1987PLC027050

Consolidated Statement of Changes in Equity for the year ended 31st March '2023

(A) Equity Share Capital

(Amount in Lakhs, Except no. of Shares)

Particulars	No. of Shares		Amount	
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Balance at the beginning of the year	24,442,915	2,444.29	22,356,369	2,235.64
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current period	24,442,915	2,444.29	22,356,369	2,235.64
Changes in equity share capital during the Year	29,778,550	297.79	2,086,546	208.65
Shares issued pursuant to stock split	219,986,235	-	-	-
Balance at the end of the year	274,207,700	2,742.08	24,442,915	2,444.29

(B) Other Equity

Particulars	Reserves and Surplus			Equity Component of Debenture	Revaluation Reserve	Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings	Capital Reserve			Change in Fair Value of Equity Instruments through OCI	
As at 1st April 2021	1,560.58	1,477.50	2,846.63	-	110.67	(4.33)	5,991.06
Profit/(Loss) for the year	-	2,379.09	-	-	-	-	2,379.09
Other Comprehensive Income/(Loss) for the year	-	0.38	-	-	-	3.45	3.83
Total Comprehensive Income/(Loss) for the year	-	2,379.47	-	-	-	3.45	2,382.92
Issued / Amount during the year	146.66	-	-	77.13	-	-	4,774.92
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
As at Mar 31, 2022	1,707.24	3,856.97	2,846.63	77.13	110.67	-0.87	8,597.77
Profit/(Loss) for the year	-	-54.14	-	-	-	-	-54.14
Other Comprehensive Income/(Loss) for the year	-	3.17	-	-	-	(1.77)	1.40
Total Comprehensive Income/(Loss) for the year	-	-50.97	-	-	-	-1.77	-52.73
Issued / Amount during the year	357.34	-	-	11.94	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Equity Component of Debenture	-	89.07	-	-89.07	-	-	-
As at Mar 31, 2023	2,064.58	3,895.07	2,846.63	-0.00	110.67	-2.64	8,914.32

Summary of Significant accounting policies and other notes to Financial Statements

The accompanying explanatory notes form an integral part of these financial statements

As per our report of even date

For Khandelwal Jain & Co.
 Chartered Accountants
 Firm Registration No. 105049W

(Sanjeev Arora)
 Chairman Cum Managing Director
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 DIN:02794500

(Tarandeep Kaur)
 Company Secretary
 (ACS42144)

Place: New Delhi
 Date: 30.05.2023

NOTES CONTINUE.....

1. Group Overview

Ritesh Properties & Industries Ltd (“the Company”) is engaged in the business of Real Estate Business, Textiles, trading in Shares and Derivatives. 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.

The Company together with its partly owned subsidiary “Finton Homes” and wholly owned subsidiary “RPIL HealthCare Private Limited” is referred to as “the Group”.

The accompanying consolidated financial statements include the accounts of Ritesh Properties & Industries Ltd. and its Wholly/Partly-owned subsidiaries (collectively, “Finton Homes” or the “Firm” and “RPIL Healthcare Private Limited” or the “Company”). All significant inter-company accounts and transactions have been eliminated.

2. (a). Basis of Consolidation

The company consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of the company and its subsidiary “Finton Homes” and “RPIL Healthcare Private Limited”. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity’s returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The financial statements of the Group companies are consolidated on a line-by-line basis and intra-company balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

3. Recent Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below: -

A. Ind AS 1 - Presentation of Financial Statements

The amendments replace ‘significant accounting policies’ by ‘material accounting policy information’ in the notes to the financial statements. Consequently, along with Balance Sheet, PL Statement, SOCIE,

Statement of Cash Flows, etc.; companies will now be required to include notes comprising material accounting policy information and other explanatory information, as part of the financial statements. The main objective of this change is to –

- identify and disclose all accounting policies that provide material information to primary users of financial statements and
- identify immaterial accounting policies and eliminate them from their financial statements. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

The Company does not expect this amendment to have a material impact on its financial statements.

B. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The definition of ‘change in accounting estimate’ has been replaced with the definition of ‘accounting estimates. Prior to this amendment, Ind AS 8 had not defined the term ‘accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Paragraphs 32 and 32A explicate development of accounting estimates, along with examples. The amendments will help entities to distinguish between accounting policies and accounting estimates. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact on its financial statements.

C. Ind AS 12 - Income Taxes

These amendments clarify that in cases of transactions where equal amounts of assets and liabilities are recognised on initial recognition, the initial recognition exemption does not apply. A company must, therefore, recognise deferred tax asset and deferred tax liability in all such cases. Thus, if a company has not yet recognised deferred tax asset and deferred tax liability on right-of-use assets, lease liabilities, decommissioning or restoration liabilities, or has recognised deferred tax asset or deferred tax liability on net basis, that company shall have to recognise deferred tax assets and deferred tax liabilities on gross basis based on the carrying amounts existing at the beginning of 1 April 2022. The Company is evaluating the impact, if any, on its financial statements.

D. Amendments to Ind AS 107 – Financial Instruments: Disclosures and Ind AS 34 – Interim Financial Reporting:

These amendments are consequent to the amendments in Ind AS 1 related to change from ‘significant accounting policies’ to ‘material accounting policy information’. The Company does not expect this

amendment to have any significant impact on its financial statements.

The Company has not early adopted any amendments that have been notified but are not yet effective.

3. Significant Accounting Policies

a. Compliance with IND AS

The consolidated financial statement are 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 Securities and Exchange Board of India (SEBI). The Indian Accounting Standards (IND AS) are prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by the Group, to all the periods presented in the said financial statements. The preparation of the said financial statements requires the use of certain critical accounting estimates and judgments. It also requires the management to exercise judgment in the process of applying the Group's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgment or complexity, are disclosed in Note 35.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013.

In preparing the financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these financial statements.

Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required. All the amounts included in the financial statements are reported in Indian Rupees ('Rupees') and are rounded to the nearest rupees in Lakh except per share data and unless stated otherwise.

b. Historical Cost Convention

The Financial Statements have been prepared under the historical cost convention on accrual basis except where the Ind AS requires a different accounting treatment. The principal variations from the historical cost convention relate to financial instruments classified as fair value for the followings:

- i. Certain financial assets and liabilities and contingent consideration which are measured at fair values.
- ii. Assets held for sale measured at fair value less cost to sell.
- iii. Defined benefit plan assets measured at fair value.

Historical Cost is generally based on the fair value of the consideration given in exchange for goods and services.

c. Use of Estimates and Judgments

The preparation of financial statements in conformity with the recognition and measurement principles of 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.

Estimates and underlying assumptions are reviewed on an ongoing basis. 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. Further future periods are also affected.

d. Current and Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii. Held primarily for the purpose of trading, or
- iii. Expected to be realized within twelve months after the reporting period other than for (a) above, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is held primarily for the purpose of trading
- iii. It is due to be settled within twelve months after the reporting period other than for (a) above, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

e. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Group categorizes assets and liabilities measured at fair value into one of three levels as follows:

- **Level 1 — Quoted (unadjusted)**

This hierarchy includes financial instruments measured using quoted prices.

- **Level 2**

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a) Quoted prices for similar assets or liabilities in active markets.
- b) Quoted prices for identical or similar assets or liabilities in markets that are not active.
- c) Inputs other than quoted prices that are observable for the asset or liability.
- d) Market – corroborated inputs.

- **Level 3**

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

f. Property, Plant and Equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. Property, Plant and Equipment are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of CENVAT/GST) and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Property, Plant, Equipment and Intangible Assets are not depreciated or amortized once classified as held for sale.

Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided for on straight line method on the basis of useful life. On assets acquired on lease (including improvements to the leasehold premises), amortization has been provided for on Straight Line Method over the primary period of lease.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

The useful life of property, plant and equipment are as follows: -

Asset Class	Useful Life
Building	45 Years
Plant & Machinery	10 Years
Furniture & Fixture	10 Years
Computers and Office Equipment	03 Years
Vehicles	08 Years

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

g. Intangible Assets

All expenditure on intangible items is expensed as incurred unless it qualifies as intangible assets. The carrying value of intangible assets is assessed for recoverability by reference to the estimated future discounted net cash flows that are expected to be generated by the asset. Where this assessment indicates a deficit, the assets are written down to the market value or fair value as computed above.

Purchase of computer software used for the purpose of operations is capitalized. However, any expenses on software support, maintenance, upgrade etc. payable periodically is charged to the Statement of Profit & Loss.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from

use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized on straight line basis over a period ranging between 2-5 years which equates its economic useful life.

The Group 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 Group and the cost of the asset can be measured reliably.

h. 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 Group 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 Shares and Derivatives is determined at Cost or net realizable value whichever is lower.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale and certified by the Management.

i. Impairment of financial assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

j. 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.

k. 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. The financial instruments are recognized in the balance sheet when the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial instruments at initial recognition.

i) Financial Assets

Initial Recognition:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVTOCI).
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL).
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost: -

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a. Financial assets are held within a business model whose objective is to hold these assets to collect contractual cash flows and
- b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

- b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

Any debt instrument, that does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments (Other than investment in subsidiary)

All other equity investments are measured at fair value. For Equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. This amount is not recycled from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all

changes recognized in the Statement of Profit and Loss.

De-recognition of financial assets:

A financial asset is de-recognized only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix considers historical credit loss experience and is adjusted for forward looking information. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

ii) Equity Instruments and Financial Liabilities:

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered 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 Group after deducting all 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.

iii) Financial liabilities:

Initial Recognition:

Financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value. Transaction costs that are directly attributable to financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial liability.

Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

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).

I. Provisions, Contingent Liabilities and contingent Asset

i) A provision is recognized when the Group has a present obligation because 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 is 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 Group. A contingent liability also arises, in rare cases, where a liability cannot be recognized because it cannot be measured reliably. Contingent Liability is disclosed in the financial statements by way of note to accounts where the possibility of an outflow of resources embodying economic benefits is remote. (Refer Note-37)

iii) Contingent asset is disclosed in the financial statements by way of note to accounts where the economic benefits are probable.

m. Income tax (IND-AS 12):

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.

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 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 Group will pay normal income tax during the specified period.

n. Revenue Recognition:

The Group recognizes revenue in accordance with IND AS 115. Revenue is recognized upon transfer of control of promised products or services to the customers in an amount that reflects the consideration that the Group expects to receive in exchange of those products or services. The Group presents revenues net of indirect taxes in its statement of Profit and Loss.

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 during 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 during 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.

o. Other Income:

i) Dividend Income

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

ii) Interest Income

Interest income 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, 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 after 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.

p. 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 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.

q. Leases

As a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for

consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- i. the contract involves the use of an identified asset
- ii. the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii. the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

r. Employee Benefit Expense

Short term employee benefits:-

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Long-Term employee benefits

Compensated expenses which are not expected to occur within twelve months after the end of period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date

Post-employment obligations

i. Defined contribution plans

Provident Fund and employees' state insurance schemes

All employees of the Group are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a

predetermined rate (presently 12%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Group are covered under the employees' state insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India

The Group's contributions to both these schemes are expensed in the Statement of Profit and Loss. The Group has no further obligations under these plans beyond its monthly contributions.

ii. Defined Benefits Gratuity plan

The Group provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Group. The Group provides for the Gratuity Plan based on actuarial valuations in accordance with Indian Accounting Standard 19 (revised), "Employee Benefits". The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Defined retirement benefit plans comprising of gratuity, un-availed leave, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The Group has policy of expiry of un-availed leave at end of the financial year, hence no provision is required for leave encashment.

iii. Actuarial gains and losses are recognized in OCI as and when incurred.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss.

The retirement benefit obligation recognized in the Financial Statements represents the actual deficit or

surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

Termination benefits

Termination benefits are recognized as an expense in the period in which they are incurred.

s. Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

t. Segment Reporting

Operating segments are reported in a manner consistent with the internal financial reporting provided to the Chief Operating Decision Maker (CODM) i.e. Board of Directors. CODM monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. The primary reporting of the Group has been performed on the basis of business segments. The analysis of geographical segments is based on the areas in which the Group's products are sold or services are rendered.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

The Corporate and other segment include general corporate income and expense items, which are not allocated to any business segment.

u. Cash Flow Statement

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Group are segregated.

v. Exceptional Items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

RITESH PROPERTIES AND INDUSTRIES LIMITED, DELHI
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023
4. CONSOLIDATED PROPERTY, PLANT AND EQUIPMENT

(Amount in Lakhs Rs.)

Particulars	Building	Plant & Machinery	Furniture & Fixture	Office Equipments	Computers	Intangible Assets	Vehicles	Total
As At March 31, 2021	207.38	157.11	54.82	27.25	6.35	11.16	311.97	776.05
Additions	69.95	22.15	0.50	8.84	1.24		97.67	200.35
Disposal	186.20	2.74	-	-			72.41	261.35
As At March 31, 2022	91.14	176.52	55.32	36.09	7.59	11.16	337.23	715.05
Additions	5.15	4.66		1.36	0.70		51.70	63.57
Disposal				0.03			40.39	40.41
As At March 31, 2023	96.28	181.18	55.32	37.43	8.29	11.16	348.55	738.20
Depreciation								
As At March 31, 2021	11.04	51.59	35.99	20.63	5.20	6.66	143.32	274.44
Additions	0.42	11.98	3.65	2.29	1.02	1.78	33.48	54.61
Disposal	0.15	-	-	-				0.15
As At March 31, 2022	11.30	63.58	39.64	22.92	6.23	8.44	176.80	328.90
Additions	9.04	7.76	2.85	6.79	1.05	1.05	27.33	55.86
Disposal				0.02			38.60	38.62
As At March 31, 2023	20.34	71.33	42.48	29.68	7.28	9.49	165.53	346.14
Net Carrying Value								
As At March 31, 2022	79.83	112.95	15.68	13.17	1.36	2.72	160.43	386.13
As At March 31, 2023	75.94	109.84	12.84	7.74	1.01	1.66	183.02	392.06

Notes :

Significant estimate: Useful life of tangible assets

The Group has estimated the useful life of the tangible assets based on the expected technical obsolescence of such assets. However, the actual useful life may be shorter or longer than the life taken, depending on technical innovations and competitor actions.

5 Non-Current Financial Assets - Investments

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investments - Unquoted in Equity Instruments		
- Other Investments	1,108.05	1,108.95
Total	1,108.05	1,108.95

NOTES CONTINUE
Non-Current Financial Assets - Investments

Particulars	Face Value per share	As at 31st March, 2023		As at 31st March, 2022	
		No. of Shares	Amount	No. of Shares	Amount
Financial assets measured at FVTOCI					
Investment in equity instruments					
Unquoted Equity Shares					
Femella Fashions Ltd.	10	422,607	1,107.23	422,607	1,107.23
Kishan Chand & Co Oil Industries Ltd.	10	7,238	0.72	7,238	0.72
Vishal Udyog International Ltd.	100	1,000	-	1,000	1.00
Shivalik Securities Pvt. Ltd.	10	-	-	-	-
Total Investment measured at FVTOCI			1,108.05		1,108.95

Note:

Aggregate amount of quoted investment	
Aggregate market value of quoted investment	
Aggregate amount of unquoted investment	1,108.05
Aggregate amount of impairment in value of investments	

6 Non-Current Financial Assets - Others

Particulars	As at 31st March 2023	As at 31st March 2022
Fixed Deposits with Bank (Maturity more than 12 months)	-	2.82
Unsecured, considered good; Security Deposits	57.72	24.82
Total	57.72	27.64

* Represents Rs. 0/- (Previous year Rs. 2.82 Lakhs) as margin money against Bank Guarantee issued to Punjab Pollution Control Board for amounting Rs. 2 Lacs

** Security Deposits primarily include deposits given towards electricity, telecommunication and others.

7 Deferred Tax Assets (Net)

Particulars	As at 31st March 2023	As at 31st March 2022
A. Deferred Tax Assets		
Related to Unabsorbed Depreciation & Brought Forward Losses	232.49	160.19
Others	294.98	13.72
(A)	527.47	173.91
B. Deferred Tax Liability		
Related to Depreciation on Fixed Assets and Amortisation	-5.87	3.63
(B)	-5.87	3.63
Net Deferred Tax Assets / (Liability) (C) = (A)-(B)	521.60	170.28

8 Inventories

Particulars	As at 31st March 2023	As at 31st March 2022
Stock-in-Trade		
Real Estate (Plot/ Land)	4,727.38	481.80
Shares	319.80	357.12
Unbilled Revenue	6,685.20	5,493.90
Total	11,732.37	6,332.81

NOTES CONTINUE
9 Current Financial Assets - Investments

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Investments		
Investments in Equity Instruments-Equity shares		
Quoted		
Master Trust Ltd.	2.64	1.42
Nahar Industrial Ent. Ltd	0.36	0.66
Nahar Ploy Films Ltd	0.96	2.36
Nahar Spinning Mills Ltd	0.79	1.68
R.S.Petro Products Ltd	0.10	0.10
Total	4.86	6.22

Current Financial Assets - Investments

Particulars	Face Value per share	As at 31st Mar, 2023		As at 31st Mar, 2022	
		No. of Shares	Amount	No. of Shares	Amount
Financial assets measured at FVTOCI					
Investment in equity instruments					
Quoted Equity Shares					
Master Trust Ltd.	5	2,200	2.64	1,100	1.42
Nahar Industrial Ent. Ltd	10	400	0.36	400	0.66
Nahar Ploy Films Ltd	10	420	0.96	420	2.36
Nahar Spinning Mills Ltd	10	330	0.79	330	1.68
R.S.Petro Products Ltd	10	500	0.10	500	0.10
Total Investment measured at FVTOCI		3,850	4.86	2,750	6.22

Note:

	As at March 31, 2023	As at March 31, 2022
Aggregate Cost of quoted investment	1.03	1.03
Aggregate market value of quoted investment	4.86	6.22
Aggregate Cost of unquoted investment	-	-
Aggregate Cost of impairment in value of investments	-	-

* Quoted Investments in Equity Shares have been valued as per the Closing Trading price (BSE) as on 31.03.2023 which are as under :

Name of the Company	Closing Trading price (BSE) as on 31.03.2023	Closing Trading price (BSE) as on 31.03.2022
Master Trust Ltd.	120.15	129.35
Nahar Industrial Ent. Ltd	90.69	165.00
Nahar Ploy Films Ltd	229.25	560.85
Nahar Spinning Mills Ltd	240.35	510.25
R.S.Petro Products Ltd	20.00	20.00

NOTES CONTINUE
10 Trade Receivables

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Receivables Undisputed - considered good	3,504.60	6,221.36
Trade Receivables Undisputed - considered Doubtful	-	-
Less: Allowance for expected credit loss	-	-
Trade Receivables Disputed - considered Good	-	-
Trade Receivables Disputed - considered Doubtful	-	-
Less: Allowance for expected credit loss	-	-
Total	3,504.60	6,221.36
Break-up of security details		
(i) Secured, considered good;	-	-
(ii) Unsecured, considered good;	3,504.60	6,221.36
(iii) Doubtful	-	-
	3,504.60	6,221.36
Less : Impairment allowance for trade receivables	-	-
Total	3,504.60	6,221.36

(* Trade Receivable include receivables from related party Rs. 263.13 Lakhs, PY Rs 1606.61 Lakhs)

The expected credit loss is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis or grouped into homogeneous groups and assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case-to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

The movement in allowance for expected credit loss and credit impairment is as under: -

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	-	-
Additions	-	-
Write Off (net of recovery)	-	-
Closing balance	-	-

Consolidated Balance As at 31st March 2023

Particulars	Undisputed - Good	Undisputed - Doubtful	Disputed - Good	Disputed - Doubtful
Less than 6 months	3455.52	-	-	-
6months - 1 Year	-	-	-	-
1 - 2 Years	49.08	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
TOTAL	3,504.60	-	-	-

Consolidated Balance As at 31st March 2022

Particulars	Undisputed - Good	Undisputed - Doubtful	Disputed - Good	Disputed - Doubtful
Less than 6 months	6,158.29	-	-	-
6months - 1 Year	-	-	-	-
1 - 2 Years	63.07	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
TOTAL	6,221.36	-	-	-

11 Cash and Cash Equivalents ("C & CE")

Particulars	As at 31st March 2023	As at 31st March 2022
Balances with banks-In current accounts	437.74	576.03
Cash in hand	50.31	23.60
Total	488.06	599.63

12 Loans

Particulars	As at 31st March 2023	As at 31st March 2022
Loans and Advances to Related Parties	929.45	1,030.25
Loans and Advances to Other Body Corporate	334.34	651.95
Loans and Advances to Others	-	-
	1,263.79	1,682.20
Less: Impairment allowance for Loan & Advance receivable	-	-
Total	1,263.79	1,682.20
Sub-classification of Loans:		
(i) Loans Receivables considered good - Secured;	-	-
(ii) Loans Receivables considered good - Unsecured;	-	1,682.20
(iii) Loans Receivables which have significant increase in Credit Risk; and	-	-
(iv) Loans Receivables - credit impaired	-	-

13 Other Current Financial Assets

Total	As at 31st March 2023	As at 31st March 2022
Fixed Deposits (With Maturity less than 12 months)	4.07	700.50
Accrued Interest	0.09	6.60
Others - From Related Parties	525.40	525.40
Total	529.56	1,232.50

* Fixed Deposits Rs. NIL (Previous Year Rs. 700.50 Lakhs) pledged against Bank Overdraft Facility with Axis Bank Limited for Amount 679 Lakhs.

14 Current Tax Assets (Net)

Particulars	As at 31st March 2023	As at 31st March 2022
Income Tax Against Apeels (A.Y. 2017-18)	10.00	10.00
GST Receivable	0.04	55.29
Income Tax Refund Receivables (Earlier Years)	35.89	31.37
Total	45.93	96.66

15 Other Current Assets

Particulars	As at 31st March 2023	As at 31st March 2022
Prepaid Expenses	28.80	23.33
Advances to Suppliers	447.81	952.23
Balance with Government Authorities	142.90	65.44
Imprest A/c	-	1.69
Project Development Exp - Hampton	159.64	-
MAT Credit	118.47	-
Others	490.66	46.73
Total	1,388.29	1,089.42

(* Others include Advance to Staff being Related Party Rs. 0.53 Lakhs, PY 0.54 Lakhs)

16 Equity Share Capital

Particulars	NO. of Shares	As at 31st March 2023	As at 31st March 2022
Authorised Share Capital* 28,150,000 (Previous FY - 28,15,000 equity shares of Rs. 10/- each) equity shares of Rs. 1/- each	28,150,000.00	2,815.00	2,815.00
Issued Share Capital 27,42,07,700 (Previous FY - 24,610,465 equity shares of Rs. 10/- each) equity shares of Rs. 1/- each	274,207,700.00	2742.08	2,461.05
Subscribed and fully paid-up shares 27,42,07,700 (Previous FY 24,442,915 equity shares of Rs. 10/- each) equity shares of Rs. 1/- each	274,207,700.00	2742.08	2,444.29
Total	274,207,700.00	2,742.08	2,444.29

- * During the year, company has split Face Value of its equity shares in 1:10 ratio. All figures of previous year has been updated accordingly.
- * Pursuant to the approval of the shareholders through Postal Ballot on September 03, 2022, each equity share of face value of INR 10 per share have been subdivided into Ten equity shares of face value of INR 1 per share, with effect from September 03, 2022.

a) 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, if any, declared by the Board is paid after obtaining shareholders' approval in ensuing AGM.

Reconciliation of Equity Shares Outstanding at the beginning and at the end of year	31.03.2023	31.03.2022
Particulars		
Equity shares at the beginning of the year	24,442,915.00	11,590,958
Add: Shares Issued	29,778,550.00	12,851,957
Shares issued pursuant to stock split*	219,986,235.00	
Less: Shares Cancelled		-
Equity shares at the end of the year	274,207,700.00	24,442,915

- * Shares Issued during the year Construe Debentures Converted into Equity Shares.
- * Shares issued during the year pursuant to stock split in 1:10 ratio

c) Shareholders holding more than 5 percent of Equity Shares in the Company

Name of Shareholder	As at 31st March 2023 No. of share held	As at 31st March 2022 No. of share held
Sh. Sanjev Arora	78,939,780.00 0.31	7,893,978 32.30%
Findoc Finvest Pvt Ltd	85,063,190.00 0.33	7,219,390 29.54%
Subhash Chander	13,934,300 5.42%	13,999,300 5.73%

d) Details of Promoters, their shareholding & Changes in shareholding if any

Promoter Name	For the year Ended 31st March, 2023	As at 31st March, 2022	% Changes in shareholding
Sh. Sanjev Arora	78,939,780 30.68%	78,939,780 32.30%	-1.62%
Findoc Finvest Pvt Ltd	85,063,190 33.06%	72,193,900 29.54%	3.52%
Kavya Arora	7,134,550 2.77%	7,134,550 2.92%	-0.15%
Sandhya Arora	4,042,880 1.57%	4,042,880 1.65%	-0.08%
Ketki Arora	2,868,930 1.12%	2,868,930 1.17%	-0.05%
Sanjev Arora HUF	1,894,420 0.74%	1,894,420 0.78%	-0.04%
Guneet Arora	193,030 0.08%	193,030 0.08%	0.00%
Aria Arora	40 0.00%	40 0.00%	0.00%
Femella Fashions Ltd	8,077,600 3.14%	8,077,600 3.30%	-0.16%

17 Other Equity

Particulars	As at 31st March 2023	As at 31st March 2022
Securities Premium	2,064.58	1,707.24
Retained Earnings	3,895.07	3,856.97
Capital Reserve	2,846.63	2,846.63
Revaluation Reserve	110.67	110.67
Equity Component of Debenture	(0.00)	77.13
Other Comprehensive Income	(2.64)	(0.87)
Total	8,914.32	8,597.77

(i) Securities Premium

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	1,707.24	1,560.58
Increase/(Decrease) during the year	357.34	146.66
Closing Balance	2,064.58	1,707.24

(ii) Retained Earnings

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	3,856.97	1,477.50
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the year	-	-
Equity Component of Debenture	89.07	-
Net profit/(loss) for the year	(50.97)	2,379.47
Closing Balance	3,895.07	3,856.97

(iii) Capital Reserves

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	2,846.63	2,846.63
Increase/(Decrease) during the year		-
Closing Balance	2,846.63	2,846.63

(* Capital reserve stands pursuant to amalgamation of Ritesh properties, RSML, Ritesh Impex and HB Fibre) and (Settlement with bank and waiver amount transferred to Capital Reserve)

(iv) Revaluation Reserves

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	110.67	110.67
Increase/(Decrease) during the year		-
Closing Balance	110.67	110.67

(v) Equity Component of Debenture

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	77.13	
Increase/(Decrease) during the year	(77.13)	77.13
Closing Balance	(0.00)	77.13

(vi) Other Comprehensive Income

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	3.45	3.45
Items of Other Comprehensive Income		
Remeasurement of Defined benefit plans (Including Tax Impact)	(2.36)	
Change in value of Equity Instruments Designated through OCI	0.59	
Closing Balance	1.69	3.45

18 Non-Current - Borrowings

(Amount in Lakhs Rs.)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured	-	-
Loan from Bank (Secured Against Vehicles)	64.22	92.60
Unsecured Optionally Convertible Debentures	-	647.43
Total	64.22	740.03

Vehicle Loan Rs. 64.22 Lakhs (P.Y.Rs. 92.60 Lakhs) are secured by way of Hypothecation of respective Vehicle. These Loans are Repayable in equated Monthly Installments and shall be repayed by 2027, Interest Rate vary from 8.35-9.51%p.a.

Repayment Schedule	Amount
2023-24	38.60
2024-25	33.62
2025-26	24.93
2026-27	5.66

19 Non-Current Financial Liabilities - Others

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured		
Security Deposits	125.02	89.44
Total	125.02	89.44

* Security Deposits Represents interest free deposits received from the allottees against electricity connection and facility maintenance

20 Non-Current Liabilities - Provision

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Employee Benefits		
Gratuity	20.73	16.91
Total	20.73	16.91

* As per Actuarial Certificate

21 Current - Borrowings

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured		
Loan from Bank (Overdraft against Fixed Deposits)	-	212.48
Loan from Related Parties	804.42	28.47
Loan from Others	100.00	120.00
Current Maturities of Long-Term Debts;*	38.60	33.27
Total	943.02	394.22

* Current Maturities of Long - term Debts represent portion of vehicle loans amounting to Rs. 38.60 Lakhs (Previous Year Rs.33.27 Lakhs), which is payable within a period of 12 months. The vehicle loans from banks are secured by way of hypothecation of respective assets.

Related Party Disclosures (Partywise)

Type of Borrower	Amount of Loan or Advance in the nature of Loan Outstanding	% of Total Loans and Advances in the nature of Loans
RELATED PARTIES		
KP Advisors (Realty) Pvt. Ltd.	27.33	3%
Findoc Finvest Pvt Ltd	756.29	94%
Kamal Oil & Allied Industries	20.80	3%
TOTAL	804.42	100%

22 Trade Payables

Particulars	As at 31st March, 2023	As at 31st March, 2022
total outstanding dues of micro enterprises and small enterprises ; and*	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises	2,002.57	141.59
Total	2,002.57	141.59

Trade Payables Includes Rs. 3.49 Lakhs (Previous Year 2.34 Lakhs) Payables to Directors as Sitting Fees and their Related Parties.

Balance As at 31st March 2023

Particulars	MSME	Others	Disputed MSME	Disputed Others
Less than 1 Year	-	2,000.02	-	-
1-2 Years	-	2.55	-	-
2-3 Years	-	-	-	-
More Than 3 Years	-	-	-	-
Total	-	2,002.57	-	-

Balance As at 31st March 2022

Particulars	MSME	Others	Disputed MSME	Disputed Others
Less than 1 Year	-	141.57	-	-
1-2 Years	-	0.02	-	-
2-3 Years	-	-	-	-
More Than 3 Years	-	-	-	-
Total	-	141.59	-	-

23 Current Financial Liabilities – Others

Particulars	As at 31st March, 2023	As at 31st March, 2022
Other Payables		7.20
- Imprest	0.56	
- Salaries & Wages payable	9.52	8.49
- Expenses Payable	627.67	852.82
- Payable to Auditor	4.50	3.15
- Statutory Dues Payable	28.40	35.20
- Director's Remuneration Payable	1.43	1.48
Total	672.09	908.34

Director's Remuneration & Salaries Payables Includes Rs.1.43 Lacs Payables to Directors and their Related Parties (PY 1.48 Lakhs)

24 Current Tax Liabilities - Provision

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Income Tax (A.Y. 2022-23)		123.01
Total	-	123.01

25 Current Liabilities - Others

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advance from Customers	257.00	892.40
Total	257.00	892.40

Advance from Customers Include Rs. 16.19 Lakhs (Previous Year Rs. 4.36) from Related Parties.

26 Current Liabilities - Provision

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Corporate Social Responsibility	0.00	14.42
Provision for AMT	118.47	-
Provision for Employee Benefits* Gratuity	41.13	40.24
Total	159.60	54.66

* As per Actuarial Certificate

27 Revenue from operations

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue from Real Estate Activities	4,306.41	7,156.72
Revenue from Sale of Fabrics		29.43
Revenue from Sale of Shares	2,909.13	10,952.83
Revenue from Sale of Other Products	5.68	371.15
Total	7,221.22	18,510.12

28 Other Income

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Income		
From FDR	1.15	7.35
From Others	191.24	152.17
Profit/Loss on Derivatives	153.79	1,170.73
Dividend Received	1.94	0.86
Profit/Loss on Fixed Assets	4.26	
Sale A/c Verka Both	0.14	0.13
Misc Income	10.72	66.18
Transfer Charges & Sale Deed Admin	11.44	-
Rent Received	0.82	-
Discount Received		2.51
Labour Cess Received		24.98
Forefieture Income	3.60	
Balance Written Off	0.01	0.20
Total	379.11	1,425.11

29 Purchase of Stock-in-Trade

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Purchase of Stock-in-Trade		
Land	3,915.70	247.88
Knitted Cloth		29.43
Shares	2,909.27	10,759.35
Other Products		342.43
Project Development Expenses		-
Total	6,824.97	11,379.09

30 Changes In Inventories of Stock-In-Trade

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Opening Stock		
Land	395.28	380.38
Shares	357.12	464.04
WIP	22,545.85	3,213.49
	23,298.25	4,057.90
Closing Stock		
Land	4,310.98	395.28
Shares	319.80	357.12
WIP	23,737.16	5,493.90
	28,367.93	6,246.29
Total	(5,069.68)	(2,188.39)

31 Employee Benefits Expenses

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
*Salaries and Bonus	270.73	279.49
Contribution to Provident and Other Funds	4.16	3.54
Gratuity Paid	2.72	4.32
Staff Welfare	15.95	9.67
Total	293.56	297.02

*Includes Directors Remuneration Rs. 205.86 Lakhs (Previous Year Rs. 205.66 Lakhs)

*Includes Directors Sitting Fee Rs. 2.09 Lakhs , Director's Conveyance Allowances Rs. 0.60 Lakhs, Director's House Rent Allowances Rs.3.48 Lakhs , Special Allowance to Directors Rs. 6.60 Lakhs, TDS on Non-Monetary Benefit (Director) Rs.6.24 Lakhs (Previous Year Directors Sitting Fee Rs. 2.34 lakhs , Director's Conveyance Allowances Rs. 0.60 Lakhs, Director's House Rent Allowances Rs. 3.08 Lakhs, Special Allowance to Directors Rs. 1.95 Lakhs , TDS on Non-Monetary Benefit (Director) Rs. 6.24 Lakhs.

32 Finance costs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest to Banks	11.36	0.37
Interest to Others	23.45	89.18
Bank Charges	6.01	7.48
Interest on Income Tax		1.25
Other Finance Charges	10.07	12.21
Total	50.89	110.48

33 Other Expenses

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Advertisement	90.93	58.36
Electricity Expenses	13.37	21.08
Consumables	0.55	0.54
Generator Expenses	3.58	1.73
Interest on TDS	0.19	-
Fee & Taxes	14.29	49.27
Listing Fee	9.96	3.48
Freight Expenses	4.60	16.03
Insurance Expenses	2.28	5.27
Audit Fee - Remuneration to Statutory Auditor	5.00	3.50
- Certification Fees	0.50	
- Out of Pocket Expense	0.57	
Legal Expenses	0.01	11.01
Professional Charges	78.93	97.97
Vehicle Expenses	20.96	15.08
Postage & Telegram	0.68	1.17
Telephone Exp	4.42	3.94
Rent Paid	6.80	6.80
Rent (Ludhiana Office)	68.12	63.20
Conveyance	8.79	7.38
Director Travelling Exp.	52.17	18.91
Travelling Exp.	35.76	9.57
Electric Repair	9.28	0.47
Site Expenses	0.20	0.85
Petrol Expenses	0.91	1.02
General Repair	4.34	2.79
Business Promotion	62.04	19.73
Sales Promotion	-	45.27
Commission & Brokerage	97.81	223.63
AGM Expenses	-	0.52
Balance Written off	346.10	-
Computer & Software Expenses	0.65	1.98
Demat Charges	0.02	0.02
Discount & Rebate	7.07	-
Diwali Exp.	0.04	1.51
Gurgaon Office Expenses-312	1.34	2.17
General Exp.	2.31	1.95
ERP AMC Charges	-	1.82
Labour Charges	0.22	0.08
Loss on Sale of Fixed Asset	-	76.82
Maintanence Charges	-	8.05
Meter Testing Expenses	-	0.44
Misc. Exp.	1.90	1.47
Office Expenses	6.47	20.65
Other Charges-Shares	7.16	4.16
Photo Copier Exp.	0.04	0.34
Printing & Stationery	6.92	3.97
Fine & penalties	-	-
Subscription & Membership	53.50	4.17
Watch & Wards	79.94	17.44
Website Expenses	0.96	1.17
Water & Sewarge	-	0.04
GST Paid	8.66	-
Interest on GST	4.73	-
GST Late Filing Fee	-	0.37
Audio Video Exp	-	0.20
Project Development Expenses	-	12.99
Maintanence Expenses	8.17	-
CSR Expense	35.94	14.42
	-	-
Total	1,169.19	864.79

34 Earning per Share (EPS) - In accordance with the Indian Accounting Standard (Ind AS-33)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Basic Earnings Per Share		
Profit /(Loss) After Tax	-54.14	2,379.10
Profit Attributable to Ordinary Shareholders	-54.14	2,379.10
Weighted Average Number of Ordinary Shares (used as denominator for calculating Basic EPS)	263,370,066	15,674,008
Nominal Value of Ordinary Share	Rs.1/-	Rs.10/-
Earnings Per Share - Basic (In Rs.)	-0.02	15.18
Diluted Earnings Per Share		
Profit /(Loss) After Tax	-54.14	2,379.10
Profit Attributable to Ordinary Shareholders	-54.14	2,379.10
Weighted Average Number of Ordinary Shares (used as denominator for calculating Diluted EPS)	263,370,066	18,586,595
Nominal Value of Ordinary Share	Rs.1/-	Rs.10/-
Earnings Per Share - Diluted (In Rs.)	-0.02	13.08

35. Critical Accounting Estimates and Judgments

The estimates and judgments used in the preparation of the said financial statements are continuously evaluated by the Group, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Group believes to be reasonable under the existing circumstances. The said estimates and judgments are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Although the Group regularly assesses these estimates, actual results could differ materially from these estimates—even if the assumptions under-lying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognized in the financial statements in the period in which they become known.

The areas involving critical estimates, assumptions or judgments are:

1. Useful lives of property, plant and equipment's Note 4
2. Measurement defined benefit obligation Note 20 & 26
3. Estimation of provisions & contingent liabilities refer Note 24 & 37
4. Estimation of fair value of unlisted securities Note 5

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

36. During the year, Group has recognized the following amounts in the financial statements as per Ind AS19 "Employees Benefits" issued by the ICAI:

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation and the obligation for leave encashment is recognized in the same manner as gratuity.

Table Showing Changes in Present Value of Obligations:

(In Lakhs)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period as provided by the Group	54.52	49.65
Interest cost	3.82	3.48
Current service cost	5.79	4.32
Past Service Cost		0
Benefits paid (if any)		0
Actuarial (gain)/loss	(2.27)	(0.30)
Present value of the obligation at the end of the period	61.89	57.15

(The amount to be recognized in the Balance Sheet):

Period	As on: 31-03-2023	As on: 31-03-2022
Present value of the obligation at the end of the period	61.89	57.15
Fair value of plan assets at end of period		0
Net liability/(asset) recognized in Balance Sheet and related analysis	61.89	57.15
Funded Status - Surplus/ (Deficit)	(61.89)	(57.15)

Expense recognized in the statement of Profit and Loss:

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31- 03-2022
Interest cost	3.82	3.48
Current service cost	5.79	4.32
Past Service Cost	0	0
Expected return on plan asset	(0)	(0)
Expenses to be recognized in P&L	9.61	7.80

Other comprehensive (income) / expenses (Remeasurement)

Period	From: 01-04-2022 To: 31-03-2023	From: 01-04-2021 To: 31- 03-2022
Cumulative unrecognized actuarial (gain)/loss opening. B/F	22.20	22.50
Actuarial (gain)/loss – obligation	(2.27)	(0.30)
Actuarial (gain)/loss - plan assets	0	0
Total Actuarial (gain)/loss	(2.27)	(0.30)
Cumulative total actuarial (gain)/loss. C/F	19.93	22.20

Actuarial assumptions provided by the Group and employed for the calculations are tabulated:

Discount rate	7.00 % per annum
Salary Growth Rate	5.00 % per annum
Mortality	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

01 Apr 2022 to 31 Mar 2023	40.23
01 Apr 2023 to 31 Mar 2024	0.44
01 Apr 2024 to 31 Mar 2025	0.44
01 Apr 2025 to 31 Mar 2026	2.65
01 Apr 2026 to 31 Mar 2027	0.31
01 Apr 2027 Onwards	10.44

Sensitivity Analysis:

Period	As on: 31-03-2023	As on: 31-03-2022
Defined Benefit Obligation (Base)	58.02 @ Salary Increase Rate : 5%, and discount rate :7.25%	54.52 @ Salary Increase Rate : 5%, and discount rate :7%
Liability with x% increase in Discount Rate	56.62; x=1.00% [Change (2)%]	53.24; x=1.00% [Change (2)%]
Liability with x% decrease in Discount Rate	59.64; x=1.00% [Change 3%]	56.00; x=1.00% [Change 3%]
Liability with x% increase in Salary Growth Rate	58.56; x=1.00% [Change 1%]	54.90; x=1.00% [Change 1%]
Liability with x% decrease in Salary Growth Rate	57.66; x=1.00% [Change (1)%]	54.32; x=1.00% [Change 0%]
Liability with x% increase in Withdrawal Rate	58.25; x=1.00% [Change 0%]	54.72; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	57.76; x=1.00% [Change 0%]	54.30; x=1.00% [Change 0%]

37. Contingencies
Contingent Liabilities in respect of:

(Amounts in Lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Guarantees given by banks on behalf of the Group	Nil	2.00
Claims against the Group not acknowledged as debt in financial statements	Nil	Nil
Impact of pending litigations not acknowledged as debt in financial statements	Nil	Nil
Income tax Matters not acknowledged as debt in financial statements	1,269.90	908.30
Unexecuted Capital Commitment (Net of Advances)	Nil	Nil

- a) The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its financial position.
- b) The Group Periodically Review all its long term contracts to assess for any material foreseeable losses, Based on such review wherever applicable, the Group has adequate provisions for these long term contracts in the books of accounts as required under any applicable law/accounting standards
- c) As at March31, 2023 the Group did not have any outstanding long term derivative Contracts.

38. Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount due	-	-
Interest due on above	-	-
Interest paid during the period beyond the appointed day	-	-
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-
Amount of interest accrued and remaining unpaid at the end of the period	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-

Note: The above information and that is given in 'Note-22' Trade Payables regarding Micro and Small Enterprises has been determined on the basis of information available with the Group and has been relied upon by the auditors.

39. Related Party Disclosures as required by IND AS -24

- i) Related parties where control exists or with whom transactions have taken place during the year.
 - (A) DIRECTORS AND KEY MANAGERIAL PERSONNEL OF PARENT COMPANY
 - o Sh. Sanjeev Arora Chairman cum Managing Director
 - o Sh. Roop Kishor Fathepuria Whole Time Director
 - o Sh. Kavya Arora Whole Time Director & CFO (Upto 06.12.2021)
 - o Sh. Surinder K Sood Director
 - o Sh. Gurpreet Singh Brar Director
 - o Smt. Shweta Sehgal Director
 - o Sh. D.P.Reddy Director
 - o Sh. Rohit Kumar Maggu Director
 - o Sh. Hemant Sood Director (From 14.05.2021 to 09.05.2022)
 - o Ms. Tarandeep Kaur Company Secretary
 - o Mr. Deepak Sharma Chief Financial Officer (wef 07.12.2021)
 - (B) KEYMANAGERIAL PERSONNEL OF FINTON HOMES(SUBSIDIARY)
 - o Sh. Chander Shekar Partner
 - o Sh. Hemant Sood Partner
 - (C) ENTITIES UNDER CONTROL OF KMP & THEIR RELATIVES
 - o Kamal Oil & Allied Industries Ltd
 - o K P Advisors (Realty) Pvt Ltd
 - o Femella Fashions Ltd
 - o Ritesh Rentals (P) Ltd
 - o Arisudhana Industries Ltd.
 - o NP Blockhouse Real Estate Pvt. Ltd.
 - o Findoc Investmart Private Limited (Upto 09.05.2022)
 - o Findoc Commodities Private Limited (Upto 09.05.2022)
 - o Findoc Finvest Private Limited (Upto 09.05.2022)
 - o Kripra Real Estate Private Limited
 - o Ncube Protective Private Limited
 - o Auster Securities Private Limited

13	Sh. Hemant Sood	Share of Profits Capital contribution	292.54 NIL	835.05 90.00
14	Sh. Chander Shekar	Share of Profits Capital contribution	292.54 NIL	835.05 150.00
15	NP Blockhouse Real Estate Pvt. Ltd	Expenses made on behalf of Company Amount Recovered from Company related to Expenses Loan Given Loan Received Back Interest Received	0.41 5.41 93.50 60.53 13.88	13.87 5.24 63.00 NIL NIL
16	Arisudhana Industries Ltd.	Loan Taken Loan Repayment Interest Expense Advance Received for Property Interest Income Sale	NIL NIL NIL 18.36 NIL 25.11	370.00 370.00 8.52 70.06 0.47 NIL
17	Findoc Commodities Private Limited	Brokerage & Charges	NIL	0.41
18	Findoc Investmart Private Limited	Brokerage & Charges	7.18	3.71
19	Findoc Finvest Private Limited	OFCDs Issue Loan taken Loan Repayment Conversion of OFCD into Equity Shares Interest Paid	NIL 750.00 NIL 646.87 6.99	924.00 100.00 100.00 268.87 NIL
20	Kripna Real Estate Private Limited	Purchase	NIL	140.00
21	Deepak Sharma	Salary	5.08	2.40
22	Sanjeev Arora HUF	Advance for Property Interest Free Security Deposit Interest on delayed payment	1.86 0.30 0.05	NIL NIL NIL

iii) Amount due from/To Related Parties

Particulars		As on 31.03.2023 (Rs. Lakhs)	As on 31.03.2022 (Rs. Lakhs)
i)	Due to Related Parties (included in Unsecured Loans & Current Liabilities)		
	Arisudana Industries Ltd.	109.96	99.75
	Kamal Oil and Allied Industries Ltd.	20.80	20.80
	Kavya Arora	NIL	4.40
	Roop Kishor Fatehpuria	1.43	1.48
	GS Brar	1.13	0.58
	Surinder K Sood	0.97	0.94
	Shweta Sehgal	0.69	0.42
	D.P Reddy	0.70	0.40
	Sanjeev Arora	NIL	31.46
	Sanjeev Arora HUF	29.99	NIL
	Sandhya Arora	6.99	6.99
	Sh. Hemant Sood	2671.70	2379.16
	Sh. Chander Shekar	2464.51	2171.97
	Guneet Arora	7.38	7.38
	KP Advisors (Realty) Pvt. Ltd.	27.33	NIL
	Findoc Finvest Private Limited	756.29	NIL
ii)	Due from Related Parties (included in Loans & Advances & Sundry Debtors)		

NP Blockhouse Real Estate Pvt. Ltd.	126.18	74.78
KP Advisors (Realty) Pvt. Ltd.	NIL	1.67
Sanjeev Arora	819.58	960.45
Findoc Investmart Private Limited	262.82	1606.61
Tarandeep Kaur	0.53	0.54
Ncube Protective Private Limited	148.60	148.60
Auster Securities Limited	525.40	525.40

40. Expenditure in Foreign Currency: Rs. Nil.

41. Segment Reporting as per IND AS 108

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 Group. As defined in Ind AS 108 "Operating Segments", the Group's entire business falls under these Operational segments: -

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

Information about Reportable Segments:

Particulars	2022-23				2021-22				
	Real Estate	Textile	Shares	Total	Real Estate	Textile	Shares	Other	Total
Revenue / Sales	4306.41	-	2909.13	7215.54	7156.72	29.43	10952.83	371.15	18510.12
Results	1448.90	-	(37.46)	1411.44	3464.31	(10.82)	86.56	-	3540.05
Profit before Interest & Finance Cost	1448.90	-	(37.46)	1411.44	3464.31	(10.82)	86.56	-	3540.05
Unallocable Expenses	-	-	-	1518.60	-	-	-	-	1216.41
Operating Profit	-	-	-	(107.16)	-	-	-	-	2323.64
Interest Expenses	-	-	-	50.89	-	-	-	-	110.48
Unallocable Income	-	-	-	379.11	-	-	-	-	1796.26
Net Profit	-	-	-	221.06	-	-	-	-	4009.42
Assets	15272.31	-	5764.57	21036.88	17806.86	31.77	1115.17	-	18953.80
Liabilities	4244.25	-	-	4244.25	3360.60	-	-	-	3360.60
Share Capital	-	-	-	2742.08	-	-	-	-	2444.29
Reserve & Surplus	-	-	-	8914.32	-	-	-	-	8597.78
Segment Depreciation	-	-	-	55.86	-	-	-	-	54.61
Segment other non-cash expense	-	-	-	-	-	-	-	-	-
Segment Capital Expenditure	-	-	-	-	-	-	-	-	-

42. Financial Instruments by category

(In Lakhs)

Particulars	Level	Mar-23			Mar-22		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised cost
1) Financial Assets							
I) Investments (Note No. 5 & 9)	1	-	1108.05	4.86	-	1108.95	6.22
II) Trade receivables (Note No. 10)	3		3504.60		-	6221.36	
III) Cash and Cash equivalents (Note No. 11)	1		488.06		-	599.63	
IV) Other receivables (Note No. 6 & 12)	3		1321.51		-	1709.84	
Total Financial Assets					-		
2) Financial liabilities							
I) Borrowings							
A) From Banks (Note No. 18)	3			64.22	-	-	740.03
B) From Others (Note No. 21)	3			943.02	-	-	394.22
II) Trade payables (Note No. 22)	3			2002.57	-	-	141.59
III) Other liabilities (Note No. 18 & 22)	3			364.96	-	-	962.58
Total Financial Liabilities					-	-	

Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

43. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Group's senior management has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyses the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

MANAGEMENT OF LIQUIDITY RISK

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

Particulars	Notes Nos.	(In Lakhs)			Total
		Less than 12 months	1 to 5 Years	Above 5 Years	
As at March 31, 2023					
Borrowings	18,21	943.02	64.22		1007.24
Trade Payables	22	2000.02	2.55		2002.57
Other Liabilities	19,23	643.68	125.02		768.70
As at March 31, 2022					
Borrowings	17,20	394.22	740.03	-	1134.25
Trade payables	21	141.57	0.02		141.59
Other liabilities	19,23	873.14	89.44	-	962.58

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
INTEREST RATE RISK		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. a) Group has Fixed deposits with Banks amounting to Rs. 4.07 Lakhs as at March 31st, 2023 (PY Rs. 703.32 Lakhs as at March 31st, 2022) Interest Income earned on fixed deposit for year ended March 31st, 2023 is Rs.1.15 Lakhs (PY Rs. 7.35 Lakhs for the year ended March 31 st 2022) b) Group has Borrowing from Banks amounting to Rs. 64.22 Lakhs as at March 31 st , 2023 (PY Rs. 740.03 Lakhs as at March 31st, 2022) Interest Expenses on such borrowings for the year ended March 31st, 2023 is Rs. 21.43 Lakhs (Rs. 12.58 Lakhs for the year ended March 31st, 2022)	In order to manage its interest rate risk The Group diversifies its portfolio in accordance with the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 1% change in interest rates. a) A 1% increase in interest rates would have led to approximately an additional Rs. 7.03 Lakhs gain for year ended March 31st, 2023 in Interest income. A 1% decrease in interest rates would have led to an equal but opposite effect. b) A 1% increase in interest rates would have led to approximately an additional Rs. 7.40 Lakhs loss for year ended March 31st, 2023 in Interest expense. A 1% decrease in interest rates would have led to an equal but opposite effect.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade Receivables

Customer credit risk is managed by each business unit subject to the Group established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At 31 March 2023, the Group had top 5 customers that owed the Group more than Rs.3501.0 Lakhs and accounted for approximately 99.90% of all the receivables outstanding (PY Rs.1665.01 Lakhs and accounted for approximately 26.76% of all the receivables outstanding).

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 14. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Group's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet at 31 March, 2023 is the carrying amounts as illustrated in Note 11.

Capital management

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value.

Particulars	Note	(In Lakhs)	
		31-Mar-23	31-Mar-22
Borrowings	18&21	1007.24	1134.25
Less: Cash and Cash equivalents	11	488.06	599.63
Total Debt		519.18	534.62
Equity		11656.39	11042.07
Net Debt to Equity		4.45%	4.84%

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

44. During the year, the Company has split the Shares of the Company in conformity with the provisions of the Act. The Authorized Share Capital of the Company is Rs. 2815.00 Lakhs (Rupees Twenty-eight Crores Fifteen Lacs) divided into 281.50 Lakhs (Two crores Eighty-one Lacs Fifty thousand) Equity shares of the face value of Rs. 10/- (Rupees Ten only) each.

45. Tax Reconciliation

Particulars	(In Lakhs)	
	31.03.2023	31.03.2022
Net Profit as per Profit and Loss Account (before tax)	221.07	4009.41
Current Tax rate (MAT)	25.17%	25.17%
Current Tax	55.64	1009.17
Adjustment:		
Exempt u/s 10	0	0
Unabsorbed Depreciation/Losses	0	0
Others	- 63.42	887.32
Tax Provision as per Books	119.06	121.85

46. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. The Ministry of Labor and Employment ('Ministry') has released draft rules for the Code on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period in which the Code becomes effective.
47. The title deeds of all the immovable properties, (other than immovable properties where the Group is the lessee and the lease agreements are duly executed in favour of the Group) disclosed in the financial statements included in property, plant and equipment and Right of Use Assets are held in the name of the Group as at the balance sheet date.
48. The Group does not have any Investment Property.
49. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
50. The Group has no transactions with struck-off companies.
51. During the Year, the Group has no charge which is yet to be made register with ROC.

52. Following are the Ratios:

Ratios	Numerator	Denominator	As at	As at	% Variances	Reason for variances (if above 25%)
			31/3/23	31/3/22		
			Ratios	Ratios		
Current ratio	Current Assets	Current Liabilities	4.70	6.87	-31.59%	Due to Increase in current Liabilities
Debt-Equity Ratio	Debt	Equity	0.06	0.10	-40%	Reduction in Debt
Debt Service Coverage Ratio	EBITDA	Total Debt Service	0.46	10.49	-95.61%	Reduction in Debt
Return on Equity Ratio	PAT	Equity	0.045	0.37	-87.84%	Lower Profits
Inventory Turnover Ratio	COGS	Avg Inventory	0.76	4.61	-83.51%	Increase in Inventory
Trade Receivable Turnover Ratio	Revenue from Operations	Avg Trade Receivables	1.48	5.95	-75.13%	Reduced Debtors and Low sales
Trade Payable Turnover Ratio	Revenue from Operation	Avg Trade Payables	6.74	22.59	-70.16%	Increase in Creditors
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	0.48	1.26	-61.90%	Low Revenue
Net Profit Ratio	PAT	Revenue from Operation	0.07	0.22	-68.18%	Lower Profits
Return on Capital Employed	PAT	Capital Employed	0.045	0.34	-86.76%	Lower Profits
Return on Investment	EBIT	Investment	0.02	0.33	-93.94%	Lower Earnings

Note: Being first year of consolidation previous year ratios, variance and reason of change are not applicable.

53. The Group has granted loans or advance in the nature of loan to promoters, directors, KMPs and related parties which repayable on demand are as under:

Type of Borrower	Amount of Loan or advance in the nature of loan outstanding	Percentage of total loans and advance in the nature of loans.
Promoter cum Director	Rs. 810.50 Lacs	64.00%
Other Related Parties	Rs. 270.10 Lacs	21.33%
All Parties	Rs. 1266.29 Lacs	100.00%

54. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Group or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
55. The Company hold 55% share in subsidiary partnership firm Finton Homes, pursuant to the Scheme of Amalgamation as given in note no. 34 above. The Consolidated Financial Statements for the financial year ended March 31, 2023 represent the Company including its subsidiary partnership firm, Finton Homes and Company RPIL Healthcare Private Limited.
56. The Group has not received from any person(s) or entity(ies), including foreign entities (Funding Parties) with the understanding whether recorded in writing or otherwise that the Group shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
57. The Group has carried out Impairment Test on its Fixed Assets as on March 31, 2023 and the Management is of the opinion that there is no asset for which impairment is required to be made as per IND-AS 36 - "Impairment of Assets".
58. The Company is Covered under section 135 of Companies Act, 2013.

The following disclosure with regard to CSR activities: -

- I. The company was not required to constitute CSR Committee in accordance with the provisions of section 135(9) of the Companies Act 2013, the functions of CSR committee were discharged by the Board of Directors of the Company.
- II. Average net profit of the Company as per section 135(5) – 1783 Lakhs
- III. (a) Two percent of average net profit of the Company as per section 135(5) – 35.66 Lakhs
(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years – NIL
(c) Amount required to be set off for the financial year, if any – NIL
(d) Total CSR obligation for the financial year – 35.66 Lakhs

Total Amount spent for the financial year (in Rs.)	Total Amount Transferred to unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of Transfer
35.94	0	NA	0	0	NA

59. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
60. The Group has not been declared as a wilful defaulter by any lender who has powers to declare a Group as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.
61. The Group has utilized funds raised from borrowing from banks & financial institution for the specific purpose for which they were issued and there were no funds which are pending for Utilization for specific purposes.

62. The Group has not obtained working capital limit from banks or financial institution on the basis of security of current assets.
63. The Group does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
64. Corresponding figures of previous year have been regrouped / reclassified wherever deemed necessary and the figures have been rounded off to the nearest rupee.
65. The company has complied with number of layers prescribed under Companies Act.
66. The company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

**For Khandelwal Jain & Co.,
Chartered Accountants
(Firm Registration No. 105049W)**

**On behalf of the Board
Ritesh Properties & Industries Ltd.**

**(Manish Kumar Singhal)
Partner
M. No. 502570**

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

**(Kavya Arora)
(DIN :02794500)
Executive Director
& Whole Time Director**

**Place: New Delhi
Date: 30/05/2023**

**(Deepak Sharma)
Chief Financial Officer**

**(Tarandeep Kaur)
(ACS42144)
Company Secretary**

