



**RITCO LOGISTICS LIMITED**

**22<sup>nd</sup> Annual Report for FY 2022-23**

**CORPORATE IDENTITY NUMBER (CIN) - L60221DL2001PLC112167**

**Board of Directors**

Mr. Sanjeev Kumar Elwadhi – Managing Director

Mr. Man Mohan Pal Singh Chadha – Chairman & Whole Time Director

Ms. Roma Wadhwa – Women Director

Mr. Vikram Suri – Independent Director

Mr. Aditya Kumar Verma – Independent Director

Mr. Sourabh Ajmera - Independent Director

**Key Managerial Personnel**

**Chief Executive Officer (CEO)**

Mr. Sanjeev Kumar Elwadhi

**Chief Financial Officer (CFO)**

Mr. Gautam Mukherjee

**Company Secretary & Compliance Officer**

Ms. Gitika Arora

**Registrars & Share Transfer Agents**

Link Intime India Pvt. Ltd

Noble Heights, 1st Floor,

Plot NH 2, C-1 Block LSC,

Near Savitri Market, Janakpuri, New Delhi – 110058

Tel No.: 011-41410592

**Secretarial Auditor**

Mukun Vivek and Company

(Company Secretaries)

28/51, West Patel Nagar, New Delhi-110008

Tel: 9811811220

E-mail: [mukun@mvcoadvisory.com](mailto:mukun@mvcoadvisory.com)

Contact Person: Mukun Arora

**Statutory Auditors**

Mittal & Associates

(Chartered Accountants)

Andheri (East), Mumbai-400069

Tel. +91 022-26832311/2/3

E-mail: [audit@mittal-associates.com](mailto:audit@mittal-associates.com)

**Registered Office**

508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower

District Centre Janakpuri, New Delhi- 110058

Email [-mschadha@ritcologistics.com](mailto:-mschadha@ritcologistics.com)

**Corporate Office**

336, Udyog Vihar Phase-2

Gurgaon 122016

Tel: 0124-4702327

## Chairman's Message

Dear Shareholders,

Dear Shareholder's

The logistics industry plays a pivotal role in driving economic growth by facilitating the movement of goods and services. In FY 2022-2023, the logistics sector in India witnessed significant growth despite challenges posed by the pandemic and global economic fluctuations. The industry benefited from rising e-commerce trends, increasing trade volumes, and the government's focus on infrastructure development. As a leading player in the sector, Ritco Logistics continued to capitalize on these opportunities, I present to you the 22nd Annual Report of your company and I am pleased to present that your company, RITCO LOGISTICS LIMITED continues to strive for growth with the economy on upswing post pandemic your Company has achieved robust growth year on year.

Ritco Logistics have achieved commendable financial results in FY 2022-2023. Total revenue for the year stood at INR 751 crore, representing a Y-o-Y growth of 26%. This growth was primarily driven by increased demand for logistics services and successful execution of strategic contracts. Operating profit increased to INR 33.87 crore, with a healthy operating margin of 52%, showcasing the company's operational efficiency.

Further I would like to share some Operational Highlights:

- 1. Expansion of Network:** Ritco Logistics expanded its network across various regions, enhancing its reach and strengthening its presence in key markets. This expansion allowed the company to offer its services to a broader customer base and optimize operations.
- 2. Technological Advancements:** The company continued to invest in cutting-edge technologies to improve operational efficiencies, track shipments in real-time, and provide superior customer experiences. Implementation of automation and digital solutions contributed to streamlining processes and reducing operational costs.
- 3. Focus on Sustainability:** Ritco Logistics maintained its commitment to sustainability by adopting environmentally friendly practices. The company optimized transportation routes to reduce emissions, encouraged eco-friendly packaging, and invested in fuel-efficient vehicles.
- 4. Customer-Centric Approach:** Ritco Logistics emphasized a customer-centric approach, tailoring solutions to meet the specific needs of clients. The company's dedication to customer satisfaction resulted in increased customer retention and garnered positive feedback.

Despite the positive performance, Ritco Logistics faced several challenges during FY 2022-2023:

- 1. High Fuel Prices:** High fuel prices posed a significant challenge to cost management. To mitigate this risk, the company employed fuel hedging strategies and explored alternative fuel options to reduce dependency on conventional sources.

2. **Supply Chain Disruptions:** Ritco Logistics implemented agile supply chain management practices, collaborated with alternate suppliers, and leveraged technology to mitigate disruptions and maintain operational continuity.

3. **Regulatory Compliance:** Adherence to changing regulatory norms and compliance requirements added complexity to the business environment. The company invested in robust compliance frameworks, conducted regular audits, and appointed dedicated teams to ensure adherence to all applicable regulations.

Ritco Logistics is optimistic about the future and is strategically positioned to capitalize on emerging opportunities. The company aims to focus on the following key areas:

1. **Technology Integration:** Continued investment in advanced technologies to enhance operational efficiency, improve visibility, and deliver exceptional customer experiences.

2. **Diversification:** Exploring new markets and verticals to diversify revenue streams and reduce dependency on specific industries.

3. **Eco-friendly Initiatives:** Reinforcing commitment to sustainability by implementing eco-friendly practices and leveraging green technologies.

4. **Talent Development:** Fostering a culture of learning and development to equip employees with skills for the future and nurture leadership talent within the organization.

FY 2022-2023 was a year of growth and resilience for Ritco Logistics Limited. The company's robust financial performance, combined with strategic initiatives and customer-centric approach, positions it for a promising future. With a clear focus on technology, sustainability, and talent development, Ritco Logistics is well-prepared to tackle challenges and leverage opportunities in the dynamic logistics industry.



## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Twenty-Second Annual General Meeting** of the Members of M/s RITCO LOGISTICS LIMITED will be held on Wednesday, 27<sup>th</sup> September, 2023 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility at 508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre, Janak Puri, New Delhi-110058 to transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1**

To consider and adopt the Audited Consolidated and Standalone Balance Sheet for the year ended 31<sup>st</sup> March, 2023 and the Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2023 and the Directors' and Auditors' Reports thereon.

#### **ITEM NO. 2**

#### **TO APPOINT THE DIRECTORS, WHO ARE LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE OFFERS THEMSELVES FOR RE-APPOINTMENT:**

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

"RESOLVED THAT pursuant to the provision of section 152(6) of the Companies Act, 2013 and rules made thereunder Mrs. Roma Wadhwa (DIN-08295808), who retires by rotation, and being eligible, offer herself for the re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESS:**

#### **ITEM NO. 3**

#### **CHANGE IN DESIGNATION OF MR. SOURABH AJMERA FROM ADDITIONAL DIRECTOR TO INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sourabh Ajmera (DIN: 06876514), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company on 22<sup>nd</sup> May 2023, be and hereby is appointed and Regularised as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 22<sup>nd</sup> May 2023.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**ITEM NO. 4**

**TO CONSIDER AND APPROVE THE REAPPOINTMENT OF MR. VIKRAM SURI AS INDEPENDENT DIRECTOR FOR ANOTHER TERM OF 5 YEARS**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vikram Suri, (DIN 08312681) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, the members be and is hereby accorded to re-appointed as an Independent Director on the Board of the Company, not liable to retire by

rotation for a second term of five consecutive years commencing from 24<sup>th</sup> December, 2023 till 23<sup>rd</sup> December, 2028

**FURTHER RESOLVED**, that the Chairman of the Board or any other authorized officer of the Company be and is hereby authorized and directed to take any and all necessary actions and execute any and all documents on behalf of the Company to give effect to this resolution;

**For Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Chadha Singh**

**DIN: 01763805**

**Chairman**

**A-28, Rose Wood City, Sector-49**

**Gurgaon, Haryana-122001**

**Date: 11/08/2023**

**Place: Gurgaon**

**Notes:**

1. Pursuant to the Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI Circular') and all other relevant circulars issued from time to time, physical attendance of the Members to EGM/AGM venue is not required and general meeting to be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website [www.ritcologistics.com](http://www.ritcologistics.com). The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Corporate Members intending their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [mukunvivekandcompany@gmail.com](mailto:mukunvivekandcompany@gmail.com) with copies marked to the Company at [cs@ritcologistics.com](mailto:cs@ritcologistics.com).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.ritcologistics.com](http://www.ritcologistics.com) The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com)
8. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. The shareholders who had not registered their email address with the company:
  - a. In case of shares held in demat mode, please provide DPID-CLID (16 Digit DPID + CLID or 16 Digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to [cs@ritcologistics.com](mailto:cs@ritcologistics.com).
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available online for inspection by Members of the Company.
11. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Directors Report along with annexures for the financial year 2022-23 is being sent only through

electronic mode to those Members whose email addresses are registered with the Company.

12. E-Voting is available to members as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Company (Management and Administration) Rules, 2014 the members can exercise their vote by electronic means from 24<sup>th</sup> September, 2023, 09.00 AM till 26<sup>th</sup> September, 2023, 5.00 PM.
13. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2023 to 27<sup>th</sup> September, 2023 (both days inclusive). The Record date / Cut- off date to determine the eligibility of members for the purpose of the voting at the 22<sup>nd</sup> Annual General Meeting is 20<sup>th</sup> September, 2023.
14. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. 20<sup>th</sup> September, 2023.
15. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.

#### **16. Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their 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 [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
  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 link in [www.cdslindia.com](http://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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
 

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for evoting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on Submit’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e- Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**For Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Chadha Singh**

**DIN: 01763805**

**Chairman**

**A-28, Rose Wood City, Sector-49**

**Gurgaon, Haryana-122001**

**Date: 11/08/2023**

**Place: Gurgaon**



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

**ITEM NO. 3**

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation.

Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company recommended on the suggestion of the Nomination and Remuneration Committee of the Company and subject to approval of the Shareholders of the Company, Mr. Sourabh Ajmera (DIN: 06876514 ) as an Additional and Non-Executive Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from May 22<sup>nd</sup>, 2023.

A brief profile of Mr. Sourabh Ajmera (DIN: 06876514), including nature of his expertise, is provided below;

**Profile of Independent Director**

In the opinion of the Board, Mr. Sourabh Ajmera (DIN: 06876514), who was appointed as an Additional Director (Non-executive Independent Director) of the Company with effect from May 22, 2023 , fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience in Audit, Finance, Accounts, Taxation, his presence on the Board will be of immense value to the Company.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Sourabh Ajmera be paid the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Sourabh Jain is provided below in Table A:

**Table A**  
**Brief Profile**

Name of Director	Sourabh Ajmera
Age	33 Years
Qualifications	CA

Experience	<p>CA Sourabh Ajmera is Competent and Compliance Professional in Audit, Finance, Accounts, Taxation with 9 years of experience.</p> <p>He is a Member of Institute of Chartered Accountant from 2014 and have specialization in Accounts &amp; Taxation.</p> <p>He has Extensive experience in Mentoring various start-ups across the India, worked for retail &amp; manufacturing industries and carried out several special assignments for Cost Reduction, Business Process Re-engineering, Performance Improvement Projects and Due Diligences.</p> <p>He is currently self-employed and working as a Partner in M/s Ajmera &amp; Ajmera providing Audit, Finance &amp; Account Services.</p> <p>He is also Regional Council Member, Chairman of Committee of MSME &amp; Start-ups, Chairman of Committee of Valuation of WIRC, ICAI</p> <p>CA Sourabh Ajmera's key skills include Corporate Law, Finance and Taxation.</p>
Details of remuneration	Appointed as Additional and Non- Executive, Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of Ritco Logistics Limited, as approved by the Board
Terms and Conditions of appointment	As per the appointment letter
Date of first appointment	22 <sup>nd</sup> May, 2023
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	None
Directorships of other Board	1. Wall Street Journal India Publishing Private Limited 2. BMW Ventures Limited 3. Hemant Surgical Industries Limited 4. Dow Jones Consulting India Private Limited

Membership/Chairmanship of Committees of other Board	NA
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Except Mr. Sourabh Ajmera the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item No. 3 to be passed as Special Resolution by the Members of the Company.

#### **ITEM NO. 4**

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation.

Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company recommended on the suggestion of the Nomination and Remuneration Committee of the Company and subject to approval of the Shareholders of the Company, Mr. Vikram Suri, as an Non-Executive Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for another term of 5 consecutive years commencing from 24<sup>th</sup> December 2023.

A brief profile of Mr. Vikram Suri (DIN: 08312681), including nature of his expertise, is provided below;

#### **Profile of Independent Director**

In the opinion of the Board, Mr. Vikram Suri (DIN: 08312681), who was appointed as an Non-Executive Independent Director of the Company with effect from December 24, 2018 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience as a finance professional, his presence on the Board will be of immense value to the Company.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Vikram Suri be paid the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Vikram Suri is provided below in Table A:

**Table A**  
**Brief Profile**

Name of Director	Vikram Suri
Age	52 Years
Qualifications	Bachelor of Commerce from Delhi University
Experience	Independent Director of Our Company. He has completed his Bachelor of Commerce from Delhi University. He is currently the Chief Executive Officer of Berkely Petrochemicals. He has an experience of around 22 years and has developed an expertise across diverse fields including operations and business development. He has also attended training programmes and conferences for specialization in Industrial Sales in USA, Netherlands, Indonesia, Malaysia, etc.
Details of remuneration	Re-Appointed as Non- Executive, Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of Ritco Logistics Limited, as approved by the Board
Date of first appointment	24 <sup>th</sup> December, 2018
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	None
Directorships of other Board	Berkeley Petrochemical LLP
Membership/Chairmanship of Committees of other Board	<b>Audit committee</b> <b>Nomination and Remuneration Committee</b> <b>Corporate Social Responsibility Committee</b>

Except Mr. Vikram Suri, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item No. 4 to be passed as Special Resolution by the Members of the Company.

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2022-23

To,

The Members,

Your directors have pleasure in presenting their 22<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023. Further in this year the company successfully migrated from the SME Exchange of BSE to the Main Boards of BSE Limited and The National Stock Exchange of India.

### 1. Financial highlights

The financial performance of your Company:

Rupees in [Lakhs]

Particular	FY 2022-23	FY 2021-22	FY 2022-23
	Standalone		Consolidate
Revenue from Operation	75,114.62	59,329.04	75,114.62
Total Expenditure	72,017.28	57,449.58	72,056.51
Other Income	290.07	340.64	290.07
Profit before Interest, Tax, Depreciation/ Amortization (PBITDA)	5,556.06	4,420.48	5,516.87
Less: Finance Charges	1,648.13	1,331.47	1,648.14
Profit before Depreciation/ Amortization (PBTDA)	3,907.93	3,089.01	3,868.73
Less: Depreciation	520.51	868.91	520.54
Net Profit before Taxation (PBT)	3,387.42	2,220.10	3,348.19
Provision for taxation	916.28	592.32	916.28
Profit/(Loss) after Taxation (PAT)	2,471.14	1,627.78	2,431.91
Other Comprehensive Income	20.71	16.55	4.82
Total Other Comprehensive Income	2,491.85	1,644.33	2,436.72
Carried forward in Other Equity	2,491.85	1,644.33	2,436.72

### 2. State of Company's affairs and future outlook

In the Financial Year 2023 your company Revenue from Operations increased by 26.61% at Rs.75,114.62 Lacs (previous year Rs. 59,329.04 Lacs).

While the PBITDA (Profit before Interest, Tax, Depreciation/ Amortization) increased by 25.69% at Rs. 5,556.06 Lacs (previous year Rs. 4,420.48 Lacs).

After accounting for all expenses including depreciation, exceptional items and Tax, the company earned a Profit After Tax increased by 51.81% at Rs. 2,471.14 Lacs (Previous year Rs. 1627.78 Lacs).

Your Company is committed to its tradition of being growth-oriented while being cost effective making it competitive in market, by responding faster to the changing requirements of the market also by expanding its customers and by further strengthening its already strong presence in the industry.

**3. Change(s) in the nature of business, if any**

There is no change in nature of business of the Company during the Financial Year 2022-23. Your Company continues to be one of the leading Logistics service providers in the country.

**4. Dividend**

The Directors are not recommending any dividend looking at the current scenario of the economy and future growth prospects of the company and industry in the coming years the Directors feel the need to reinvest in the company.

**5. Transfer of unclaimed dividend to Investor Education and Protection Fund**

Since there was no unpaid/ unclaimed Dividend in the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**6. Transfer to Reserves**

The Company is not proposing to transfer any amount to the General Reserve for the financial year 2022-23. All the profit of the Company shall be carry forward to credit balance of Profit and Loss account of the Company.

## **7. Changes in Share Capital**

During the period under review, no change took place in the Authorized and Paid-up Share Capital of the Company.

### **Authorized Capital**

The Authorized Capital of the Company is Rs. 25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs. 10/- each.

### **Issued, Subscribed & Paid-Up Capital**

The Present Paid-Up Capital of the Company is Rs. 24,47,66,180/- divided into 2,44,76,618 Equity Shares of Rs. 10/- each.

## **8. Details pertaining to shares in suspense account**

No shares of the Company are in DEMAT Suspense Account/ Unclaimed suspense Accounts.

## **9. Details under Section 67 (3) of Act, 2013 in respect of any scheme of provision of money for purchase of own shares by employees or by trustees for the benefit of employees**

In the Financial Year 2021-22 the Shareholders of the Company had approved the Scheme to grant share-based benefits to eligible employees with a view to attracting and retaining talent, to encourage employees to align individual performance with the Company objectives and to promote their increased participation in the growth of the Company.

In line with Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, a statement giving complete details is available on the website of the Company [www.ritcologistics.com](http://www.ritcologistics.com)

#### 10. Details relating to material variations

The purpose of the issue was to utilize the proceeds of issue for the Warehouse development, Technology upgradation, Fleet Centre upgradation, the Working Capital requirements and general corporate purposes.

The Directors declare that the proceeds had been utilised as per the said purposes in the prospectus of the Company and no material variations has been done with the issue proceeds.

#### 11. Directors and Key Managerial Personnel

Details of Directors or key managerial Personnel as on 31/03/2023

Sr. No.	Name	Designation	Date of Appointment
1	Man Mohan Pal Chadha Singh	Whole Time Director	06/03/2019 as WTD
2	Sanjeev Kumar Elwadhi	Managing Director	23/08/2001
3	Roma Wadhwa	Director	06/12/2018
4	Vikram Suri	Independent Director	24/12/2018
5	Aditya Kumar Verma	Independent Director	06/01/2022
6	Ranu Jain	Independent Director	03/03/2022
7	Sanjeev Kumar Elwadhi	CEO	20/02/2023
8	Gautam Mukherjee	CFO	03/03/2022
9	Gitika Arora	Company Secretary	15/01/2021



Pursuant to Section 152 of the Companies Act, 2013, Ms. Roma Wadhwa (DIN-08295808), Director of the company retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment along with other required details forms part of the Notice.

\*CA Ranu Jain (DIN: 03374680) was appointed as independent director of the company with effect from 3<sup>rd</sup> March 2022. He has tendered his resignation from the position of independent director with effect from 10<sup>th</sup> August 2023.

\* Mr. Sourabh Ajmera was appointed as Additional Independent Director of the company with effect from 22<sup>nd</sup> May 2023. Based on the recommendation of NRC and subject to the approval of Members in ensuing AGM will be regularised.

\* Mr. Vikram Suri term as an independent director is expiring on 23<sup>rd</sup> December, 2023 and the Board has re-appointed him as an Independent Director on the Board of the Company, for a second term of five consecutive years commencing from 24<sup>th</sup> December, 2023 till 23<sup>rd</sup> December, 2028.

### **Changes during the Year**

During the period under review, Mr. Dhananjay Prasad has resigned from the post of CEO of the Company on 20<sup>th</sup> February, 2023 and Mr. Sanjeev Kumar Elwadhi (PAN: AAAP4754B) (DIN- 02694204) has been appointed as a CEO of the Company dated 20<sup>th</sup> February, 2023.

## **12. Declaration by Independent Director**

The Company has received necessary declaration from each Independent Director of the Company stating that:

- (i) they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; and
- (ii) as required vide Rule 6 (1) & (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 they have registered their names in the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

Based on the declarations received from the Directors, the Board confirms, that the Independent Directors fulfil the conditions as specified under Schedule V of the Listing Regulations and are independent of the management

In the Opinion of the Board there has been no change in the circumstances affecting their status as Independent Directors.

### **13. Familiarisation Programme for Independent Directors**

Disclosure pertaining to familiarisation programme for Independent Directors is provided in the Corporate Governance Report forming part of this Annual Report.

### **14. Separate Meeting of Independent Directors**

Schedule IV of the Act, Listing Regulations and Secretarial Standard – 1 on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of Non-Independent Directors.

The Independent Directors Meeting was held on March 29, 2023. The Independent Directors, inter alia, discussed and reviewed performance of Non-Independent Directors, the Board as a whole, Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to formal meetings, frequent interactions outside the Board Meetings also take place between the Independent Directors and with the Chairperson, and rest of the Board.

### **15. Number of meetings of Board of Directors**

The Board of Directors met Six (6) times during the financial year 2022-23. The provisions of Section 173 of the Companies Act, 2013 and Secretarial Standard – 1 issued by the Institute of Company Secretaries of India (ICSI) were adhered to while considering the periodicity and time gap between two meetings.

The details of the meetings of the Board are furnished below:

<b>Sr. No.</b>	<b>Date of the Board Meeting</b>	<b>Board Strength</b>	<b>No. of Director Present</b>
1	30/05/2022	6	4
2	12/08/2022	6	3
3	29/08/2022	6	6
4	14/11/2022	6	5
5	06/02/2023	6	5
6	20/02/2023	6	5

**16. Statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors**

Pursuant to Sections (3)(p) and 178(2) of the Act and Regulations 17 and 19 of the Listing Regulations and Nomination and Remuneration Policy of the Company, Nomination and Remuneration Committee of the Board of Directors have carried out annual performance evaluation of Board, the Directors individually as well as the evaluation of the working of its Committees.

As the ultimate responsibility for sound governance and prudential management of a Company lies with its Board, it is imperative that the Board remains continually energized, proactive and effective. The Companies Act, 2013 not only mandates Board, its Committees and Directors evaluation, but also at the same time requires the evaluation to be formal, regular and transparent.

The Nomination and Remuneration Committee of the Board evaluated the performance of individual Director(s) on the Board excluding the Director being evaluated, the Board as a whole, Chairperson of the Board and all of its committees based on the evaluation criteria of the Company defined under Nomination and Remuneration Policy.

It was further acknowledged that every individual Member and Committee of the Board contribute their best in the overall growth of the organization.

## 17. Managerial Remuneration

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Please note that median is calculated for the employee who stayed with Company for the whole current financial year 2022-23 and the whole previous financial year 2021-22.

- a. the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

<b>Directors</b>	<b>Total Remuneration</b>	<b>Ratio to median remuneration</b>
<b>Executive Director</b>		
Mr. Sanjeev Kumar Elwadhi	30,00,000	11.57:1
Mr. Manmohan Pal Singh Chadha	30,00,000	11.57:1
<b>Non-Executive Director</b>		
Mrs. Roma Wadhwa	Nil	NA
Mr. Vikram Suri	Nil	NA
Mr. Aditya Kumar Verma	Nil	NA
Mr. Ranu Jain	Nil	NA

- b. the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
Mr. Sanjeev Kumar Elwadhi	NIL
Mr. Manmohan Pal Singh Chadha	NIL
Mrs. Roma Wadhwa	NA
Mr. Vikram Suri	NA
Mr. Aditya Kumar Verma	NA
Mr. Ranu Jain	NA
Gautam Mukherjee (CFO)	NIL

Gitika Arora (CS)	NIL
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- c. the percentage increase/(decrease) in the median remuneration of employees in the financial year: The Median remuneration of the employees remained the same as of last year thus no increase or decrease in the same
- d. the number of permanent employees (Other than Director and KMPs) on the rolls of company: 795
- e. average percentile 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: NA
- f. remuneration is as per the remuneration policy of the Company.
- g. The Board's report shall include a statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee who-
  - (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees; **NA**
  - (ii) if employed for a part of the financial year, was in receipt of remuneration for 10 any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month; **NA**
  - (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. **NA**
- h. Number of shares and any other securities held by non-executive directors. (Clause 2(f) to Para C of Schedule V of Listing Regulations.): **500 Shares held by Ms. Roma Wadhwa**

- i. Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided. (Clause 2(j) to Para C of Schedule V of Listing Regulations.): No resignation was made during the FY 2022-23.

However, CA Ranu Jain resigned from the post of independent director with effect from 10<sup>th</sup> August 2023 due to his preoccupation with other assignments.

#### 18. Details of Subsidiary, joint ventures, Associate company.

The company has one subsidiary as per detail mentioned below:

Name of subsidiary	Investment in shares / <del>Board members</del>	Amount of investment	Percentage	Date of investment
Logro Sourcing Private Limited	7600 Equity Shares	76,000	76%	12 <sup>th</sup> December 2022

Accordingly, as at the end of the Financial Year and also as on the date of this Report, the Company have one subsidiary Company as mentioned in the above table. However, the Company is not a part of any Joint Venture.

#### 19. Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Mittal & Associates Chartered Accountants, Mumbai, were appointed as statutory auditors of the Company to hold office for the term of 5 (Five Years) from financial year 2019-20 till 2023-24.

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 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

The Notes to the financial statement refereed in the Audit Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The

Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statement in this Annual Report.

## 20. Indian Accounting Standards, 2015

The annexed financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

## 21. Cost Auditors

The Company was not liable for the appointment of Cost auditor pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014.

## 22. Secretarial Audit Report

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s Mukun Vivek & Company, Company Secretaries in practice to undertake the Secretarial Audit of the Company for FY 2022-23. The Secretarial Audit report dated 8<sup>th</sup> August, 2023 is annexed herewith as **Annexure I**.

There are no qualifications made by the Secretarial Auditor in his report for the financial year ended March 31, 2023.

Pursuant to the recommendation of the Audit Committee, the Board of Directors have re-appointed M/s Mukun Vivek & Company, Company Secretaries in practice to conduct the Secretarial Audit for FY 2023-24.

## 23. Committee constitution and Meetings

### Audit Committee:

Name of the Members	Status in Committee	Nature of Directorship
Mr. Vikram Suri	Chairman	Independent Director

CA Ranu Jain	Member	Independent Director
Mrs. Roma Wadhwa	Member	Non-Executive Director

Date of the meeting	No. of Members entitled to Attend	No. of Members attended the meeting
10/05/2022	3	3
30/05/2022	3	3
12/08/2022	3	3
22/08/2022	3	3
14/11/2022	3	2
10/12/2022	3	2
06/02/2023	3	3

**Nomination and Remuneration Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Mr. Vikram Suri	Chairman	Independent Director
CA Ranu Jain	Member	Independent Director
Mrs. Roma Wadhwa	Member	Non-Executive Director

Date of the meeting	No. of Members entitled to Attend	No. of Members attended the meeting
28/04/2022	3	3
06/08/2022	3	3
05/11/2022	3	3
18/11/2022	3	3
11/01/2023	3	3
20/02/2023	3	3
01/03//2023	3	3

**Stakeholder Relationship Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Roma Wadhwa	Chairperson	Non-Executive Director



Mr. Vikram Suri	Member	Independent Director
CA Ranu Jain	Member	Independent Director

Date of the meeting	No. of Members entitled to Attend	No. of Members attended the meeting
29/03/2023	3	3

**Corporate Social Responsibility Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Mr. Vikram Suri	Chairman	Independent Director
Mr. Sanjeev Kumar Elwadhi	Member	Managing Director
Mrs. Roma Wadhwa	Member	Non-Executive Director

Date of the meeting	No. of Members Entitled to attend	No. of Members attended the meeting
06/06/2022	3	3
29/03/2023	3	3

**Management and Operations Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Mr. Man Mohan Pal Chadha Singh	Chairman	Whole Time Director
Mr. Sanjeev Kumar Elwadhi	Member	Managing Director

Date of the meeting	No. of Members attended the meeting
18/04/2022	2
09/05/2022	2
18/06/2022	2
08/08/2022	2
01/09/2022	2
01/10/2022	2
05/11/2022	2
09/01/2023	2
02/02/2023	2

08/02/2023	2
24/02/2023	2
14/03/2023	2

**Internal Complaints Committee:**

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Man Mohan Pal Chadha Singh	Chairman	Whole Time Director
Mr. Sanjeev Kumar Elwadhi	Member	Managing Director
Mrs. Roma Wadhwa	Member	Non-Executive Director

<b>Date of the meeting</b>	<b>No. of Members entitled to Attend</b>	<b>No. of Members attended the meeting</b>
29/03/2023	3	3

**24. Vigil mechanism and Whistle Blower Policy**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The purpose of the “Whistle blower Policy” is to allow employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization. They will be protected against any adverse action and/or discrimination as a result of such a reporting, provided it is justified and made in good faith. The Chairman of the Audit Committee has been designated for the purpose of receiving and recording any complaints under this policy.

The Vigil Mechanism Policy has been uploaded on the website of the Company.

**25. Risk Management Policy**

Your Board of Directors has not formulated & adopted Risk Management Policy required under the Regulation 21 of the SEBI Listing Regulations, 2015 as such said provisions not applicable to the Company.

**26. Extract of the annual return**

The Annual Return of the Company as on March 31, 2023 in Form MGT – 7 in accordance with Section 92(3) and Section 134(3)(a) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014, will be made available on the website of the Company at <https://www.ritco.logistics.com>

**27. 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**

There were no material changes and commitments, which affected the financial position of the Company between the end of the financial year of the Company to which the financial statements relates and the date of the report.

**28. Details of significant and material orders passed by the regulators / courts / tribunals impacting the going concern status and the Company's operations in future**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**29. Statement in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

**30. Deposits**

The Company has not accepted any Public Deposits, during the year under review.

**31. Particulars of loans, guarantees or investments under section 186**

During the year, the company has neither made any loan or given any guarantee. However, an investment in Equity shares of Logro Sourcing Private Limited has been made under section 186.

**32. Particulars of contracts or arrangements with related parties**

Your Company has adopted a Related Party Transactions Policy. The Audit Committee reviews this policy from time to time and also reviews and approves all related party transactions, to ensure that the same are in line with the provisions of applicable law and the Related Party Transactions Policy.

During the period under review, all Related Party Transactions entered into by the company with related parties were in Ordinary business and at arm's length basis. Further, details of material contracts/arrangements/transactions entered by the company at arm's length basis are disclosed in **AOC-2 as Annexure II** to director report

**33. Corporate Governance**

Your Company embeds sound Corporate Governance practices and constantly strives to adopt emerging best practices. It has always been the Company's endeavour to excel through better Corporate Governance and fair and transparent practices. A Report on Corporate Governance forms part of this Report as **Annexure - III**.

M/s. Mukun Vivek and & Co., Company Secretaries, the Secretarial Auditor of the Company vide their certificate, have confirmed that the Company is and has been compliant with the conditions stipulated in the chapter IV of the Listing Regulations. The said certificate is annexed as '**Annexure - IV**' to this Report.

**34. Fraud Reporting**

During the year under review, the Statutory Auditors have not reported any instances of fraud committed in the Company by its Officers or Employees to the Audit Committee or to the Board under section 143(12) of the Companies Act, 2013 and rules made thereunder.

During the year under review, the Secretarial Auditor have not reported any instance of fraud committed in the Company by its Officers or Employees to the Audit Committee or to the Board under Section 143(12) read with Section 204 of the Companies Act, 2013 and rules made thereunder.

**35. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder, the Company has constituted an Internal Complaints Committee to monitor the anti-sexual harassment mechanism and complied all the provisions under the said Act. The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations.

The Internal Complaints Committee as on March 31, 2023 comprise:

1. Mr. Man Mohan Pal Chadha Singh – Chairperson
2. Mr. Sanjeev Kumar Elwadhi – Member
3. Ms. Roma Wadhwa – Member

During the year under review, there were no cases received/filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**36. Details of Downstream Investment**

During the FY 2022-23, the Company made an investment in Equity shares of Logro Sourcing Private Limited and became the subsidiary of Ritco Logistics Limited.

**37. Details of Voluntary Delisting**

Company was not delisted its equity shares as per Regulation 6(1) (a) of SEBI (Delisting of Equity Shares) Regulations, 2009, during the Financial Year 2022-23.

**38. Conservation of energy, technology absorption, foreign exchange earnings and outgo**

Statement giving the details of conservation of energy, technology absorption and foreign exchange earning & outgo in accordance with requirements of Section 134 (3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, is as follows: -

**A) Conservation of Energy**

Not Applicable

**B) Technology Absorption, Adoption and Innovation**

Not Applicable

**C). Foreign Exchange Earnings and Outgo**

The foreign exchange earnings and outgo during the year as follows: -

.	<i>(in Rupees)</i>
Foreign Exchange Earning	NIL
Foreign Exchange Outgo	NIL

**39. Corporate Social Responsibility and its terms of reference**

The brief outline of the Corporate Social Responsibility ("CSR") Policy of your Company and the initiatives undertaken by your Company on CSR activities during the year, composition of the CSR Committee, average net profit for last three financial year and details of CSR spent during the financial year are set out in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 and attached as **Annexure V**.

**40. Directors' Responsibility Statement**

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

- a.a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b.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 and of the profit and loss of the company for that period;
- c.c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d.d) the directors have overseen that the annual accounts on a going concern basis; and
- e.e) 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.
- f.f) the directors have laid down internal financial controls to be followed by the Company and that, to the best of their knowledge, examination and analysis, such internal financial controls have been adequate and were operating effectively; and
- g.g) the directors had ensured through oversight of the existence of proper systems to ensure compliance with the provisions of all applicable laws and that, to the best of their knowledge, such systems were adequate and were operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2022-23.

#### **41. Secretarial Standards**

The company has complied with the applicable secretarial standards as issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

#### **42. General**

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

- There is no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the FY 2022-23.
- The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

#### **43. Acknowledgements**

The Board desires to place on record its sincere appreciation for the support and co-operation received from the Company's Bankers and Officials of the concerned Government Departments, employees and the members for the confidence reposed by them in the management.

**By the order of the Board of Directors**

**Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Chadha Singh**

**(Chairman & Whole Time Director)**

**DIN: 01763805**

**A-28 Rose Wood City, Sector-49 Gurgaon 122001**

**Place: Gurgaon**

**Date:11/08/2023**



**Annexure I**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**

**(Form MR-3)**

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

To,

The Members,

Ritco Logistics Limited

508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,

District Centre, Janakpuri, Delhi- 110058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Ritco Logistics Limited having CIN: L60221DL2001PLC112167 (hereinafter called the Company)** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
- (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 as;
  - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (f) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

The Company have not, Issue and Listing of Debt Securities, Buy-Back of Equity Shares, and therefore the following regulations are not applicable: -

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013
- (c) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; and
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- (vi) Other laws applicable as per the representations made by the management;

Carriage by Road Act 2007,  
Motor Transport Workers Act, 1961  
Motor Vehicles Act, 1988  
The Petroleum Act 1934  
Consumer Protection Act 1986  
The Legal Metrology Act, 2009  
Food Safety and Standard Act, 2006

Employment and labour Laws

GST Act

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange.

During the period under review, as per the explanations and representations received from the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that based on the information provided and representation made by the Company and on the basis of Compliance report taken on record by the Board, in my opinion adequate systems and processes exist in the Company to monitor and ensure Compliance with Other laws applicable, rules, regulations and guidelines.

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. The changes in the composition of the Board of Directors that took place during the period under review were in general, carried out in compliance with the provisions of the Act.

In general, 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 wherever shorter notices were given, the same was given with the consent of all the Directors and such meeting were held with the participation of Independent Director/s 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.

As per the Minutes of the Meetings recorded, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that as per the information provided, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with other applicable laws, rules, regulations and guidelines.

**Mukun Vivek & Company**  
**Company Secretaries**

**Sd/-**

**Mukun Arora**

**(Partner)**

**ACS No.15980**

**CP No. 4766**

**Place: New Delhi**

**Date: 08/08/2023**

**UDIN: A015980E000764926**

**Peer Review Cert: 3370/2023**

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

## **'Annexure A' to the Secretarial Audit Report**

To,

The Members,

Ritco Logistics Limited.,

508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre

Janakpuri, Delhi- 110058

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 and the applicable financial laws such as Direct and Indirect tax laws have not been reviewed since the same are subject to review under Statutory Audit and Other Audit/s by designated professionals.
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.

**Mukun Vivek & Company**

**Company Secretaries**

Sd/-

**Mukun Arora**

**(Partner)**

**ACS No.15980**

**CP No. 4766**

Place: New Delhi

Date: 08/08/2023

UDIN: A015980E000764926

**Peer Review Cert: 3370/2023**

**Annexure II**  
**FORM NO. AOC -2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

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

Sl. No.	Particulars	Details
a)	Name of the related party & nature of relationship	Manmohan Pal Singh Chadha, Wholetime Director
b)	Nature of contracts/arrangements/transaction	Remuneration
c)	Duration of the contracts/ arrangements/ transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL

Sl. No.	Particulars	Details
a)	Name of the related party & nature of relationship	Sanjeev Kumar Elwadhi, Managing Director
b)	Nature of contracts/arrangements/transaction	Remuneration
c)	Duration of the contracts/ arrangements/ transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL

Sl. No.	Particulars	Details
a)	Name of the related party & nature of relationship	Gitika Arora, Company Secretary
b)	Nature of contracts/arrangements/transaction	Remuneration
c)	Duration of the contracts/ arrangements/ transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL

Sl. No.	Particulars	Details
a)	Name of the related party & nature of relationship	Gautam Mukherjee, CFO
b)	Nature of contracts/arrangements/transaction	Remuneration
c)	Duration of the contracts/ arrangements/ transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL



Sl. No.	Particulars	Details
a)	Name of the related party & nature of relationship	CA Ranu Jain, Independent Director
b)	Nature of contracts/arrangements/transaction	Sitting Fee
c)	Duration of the contracts/ arrangements/ transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL

Sl. No.	Particulars	Details
a)	Name of the related party & nature of relationship	Mr. Aditya Kumar Verma, Independent Director
b)	Nature of contracts/arrangements/transaction	Sitting Fee
c)	Duration of the contracts/ arrangements/ transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL

**For and on behalf of the Board**

**The Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Singh Chadha**

**(Chairman & Whole Time Director)**

**DIN: 01763805**

**A-28 Rose Wood City, Sector-49 Gurgaon-122001**

**Place: Gurgaon**

**Date: 11.08.2023**

**ANNEXURE – III**  
**REPORT ON CORPORATE GOVERNANCE**

**A) MANDATORY REQUIREMENTS:**

**1. Company's philosophy on Corporate Governance:**

Your Company affirms that adoption of the good Corporate Governance practices in all its dealings, operations and actions is sine qua non for enhancement of overall shareholder value and protection of interests of all its stakeholders including customers, employees, lenders, suppliers, government and the community in which it operates.

**2. Board of Directors:**

a) During the Financial Year 2022-23, six Board Meetings were held.

Dates on which they were held: i) 30/05/2022, ii) 12/08/2022, iii) 29/08/2022, iv) 14/11/2022, v) 06/02/2023, vi) 20/02/2023

The Composition and categories of the Directors on the Board, their attendance at Board meetings and at the last Annual General Meeting ('AGM') held during the financial year 2022-23:

Name of the Director	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	No. of Board Meetings held and attended during FY 2022-23		Whether attended last AGM
		Entitled	Attended	
Man Mohan Pal Singh Chadha	Promoter, Executive Chairperson	6	6	Yes
Sanjeev Kumar Elwadhi	Promoter, Executive, Managing Director	6	6	Yes
Roma Wadhwa	Non-Executive Director	6	5	Yes
Vikram Suri	Independent Director	6	5	Yes
Aditya Kumar Verma	Independent Director	6	1	Yes
Ranu Jain	Independent Director	6	6	Yes

b) Meetings of Committees held during the year and directors' attendance:

<b>Committees of the Company</b>	<b>Audit Committee</b>		<b>Nomination and Remuneration Committee</b>		<b>Stakeholders' Relationship Committee</b>		<b>Corporate Social Responsibility Committee</b>	
<b>Meetings held</b>	7		7		1		2	
<b>Directors' Attendance</b>	Entitled	Attended	Entitled	Attended	Entitled	Attended	Entitled	Attended
Man Mohan Pal Singh Chadha	NA	NA	NA	NA	NA	NA	NA	NA
Sanjeev Kumar Elwadhi	NA	NA	NA	NA	NA	NA	2	2
Roma Wadhwa	7	5	7	7	1	1	2	2
Vikram Suri	7	7	7	7	1	1	2	2
Aditya Kumar Verma	NA	NA	NA	NA	NA	NA	NA	NA
Ranu Jain	7	7	7	7	1	1	NA	NA

The following skills / expertise / competencies have been identified by the Board for the effective functioning of the Company and are currently available with the Board:

1	Policy	Ability to identify key issues and opportunities for the Company within the industry, and develop appropriate policies to define the parameters within which the organisation should operate.
2	Finance	Qualifications and experience in accounting and/or finance and the ability to: - analyse key financial statements; - critically assess financial viability and performance; - contribute to strategic financial planning;

		- oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
3	Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
4	Leadership	Extended leadership, entrepreneurial / administrative experience for a significant enterprise, resulting in a practical understanding of organization's operations, systems, processes, technology, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
5	Board service and governance	Service on the Boards of other public companies to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.

While all members of the Board possess skills identified, their area(s) of core expertise is(are) given below:

Man Mohan Pal Singh Chadha	Promoter Chairman and Whole-Time Director of our Company. He has been associated with our Company since incorporation. He has completed his Bachelor of Commerce from Delhi University. He is a Second generation entrepreneur and has over 29 years of experience in the field of Transportation and Logistics. He is currently responsible for supervising and overlooking finance as well as legal matters of our Company.
Sanjeev Kumar Elwadhi	Managing Director/CEO of our Company. He has been Director of our company since inception and has been designated as Managing Director w.e.f. May 22, 2018. He has completed his Bachelor of Commerce from Delhi University. He possesses over 32 years of experience in the sphere of Transportation and Logistics. Sanjeev Kumar Elwadhi is involved in oversight of day to day affairs of our company. He has been instrumental in business development particularly related to Contract Logistics and Fleet Management.
Roma Wadhwa	Non-Executive Director of our Company. She is on the Board of our Company since

	December, 2018. She holds a Bachelor's degree in Art from Delhi University. She was previously associated with Sun Security Services.
Vikram Suri	Independent Director of Our Company. He has completed his Bachelor of Commerce from Delhi University. He is currently the Chief Executive Officer of Berkely Petrochemicals. He has an experience of around 22 years and has developed an expertise across diverse fields including operations and business development. He has also attended training programmes and conferences for specialization in Industrial Sales in USA, Netherlands, Indonesia, Malaysia, etc.
Aditya Kumar Verma	Independent and Non-Executive Director of the Company. He is Post Graduate with Masters in Management of Information Technology from National University of Singapore and has around 21 years of experience in Logistics, warehousing and global supply chain management and has worked in China, Singapore and India.
Ranu Jain	Independent and Non-Executive Director of the Company. He is Post Graduate with Masters in Management of Arts in Sociology from Jiwaji University and is a Chartered Accountant by Profession and has around 13 years of Practice.

#### **Information given to the Board:**

The Company provides the information as set out in Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Board and Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of agenda papers in advance of the meeting or by way of presentations and disclosures during the meeting

**Post Meeting Mechanism:**

The Important decisions taken at the Board / Board Committee Meetings are communicated to the concerned departments

**Familiarisation Programme for Directors:**

The newly appointed Director is explained in detail the compliance required under the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and his / her affirmation is taken with respect to the same. The details of the familiarisation programmes undertaken by the Company are provided in the website of the Company at the weblink: <http://www.ritcologistics.com>

**Independent Directors:**

The Non-Executive Independent Directors fulfil the conditions of the independence specified in Section 149(6) of the Companies Act, 2013 and the rules made thereunder, meet with the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management. A formal letter of appointment as provided in the Companies Act, 2013 and the Regulations has been issued to each Independent Director and placed on the website of the Company <http://www.ritcologistics.com>.

\* During the period under review, none of the independent directors had resigned however CA Ranu Jain has tendered his resignation with effect from 10<sup>th</sup> August 2023 due to his preoccupation with other assignments

**3. Code of Conduct:**

The Board of Directors has adopted the Code of Conduct for Board Members and Senior Management Personnel of the Company. The said Code has been communicated to the Directors and the Senior Managers from whom the necessary affirmation has been received with regard to the compliance of the Code. A declaration in this regard by the Managing Director is furnished at the end of the report. The Code has been placed on the Company's website <http://www.ritcologistics.com>. Code of Conduct for Directors also contains their duties approved by the Board to be in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been placed on the Company's website at the link: <http://www.ritcologistics.com>

**4. Committees of The Board****1. Audit Committee:**

A qualified and independent Audit Committee, meeting the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, has been constituted.

Audit Committee comprises (i) Mr. Vikram Suri, Chairman (ii) CA Ranu Jain, Non-Executive Independent Directors and one Non-Executive (iii) Mrs. Roma Wadhwa. Members of the Audit Committee have considerable experience and expertise in the field of Industrial, Financial and Corporate Business Management.

Ms. Gitika Arora, Company Secretary & Compliance Officer acts as the Secretary to the Audit Committee.

Statutory, Internal and Cost Auditors, Key Managerial Personnel and Senior Executives attend the meetings to answer the queries raised by the Committee.

During the Financial Year 2022-23, Seven Audit Committee Meetings were held:

Dates on which they were held: i) 10/05/2022, ii) 30/05/2022, iii) 12/08/2022, iv) 22/08/2022, v) 14/11/2022, vi) 10/12/2022, vii) 06/02/2023

The necessary quorum was present at all these Meetings.

Broad terms of reference of the Audit Committee are as under:

- i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii) examination of the financial statement and the auditors' report thereon;
- iv) approval or any subsequent modification of transactions of the company with related parties;
- v) scrutiny of inter-corporate loans and investments;
- vi) valuation of undertakings or assets of the company, wherever it is necessary;
- vii) evaluation of internal financial controls and risk management systems;
- viii) monitoring the end use of funds raised through public offers and related matters.
  - The Audit Committee also reviews the following information as and when required:
  - Management Discussion & Analysis of financial condition and results of operations
  - Statement of significant Related Party Transactions (as defined by the Audit Committee)
  - Management letters / letters of internal control weaknesses issued by the Statutory Auditors
  - Internal Audit Reports relating to internal control weaknesses

## **2. Nomination and Remuneration Committee:**

### **Composition:**

Nomination and Remuneration Committee comprises (i) Mr. Vikram Suri, Chairman (ii) CA Ranu Jain, Non-Executive Independent Directors and one Non-Executive (iii) Mrs.

Roma Wadhwa. The composition of this Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2022-23, Seven Nomination and Remuneration Committee Meetings were held:

Dates on which they were held: i) 28/04/2022, ii) 06/08/2022, iii) 05/11/2022, iv) 18/11/2022, v) 11/01/2022, vi) 20/02/2023, vii) 01/03/2023

The necessary quorum was present at all these Meetings.

Broad terms of reference of Nomination and Remuneration Committee are as under:

- i) identify persons who are qualified to be Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and remove.
- ii) carry out evaluation of every Director's performance
- iii) formulate the criteria for determining qualifications, positive attributes and independence of a Director and
- iv) recommend to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel (KMP) and employees one level below the KMP.

While formulating the said Policy the Committee should ensure that

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- b) relationship of remuneration to performance is clear and meets appropriate performance bench marks and
- c) remuneration to Director, Key Managerial Personnel and employees one level below the KMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**Remuneration to Director:**

- all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity; - NA
- criteria of making payments to non-executive directors. Alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report; - NA
- disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:
  - 1) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.-NA
  - 2) details of fixed component and performance linked incentives, along with the performance criteria;- NA
  - 3) service contracts, notice period, severance fees;- NA



- 4) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.- NA

**Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of working of its Committees.

The performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed its satisfaction over its own performance, performance of its Committees and all the Directors individually.

The criteria for nomination of Directors, KMP, Senior Management Personnel and their remuneration including criteria for promotion is described in Nomination and Remuneration Policy of the Company which can be accessed at the website of the Company at <http://www.ritcologistics.com>

**3. Stakeholders Grievance / Relationship Committee**

Stakeholders Grievance / Relationship Committee comprises of (i) Mrs. Roma Wadhwa, Chairperson, Non-Executive Director and Two Non-Executive Independent Directors (ii) Mr. Vikram Suri (iii) CA Ranu Jain. The Committee looks into the redressal of the shareholders' complaints like non-receipt of Annual Report and declared Dividend and other matters.

Ms. Gitika Arora, Company Secretary & Compliance Officer acts as the Secretary to the Committee.

During the Financial Year 2022-23, One Committee Meetings were held on:

Dates on which they were held: i) 29/03/2023

Investor complaints received and redressed during the year ended 31.3.2023: Nil

**4. Corporate Social Responsibility (CSR) Committee**

CSR Committee comprises (i) Mr. Vikram Suri, Chairpman, Non-Executive Independent Director (ii) Mr. Sanjeev Kumar Elwadhi, Managing Director (iii) Mrs. Roma Wadhwa, Non-Executive Director.

The terms of reference of the CSR Committee broadly comprises:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder
- To recommend the amount of expenditure to be incurred on the CSR activities
- To monitor the implementation of the CSR Policy of the Company from time to time

During the Financial Year 2022-23, Two Committee Meetings were held on:

Dates on which they were held: i) 06/06/2022, ii) 29/03/2023,

The necessary quorum was present at all these Meetings.

The Company formulated CSR Policy which is placed on the website of the Company at <http://www.ritcologistics.com>

## 5. Independent Directors Meeting:

Independent Directors Meeting was held on 29.03.2023. Lead Independent Director Sri Vikram Suri informed the Board that the following matters were discussed:

- Evaluation of performance of Non-Independent Directors and the Board as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the view of the Executive and Non-Executive Directors
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. Details of familiarisation programme for Independent Directors is placed on the website of the Company at <http://www.ritcologistics.com>

He further informed the Board that Non-Executive Directors, Committees and Board as a whole performed effectively

## 6. Details of General Body Meetings:

### Annual General Meetings:

- Particulars of the last three Annual General Meetings held at the Regd. Office, Delhi.

Year	Date & Time
2020	Monday 28th September 2020 at 11:30 A:M
2021	Tuesday, 28 <sup>th</sup> September, 2021 at 12:00 Noon
2022	Tuesday, 27 <sup>th</sup> September, 2022 at 12:00 Noon

ii) Special Resolutions passed at the last three Annual General Meetings:

Year	Subject Matter
2020	NIL
2021	Continuation of holding of office by Mr. Shyam Sunder Elwadhi (DIN:08098878) who has attained the age of 75 (Seventy-Five) years as on February 28, 2019 and who were liable to retire by rotation and being eligible offers him selves for re-appointment
2022	Change in designation of CA Ranu Jain from Additional director to independent director.

iii) Special Resolution was passed in January 2022 through Postal Ballot

S. No.	Subject Matter	Details of Voting
1	Approval of Employee Stock Option Plan of the Company	Passed by requisite majority
2	Approval of Allocation and Grant of Stock Options to Employees	Passed by requisite majority
3	Migration and Listing/Trading of Equity Shares of the Company from SME Platform of BSE Limited (BSE SME) to Main Board of BSE Limited and NSE Limited.	Passed by requisite majority
4	Appointment of Mr. Aditya Kumar Verma (DIN: 07229612) as an Independent Director of the Company	Passed by requisite majority

iv) No Special Resolution requiring Postal Ballot was passed in the last Annual General Meeting and no Special Resolution requiring Postal Ballot is being proposed at the ensuing Annual General Meeting.

v) No Special Resolution is proposed to be conducted through Postal Ballot

## **7. Subsidiaries:**

During the year the company has acquired 76% of Equity share capital of the Logro Sourcing Private Limited.

## **8. Details of Equity Shares of the Company held by Non-Executive Directors as on 31st March, 2023:**

Name of the Non-Executive Director	No. of shares of Rs.10/- each
Roma Wadhwa	500

## **9. Management:**

Management Discussion and Analysis forms part of the Directors' Report.

## **10. CEO/CFO Certification:**

In accordance with the requirements of the Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of the Company, the Audit Committee and the Auditors have been furnished with the requisite Compliance Certificate from President and Chief Financial Officer & Company Secretary.

## **11. Affirmations and Disclosures:**

### **i) Compliance with governance frame work:**

The Company has complied with the applicable mandatory requirements specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **ii) Related Party Transactions:**

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the Financial Year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the Related Parties during the Financial Year.

As required under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company formulated a Policy for dealing with Related Party Transactions. The Policy is available on the website of the Company at <http://www.ritcologistics.com>

None of the transactions with Related Parties was in conflict with the interest of the Company. All the transactions are in the normal course of business and on an arm's length basis or fair value.

iii) Details of Non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years:

- a) Bombay Stock Exchange (BSE) imposed a fine of Rs. 5,900/- for one day delay in filing March quarter result 2021 as per Regulation 33 of SEBI (LODR) Regulations, 2015. Company paid the said amount.

iv) **Whistle Blower Policy:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases.

v) **Disclosure of Accounting Treatment:**

In the preparation of the Financial Statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

## 12.Means of Communication:

- i) Quarterly financial results are published in "Financial Express" (English) and "Jansatta" (Hindi). The results are displayed on the Website of the Company, i.e., [www.ritcologistics.com](http://www.ritcologistics.com).
- ii) The Company has issued the press release about its financial results during the year.

## 13. General shareholder information:

- i) Annual General Meeting
  - Date and Time : Wednesday, 27<sup>th</sup> September, 2023 at 1:00 P.M.
  - Venue : Meeting will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility at 508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janak Puri, New Delhi-110058
- ii) Financial Year : 1st April to 31st March
- iii) Dates of Book Closure : 21.9.2023 to 27.9.2023 (both days inclusive)
- iv) Listing on Stock Exchange : BSE Limited  
And Stock Code : Stock Code: 542383  
ISIN: INE01EG01016  
  
National Stock Exchange of India Ltd  
NSE SYMBOL: RITCO (Listing starts on 12<sup>th</sup> April, 2022)
- v) Market Price Data : High / low price of Company's Equity Shares

**quoted on the BSE, Mumbai during each month of the Financial Year 2022-23.**

Month	High	Low
April, 2022	148.65	69.15
May, 2022	157.80	112.00
June, 2022	157.45	112.65
July, 2022	146.20	121.15
August, 2022	248.60	132.95
September, 2022	252.00	187.80
October, 2022	213.75	177.90
November, 2022	198.35	162.05
December, 2022	205.90	145.35

January, 2023	180.00	139.40
February, 2023	164.15	126.75
March, 2023	173.80	130.60

**quoted on the NSE**

Month	High	Low
April, 2022	147.95	115.85
May, 2022	160.70	113.75
June, 2022	158.05	112.45
July, 2022	144.60	124.95
August, 2022	249.00	131.35
September, 2022	255.00	182.70
October, 2022	220.25	177.00
November, 2022	198.65	167.00
December, 2022	203.60	144.45
January, 2023	179.95	139.15
February, 2023	160.90	125.00
March, 2023	172.40	126.25

**vi) Performance in comparison :**

**To BSE SENSEX**

The benchmark equity index BSE Sensex lost -2.22 per cent to 58,991.52 on March 31, 2023 from 59,276.69 on March 31, 2022.

While RITCO gained 115 per cent to Rs. 150.30 on March 31, 2023 from Rs. 70 on March 31, 2022.

**TO NSE**

The benchmark equity index NSE Nifty lost -1.28 per cent to 17359.75 on March 31, 2023 from 17584.85 on March 31, 2022.

While RITCO Listed on NSE on 12<sup>th</sup> April 2022 @Rs. 118.75 it gained 27% per cent to Rs. 151.50 on March 31, 2023

**vii) Registrars and Share Transfer Agent :**

**Link Intime India Pvt. Ltd**  
Noble Heights, 1st Floor, Plot NH 2,

C-1 Block LSC, Near Savitri Market  
Janakpuri, New Delhi – 110058  
Tel No.: 011-41410592

- viii) **Share Transfer System:** Transfer of shares of a listed Company can only be affected in dematerialized form in terms of SEBI (LODR) Regulations, 2015. Shareholders holding shares in the certificate form are therefore requested to dematerialize their shares in their own interest. The Company obtains, through its Registrars and Share Transfer Agent, from a Practising Company Secretary annually a certificate of compliance with the Share Transfers, Transmissions and Issue of Duplicate Share Certificates formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files through electronic filing a copy of the said Certificate with the Stock Exchange.
- ix) a) Shareholding pattern as on 31st March, 2023:

S. No.	Category	No. of shares	% of holding
1	Promoter & Promoter Group	17876618	73.0355
2	Public	6600000	26.9645

- b) Reconciliation of Share Capital Audit Report: As stipulated by SEBI, a qualified Practising Chartered Accountant carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Ltd., (NSDL) and Central Depository Services (India) Ltd., (CDSL) and the total issued and listed capital. This audit is carried out on quarterly basis and the report thereon is submitted to the Stock Exchange where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL).

## **B) DISCRETIONARY REQUIREMENTS:**

The Company has complied with the following non-mandatory / discretionary requirements of Regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations:

### **i) Reporting of Internal Auditor**

Internal Auditors directly report to the Audit Committee.

### **ii) Audit qualification**

The Financial Statements of the Company are free from any qualification by the Auditors.

The other non-mandatory / discretionary requirements will be adopted as and when considered necessary.



## **ANNEXURE - III(A)**

### **DECLARATION ON ADHERENCE TO THE CODE OF CONDUCT**

To,

The Members of Ritco Logistics Limited

I hereby confirm that pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2023.

For and on behalf of the Board of Directors

**The Ritco Logistics Limited**

Sd/-

**Sanjeev Kumar Elwadhi**

**Managing Director**

**DIN:- 02694204**

**Place: Gurgaon**

**Date: 11.08.2023**

**ANNEXURE - III(B)**  
**CEO AND CFO CERTIFICATION**

To,

The Board of Directors ('Board')

**Ritco Logistics Limited**

**508,5th Floor, Jyoti Shikhar Tower**

**District Centre, Janakpuri**

**New Delhi-110058**

1. We have reviewed financial statements and the cash flow statement of Ritco Logistics Limited ("the Company") for the year ended March 31, 2023 and to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the auditors and the Audit Committee:

- i. there are no significant changes in internal controls over financial reporting during the year;
- ii. there are no significant changes in accounting policies during the year; and
- iii. there are no instances of significant fraud of which we have become aware.

For **Ritco Logistics Limited**

**Sd/-**  
**Sanjeev Kumar Elwadhi**  
**CEO**  
**Place: Gurgaon**  
**Date: 11.08.2023**

**Sd/-**  
**Gautam Mukherjee**  
**CFO**

## ANNEXURE - III(C)

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

The Board of Directors ('Board')

**Ritco Logistics Limited**

**508,5th Floor, Jyoti Shikhar Tower**

**District Centre, Janakpuri**

**New Delhi-110058**

We have examined the following documents:

- (i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- (ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents')

as submitted by the Directors of Ritco Logistics Limited ("the Company") having its registered office at 508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058, to the Board of Directors of the Company ("the Board") for the Financial Year 2022 - 2023 and Financial Year 2022 - 2023 and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year ending 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 statutory authority.

Sr. No.	Name	Designation	DIN	Date of Appointment
1	Man Mohan Pal Chadha Singh	Whole Time Director	01763805	06/03/2019 as WTD
2	Sanjeev Kumar Elwadhi	Managing Director	02694204	23/08/2001
3	Roma Wadhwa	Director	08295808	06/12/2018
4	Vikram Suri	Independent Director	08312681	24/12/2018
5	Aditya Kumar Verma	Independent Director	07229612	06/01/2022
6	Ranu Jain	Independent Director	03374680	03/03/2022

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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2023.

**For Mukun Vivek and Company  
Company Secretaries**

Sd/-  
**Mukun Arora**  
**(Partner)**  
**ACS No.15980**  
**CP No. 4766**

Place: New Delhi

Date: 08/08/2023

**Peer Review Cert: 3370/2023**

## **ANNEXURE – IV**

### **CORPORATE GOVERNANCE CERTIFICATE**

**[Pursuant to Regulation 34(3) and Schedule V Para E of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

The Board of Directors ('Board')

**Ritco Logistics Limited**

**508,5th Floor, Jyoti Shikhar Tower**

**District Centre, Janakpuri**

**New Delhi-110058**

#### **1. Background**

We have been approached by Ritco Logistics Limited ("the Company") to examine the compliance with the conditions of Corporate Governance by the Company, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, for the financial year ended on March 31, 2023.

#### **2. Management's Responsibility**

The Compliance of conditions of Corporate Governance stipulated in the Listing Regulations is the responsibility of the management. The management shall devise adequate systems, internal controls and processes to monitor and ensure the same.

#### **3. Our Responsibility**

Our responsibility is limited to conduct an examination of the systems, internal controls and processes adopted by the Company and implementation thereof to monitor and ensure with the conditions of Corporate Governance and report thereon.

#### **4. Methodology**

- 4.1 In order to conduct our examination, we were provided with the relevant documents and information including explanations, wherever required.
- 4.2 Our examination was conducted in a manner which provided us with a reasonable basis for evaluating the systems, internal controls and processes adopted by the Company to monitor and ensure compliance with the conditions of Corporate Governance and to certify thereon.

## **5. Opinion**

Based on our examination as aforesaid, the information, explanations and representations provided by the management, we certify that, the Company has complied with the conditions of the Corporate Governance stipulated in the Listing Regulations, for the Financial Year ended March 31, 2023.

## **6. Disclaimer**

- a. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- b. This report is neither an assurance as to the future viability of the Bank/Company nor the efficiency or effectiveness with which the management has conducted the affairs.

**For Mukun Vivek and Company**  
**Company Secretaries**

Sd/-

**Mukun Arora**

**(Partner)**

**ACS No.15980**

**CP No. 4766**

Place: New Delhi

Date: 08/08/2023

**Peer Review Cert: 3370/2023**

Annexure V

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

**I. A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and reference to the weblink to the CSR policy and project or programs.**

The Company has developed and implemented its Corporate Social Responsibility (CSR) policy.

The CSR policy of the Company is hosted on the website of the Company. The Company deeply acknowledges that its business operations have wide impact on the regions where it operates, and therefore it is committed to grow in a socially and environmentally responsible way, while meeting the interest of its shareholders.

As per its CSR policy, Company shall undertake the projects which focus on rural development, empowerment of women, promoting education, health care and medical care for poor, needy or under privileged people and any other projects recommended by the CSR Committee.

**II. The Composition of the CSR Committee**

S. No.	Name	Designation	Position
1	Mr. Vikram Suri	Independent Director	Chairman
2	Mr. Sanjeev Kumar Elwadhi	Executive Director	Member
3	Mrs. Roma Wadhwa	Non-Executive Director	Member

**III. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:** Details on composition of CSR committee, CSR Policy and CSR projects approved by the Board of Directors are available at <http://www.ritcologistics.com/>.

**IV. Provide the details 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:** The Company will carry out impact assessment of projects

undertaken, as may be applicable, and will provide details of the same as part of its future reports as required pursuant to rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**V. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable**

**VI. Average net profit of the Company for last three financial years: Rs. 14,02,72,156.33/-**

**VII. A) Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 28,05,443.13/-**

1. **Surplus arising out of the CSR projects or programs or activities of the previous financial years: NIL**
2. **Amount required to be set off for the financial year 2022-23, if any: NIL**
3. **Total CSR obligation for the financial year 2022-23 (7a+7b-7c): Rs. 28,05,443.13/-**

**VIII. A) Details of CSR spent or unspent during the financial year:**

Total Amount Spent for the F.Y.	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. 28,05,500.00/-	Nil	Nil	Nil	Nil	Nil

**B) Details of CSR amount spent against ongoing projects for the financial year: NIL**

**C) Details of CSR amount spent against other than ongoing projects for the financial year:**

-1	-2	-3	-4	-5	-6	-7	-8		
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S. N o.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Project Duration	Amount allocated for the project (for current financial year)	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation- Direct (Yes/No)	Mode of Implementation- Through Implementing Agency  Name and CSR Registration number
1	Shri Agarsen Citizen Care Foundation	<b>Senior Citizen care</b>	Yes	One Time	28,05,500	28,05,500	Nil	No	Name: M/s Shri Agarsen Citizen Care Foundation  Reg No.:

									CSR CSR000 11167
T o t a l					28,05,5 00	28,0 5,50 0			

**D) Amount spent in Administrative Overheads: NIL**

**E) Amount spent on Impact Assessment, if applicable: Not Applicable**

**F) Total amount spent for the Financial Year 2022-23 (8b+8c+8d+8e): Rs 28,05,500.00/-**

**G) Excess amount for set off, if any: NIL**

**IX) A) Details of Unspent CSR amount for the preceding three financial years: Not Applicable**

**B) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable**

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

**For and on behalf of the Board**

**The Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Singh Chadha**

**(Chairman & Whole Time Director)**

**DIN: 01763805**

**A-28 Rose Wood City, Sector-49 Gurgaon-122001**

**Place: Gurgaon**

**Date: 11.08.2023**

## Management Discussion and Analysis Report

Ritco Logistics Limited

2022-2023

### 1. Overview

#### **- Brief introduction of the company's business model and operations.**

At Ritco, we define excellence through our unparalleled Logistics Services. Our journey commenced in 1996 as a modest provider of contract logistics, catering to a select group of businesses with a compact team. With a wealth of experience spanning over 25 years, we have forged a robust clientele by delivering logistics services of global standards. Our commitment to innovation within the logistics realm remains unwavering, as we continually introduce and implement groundbreaking concepts while tailoring solutions to our clients' unique needs. Our dedicated professionals are ceaselessly innovating and enhancing operational efficiencies.

Our accomplished team encompasses over 1000 experts spanning various in-house verticals. Holding the ISO 9001:2000 certification and registration within Dun and Bradstreet's global commercial database, our credibility is unquestionable. We've set benchmarks in the logistics landscape over the past decades, consistently incorporating state-of-the-art technology to uphold our promise of delivering top-notch logistic services.

As a comprehensive supply chain solution provider, we extend an array of services, including land-based logistics, warehousing, and value-added solutions across India. Our offerings encompass a holistic, integrated freight transportation service, encompassing bulk load, dedicated load (round trip), full truck load (FTL), and less than truck load (LTL), managed through our own fleets or via independent third-party operators. We also provide ancillary services such as warehousing and value-added services. Our technology-enabled logistics and distribution solutions are meticulously crafted to cater primarily to corporate clientele.

Central to our competitive edge is our "3PL" business model, which, combined with a strategic blend of essential assets like fleets and warehouses, fuels our operational prowess. This asset-light "3PL" model not only provides flexibility but also empowers us to meet diverse supply chain requirements with finesse. Beyond our core supply chain solutions, a fraction of our revenue streams from fleet rental services, offering small retail customers the option to rent our fleet on a need basis.

#### **- Key highlights of the financial year under review.**

The period of financial year under review 2022 to 2023 marked a notable year of expansion for the company, characterized by a continuation of the consistent and profitable performance that the company has maintained over the past five years, achieving a Compound Annual Growth Rate (CAGR) of 19.9% during this time frame.

The present yearly advancements in key benchmarks are outlined as follows:

- Revenue Growth: 27.9%
- Operating Profit Margin: 29.2%
- Net Profit Margin: 56.25%
- Year-on-Year EPS Growth: 51.9%

**- Market and industry overview and trends impacting the logistics sector.**

The Indian logistics sector is a key driver of the country's economy, facilitating the movement of goods and services across various industries. The sector is expected to grow at a CAGR of 9.5% to reach \$330 billion by 2025.

The growth of the Indian logistics sector is being driven by a number of factors, including:

- The rise of e-commerce: The growth of e-commerce is leading to a surge in demand for logistics services. E-commerce companies need to ensure that their products are delivered to customers quickly and efficiently, and they are turning to logistics providers to help them do this.
- The growth of manufacturing: The Indian manufacturing sector is growing rapidly, and this is also driving demand for logistics services. Manufacturers need to be able to move their goods quickly and cost-effectively to their customers, and they are turning to logistics providers to help them do this.
- The growth of infrastructure: The Indian government is investing heavily in infrastructure, such as roads, railways, and ports. This is making it easier and cheaper to move goods around the country, which is in turn boosting the logistics sector.

The Indian logistics sector is facing a number of challenges, including:

- High logistics costs: India's logistics costs are higher than the global average, which makes it difficult for Indian businesses to compete in the global market.
- Inefficient infrastructure: India's infrastructure is not as developed as the infrastructure in developed countries. This can lead to delays and disruptions in the logistics process.
- Lack of skilled manpower: There is a shortage of skilled manpower in the Indian logistics sector. This can make it difficult for logistics providers to meet the growing demand for their services.

Despite these challenges, the Indian logistics sector is poised for growth. The government is taking steps to address the challenges facing the sector, such as by investing in infrastructure and developing skills training programs. The growth of e-commerce and manufacturing is also expected to boost the sector in the coming years.

Here are some of the key trends that are impacting the Indian logistics sector:

- **Digitization:** The logistics sector is being rapidly digitized, with the use of technology to improve efficiency and visibility. This includes the use of GPS tracking, blockchain, and artificial intelligence.
- **Sustainability:** There is a growing focus on sustainability in the logistics sector, with companies looking to reduce their environmental impact. This includes the use of renewable energy, energy-efficient vehicles, and green packaging.
- **Regionalization:** The Indian logistics sector is becoming more regionalized, with companies focusing on serving specific regions or industries. This is due to the vast size of India and the different needs of different regions.
- **Globalization:** The Indian logistics sector is becoming more globalized, with companies looking to expand their operations to other countries. This is due to the growing demand for Indian goods and services around the world.

These trends are expected to continue to impact the Indian logistics sector in the coming years, driving growth and innovation in the sector.

## **2. Financial Performance Review**

**- Analyzing the financial performance of Ritco Logistics Limited encompasses an exploration of its revenue, profitability, and margins.**

During the year 2023, Ritco Logistics Limited showcased its adeptness in manoeuvring through a dynamic market landscape by upholding a consistent financial performance. The company accomplished a noteworthy total revenue of INR 751 Crores, signifying a remarkable growth of 27.9% in comparison to the preceding year. This upsurge in revenue can be attributed to amplified demand for logistics services, the successful execution of strategic contracts, and the continual expansion of the company's service area and warehouse network. These expansions have led to optimized delivery times for our clientele. Moreover, the company remained steadfast in its pursuit of operational efficiency, leading to a significant increase of 27.9% Year on Year in the Operational Profit Margin. Additionally, the Net Profit Margin escalated by over 56% when contrasted with the previous year, highlighting a pronounced focus on enhancing profitability.

The Management expresses its contentment with this performance, as it has resulted in an amplified value for all stakeholders. The company's upward trajectory in growth remains a central concern for the Management, reflecting their dedication to fostering continued expansion.

**- Analysis of key financial ratios (e.g., debt-to-equity ratio, interest coverage ratio) and their implications.**

The key financial ratios, such as the debt-to-equity ratio, interest coverage ratio, and debt service coverage ratio, provides valuable insights into Ritco Logistics Limited's financial health and its ability to manage its financial obligations effectively. These ratios offer a comprehensive view of the company's leverage, solvency, and its capacity to meet its interest and debt repayment commitments.

	2023	2022
Debt equity ratio	1.380	1.390
Debt service coverage ratio	1.810	1.700
Interest service coverage ratio	2.990	3.320

Overall, the analysis of these financial ratios indicates that Ritco Logistics Limited has made progress in its financial management, with improvements in its ability to cover debt service obligations. However, a slightly reduced interest coverage ratio might warrant monitoring to ensure that the company's profitability remains adequate to sustain its interest payments.

**- Comparison of current financials with the previous year's performance and industry benchmarks.**

**Revenue:**

The Revenue of Ritco Logistics has been growing consistently year on year and characterized by a continuation of the consistent and profitable performance that the company has maintained over the past five years, achieving a Compound Annual Growth Rate (CAGR) of 19.9% during this time frame



**Net Profit:**

The Net Profit of the company has been consistently increasing with exception of the COVID-19 period of the financial years 2020 and 2021.



**EPS (Earning Per Share):**

The EPS of the company has been consistently increasing with exception of the COVID-19 period of the financial years 2020 and 2021.



**BVPS (Book Value Per Share):**

The Company Book Value is the intrinsic value of the company and that the consistent performance of the company has steadily increased the value of the stakeholders.



**ROE (Return on Equity):**

**Return on equity**, which is a measure of how much net income a company generates relative to its shareholders' equity. The ROE of the company has been consistently increasing with exception of the COVID-19 period of the financial years 2020 and 2021.





### **3. Capital Structure and Funding**

- Ritco has issued equity shares through IPO in 2019 and has since maintained the same capital, further as it has a strong market presence and that has always supported us in availability of working capital through banking channels and the company has always optimised the use of funds basis the needs of operation thus keeping our debt cost flexible and optimised

### **4. Outlook and Future Strategies**

- Management's outlook for the upcoming financial year and beyond is to maintain the growth rates the company has been able to achieve in the past couple of years while keeping its focus on the changing trends of the industry.
- As the company has initiated its direction towards technological integration and it has invested in the company Logro Sourcing Private Limited that is working on a unique tech driven model of logistics aggregator thus integrating the long history of the company with current and fast emerging technologies allowing us to offer products in new spaces.

### **5. Corporate Governance and Sustainability**

- At Ritco we believe in following best corporate governance practices and compliance with regulatory requirements and has established the code of conduct.
- Apart from the statutory CSR activities the company runs various programs for its employees and partner drivers, such as:

#### **Health and Safety**

Ritco's CSR programs are primarily focused on our truck drivers' Health & Safety. Our company organises special safety campaigns to spread awareness regarding the road safety rules, common causes of road accidents and the tips & tricks to driving safely.

#### **Medical Camps**

Ritco regularly organizes multiple medical Camps in collaboration with well-trained doctors. Our doctors:

- Conduct extensive medical screening of our drivers.
- Review the individual case history
- Appropriately inform the drivers about their medical issues.
- Put special focus on the education of AIDS
- Give convenient counselling sessions for the drivers.

## **6. Conclusion**

- Ritco always aims to be a customer oriented, multi-technology, specialized transport system in the Indian Market. It is our commitment to achieve excellence in all aspects of activity as well as pursue value-based policies to satisfy the aspirations of society, customers, vendors, employees and shareholders.

## **Forward Looking Statements**

This report contains forward looking statements based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.



**Independent Auditor's Report on Audit of Quarterly and Annual Consolidated financial Results of Ritco Logistics Limited ("the Company") pursuant to the Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended**

To  
**The Board of Directors of  
RITCO LOGISTICS LIMITED**

**Opinion**

We have audited the accompanying Statement of Annual Consolidated Financial Results for the Quarter/Year ended 31<sup>st</sup> March, 2023 of **RITCO LOGISTICS LIMITED** ('the Parent') which includes its subsidiaries (the Parent and its subsidiaries together referred as "the Group") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('the Listing Regulations'), including relevant circulars issued by SEBI from time to time.

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

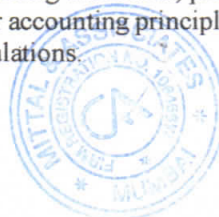
- i. Includes the results of the following entities: -
  - I. Logro Sourcing Private Limited
  - II. Trucksup Solutions Private Limited (Wholly Owned Subsidiary of Logro Sourcing Private Limited)
- ii. presents Consolidated Financial results in accordance with the requirements of Regulation 33 of the Listing Regulations and
- iii. gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued there under, and other accounting principles generally accepted in India, of the net profit after tax and other comprehensive income and other financial information of the Company for the quarter ended 31<sup>st</sup> March, 2023 and for the year ended 31<sup>st</sup> March 2023.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Statement 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 ('the ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of Management and Those Charged with Governance for the Statement**

This Statement is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Statement has been compiled from the related audited consolidated interim financial information for the quarter and year ended 31<sup>st</sup> March 2023. This responsibility includes the preparation and presentation of the Statement that give a true and fair view of the consolidated net profit and consolidated other comprehensive loss and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulations 33 of the Listing Regulations.





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 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 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 respective financial results 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 Statement by the Directors of the Parent, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities 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 Board of Directors of the companies included in the Group are also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing, specified under section 143(10) of the Act, 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 this Statement.

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

- Identify and assess the risks of material misstatement of the Statement, 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 in place adequate internal financial controls with reference to Consolidated Financial Statements 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 the management.
- Conclude on the appropriateness of the 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the Circular No. CIR/CFD/CMDI/44/2019 dated 29th March, 2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.





- Obtain sufficient appropriate audit evidence regarding the standalone/consolidated financial statements/financial results/financial information of the entities within the Group to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the 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 Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors (i) in 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 Statement.

We communicate with those charged with governance of the Parent and such other entities included in the Statement 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.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMDI/44/2019 dated 29th March, 2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

**Other Matters:**

- i. We have audited the Financial Statements of Subsidiaries included in the Consolidated Financial Statements; whose Financial Statements include total assets of Rs. 0.71 Lakhs and net assets of Rs. (41.85) Lakhs as at March 31, 2023 and total revenues of Nil for the year ended on that date. Audit Reports of the Subsidiaries has been furnished to the Parent Company's Management and for our conclusion on the Statement, in so far relates to the amount and disclosure included in respect of Subsidiary, is based on the report of the Subsidiaries.
- ii. We have not audited the financials statements of Subsidiaries for last financial year as they were not the subsidiaries of the Company and hence the same was audited by other auditor.

Our opinion is not modified in respect of these matters.

**For MITTAL & ASSOCIATES**

**Chartered Accountants**

**FRN : 106456W**

*Hemant*

**HEMANT BOHRA**

**Partner**

**M.No.: 165667**

**UDIN: 23165667BGTIFQ8642**

**Place: Mumbai**

**Date: 22<sup>nd</sup> May, 2023**



<b>RITCO LOGISTICS LIMITED</b> <b>508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058</b> <b>CIN: L60221DL2001PLC112167</b> <b>Consolidated Balance Sheet as at 31st March 2023</b> <b>(Rs in lakhs, unless stated otherwise)</b>			
Sr. No.	Particulars	Notes	As at 31st March 2023
	<b>ASSETS</b>		
1	<b>Non-Current Assets</b>		
	(a) Property, Plant and Equipment	4	3,660.78
	(b) ROU Assets	5	126.71
	(c) Capital work-in-progress		-
	(d) Goodwill		4.00
	(d) Financial Assets		-
	(i) Others	6	3,349.44
	(e) Income Tax Assets (net)	7	-
	<b>Total Non-Current Assets</b>		<b>7,140.94</b>
2	<b>Current Assets</b>		
	(a) Inventories		-
	(a) Financial Assets		-
	(i) Investments		-
	(ii) Trade Receivables	9	24,243.03
	(iii) Cash and Cash Equivalents	10	105.00
	(iv) Bank balances other than (ii) above	11	176.76
	(v) Loans and advances	12	51.66
	(v) Others	13	1,960.26
	(b) Other Current Assets	14	2,775.89
	<b>Total Current Assets</b>		<b>29,312.60</b>
	<b>Total ASSETS</b>		<b>36,453.52</b>
	<b>EQUITY AND LIABILITIES</b>		
1	<b>EQUITY</b>		
	(a) Equity Share Capital	15	2,447.66
	(b) Other Equity	16	12,410.77
	<b>Total EQUITY</b>		<b>14,858.43</b>
	Non Controlling Interest		(9.80)
	<b>LIABILITIES</b>		
2	<b>Non-Current Liabilities</b>		
	(a) Financial Liabilities		
	(i) Borrowings	17	1,687.95
	(ii) Lease Liabilities	18	97.97
	(b) Provisions	19	75.00
	(c) Deferred Tax Liabilities (net)	8b)	86.93
	<b>Total Non-Current Liabilities</b>		<b>1,947.84</b>
3	<b>Current Liabilities</b>		
	(a) Financial Liabilities		
	(i) Borrowings	20	18,907.37
	(ii) Lease Liabilities	21	28.53
	(iii) 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.		399.13
	(iv) Other Financial Liabilities	23	31.23
	(b) Other Current Liabilities	24	37.15
	(c) Provisions	25	120.63
	(d) Current Tax Liabilities (Net)	26	133.00
	<b>Total Current Liabilities</b>		<b>19,657.05</b>
	<b>Total EQUITY AND LIABILITIES</b>		<b>36,453.52</b>
<b>Significant accounting policies &amp; key accounting estimates &amp; judgements</b> 1-3 <b>See accompanying notes to the Financial Statements</b> 4-46  <b>This is the Balance Sheet referred to in our report of even date</b>  <b>As per our Report of even date annexed</b> <b>For and on behalf of the Board of Directors of</b> <b>For MITTAL AND ASSOCIATES</b> <b>RITCO LOGISTICS LIMITED</b> <b>Chartered Accountants</b> <b>Firm Registration No.- 106456W</b>  <b>Sd/-</b> <b>Sd/-</b> <b>Sd/-</b> <b>Hemant Bohra</b> <b>Man Mohan Pal Singh Chadha</b> <b>Sanjeev Kumar Elwadhi</b> <b>Partner</b> <b>Chairman &amp; Whole Time Director</b> <b>Managing Director</b> <b>Membership No. : 165667</b> <b>DIN:- 01763805</b> <b>DIN:- 02694204</b> <b>Place:- Mumbai</b> <b>Date:- 22th May, 2023</b> <b>UDIN:- 23165667BGTFQ8642</b>  <b>Sd/-</b> <b>Sd/-</b> <b>Gitika Arora</b> <b>Gautam Mukherjee</b> <b>(Company Secretary)</b> <b>(Chief Financial Officer)</b>			

<b>RITCO LOGISTICS LIMITED</b> <b>CIN: L60221DL2001PLC112167</b> <b>508, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058</b> <b>Consolidated Statement of Profit and Loss for the year ended 31st March 2023</b>		
<b>(Rs in lakhs, unless stated otherwise)</b>		
<b>Particulars</b>	<b>Notes</b>	<b>Year ended 31st March 2023</b>
<b>INCOME</b>		
Revenue From Operations	27	75,114.62
Other Income	28	290.07
<b>Total INCOME</b>		<b>75,404.70</b>
<b>EXPENSES</b>		
Cost of Service	29	67,072.98
Employee Benefit Expenses	30	1,443.95
Finance Costs	31	1,648.14
Depreciation Expense	32	520.54
Other Expenses	33	1,370.90
<b>Total EXPENSES</b>		<b>72,056.51</b>
<b>Profit before tax</b>		<b>3,348.19</b>
<b>Tax Expense</b>	8a)	
Current Tax		857.90
Deferred Tax		58.39
<b>Total Tax Expense</b>		<b>916.28</b>
<b>Profit for the period</b>		<b>2,431.91</b>
<b>Other Comprehensive Income</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Re-measurement gain on defined benefit plans		27.68
Income tax relating to re-measurement gain on defined benefit plans		(6.97)
<b>Total Other Comprehensive Income</b>		<b>20.71</b>
<b>Total Comprehensive Income</b>		<b>2,452.62</b>
<b>Net Profit attributable to :</b>		
Owners of the Company		2,441.33
Non Controlling Interest		(9.42)
<b>Other Comprehensive Income attributable to :</b>		
Owners of the Company		20.71
Non Controlling Interest		-
<b>Total Comprehensive Income attributable to :</b>		
Owners of the Company		2,462.04
Non Controlling Interest		(9.42)
<b>Earning per Share (In Rs.)</b>	34	
(1) Basic		9.94
(2) Diluted		9.94
-		
Significant accounting policies & key accounting estimates & judgements	1-3	
See accompanying notes to the Financial Statements	4-46	
<b>This is the Balance Sheet referred to in our report of even date</b>		
<b>As per our Report of even date annexed</b>	<b>For and on behalf of the Board of Directors of</b>	
<b>For MITTAL AND ASSOCIATES</b>	<b>RITCO LOGISTICS LIMITED</b>	
Chartered Accountants		
Firm Registration No.- 106456W		
Sd/-	Sd/-	Sd/-
Hemant Bohra	Man Mohan Pal Singh Chadha	Sanjeev Kumar Elwadhi
Partner	Chairman & Whole Time Director	Managing Director
Membership No. : 165667	DIN:- 01763805	DIN:- 02694204
Place:- Mumbai		
Date:- 22th May, 2023		
UDIN:- 23165667BGTIFQ8642		
	Sd/-	Sd/-
	Gitika Arora	Gautam Mukherjee
	(Company Secretary)	(Chief Financial Officer)

RITCO LOGISTICS LIMITED CIN: L60221DL2001PLC112167 Consolidated Statement of Cash Flows for the period ended 31st March 2023		
Particulars	As at 31st March 2023	
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	3,348.19	
Adjustments for:		
Depreciation expense	520.54	
Finance Costs	1,648.14	
Interest Income	(163.71)	
(Profit)/Loss on sale of property, plant and equipments	0.74	
Acturial gain and loss	27.68	
Operating profit before working capital changes	5,381.58	
Adjustments for:		
Decrease/(Increase) in Inventories	-	
Decrease/(Increase) in Loans	9.83	
Decrease/(Increase) in Trade Receivables	(4,221.06)	
Decrease/(Increase) in Other Financial Assets	1,271.24	
Decrease/(Increase) in Other assets	(754.71)	
Increase/(Decrease) in Trade Payables	59.78	
Increase/(Decrease) in Other Financial Liabilities	8.71	
Increase/(Decrease) in Other Liabilities	9.11	
Increase/(Decrease) in Provisions	33.59	
Cash flow from operating activities post working capital changes	1,798.07	
Direct taxes	(774.53)	
Net cash flow from operating activities (A)	1,023.54	
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property Plant and Equipment	(2,069.85)	
Sale of Property Plant and Equipment	47.45	
Interest received	163.71	
Increase/(Decrease) in Investment	(0.76)	
Net cash used in investing activities (B)	(1,859.45)	
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	3,354.54	
Interest paid	(1,648.14)	
Lease: Principle	(31.71)	
Net cash used in financing activities (C)	1,674.69	
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	838.78	
Cash and cash equivalents as at 1st April 2022	2,741.41	
Cash and cash equivalents as at Closing of the period	3,580.19	
NET INCREASE IN CASH AND CASH EQUIVALENTS	838.78	
Notes		
1. The Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS - 7 - 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder.		
Cash and Cash Equivalents	As at 31st March 2023	
Balances with banks	51.81	
Bank Deposits	3,528.29	
Cash on hand	0.09	
	3,580.19	
As per our Report of even date annexed		
For and on behalf of the Board of Directors of		
Sd/- Hemant Bohra Partner Membership No. : 165667 Place:- Mumbai Date:- 22th May, 2023 UDIN:- 23165667BGTFQ8642	Sd/- Man Mohan Pal Singh Chadha (Chairman & Whole Time Director) DIN:- 01763805	Sd/- Sanjeev Kumar Elwadhi (Managing Director) DIN:- 02694204
	Sd/- Gitika Arora (Company Secretary)	Sd/- Gautam Mukherjee (Chief Financial Officer)



**RITCO LOGISTICS LIMITED**  
**CIN: L60221DL2001PLC112167**  
**Consolidated Statement of Changes in Equity for the year ended 31st March 2023**

**(a) Equity Share Capital**

Particulars	As at 31st March. 2023		As at 31st March. 2022	
	Number of Shares	Amount	Number of Shares	Amount
<b>Issued, Subscribed &amp; Fully Paid up (Equity Shares of Rs.10/- each)</b>				
Opening Balance	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the reporting year	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
Changes in equity share capital during the year	-	-	-	-
<b>Closing Balance</b>	<b>2,44,76,618</b>	<b>24,47,66,180</b>	<b>2,44,76,618</b>	<b>24,47,66,180</b>

**(b) Other equity**

Particulars	Reserves & Surplus			Other Comprehensive Income	Total
	Retained Earnings	Securities Premium	Capital Reserve		
Balance as at 1st April 2022	7,170.51	2,747.00		29.21	9,946.72
Profit for the year	2,441.33	-	-	-	2,441.33
Other comprehensive income for the year		-	-	20.71	20.71
			2.01		2.01
<b>Balance as at 31st March 2023</b>	<b>9,611.84</b>	<b>2,747.00</b>	<b>2.01</b>	<b>49.92</b>	<b>12,410.77</b>

This is the Statement of Changes in Equity referred to in our report of even date

As per our Report of even date annexed  
**For MITTAL AND ASSOCIATES**  
Chartered Accountants  
Firm Registration No.- 106456W

For and on behalf of the Board of Directors of  
**RITCO LOGISTICS LIMITED**

Sd/-  
**Hemant Bohra**  
Partner  
Membership No. : 165667  
Place:- Mumbai  
Date:- 22th May, 2023  
UDIN:- 23165667BGTFQ8642

Sd/-  
**Man Mohan Pal Singh Chadha**  
(Chairman & Whole Time Director)  
DIN:- 01763805

Sd/-  
**Sanjeev Kumar Elwadhi**  
( Managing Director)  
DIN:- 02694204

Sd/-  
**Gitika Arora**  
(Company Secretary)

Sd/-  
**Gautam Mukherjee**  
(Chief Financial Officer)

**RITCO LOGISTICS LIMITED**

CIN: L60221DL2001PLC112167

**Schedules forming part of the consolidated financial statements****1 Corporate information**

Ritco Logistics Limited is a public company domiciled in India and incorporated and established on August 23, 2001 under the provisions of the Companies Act, 1956. The company is engaged in Transportation activities. The Company got listed with BSE Limited on SME platform on February 07, 2019 and migrated to main board of BSE and NSE on April 12, 2022.

**2 Basis of preparation****a) Statement of compliance:**

These financial statements have been prepared on a going concern basis following the accrual basis of accounting in accordance with the Generally accepted Accounting Principles (GAAP) in India (Indian Accounting standards referred to as "IndAS") as specified under the section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant amendments rules issued there after.

The financial statements were authorised for issue by the Board of Director on May 22, 2023.

**Functional and presentation currency**

These financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded-off to the nearest lakhs (₹), as per the requirements of Schedule III of the Act, unless otherwise stated.

**b) Basis of measurement:**

The financial statements have been prepared on a historical cost convention, except for certain financial assets and financial liabilities that are measured at fair value as required under relevant IndAS.

**c) Significant accounting judgements, estimates and assumptions**

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**d) Critical accounting estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

**i. Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**ii. Employee benefit plans**

The cost of the defined benefit gratuity plan, other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**iii. Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

**iv. Property Plant and Equipment**

Useful lives and residual values are determined by the management at the time the asset is acquired and reviewed at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

**3 Significant accounting policies****3.1 Current versus 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:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle
  - ▶ Held primarily for the purpose of trading
  - ▶ Expected to be realised within twelve months after the reporting period, or
  - ▶ 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:

- ▶ It is expected to be settled in normal operating cycle
- ▶ It is held primarily for the purpose of trading
- ▶ It is due to be settled within twelve months after the reporting period, or
- ▶ 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.

The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### **3.2 Property, Plant & Equipments**

#### **Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

#### **Subsequent measurement (depreciation and useful lives)**

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Depreciation on property, plant and equipment has been provided using straight line method using rates determined based on management's assessment of useful economic lives of the asset.

Followings are the estimated useful lives of various category of assets based on management's assessment of useful economics live of the assets.

Office Building	60 Years
Furniture & Fixture	10 Years
Vehicles (Four Wheeler)	10 Years
Vehicles (Two Wheeler)	10 Years
Office Equipment	5 Years
Computers	3 Years
Truck & Trailors	8 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **Derecognition:**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

### **3.3 Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### **3.4 Provisions, Contingent Liabilities And Contingent Assets**

#### **Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

#### **Contingent Liabilities and Contingent Assets**

Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### **3.5 Income tax**

#### **Current tax:**

Provision for current tax is made as per the provisions of 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. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

### **3.6 Employee Benefits**

#### **Short-term Employee Benefits:**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

#### **Post-employment benefit plans:**

##### Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

##### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company's gratuity scheme is a defined benefit plan. Currently, the Company's gratuity scheme is unfunded. The Company recognises the defined benefit liability in Balance sheet. The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost are determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises 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. The obligations are measured at the present value of the estimated future cash flows.

Re-measurements, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected immediately in Other Comprehensive Income in the Statement of Profit and loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes In Equity.

### **3.7 Fair value measurement**

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
  - In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible to/ by the Company.

#### **Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **3.8 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 another entity.

#### **a) Financial assets**

##### **Initial recognition and measurement**

All financial assets are recognised 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.

##### **Subsequent measurement**

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

- ▶ **Debt instruments at amortised cost** - The Company has cash & cash equivalents, loans and trade receivables classified within this category.
- ▶ **Debt instruments at fair value through other comprehensive income (FVTOCI)** - The Company does not have any financial asset classified in this category.
- ▶ **Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)** - The Company does not have any financial asset classified in this category as on 31st March 2023.
- ▶ **Equity instruments measured at fair value through other comprehensive income (FVTOCI)** - The Company does not have any financial asset classified in this category.

##### **Debt instruments at amortised cost**

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

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
  - b) Contractual terms of the 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 amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation and losses arising from impairment are recognised in the Statement of Profit & Loss. The amortised cost of the financial asset is also adjusted for loss allowance, if any.

##### **Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which 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'). Company has not designated any such debt instrument as at FVTPL.

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

##### **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

##### **Impairment of financial assets**

In accordance with IndAS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g. Loans and trade receivables.

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

#### **b) Financial liabilities**

##### **Initial recognition and measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial liabilities are initially measured at fair value deducted by, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

#### Subsequent measurement

Financial liabilities are classified as measured at amortised cost using the effective interest method. The Company's financial liabilities include trade payables, borrowings and other financial liabilities.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as expense over the relevant period of the financial liability in the Statement of Profit and Loss.

#### Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

### 3.9 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks 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 value.

### 3.10 Revenue Recognition

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

#### Freight services

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on services such as Goods and service tax

#### Interest income

Interest income on financial asset is recognised using the effective interest rate (EIR) method.

### 3.11 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares.

### 3.12 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 3.13 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the company.

### 3.14 Foreign currency transactions

Transactions in foreign currencies are recorded by the Company entities at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Non Monetary asset and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception that the exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

### 3.15 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets up to the assets are substantially ready for their intended use. The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised in the year in which they occur

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

**RITCO LOGISTICS LIMITED**

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Schedules forming part of the consolidated financial statements

**4 Property, Plant and Equipment (PPE)**

Particulars	Land	Office Building	Furniture & Fixture	Vehicles	Office Equipment	Computers	Total
<b>Gross Value</b>							
<b>Balance as at 1st April 2022</b>	<b>23.30</b>	<b>858.22</b>	<b>52.10</b>	<b>5,743.17</b>	<b>210.52</b>	<b>241.87</b>	<b>7,129.18</b>
Additions during the year	-	-	23.13	1,977.11	69.71	0.16	2,070.12
Disposals during the year	-	-	3.11	322.02	-	-	325.13
<b>Balance as at 31st March 2023</b>	<b>23.30</b>	<b>858.22</b>	<b>72.12</b>	<b>7,398.26</b>	<b>280.23</b>	<b>242.03</b>	<b>8,874.16</b>
<b>Accumulated Depreciation</b>							
<b>Balance as at 1st April 2022</b>	<b>-</b>	<b>342.07</b>	<b>43.74</b>	<b>4,225.67</b>	<b>180.61</b>	<b>207.01</b>	<b>4,999.10</b>
Additions during the year	-	9.48	1.94	456.32	11.61	11.74	491.10
Disposals during the year	-	-	0.16	276.67	-	-	276.83
<b>Balance as at 31st March 2023</b>	<b>-</b>	<b>351.55</b>	<b>45.52</b>	<b>4,405.32</b>	<b>192.22</b>	<b>218.76</b>	<b>5,213.37</b>
<b>Net carrying value</b>							
<b>As at 31st March 2023</b>	<b>23.30</b>	<b>506.67</b>	<b>26.60</b>	<b>2,992.94</b>	<b>88.01</b>	<b>23.27</b>	<b>3,660.78</b>

**Note**

The Company has applied the optional exemption to measure its Property, Plant & Equipment at the date of transitional at their previous GAAP carrying amount and used it as the deemed cost for such assets.

**5 ROU ASSETS**

Particulars	AMBALA	BHIWANDI	PARADIP	DELHI	MANGLORE	SECUNDRABAD	Total
<b>Gross Value</b>							
<b>Balance as at 1st April 2022</b>	<b>1.06</b>	<b>32.51</b>	<b>1.49</b>	<b>2.54</b>	<b>19.15</b>	<b>-</b>	<b>56.75</b>
Additions during the year	-	-	-	10.69	-	119.09	129.78
Disposals during the year	-	-	-	-	-	-	-
<b>Balance as at 31st March 2023</b>	<b>1.06</b>	<b>32.51</b>	<b>1.49</b>	<b>13.23</b>	<b>19.15</b>	<b>119.09</b>	<b>186.53</b>
<b>Accumulated Depreciation</b>							
<b>Balance as at 1st April 2022</b>	<b>0.57</b>	<b>16.75</b>	<b>1.49</b>	<b>2.54</b>	<b>9.04</b>	<b>-</b>	<b>30.39</b>
Depreciation charge for the year	0.49	11.82	-	0.82	6.38	9.92	29.44
Depreciation on sale during the year	-	-	-	-	-	-	-
<b>Balance as at 31st March 2023</b>	<b>1.06</b>	<b>28.57</b>	<b>1.49</b>	<b>3.36</b>	<b>15.42</b>	<b>9.92</b>	<b>59.83</b>
<b>Net carrying value</b>							
<b>As at 31st March 2023</b>	<b>-</b>	<b>3.94</b>	<b>-</b>	<b>9.87</b>	<b>3.73</b>	<b>109.17</b>	<b>126.71</b>

**6 Other non-current financial assets**

Particulars	As at 31st March 2023
<b>Unsecured, considered good, unless otherwise stated</b>	
Security Deposits	51.01
Deposits with bank with maturity more than 12 months	3,298.43
<b>Total</b>	<b>3,349.44</b>

**7 Income Tax Assets (Net)**

Particulars	As at 31st March, 2023
Advance income-tax (net of provision for taxation) (Including Refund Receivable)	-
<b>Total</b>	<b>-</b>

8a)

Particulars	As at 31st March, 2023
<b>Current tax:</b>	
-in respect of the current year	857.90
	857.90
<b>Deferred tax expense:</b>	
Attributable to-	
-Origination and reversal of temporary differences	58.39
	58.39
<b>Total Income tax expense</b>	<b>916.29</b>

**8b) Deferred Tax Liabilities (net)**

Particulars	As at 1st April, 2022	Profit & Loss	OCI	As at 31st March, 2023
<b>Deferred tax relates to the following:</b>				
Property, Plant & Equipment	11.75	58.38	-	70.13
Re-measurements of the defined benefit plans	9.83		6.97	16.80
<b>Total</b>	<b>21.58</b>	<b>58.38</b>	<b>6.97</b>	<b>86.93</b>

**9 Trade receivables**

Particulars	As at 31st March, 2023
<b>Unsecured</b>	
Considered good	
Less than 6 Months	24,243.03
6 months to 1 year	-
More than 1 year	-
Credit impaired	-
	24,243.03
Less: Allowance for Doubtful Receivables	-
<b>Total</b>	<b>24,243.03</b>
Trade receivables are non-interest bearing and are generally on credit terms of 90 to 120 days. (Outstanding from the date of payment/from date of transaction)	
(i) Undisputed Trade Receivables – considered good	
Less than 6 months	24,243.03
6 months - 1 year	-
1-2 years	-
2-3 years	-
More than 3 years	-
	24,243.03
<b>Less: Provision for doubtful receivables</b>	<b>-</b>
	24,243.03
<b>Total</b>	<b>24,243.03</b>



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**Schedules forming part of the consolidated financial statements**

**10 Cash & Cash Equivalent**

<b>Particulars</b>	<b>As at 31st March 2023</b>
Balances with banks	51.81
Bank deposit with maturity less than 3 months	53.10
Cash on hand	0.09
<b>Total</b>	<b>105.00</b>

**11 Bank balances other than "Cash & Cash Equivalents"**

<b>Particulars</b>	<b>As at 31st March 2023</b>
Bank deposit with maturity more than 3 months but less than 12 months	176.76
<b>Total</b>	<b>176.76</b>

**12 Current financial assets - Loans and advances**

<b>Particulars</b>	<b>As at 31st March 2023</b>
<b>Unsecured, considered good unless otherwise stated</b>	
Loan to Employees	51.66
<b>Total</b>	<b>51.66</b>

**13 Current financial assets - Loans and advances Others**

<b>Particulars</b>	<b>As at 31st March 2023</b>
Security Deposits - Business	1,914.67
Security Deposits - Infrastructure	31.50
Deposits with Government Authorities	14.09
<b>Total</b>	<b>1,960.26</b>

**14 Other current assets**

<b>Particulars</b>	<b>31st March 2023</b>
Balances with Government Authorities	2,774.49
Amount recoverable in cash or Kind from others	1.39
Prepaid Expenses	-
<b>Total</b>	<b>2,775.89</b>

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**15 Equity Share Capital****(a) Authorised & Issued Share Capital**

Particulars	As at 31st March 2023	
	Number	Amount
<b>Authorised Share Capital</b>		
Equity Shares of Rs 10/- each	2,50,00,000	25,00,00,000
<b>Issued, Subscribed &amp; Fully Paid up</b>		
Equity Shares of Rs 10/- each	2,44,76,618	24,47,66,180
<b>(b) Reconciliation of Share Capital</b>		
<b>Issued, Subscribed &amp; Fully Paid up</b>		
Equity Shares of Rs 10/- each	Number	Amount
Opening Balance	2,44,76,618	24,47,66,180
Add: Bonus Shares issued	-	-
<b>Closing Balance</b>	<b>2,44,76,618</b>	<b>24,47,66,180</b>

**(c) Terms and rights attached to equity shares**

- i) The Company has only one class of equity shares. The holders of equity shares are entitled to one vote per share.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(d) Disclosure of Shares in the company held by each shareholder holding more than 5% Equity Shares**

Name of Shareholder	As at 31st March 2023	
	No. of Shares held	% of Holding
Manmohan pal singh chadha	88,98,668	36.36%
Sanjeev Kumar Elwadhi	47,79,530	19.53%
Ritco leasing (P) ltd	41,57,920	16.99%
<b>Total</b>	<b>1,78,36,118</b>	<b>72.87%</b>

**16 Other Equity**

Particulars	Reserves & Surplus			Other Comprehensive Income	Total
	Retained Earnings	Security Premium	Capital Reserve		
Balance as at 31st March, 2022	7,170.51	2,747.00		29.21	9,946.72
Profit for the year	2,441.33				2,441.33
Other comprehensive income for the year			2.01	20.71	20.71
					2.01
<b>Balance as at 31st March, 2023</b>	<b>9,611.84</b>	<b>2,747.00</b>	<b>2.01</b>	<b>49.92</b>	<b>12,410.77</b>

**17 Borrowings**

Particulars	As at 31st March 2023
<b>Secured- Term loans from bank</b>	
<b>Vehicle Loan</b>	
Loan From Banks	2,671.83
Less: Current Maturity of Long Term Debt	(983.88)
	<b>1,687.95</b>
<b>Secured-Term loans from Other Parties</b>	
Sundaram Finance Limited	17.04
Less:- Current Maturity of Long Term Debt	(17.04)
	-
<b>Total</b>	<b>1,687.95</b>

**18 Lease Liabilities**

Particulars	As at 31st March 2023
Lease Liabilities	97.97
<b>Total</b>	<b>97.97</b>

**19 Provisions (Non-current)**

Particulars	As at 31st March 2023
<b>Provision for employee benefits (Refer Note 37)</b>	
Provision for gratuity	75.00
<b>Total</b>	<b>75.00</b>

**20 Current Borrowings**

Particulars	As at 31st March 2023
<b>Secured Loans from Banks</b>	
Working Capital Loan	17,858.53
Loan from Directors & Related Party	35.09
Bank Credit Balance	12.83
Current maturities of long-term borrowings (Secured)	1,000.92
<b>Total</b>	<b>18,907.37</b>

i) Working Capital Loan from HDFC Bank is secured against hypothecation of current assets, FD's and mortgage of Immovable Properties of the company, collateral security of immovable properties of others along with personal guarantee of Directors & Collateral Holders and carries effective interest @ 7.50% p.a. (Rep Rate + Spread 3.50%)

ii) Working Capital Loan from DBS Bank is secured against hypothecation of Current Assets and mortgage of Immovable Properties of the company along with personal guarantee of Promoters and Carries effective interest @ 6.45% p.a.

iii) Working Capital Loan from Axis Bank is secured against hypothecation of Current Assets, 25% in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 7.45% p.a. (12 months MCLR+ 1.30%)

iv) Working Capital Loan from Citi Bank is secured against hypothecation of Current Assets, 25% in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 6.50% p.a.

v) Working Capital Loan from Indusind Bank is secured against hypothecation of Current Assets, 0.22x in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 7.50% p.a.

vi) Working Capital Loan from HSBC Bank is secured against hypothecation of Current Assets, 20% in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 6.70% p.a.

vii) There is no default,continuing or otherwise,as at the balance sheet date,in repayment of any above loans.

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CIN: L60221DL2001PLC112167

**Schedules forming part of the consolidated financial statements**

The Company has borrowings from banks against the security of current assets and the company is submitting the monthly statement of stock and receivables to the banks. The monthly statements of current asset filed by the company are in agreement with the books of accounts with a variation of 3%. Such variations are incorporated along with any other audit related changes at their respective time intervals. Following is the variance table in the respective months:

Particulars	Current Assets As per Books
September, 2022	23,189.78
March, 2023	24,243.03

**21 LEASE LIABILITIES**

Particulars	As at 31st March 2023
Lease Liabilities	28.53
<b>Total</b>	<b>28.53</b>

**22 Trade Payables**

Particulars	As at 31st March. 2023
Dues to Micro enterprises & small enterprises (Refer Note c below)	
Dues to Others	399.13
<b>Total</b>	<b>399.13</b>
(Outstanding from the due date of payment/from the date of transaction)	
(ii) Others	
Less than 1 year	399.13
1-2 year	-
2-3 year	-
More than 3 years	-
<b>Total</b>	<b>399.13</b>

**23 Other financial liabilities (Current)**

Particulars	As at 31st March. 2023
Security deposits from parties	31.23
<b>Total</b>	<b>31.23</b>

**24 Other current liabilities**

Particulars	As at 31st March. 2023
Statutory Liabilities	37.15
<b>Total</b>	<b>37.15</b>

**25 Provision (Current)**

Particulars	As at 31st March. 2023
<b>Provision for employee benefits (Refer Note 37)</b>	
Provision for gratuity	8.96
<b>Others</b>	
Provision for expenses	103.68
Creditor for Expenses	7.99
<b>Total</b>	<b>120.63</b>

**26 Current Tax Liabilities (Net)**

Particulars	As at 31st March. 2023
Provision for taxation (net of Advance income-tax)	133.00
<b>Total</b>	<b>133.00</b>

**27 Revenue from Operations**

Particulars	Year ended 31st March 2023
<b>Gross Income from Transportation Business</b>	
Transportation Receipts	74,486.50
Warehouse Income	628.12
<b>Total</b>	<b>75,114.62</b>

**28 Other Income**

Particulars	Year ended 31st March 2023
Interest on FDRs	153.62
Interest from others	10.09
Rental Income	14.50
Sale of Tyres	1.48
Misc. Income	110.39
<b>Total</b>	<b>290.07</b>

**29 Cost of Service**

Particulars	Year ended 31st March 2023
Lorry Hire Charges paid	
Own Vehicles	62,206.50
Other Vehicles	4,866.48
<b>Total</b>	<b>67,072.98</b>

**30 Employee Benefits Expenses**

Particulars	Year ended 31st March 2023
Salaries, Wages and Bonus	1,150.84
Director Remuneration	60.00
Contribution to various funds	83.83
Staff Welfare Expenses	30.09
Gratuity	26.35
Leave Encashment	41.60
Bonus	51.26
<b>Total</b>	<b>1,443.95</b>

**31 Finance Cost**

Particulars	Year ended 31st March 2023
<b>Interest</b>	
Interest on Borrowings	1,627.69
Other Interest	4.04
<b>Others</b>	
Bank Charges	16.42
<b>Total</b>	<b>1,648.14</b>

34 Earning per share	Year ended 31st March 2023
Total profit for the year	2,431.91
Weighted average number of equity shares of Rs. 10/- each (Nos)	244.77
<b>EPS - Basic and Diluted ( per share in Rs.)</b>	<b>9.94</b>

**35 Contingent liabilities**

Particulars	As at 31st March 2023
<b>Contingent Liabilities not provided for in respect of:Guarantees, Undertakings &amp; Letter of Credit</b>	
Bank Guarantees issued by the Company's Bankers on behalf of the Company. *	1,700.56

\*The above bank guarantee in the name of Company is partly secured against the fixed deposit of Rs. 2.63 cr/- ( Rs. 31st March 2022 Rs. 4.28 Cr)

**36 Corporate Social Responsibility**

a. amount required to be spent by the company during the year	27.84
b. amount of expenditure incurred	28.06
c. shortfall at the end of the year	-
d. total of previous years shortfall	-
e. nature of CSR activities	
Contributed to Shri Aggarsen North EX Welfare Society	

**37 Employee benefits**

**a) Description of the type of the plan**

**Defined Contribution Plans**

Contribution to defined contribution plans, recognised as expense for the year is as under:

Particulars	As at March, 2023
Employer's Contribution to Provident Fund	65.46
Employer's Contribution to ESIC	14.77

**Defined Benefit Plan - Gratuity**

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

**Post-Employment Benefits plan defined in a(ii) and a(iii) above typically expose the Company to actuarial risks such as: Salary increase, Discount rate, Morality and Disability and withdrawals**

- a) Salary Increases :- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- b) Discount Rate :- Reduction in discount rate in subsequent valuations can increase the plan's liability.
- c) Mortality & disability :- Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- d) Withdrawals :- Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

- b) The following tables set out the status of the gratuity plan, unavailed leave and amounts recognized in the Company's financial statements.

**i) Change in benefit obligations**

Particulars	As at 31st March 2023
<b>Present value of obligation as at beginning of the year</b>	90.05
Interest Cost	6.15
Current Service Cost	20.20
Benefits paid	(4.75)
Actuarial (Gain)/Loss on obligation	(27.68)
<b>Present value of obligation as at the end of the year</b>	<b>83.96</b>

**ii) Fair Value of Plan Assets**

-

**iii) Net Assets/(Liability) (ii-i)**

**(83.96)**

**Amount recognised in Statement of Profit and Loss**

iv) Particulars	Year ended 31st March 2023
Service cost	20.20
Net Interest cost	6.15
Actuarial (gain) /loss for the year	-
<b>Expense recognized in the Income Statement</b>	<b>26.35</b>

**v) Amount recognised in Other Comprehensive Income (OCI)**

Particulars	Year ended 31st March 2023
Actuarial (Gain)/Loss for the year on Projected Benefit Obligation	(27.68)
<b>Expense recognized in the Income Statement</b>	<b>(27.68)</b>

**vi) Principal Actuarial Assumptions**

**As at  
31st March 2023**

i) Discount rate (p.a.)	7.50%
ii) Future salary increase (p.a.)	5.00%

**vii) Demographic Assumptions**

**As at  
31st March 2023**

i) Retirement age	60 years
ii) Mortality rates inclusive of provision for disability	IALM 2012-14
iii) Withdrawal Rate	5.00%

**viii) Expected contributions for the next annual reporting period**

**Year ended  
31st March 2023**

Expected expense for the next annual reporting period	9.85
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**ix) Sensitivity Analysis of the Defined Benefit Obligation**

Particulars	Year ended 31st March 2023
<b>Impact of the change in discount rate</b>	
Present value of obligation as at the end of the period	83.96
Impact due to increase of 1.00%	76.82
Impact due to decrease of 1.00%	92.33
<b>Impact of the change in salary increase</b>	
Present value of obligation as at the end of the period	83.96
Impact due to increase of 1.00%	92.46
Impact due to decrease of 1.00%	76.60

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment & life expectancy are not applicable being a lump sum benefit on retirement.

**x) Maturity Profile of Defined Benefit Obligation**

Particulars	As at 31st March 2023
01 Apr 2023 to 31 Mar 2024	8.96
01 Apr 2024 to 31 Mar 2025	1.42
01 Apr 2025 to 31 Mar 2026	2.20
01 Apr 2026 to 31 Mar 2027	1.84
01 Apr 2027 to 31 Mar 2028	2.12
01 Apr 2028 Onwards	67.42

**38 Related Party Transactions**

In accordance with the requirement of IndAS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and / or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

**a) List of related parties and nature of relationship where control exists:**

**Key Managerial Personnel**

Mr. MPS Chadha (Director)  
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)  
Mrs. Geetika Arora (Company Secretary)  
Mr. Gautam Mukherjee (Chief Financial Officer)

**Entity over which significant influence is exercised by the Company/key management personnel (either individually or with others)**

Ritco Leasing & Finance Pvt. Ltd.  
Trucksup Solutions Pvt. Ltd.  
Logro Sourcing Pvt. Ltd.

**b) Transactions with the related parties for the year ended**

Particulars	Key Managerial Personnel	Relatives of KMP
<b>31st March 2023</b>		
Mr. MPS Chadha (Chairman & Whole Time Director)	30.00	
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	30.00	
Mrs. Geetika Arora (Company Secretary)	5.40	
Mr. Aviraj Singh Chadha	16.53	
Mr. Sarthak Shah Elwadhi	16.50	
Mr. Balvinder Singh Banga	2.55	
Mr. Dhananjay Prasad (Chief Executive Officer) *	24.44	
Mr. Gautam Mukherjee (Chief Financial Officer)	18.72	
<b>Total</b>	<b>144.14</b>	

**Note:- Mr. Dhananjay Prasad Chief Executive Officer has resigned from the post of Chief Executive Officer w.e.f. 20.02.2023 and Mr. Sanjeev Kumar Elwadhi has replaced him as CEO.**

### 39 Financial instruments

#### Fair value measurements

Following table shows the carrying amounts and fair values of financial assets and financial liabilities:

Particulars	As at 31st March 2023	
	FVTPL	Amortised Cost
<b>Financial Assets</b>		
Investment	-	
Trade Receivables		24,243.03
Cash and Cash Equivalents		105.00
Bank balances other than Cash and Cash Equivalents		176.76
Loans and advances		51.66
Others		1,960.26
	-	<b>26,536.71</b>
<b>Current</b>		<b>23,187.26</b>
<b>Non-Current</b>		<b>3,349.44</b>
<b>Financial Liabilities</b>		
Borrowings		20,595.32
Lease liabilities		126.50
Trade Payables		399.13
Other Financial Liabilities		31.23
	-	<b>21,152.18</b>
<b>Current</b>		<b>19,366.26</b>
<b>Non-Current</b>		<b>1,785.92</b>

#### Fair Value hierarchy

The following tables shows the levels in the fair value hierarchy of financial assets and financial liabilities

Fair value Measurement		
	Level 1	Level 2

#### As at 31st March 2023

##### Financial Assets

Investment in Quoted Mutual Funds	-	-
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### 40 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, security deposits, trade and other payables, etc. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivable, security deposit, cash and cash equivalents, etc. that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

#### (a) 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 prices comprise three types of risk: interest rate risk, foreign currency risk and Equity price risk.

##### (i) 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. Since the Company has borrowings, therefore Company is exposed to such risk.

##### (ii) Foreign Currency Risk

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly.

##### (iii) Equity Price Risk

The Company's does not have investment in shares hence the company is not exposed to such risk.

#### (b) Credit Risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31st March 2023
Trade receivables	24,243.03
Other financial assets	5,309.70

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk arises mainly from loans, trade receivables and financial assets. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. None of the trade receivables are credit impaired as on reporting date.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the expected credit loss for trade receivables is not significant.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitors credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.



The Company's exposure to credit risk for trade receivables are as follows:

Particulars	As at 31st March 2023
<b>Carrying Amount</b>	
1-30 days past due	7,027.21
31 to 90 days past due	11,895.86
More than 90 days past due	5,319.96
<b>Total</b>	<b>24,243.03</b>

**(c) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2023:

Particulars	Carrying amount	Contractual Cash Flows		
		0-1 year	1-5 years	>5 years
Borrowings	20,595.32	18,907.37	1,687.95	-
Trade Payables	399.13	399.13	-	-
Other Financial Liabilities	31.23	31.23	-	-
<b>Total</b>	<b>21,025.68</b>	<b>19,337.73</b>	<b>1,687.95</b>	<b>-</b>

**41 Capital management**

The management policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company's management monitor the return on capital employed.

**Company's Gearing ratio**

Particulars	As at 31st March 2023
Total Liabilities	21,604.89
Less: Cash and Cash Equivalents	281.76
Net Debt	21,323.13
Total Equity	14,858.43
<b>Gearing Ratio</b>	<b>1.44</b>

**42 Additional Regulatory information**

**a. Ratio**

Ratio	Numerator	Denominator	As at 31st March 2023
Current Ratio (In times)	Total current assets	Total current assets	1.49
Debt Equity Ratio (In times)	Debt consists of borrowings and lease liabilities.	Total equity	1.39
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit before taxes + Depreciation and Amortization + Interest	Debt service = Interest and lease payments + Principal repayments	2.08
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	0.16
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.10
Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	168.0
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	7.78
Net profit ratio (in %)	Profit for the year	Revenue from operations	0.03
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	0.33
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	0.04

Since consolidation is done for the first time for March, 2023. Therefore ratio's for March 2022 not calculated.

**44 Additional Regulatory Information**

**Details of Benami Property held**

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

**Details of Loans and advances**

The company has not granted any loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment.

**Wilful Defaulter**

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

**Relationship with Struck off Companies**

The Company do not have any transactions with companies struck off.

**Registration of charges or satisfaction with Registrar of Companies (ROC)**

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

**Note 43**

**Additional Information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013**

Name of the entity	Net Assets, i.e. total assets minus total		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b><u>Parent</u></b>								
RITCO LOGISTICS LIMITED	100.27%	14,899.28	101.61%	2,471.14	100.00%	20.71	101.60%	2,491.85
<b><u>Subsidiaries</u></b>								
<b><u>Indian</u></b>								
LOGRO SOURCING PRIVATE LIMITED	-0.27%	(40.85)	-1.61%	(39.23)	-	-	-1.60%	(39.23)
<b>Total</b>	<b>100%</b>	<b>14,858.43</b>	<b>100%</b>	<b>2,431.91</b>	<b>-</b>	<b>20.71</b>	<b>100%</b>	<b>2,452.62</b>
Adjustments arising out of consolidation	-	-	-	-	-	-	-	-
<b>As at 31 March 2023</b>		<b>14,858.43</b>		<b>2,431.91</b>		<b>20.71</b>		<b>2,452.62</b>

**Compliance with number of layers of companies**

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

**Compliance with approved Scheme(s) of Arrangements**

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**Discrepancy in utilization of borrowings**

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

**Utilisation of Borrowed funds and share premium:**

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries).

(B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

The company have 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:a) 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 b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:a) 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;b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**45 Additional Information**

Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that 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).

**Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in Crypto currency or Virtual Currency.

46 Previous year's figures have been regrouped/reclassified wherever necessary to conform current year's presentation.

As per our Report of even date annexed  
For MITTAL AND ASSOCIATES  
Chartered Accountants  
Firm Registration No.- 106456W

For and on behalf of the Board of Directors of  
RITCO LOGISTICS LIMITED

Sd/-  
Hemant Bohra  
Partner  
Membership No. : 165667  
Place:- Mumbai  
Date:- 22th May, 2023  
UDIN:- 23165667BGTIFQ8642

Sd/-  
Man Mohan Pal Singh Chadha  
(Chariman & Whole Time Director)  
DIN:- 01763805

Sd/-  
Sanjeev Kumar Elwathi  
(Managing Director)  
DIN:- 02694204

Sd/-  
Gitika Arora  
(Company Secretary)

Sd/-  
Gautam Mukherjee  
(Chief Financial Officer)



**Independent Auditor's Report on Audit of Quarterly and Annual Standalone financial Results of Ritco logistics Limited ("the Company") pursuant to the Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended**

To  
The Board of Directors of  
**RITCO LOGISTICS LIMITED**  
Opinion

We have audited the accompanying "Statement of Audited Standalone Financial Results ('the Statement') of **RITCO LOGISTICS LIMITED** ('the Company') for the quarter ended 31<sup>st</sup> March, 2023 and for the year ended 31<sup>st</sup> March, 2023, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('the Listing Regulations'), including relevant circulars issued by SEBI from time to time.

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

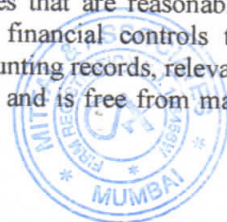
- i. presents Standalone Financial results in accordance with the requirements of Regulation 33 of the Listing Regulations and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ('Ind AS') and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter ended 31<sup>st</sup> March, 2023 and for the year ended 31<sup>st</sup> March 2023.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Statement 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 ('the 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of Management and Those Charged with Governance for the Statement**

This Statement has been prepared on the basis of the annual audited Standalone Financial Statements and has been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit/loss and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued there under and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. 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 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.





In preparing the Statement, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

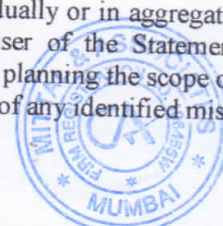
### **Auditor's Responsibilities for the Audit of the Statement**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing, specified under section 143(10) of the Act, 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 this Statement.

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

- Identify and assess the risks of material misstatement of the Statement, 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 in place adequate internal financial controls with reference to Standalone Financial Statements 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 the management.
- Conclude on the appropriateness of the 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors (i) in 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 Statement.



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.

**For MITTAL & ASSOCIATES**

**Chartered Accountants**

**FRN 106456W**

*Hemant*

**HEMANT BOHRA**

**Partner**

**M.No.: 165667**

**UDIN: 23165667BGTIFP7678**

**Place: Mumbai**

**Date: 22<sup>nd</sup> May, 2023**



<b>RITCO LOGISTICS LIMITED</b> <b>508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058</b> <b>CIN: L60221DL2001PLC112167</b> <b>STANDAONE BALANCE SHEET AS AT 31ST MARCH, 2023</b>				
(Rs in lakhs, unless stated otherwise)				
Sr. No.	Particulars	Notes	As at 31st March. 2023	As at 31st March. 2022
	<b>ASSETS</b>			
1	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	4	3,660.07	2,130.23
	(b) ROU Assets	5	126.70	26.35
	(c) Capital work-in-progress			-
	(d) Financial Assets			
	(i) Others	6	3,349.44	264.53
	(e) Income Tax Assets (net)	7c	-	-
	<b>Total Non-Current Assets</b>		<b>7,136.21</b>	<b>2,421.11</b>
2	<b>Current Assets</b>			
	(a) Inventories			
	(a) Financial Assets			
	(i) Investments	8	0.76	-
	(ii) Trade Receivables	9	24,243.03	20,021.96
	(iii) Cash and Cash Equivalents	10	104.24	129.25
	(iv) Bank balances other than (ii) above	11	176.76	2,380.05
	(v) Loans and advances	12	51.66	61.49
	(v) Others	13	1,960.26	3,249.13
	(b) Other Current Assets	14	2,774.54	2,021.18
	<b>Total Current Assets</b>		<b>29,311.25</b>	<b>27,863.06</b>
	<b>Total ASSETS (1+2)</b>		<b>36,447.46</b>	<b>30,284.18</b>
	<b>EQUITY AND LIABILITIES</b>			
1	<b>EQUITY</b>			
	(a) Equity Share Capital	15	2,447.66	2,447.66
	(b) Other Equity	16	12,438.58	9,946.73
	<b>Total EQUITY</b>		<b>14,886.25</b>	<b>12,394.39</b>
	<b>LIABILITIES</b>			
2	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	17	1,687.95	968.48
	(ii) Lease Liabilities	18	97.97	8.64
	(b) Provisions	19	75.00	83.11
	(c) Deferred Tax Liabilities (net)	7b)	86.93	21.58
	<b>Total Non-Current Liabilities</b>		<b>1,947.84</b>	<b>1,081.81</b>
3	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	20	18,872.28	16,270.41
	(ii) Lease Liabilities	21	28.53	19.78
	(iii) 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.		399.13	339.35
	(iv) Other Financial Liabilities	23	31.23	22.52
	(b) Other Current Liabilities	24	36.48	28.03
	(c) Provisions	25	112.72	78.25
	(d) Current Tax Liabilities (Net)	26	133.00	49.64
	<b>Total Current Liabilities</b>		<b>19,613.38</b>	<b>16,807.98</b>
	<b>Total EQUITY AND LIABILITIES (1+2+3)</b>		<b>36,447.47</b>	<b>30,284.18</b>
Significant accounting policies & key accounting estimates & judgements		1-3		
See accompanying notes to the Financial Statements		4-45		
This is the Balance Sheet referred to in our report of even date				
<p style="text-align: center;"><b>For and on behalf of the Board of Directors of</b>  <b>RITCO LOGISTICS LIMITED</b></p> <p>As per our Report of even date annexed  <b>For MITTAL AND ASSOCIATES</b>  Chartered Accountants  Firm Registration No.- 106456W</p>				
<div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <p style="text-align: center;">Sd/-</p> <p><b>Hemant Bohra</b>  Partner  Membership No. : 165667  Place:- Mumbai  Date:- 22th May, 2023  UDIN:- 23165667BGTIFP7678</p> </div> <div style="width: 30%;"> <p style="text-align: center;">Sd/-</p> <p><b>Man Mohan Pal Singh Chadha</b>  (Chairman &amp; Whole Time Director)  DIN:- 01763805</p> </div> <div style="width: 30%;"> <p style="text-align: center;">Sd/-</p> <p><b>Sanjeev Kumar Elwadh</b>  (Managing Director)  DIN:- 02694204</p> </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="width: 30%;"> <p style="text-align: center;">Sd/-</p> <p><b>Gitika Arora</b>  (Company Secretary)</p> </div> <div style="width: 30%;"> <p style="text-align: center;">Sd/-</p> <p><b>Gautam Mukherjee</b>  (Chief Financial Officer)</p> </div> </div>				

<b>RITCO LOGISTICS LIMITED</b> <b>CIN: L60221DL2001PLC112167</b> <b>508, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058</b> <b>Statement of Standalone Profit and Loss for the year ended 31st March 2023</b>			
(Rs in lakhs, unless stated otherwise)			
Particulars	Notes	Year ended 31st March 2023	Year ended 31st March 2022
<b>INCOME</b>			
Revenue From Operations	27	75,114.62	59,329.04
Other Income	28	290.07	340.64
<b>Total INCOME</b>		<b>75,404.70</b>	<b>59,669.68</b>
<b>EXPENSES</b>			
Cost of Service	29	67,072.98	52,875.63
Employee Benefit Expenses	30	1,417.00	715.63
Finance Costs	31	1,648.13	1,331.47
Depreciation Expense	32	520.51	868.91
Other Expenses	33	1,358.66	1,657.93
<b>Total EXPENSES</b>		<b>72,017.28</b>	<b>57,449.59</b>
<b>Profit before tax</b>		<b>3,387.42</b>	<b>2,220.09</b>
<b>Tax Expense</b>	7a		
Current Tax		857.90	608.61
Deferred Tax		58.39	(16.29)
<b>Total Tax Expense</b>		<b>916.28</b>	<b>592.32</b>
<b>Profit for the period</b>		<b>2,471.14</b>	<b>1,627.77</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gain on defined benefit plans		27.68	22.12
Income tax relating to re-measurement gain on defined benefit plans		(6.97)	(5.57)
<b>Total Other Comprehensive Income</b>		<b>20.71</b>	<b>16.55</b>
<b>Total Comprehensive Income</b>		<b>2,491.85</b>	<b>1,644.33</b>
<b>Earnings Per Share (In Rs)</b>	34		
(1) Basic		10.10	6.65
(2) Diluted		10.10	6.65
Significant accounting policies & key accounting estimates & judgements	1-3		-
See accompanying notes to the Financial Statements	4-45		
This is the Statement of Profit & Loss referred to in our report of even date			
As per our Report of even date annexed For MITTAL AND ASSOCIATES Chartered Accountants Firm Registration No.- 106456W		For and on behalf of the Board o Director of RITCO LOGISTICS LIMITED	
Sd/- Hemant Bohra Partner Membership No. : 165667 Place:- Mumbai Date:- 22nd May, 2023 UDIN:- 23165667BGTIFP7678		Sd/- Man Mohan Pal Singh Chadha (Chairman & Whole Time Director) DIN:- 01763805	
		Sd/- Sanjeev Kumar Elwadhi (Managing Director) DIN:- 02694204	
		Sd/- Gitika Arora (Company Secretary)	
		Sd/- Gautam Mukherjee (Chief Financial Officer)	



<b>RITCO LOGISTICS LIMITED</b> <b>508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058</b> <b>CIN: L60221DL2001PLC112167</b> <b>STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2023</b>		
(Rs in lakhs, unless stated otherwise)		
Particulars	31st March 2023	31st March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	3,387.42	2,220.09
<b>Adjustments for:</b>		
Depreciation expense	520.51	868.91
Finance Costs	1,648.13	1,331.47
Interest Income	(163.71)	(151.19)
(Profit)/Loss on sale of property, plant and equipments	0.74	12.11
Actuarial gain and loss	27.68	22.12
<b>Operating profit before working capital changes</b>	<b>5,420.76</b>	<b>4,303.53</b>
<b>Adjustments for:</b>		
Decrease/(Increase) in Inventories	-	-
Decrease/(Increase) in Loans	9.83	6.62
Decrease/(Increase) in Trade Receivables	(4,221.06)	(2,921.57)
Decrease/(Increase) in Other Financial Assets	1,270.96	(2,981.61)
Decrease/(Increase) in Other assets	(753.35)	(1,008.88)
Increase/(Decrease) in Trade Payables	59.78	84.15
Increase/(Decrease) in Other Financial Liabilities	8.71	-
Increase/(Decrease) in Other Liabilities	8.45	11.82
Increase/(Decrease) in Provisions	26.36	(26.81)
<b>Cash flow from operating activities post working capital changes</b>	<b>1,830.43</b>	<b>(2,532.74)</b>
Direct taxes	(774.53)	(377.20)
<b>Net cash flow from operating activities (A)</b>	<b>1,055.89</b>	<b>(2,909.94)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment	(2,069.10)	(59.19)
Sale of Property Plant and Equipment	47.45	427.34
Interest received	163.71	151.19
Increase/(Decrease) in Investment	(0.76)	114.46
<b>Net cash used in investing activities (B)</b>	<b>(1,858.70)</b>	<b>633.80</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	3,321.35	3,574.20
Interest paid	(1,648.13)	(1,331.47)
Lease: Principle	(31.71)	(18.38)
<b>Net cash used in financing activities (C)</b>	<b>1,641.51</b>	<b>2,224.35</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>838.71</b>	<b>(51.80)</b>
<b>Cash and cash equivalents as at 1st April 2022</b>	<b>2,740.73</b>	<b>2,792.53</b>
<b>Cash and cash equivalents as at Closing of the period</b>	<b>3,579.43</b>	<b>2,740.73</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>838.71</b>	<b>(51.80)</b>
<b>Notes</b> 1. The Standalone Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS - 7 - 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder.		
<b>Cash and Cash Equivalents</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Balances with banks	51.05	87.30
Bank Deposits	3,528.29	2,653.41
Cash on hand	0.09	0.02
<b>Total</b>	<b>3,579.43</b>	<b>2,740.73</b>
<div> <div> As per our Report of even date annexed  For MITTAL AND ASSOCIATES  Chartered Accountants  Firm Registration No.- 106456W </div> <div> For and on behalf of the Board of Director of   <div> Sd/-  Hemant Bohra  Partner  Membership No. : 165667  Place:- Mumbai  Date:- 22nd May, 2023  UDIN:- 23165667BGTIFP7678 </div> <div> Sd/-  Man Mohan Pal Singh Chadha  (Chairman &amp; Whole Time Director)  DIN:- 01763805 </div> <div> Sd/-  Sanjeev Kumar Elwadhi  (Managing Director)  DIN:- 02694204 </div> </div> <div> <div> Sd/-  Gitika Arora  (Company Secretary) </div> <div> Sd/-  Gautam Mukherjee  (Chief Financial Officer) </div> </div> </div>		

**RITCO LOGISTICS LIMITED**
**CIN: L60221DL2001PLC112167**
**Statement of Changes in Equity for the year ended 31st March 2023**
**(a) Equity Share Capital**

Particulars	As at 31st March. 2023		As at 31st March 2022		As at 1st April 2021	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
<b>Issued, Subscribed &amp; Fully Paid up (Equity Shares of Rs.10/- each)</b>						
Opening Balance	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
Changes in equity share capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the reporting year	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
Changes in equity share capital during the year	-	-	-	-	-	-
<b>Closing Balance</b>	<b>2,44,76,618</b>	<b>24,47,66,180</b>	<b>2,44,76,618</b>	<b>24,47,66,180</b>	<b>2,44,76,618</b>	<b>24,47,66,180</b>

**(b) Other equity**

Particulars	Reserves & Surplus		Other Comprehensive Income	Total
	Retained Earnings	Securities Premium		
Balance as at 1st April 2022	7,170.51	2,747.00	29.21	9,946.73
Profit for the year	2,471.14			2,471.14
Other comprehensive income for the year			20.71	20.71
<b>Balance as at 31st March 2023</b>	<b>9,641.65</b>	<b>2,747.00</b>	<b>49.92</b>	<b>12,438.58</b>
Balance as at 1st April 2021	5,542.73	2,747.00	12.66	8,302.39
Profit for the year	1,627.78	-	-	1,627.78
Other comprehensive income for the year	-	-	16.55	16.55
<b>Balance as at 31st March 2022</b>	<b>7,170.51</b>	<b>2,747.00</b>	<b>29.21</b>	<b>9,946.73</b>

As per our Report of even date annexed

For MITTAL AND ASSOCIATES

Chartered Accountants

Firm Registration No.- 106456W

For and on behalf of the Board o Director of

Sd/-

Hemant Bohra

Partner

Membership No. : 165667

Place:- Mumbai

Date:- 22nd May, 2023

UDIN:- 23165667BGTIFP7678

Sd/-

 Man Mohan Pal Singh Chadha  
 (Chairman & Whole Time Director)  
 DIN:- 01763805

Sd/-

 Gitika Arora  
 (Company Secretary)

Sd/-

 Sanjeev Kumar Elwadhi  
 (Managing Director)  
 DIN:- 02694204

Sd/-

 Gautam Mukherjee  
 (Chief Financial Officer)

**RITCO LOGISTICS LIMITED**

CIN: L60221DL2001PLC112167

**Schedules forming part of the standalone financial statements****1 Corporate information**

Ritco Logistics Limited is a public company domiciled in India and incorporated and established on August 23, 2001 under the provisions of the Companies Act, 1956. The company is engaged in Transportation activities. The Company got listed with BSE Limited on SME platform on February 07, 2019 and migrated to main board of BSE and NSE on April 12, 2022.

**2 Basis of preparation****a) Statement of compliance:**

These financial statements have been prepared on a going concern basis following the accrual basis of accounting in accordance with the Generally accepted Accounting Principles (GAAP) in India (Indian Accounting standards referred to as "IndAS") as specified under the section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant amendments rules issued there after.

The financial statements were authorised for issue by the Board of Director on May 22, 2023.

**Functional and presentation currency**

These financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded-off to the nearest lakhs (₹), as per the requirements of Schedule III of the Act, unless otherwise stated.

**b) Basis of measurement:**

The financial statements have been prepared on a historical cost convention, except for certain financial assets and financial liabilities that are measured at fair value as required under relevant IndAS.

**c) Significant accounting judgements, estimates and assumptions**

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**d) Critical accounting estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

**i. Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**ii. Employee benefit plans**

The cost of the defined benefit gratuity plan, other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**iii. Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

**iv. Property Plant and Equipment**

Useful lives and residual values are determined by the management at the time the asset is acquired and reviewed at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

**3 Significant accounting policies****3.1 Current versus 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:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle
  - ▶ Held primarily for the purpose of trading
  - ▶ Expected to be realised within twelve months after the reporting period, or
  - ▶ 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.

**RITCO LOGISTICS LIMITED**

CIN: L60221DL2001PLC112167

**Schedules forming part of the standalone financial statements**

A liability is current when:

- ▶ It is expected to be settled in normal operating cycle
- ▶ It is held primarily for the purpose of trading
- ▶ It is due to be settled within twelve months after the reporting period, or
- ▶ 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.

The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**3.2 Property, Plant & Equipments****Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

**Subsequent measurement (depreciation and useful lives)**

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Depreciation on property, plant and equipment has been provided using straight line method using rates determined based on management's assessment of useful economic lives of the asset.

Followings are the estimated useful lives of various category of assets based on management's assessment of useful economics live of the assets.

Office Building	60 Years
Furniture & Fixture	10 Years
Vehicles (Four Wheeler)	10 Years
Vehicles (Two Wheeler)	10 Years
Office Equipment	5 Years
Computers	3 Years
Truck & Trailors	8 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Derecognition:**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

**3.3 Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**3.4 Provisions, Contingent Liabilities And Contingent Assets****Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

**Contingent Liabilities and Contingent Assets**

Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**3.5 Income tax**

**Current tax:**

Provision for current tax is made as per the provisions of 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. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

**3.6 Employee Benefits**

**Short-term Employee Benefits:**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

**Post-employment benefit plans:**

Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company's gratuity scheme is a defined benefit plan. Currently, the Company's gratuity scheme is unfunded. The Company recognises the defined benefit liability in Balance sheet. The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost are determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises 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. The obligations are measured at the present value of the estimated future cash flows.

Re-measurements, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected immediately in Other Comprehensive Income in the Statement of Profit and loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes In Equity.

**3.7 Fair value measurement**

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
  - In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible to/ by the Company.

#### **Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **3.8 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 another entity.

#### **a) Financial assets**

##### **Initial recognition and measurement**

All financial assets are recognised 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.

##### **Subsequent measurement**

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

- ▶ **Debt instruments at amortised cost** - The Company has cash & cash equivalents, loans and trade receivables classified within this category.
- ▶ **Debt instruments at fair value through other comprehensive income (FVTOCI)** - The Company does not have any financial asset classified in this category.
- ▶ **Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)** - The Company does not have any financial asset classified in this category as on 31st March 2023.
- ▶ **Equity instruments measured at fair value through other comprehensive income (FVTOCI)** - The Company does not have any financial asset classified in this category.

##### **Debt instruments at amortised cost**

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

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
  - b) Contractual terms of the 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 amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation and losses arising from impairment are recognised in the Statement of Profit & Loss. The amortised cost of the financial asset is also adjusted for loss allowance, if any.

##### **Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which 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'). Company has not designated any such debt instrument as at FVTPL.

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

##### **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

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**Impairment of financial assets**

In accordance with IndAS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g. Loans and trade receivables.

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**b) Financial liabilities****Initial recognition and measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial liabilities are initially measured at fair value deducted by, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

**Subsequent measurement**

Financial liabilities are classified as measured at amortised cost using the effective interest method. The Company's financial liabilities include trade payables, borrowings and other financial liabilities.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as expense over the relevant period of the financial liability in the Statement of Profit and Loss.

**Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

**3.9 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks 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 value.

**3.10 Revenue Recognition**

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

**Freight services**

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on services such as Goods and service tax

**Interest income**

Interest income on financial asset is recognised using the effective interest rate (EIR) method.

**3.11 Earnings per share**

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares.

**3.12 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**3.13 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the company.

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**3.14 Foreign currency transactions**

Transactions in foreign currencies are recorded by the Company entities at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Non Monetary asset and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception that the exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

**3.15 Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets up to the assets are substantially ready for their intended use. The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised in the year in which they occur

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.



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**4 Property, Plant and Equipment (PPE)**

Particulars	Land	Office Building	Furniture & Fixture	Vehicles	Office Equipment	Computers	Total
<b>Gross Value</b>							
Balance as at 1st April 2022	23.30	858.22	52.10	5,743.17	210.52	241.87	7,129.18
Additions during the year			23.13	1,977.11	68.96	0.16	2,069.37
Disposals during the year			3.11	322.02	-		325.13
Balance as at 31st March 2023	23.30	858.22	72.13	7,398.26	279.48	242.03	8,873.42
<b>Accumulated Depreciation</b>							
Balance as at 1st April 2022	-	342.07	43.74	4,225.67	180.61	207.01	4,999.11
Depreciation charge for the year	-	9.48	1.94	456.32	11.58	11.74	491.07
Depreciation on sale during the year			0.16	276.67			276.83
Balance as at 31st March 2023	-	351.55	45.52	4,405.32	192.20	218.76	5,213.35
<b>Net carrying value</b>							
As at 31st March 2023	23.30	506.67	26.60	2,992.94	87.29	23.27	3,660.07
As at 31st March 2022	23.30	516.15	8.06	1,519.03	30.04	33.65	2,130.23

**Note**

The Company has applied the optional exemption to measure its Property, Plant & Equipment at the date of transitional at their previous GAAP carrying amount and used it as the deemed cost for such assets.

**5 ROU ASSETS**

Particulars	AMBALA	BHIWANDI	PARADIP	DELHI	MANGLORE	SECUNDRABAD	Total
<b>Gross Value</b>							
Balance as at 1st April 2022	1.06	32.51	1.49	2.54	19.15	-	56.74
Additions during the year	-	-	-	10.69	-	119.09	129.78
Disposals during the year	-	-	-	-	-	-	-
Balance as at 31st March 2023	1.06	32.51	1.49	13.23	19.15	119.09	186.52
<b>Accumulated Depreciation</b>							
Balance as at 1st April 2022	0.57	16.75	1.49	2.54	9.04	-	30.39
Depreciation charge for the year	0.49	11.82		0.82	6.38	9.92	29.44
Depreciation on sale during the year	-	-	-	-	-	-	-
Balance as at 31st March 2023	1.06	28.57	1.49	3.36	15.42	9.92	59.83
<b>Net carrying value</b>							
As at 31st March 2023	0.00	3.94	-	9.87	3.72	109.17	126.70
As at 31st March 2022	0.49	15.76	-	-	10.11	-	26.35

**6 Other non-current financial assets**

Particulars	As at 31st March. 2023	As at 31st March 2022
<b>Unsecured, considered good, unless otherwise stated</b>		
Security Deposits	51.01	33.10
Deposits with bank with maturity more than 12 months	3,298.43	231.42
<b>Total</b>	<b>3,349.44</b>	<b>264.53</b>

**Income tax**

7a) The major components of income tax expense for the year are as under:

i) Amounts recognised in the Statement of Profit and Loss comprises :

Particulars	As at 31st March. 2023	As at 31st March 2022
<b>Current tax:</b>		
- in respect of the current year	857.90	608.61
	<b>857.90</b>	<b>608.61</b>
<b>Deferred tax expense:</b>		
Attributable to -		-
- Origination and reversal of temporary differences	58.39	(16.29)
	<b>58.39</b>	<b>(16.29)</b>
<b>Total Income tax expense</b>	<b>916.28</b>	<b>592.32</b>

ii) **Income tax recognised in Other Comprehensive Income**

Particulars	As at 31st March. 2023	As at 31st March 2022
Net loss/(gain) on remeasurements of defined benefit plans	(6.97)	(5.57)
<b>Income tax charged to OCI</b>	<b>(6.97)</b>	<b>(5.57)</b>

**7b) Deferred Tax Liabilities (Net)**

Particulars	As at 1st April 2022	Profit & Loss	OCI	As at 31st March 2023
<b>Deferred tax relates to the following:</b>				
Re-measurements of the defined benefit plans	11.75	58.39		70.14
Deferred Tax Liabilities (Net)	9.83	-	6.97	16.79
<b>Deferred Tax Liabilities (Net)</b>	<b>21.58</b>	<b>58.39</b>	<b>6.97</b>	<b>86.93</b>

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**7c) Income Tax Assets (Net)**

Particulars	As at 31st March. 2023	As at 31st March 2022
Advance income-tax (net of provision for taxation) (Including Refund Receivable)	-	-
<b>Total</b>	-	-

**8 Investments**

Particulars	As at 31st March. 2023	As at 31st March 2022
Investments in Logro Sourcing Private Limited	0.76	-
<b>Total</b>	<b>0.76</b>	-

**Trade receivables**

9 Particulars	As at 31st March. 2023	As at 31st March 2022
<b>Unsecured</b>		
Considered good		
Less than 6 Months	24,243.03	20,021.96
6 months to 1 year		
More than 1 year		
Credit impaired		
	24,243.03	20,021.96
Less: Allowance for Doubtful Receivables		
<b>Total</b>	<b>24,243.03</b>	<b>20,021.96</b>
Trade receivables are non-interest bearing and are generally on credit terms of 90 to 120 days.		
(Outstanding from due date of payment / from date of transaction)	<b>As at 31st March. 2023</b>	<b>As at 31st March 2022</b>
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	24,243.03	20,021.96
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	24,243.03	20,021.96
<b>Less: Provision for doubtful receivables</b>		
<b>Total</b>	<b>24,243.03</b>	<b>20,021.96</b>

**10 Cash & Cash Equivalents**

Particulars	As at 31st March. 2023	As at 31st March 2022
Balances with banks	51.05	87.30
Bank deposit with maturity less than 3 months	53.10	41.94
Cash on hand	0.09	0.02
<b>Total</b>	<b>104.24</b>	<b>129.25</b>

**11 Bank balances other than "Cash & Cash Equivalents"**

Particulars	As at 31st March. 2023	As at 31st March 2022
Bank deposit with maturity more than 3 months but less than 12 months	176.76	2,380.05
<b>Total</b>	<b>176.76</b>	<b>2,380.05</b>

**12 Current financial assets - Loans and advances**

Particulars	As at 31st March. 2023	As at 31st March 2022
<b>Unsecured, considered good unless otherwise stated</b>		
Loan to Employees	51.66	61.49
<b>Total</b>	<b>51.66</b>	<b>61.49</b>

**13 Current financial assets - Loans and advances**

Particulars	As at 31st March. 2023	As at 31st March 2022
Security Deposits - Business	1,914.67	3,235.04
Security Deposits - Infrastructure	31.50	-
Deposits with Government Authorities	14.09	14.09
<b>Total</b>	<b>1,960.26</b>	<b>3,249.13</b>

**14 Other current assets**

Particulars	As at 31st March. 2023	As at 31st March 2022
Balances with Government Authorities	-	225.07
Amount recoverable in cash or Kind from others	2,773.54	1,600.86
Prepaid Expenses	0.99	195.26
<b>Total</b>	<b>2,774.54</b>	<b>2,021.18</b>

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**15 Equity Share Capital****(a) Authorised & Issued Share Capital**

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number	Amount	Number	Amount
<b>Authorised Share Capital</b>				
Equity Shares of Rs 10/- each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity Shares of Rs 10/- each	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
<b>(b) Reconciliation of Share Capital Issued, Subscribed &amp; Fully Paid up</b>				
	Number	Amount	Number	Amount
Equity Shares of Rs 10/- each	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
<b>Opening Balance</b>				
Add: Bonus Shares issued	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180
<b>Closing Balance</b>	2,44,76,618	24,47,66,180	2,44,76,618	24,47,66,180

**(c) Terms and rights attached to equity shares**

- i) The Company has only one class of equity shares. The holders of equity shares are entitled to one vote per share.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(d) Disclosure of Shares in the company held by each shareholder holding more than 5% Equity Shares**

Name of Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Manmohan pal singh chadha	88,98,668	36.36%	88,98,668	36.36%
Sanjeev Kumar Elwadhi	47,79,530	19.53%	47,79,530	19.53%
Ritco leasing (P) Ltd	41,57,920	16.99%	41,57,920	16.99%
<b>Total</b>	<b>1,78,36,118</b>	<b>72.87%</b>	<b>1,78,36,118</b>	<b>72.87%</b>

**(e) Disclosure of Shareholding of Promoters in the company**

Name of Shareholder	As at 31st March 2023			As at 31st March 2022		
	No. of Shares held	% of Holding	% of Change	No. of Shares held	% of Holding	% of Change
Manmohan pal singh chadha	88,98,668	36.36%	-	88,98,668	36.36%	-
Sanjeev Kumar Elwadhi	47,79,530	19.53%	-	47,79,530	19.53%	-
<b>Total</b>	<b>1,36,78,198</b>	<b>55.88%</b>	<b>-</b>	<b>1,36,78,198</b>	<b>55.88%</b>	<b>-</b>

**16 Other Equity**

Particulars	Reserves & Surplus		Other Comprehensive Income	Total
	Retained Earnings	Securities Premium		
<b>Balance as at 1st April 2021</b>	<b>5,542.74</b>	<b>2,747.00</b>	<b>12.66</b>	<b>8,302.40</b>
Profit for the year	1,627.78	-	-	1,627.78
Other comprehensive income for the year	-	-	16.55	16.55
<b>Balance as at 31st March 2022</b>	<b>7,170.52</b>	<b>2,747.00</b>	<b>29.21</b>	<b>9,946.73</b>
<b>Balance as at 31st March, 2022</b>	<b>7,170.51</b>	<b>2,747.00</b>	<b>29.21</b>	<b>9,946.73</b>
Profit for the year	2,471.14	-	-	2,471.14
Other comprehensive income for the year	-	-	20.71	20.71
<b>Balance as at 31st March, 2023</b>	<b>9,641.65</b>	<b>2,747.00</b>	<b>49.92</b>	<b>12,438.58</b>

## Schedules forming part of the standalone financial statements

## 17 Borrowings

Particulars	As at 31st March. 2023	As at 31st March 2022
<b>Secured- Term loans from bank</b>		
<b>Vehicle Loan</b>	2,671.83	2,052.58
Loan From Banks	(983.88)	(1,101.14)
Less: Current Maturity of Long Term Debt	<b>1,687.95</b>	<b>951.44</b>
<b>Secured-Term loans from Other Parties</b>		
Sundaram Finance Limited	17.04	188.28
Less:- Current Maturity of Long Term Debt	(17.04)	(171.24)
	-	<b>17.04</b>
<b>Total</b>	<b>1,687.95</b>	<b>968.48</b>

(i) Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loan are repayable in equal monthly installments over a period of 3 to 5 years and carry interest rate ranging between 6.50% to 8.50% p.a.

There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any above loans.

## 18 Lease Liabilities

Particulars	As at 31st March. 2023	As at 31st March 2022
Lease Liabilities	97.97	8.64
<b>Total</b>	<b>97.97</b>	<b>8.64</b>

## 19 Provisions (Non-current)

Particulars	As at 31st March. 2023	As at 31st March 2022
Provision for employee benefits (Refer Note 37)		
Provision for gratuity	75.00	83.11
<b>Total</b>	<b>75.00</b>	<b>83.11</b>

## 20 Current Borrowings

Particulars	As at 31st March. 2023	As at 31st March 2022
<b>Secured Loans from Banks</b>		
Working Capital Loan	17,858.53	14,998.02
Bank Credit Balance	12.83	-
Current maturities of long-term borrowings (Secured)	<b>1,000.92</b>	<b>1,272.39</b>
<b>Total</b>	<b>18,872.28</b>	<b>16,270.41</b>

i) Working Capital Loan from HDFC Bank is secured against hypothecation of current assets, FD's and mortgage of Immovable Properties of the company, collateral security of immovable properties of others along with personal guarantee of Directors & Collateral Holders and carries effective interest @ 7.50% p.a. (Rep Rate + Spread 3.50%)

ii) Working Capital Loan from DBS Bank is secured against hypothecation of Current Assets and mortgage of Immovable Properties of the company along with personal guarantee of Promoters and Carries effective interest @ 6.45% p.a.

iii) Working Capital Loan from Axis Bank is secured against hypothecation of Current Assets, 25% in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 7.45% p.a. (12 months MCLR+ 1.30%)

iv) Working Capital Loan from Citi Bank is secured against hypothecation of Current Assets, 25% in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 6.50% p.a.

v) Working Capital Loan from Indusind Bank is secured against hypothecation of Current Assets, 0.22x in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 7.50% p.a.

vi) Working Capital Loan from HSBC Bank is secured against hypothecation of Current Assets, 20% in the form of fixed deposit along with personal guarantee of promoters and Carries effective interest @ 6.70% p.a.

vii) There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any above loans.

**27 Revenue from Operations**

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Particulars</b>		
<b>Gross Income from Transportation Business</b>		
Transportation Receipts	74,486.50	59,329.04
Warehouse Income	628.12	
<b>Total</b>	<b>75,114.62</b>	<b>59,329.04</b>

**28 Other Income**

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Particulars</b>		
Interest on FDRs	153.62	133.26
Interest from others	10.09	17.93
Rental Income	14.50	-
Sale of Tyres	1.48	133.78
Profit on investment	-	55.67
Misc. Income	110.39	-
<b>Total</b>	<b>290.07</b>	<b>340.64</b>

**29 Gross Transportation Expenses**

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Particulars</b>		
Lorry Hire Charges paid		
Own Vehicles	62,206.50	6,871.05
Other Vehicles	4,866.48	46,004.58
<b>Total</b>	<b>67,072.98</b>	<b>52,875.63</b>

**30 Employee Benefits Expenses**

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Particulars</b>		
Salaries, Wages and Bonus	1,124.47	548.05
Director Remuneration	60.00	60.00
Contribution to various funds	83.60	26.92
Staff Welfare Expenses	29.87	36.19
Gratuity	26.35	25.77
Leave Encashment	41.47	0.71
Bonus	51.26	18.00
<b>Total</b>	<b>1,417.00</b>	<b>715.63</b>

**31 Finance Cost**

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Particulars</b>		
<b>Interest</b>		
Interest on Borrowings	1,627.69	1,306.08
Other Interest	4.04	3.08
<b>Others</b>		
Bank Charges	16.40	22.31
<b>Total</b>	<b>1,648.13</b>	<b>1,331.47</b>

**32 Depreciation expense**

	Year ended 31st March 2023	Year ended 31st March 2022
Particulars		
Depreciation expense on Property, Plant & Equipment	491.07	849.47
Depreciation on ROU ASSETS	29.44	19.45
<b>Total</b>	<b>520.51</b>	<b>868.91</b>

**33 Other Expenses**

	Year ended 31st March 2023	Year ended 31st March 2022
Particulars		
<b><u>Administrative &amp; Selling Expenses</u></b>		
<b>Rents,Rates,Taxes &amp; Insurance</b>		
(a) Rent	100.54	86.41
(c) Insurance	1.95	2.60
Particulars	156.02	240.58
<b>Repairs and Maintenance</b>	-	
(a) Generator	2.12	1.46
(c) Vehicles	34.36	25.94
(d) Computers	3.54	5.04
(e) Others	8.71	6.81
<b>Other Expenses</b>	-	
Audit Fee	3.20	6.38
Travelling & Conveyance Expenses	167.80	93.12
Rebate & Discount	305.66	587.60
Legal and Professional Charges	11.92	2.51
Printing and Stationary	9.75	9.38
Telephone and Mobile Expenses	11.08	13.04
Electricity & Water Expenses	31.79	27.53
Advertisement, Publicity and Sale Promotion	0.61	1.07
Charity & Donation	2.08	2.86
Claim Paid	157.19	130.36
Software Charges	7.12	4.20
Misc. Expenses	49.16	87.04
Books & Periodicals	0.25	0.04
Internet Charges	8.51	6.30
Fine & Penalty	0.27	0.63
Fees & Subscription	65.12	55.85
Festival Charges	5.34	4.98
Postage & Courier	6.71	10.95
Business Promotion	32.37	60.03
Office Expenses(incl. maintenance)	77.07	82.39
Loss on sale of Assets	0.74	12.11
Income tax Expenses for Previous year	10.67	17.89
Sitting fees	5.75	1.00
Operating Warehouse expenses	53.23	45.83
Corporate Social Responsibility	28.06	26.00
<b>Total</b>	<b>1,358.66</b>	<b>1,657.93</b>



**34 Earning per share**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Total profit for the year	2,471.14	1,627.77
Weighted average number of equity shares of Rs. 10/- each (Nos)	244.77	244.77
<b>EPS - Basic and Diluted ( per share in Rs.)</b>	<b>10.10</b>	<b>6.65</b>

**35 Contingent liabilities**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>Contingent Liabilities not provided for in respect of: Guarantees, Undertakings &amp; Letter of Credit</b>		
Bank Guarantees issued by the Company's Bankers on behalf of the Company. *	1,700.56	1,807.28

\*The above bank guarantee in the name of Company is partly secured against the fixed deposit of Rs. 2.63 cr/- ( Rs. 31st March 2022 Rs. 4.28 Cr)

**36 Corporate Social Responsibility**

a. amount required to be spent by the company during the year	27.84
b. amount of expenditure incurred	28.06
c. shortfall at the end of the year	-
d. total of previous years shortfall	-
e. nature of CSR activities	
Contributed to Shri Agarsen North Ex-Welfare Socceity (Regd.)	

**37 Employee benefits**

**a) Description of the type of the plan**

**Defined Contributions Plan**

Contribution to defined contribution plans, recognised as expense for the year is as under:

Particulars	As at March, 2023	As at March, 2022
Employer's Contribution to Provident Fund	65.46	22.99
Employer's Contribution to ESIC	14.77	2.55

**Defined Benefit Plan - Gratuity**

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

**Post-Employment Benefits plan defined in a(ii) and a(iii) above typically expose the Company to actuarial risks such as: Salary increase, Discount rate, Morality and Disability and withdrawals**

- a) Salary Increases :- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- b) Discount Rate :- Reduction in discount rate in subsequent valuations can increase the plan's liability.
- c) Mortality & disability :- Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- d) Withdrawals :- Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

b) The following tables set out the status of the gratuity plan, unavailed leave and amounts recognized in the Company's financial statements.

i) Change in benefit obligations	As at 31st March. 2023	As at 31st March. 2022
Present value of obligation as at beginning of the year	90.05	88.63
Interest Cost	6.15	6.49
Current Service Cost	20.20	19.28
Benefits paid	(4.75)	(2.24)
Actuarial (Gain)/Loss on obligation	(27.68)	(22.12)
<b>Present value of obligation as at the end of the year</b>	<b>83.96</b>	<b>90.05</b>

ii) Fair Value of Plan Assets

- -

iii) Net Assets/(Liability) (ii-i) (83.96) (90.05)

iv) Amount recognised in Statement of Profit and Loss	Year ended 31st March 2023	Year ended 31st March 2022
Service cost	20.20	19.28
Net Interest cost	6.15	6.49
Actuarial (gain) /loss for the year	-	-
<b>Expense recognized in the Income Statement</b>	<b>26.35</b>	<b>25.77</b>

v) Amount recognised in Other Comprehensive Income (OCI)	Year ended 31st March 2023	Year ended 31st March 2022
Actuarial (Gain)/Loss for the year on Projected Benefit Obligation	(27.68)	(22.12)
<b>Expense recognized in the Income Statement</b>	<b>(27.68)</b>	<b>(22.12)</b>

vi) Principal Actuarial Assumptions	As at 31st March. 2023	As at 31st March. 2022
i) Discount rate (p.a.)	7.50%	7.25%
ii) Future salary increase (p.a.)	5.00%	5.00%

vii) Demographic Assumptions	As at 31st March. 2023	As at 31st March. 2022
i) Retirement age	60 years	60 years
ii) Mortality rates inclusive of provision for disability	IALM 2012-14	IALM 2012-14
iii) Withdrawal Rate	5.00%	5.00%

viii) Expected contributions for the next annual reporting period	Year ended 31st March 2023	Year ended 31st March 2022
Expected expense for the next annual reporting period	9.85	11.91

ix) Sensitivity Analysis of the Defined Benefit Obligation	Year ended 31st March 2023	Year ended 31st March 2022
<b>Impact of the change in discount rate</b>		
Present value of obligation as at the end of the period	<b>83.96</b>	<b>90.05</b>
Impact due to increase of 1.00%	76.82	82.21
Impact due to decrease of 1.00%	92.33	99.21
<b>Impact of the change in salary increase</b>		
Present value of obligation as at the end of the period	<b>83.96</b>	<b>90.05</b>
Impact due to increase of 1.00%	92.46	99.33
Impact due to decrease of 1.00%	76.60	81.98

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment & life expectancy are not applicable being a lump sum benefit on retirement.

x) Maturity Profile of Defined Benefit Obligation	As at 31st March. 2023
01 Apr 2023 to 31 Mar 2024	8.96
01 Apr 2024 to 31 Mar 2025	1.42
01 Apr 2025 to 31 Mar 2026	2.20
01 Apr 2026 to 31 Mar 2027	1.84
01 Apr 2027 to 31 Mar 2028	2.12
01 Apr 2028 Onwards	67.42

Maturity Profile of Defined Benefit Obligation	As at 31st March. 2022
01 Apr 2021 to 31 Mar 2022	6.94
01 Apr 2022 to 31 Mar 2023	2.21
01 Apr 2023 to 31 Mar 2024	2.72
01 Apr 2024 to 31 Mar 2025	2.88
01 Apr 2025 to 31 Mar 2026	1.84
01 Apr 2026 Onwards	73.45

### 38 Related Party Transactions

In accordance with the requirement of IndAS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and / or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

#### a) List of related parties and nature of relationship where control exists:

##### Key Managerial Personnel

Mr. MPS Chadha (Director)  
Mr. Sanjeev Kumar Elwadhi (Director)  
Mrs. Geetika Arora (Company Secretary)  
Mr. Gautam Mukherjee (Chief Financial Officer)

Entity over which significant influence is exercised by the Company/key management personnel (either individually or with other Ritco Leasing & Finance Pvt. Ltd.

#### b) Transactions with the related parties for the year ended

Particulars	Nature of Transaction	Key Managerial Personnel	Relatives of KMP
<b>31st March 2023</b>			
Mr. MPS Chadha (Chairman & Whole Time Director)	Remuneration/Salary	30.00	
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	Remuneration/Salary	30.00	
Mrs. Geetika Arora (Company Secretary)	Remuneration/Salary	5.40	
Mr. Dhananjay Prasad (Chief Executive Officer) *	Remuneration/Salary	24.44	
Mr. Gautam Mukherjee (Chief Financial Officer)	Remuneration/Salary	18.72	
<b>Total</b>		<b>108.56</b>	

Note:- Mr. Dhananjay Prasad Chief Executive Officer has resigned from the post of Chief Executive Officer w.e.f. 20.02.2023 and Mr. Sanjeev Kumar Elwadhi has replaced him as CEO.

<b>31st March 2022</b>			
Mr. MPS Chadha (Chairman & Whole Time Director)	Remuneration/Salary	30.00	
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	Remuneration/Salary	30.00	
Mrs. Geetika Arora (Company Secretary)	Remuneration/Salary	5.40	
Mr. Dhananjay Prasad (Chief Executive Officer)	Remuneration/Salary	26.83	
Mr. Gautam Mukherjee (Chief Financial Officer)	Remuneration/Salary	4.11	
<b>Total</b>		<b>96.34</b>	

c) Detail of Outstanding Balances are as follows:-

Particulars	Key Managerial Personnel	Relatives of KMP
<b>As on 31st March 2023</b>		
Mr. MPS Chadha	1.92	
Mr.Sanjeev Kumar Elwadhi	1.92	
Mrs. Geetika Arora	0.45	
Mr. Gautam Mukherjee	1.56	
<b>Total</b>	<b>5.86</b>	
<b>As on 31st March 2022</b>		
Mr. MPS Chadha	2.50	
Mr.Sanjeev Kumar Elwadhi	2.50	
Mrs. Geetika Arora	0.45	
Mr. Gautam Mukherjee	1.45	
Mr. Dhananjay Prasad	1.79	-
<b>Total</b>	<b>8.69</b>	

39 Financial instruments

Fair value measurements

Following table shows the carrying amounts and fair values of financial assets and financial liabilities:

Particulars	As at 31st March. 2023 (Audited)		As at 31st March. 2022 (Audited)	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial Assets</b>				
Investment				
Trade Receivables		24,243.03		20,021.96
Cash and Cash Equivalents		104.24		129.25
Bank balances other than Cash and Cash Equivalents		176.76		2,380.05
Loans and advances		51.66		61.49
Others		5,309.70		3,513.65
		<b>29,885.40</b>		<b>26,106.41</b>
<b>Current</b>		<b>26,535.95</b>		<b>25,841.88</b>
<b>Non-Current</b>		<b>3,349.44</b>		<b>264.53</b>
<b>Financial Liabilities</b>				
Borrowings		20,560.23		17,238.88
Lease liabilities		126.50		28.42
Trade Payables		399.13		339.35
Other Financial Liabilities		86.93		22.52
		<b>21,172.79</b>		<b>17,629.18</b>
<b>Current</b>		<b>19,386.87</b>		<b>16,652.06</b>
<b>Non-Current</b>		<b>1,785.92</b>		<b>977.12</b>

Fair Value hierarchy

The following tables shows the levels in the fair value hierarchy of financial assets and financial liabilities

Particulars	Fair value Measurement		
	Level 1	Level 2	Level 3
<b>As at 31st March 2023</b>			
<b>Financial Assets</b>			
Investment in Logro Sourcing Private Limited	0.76	-	-
	<b>0.76</b>	-	-
<b>As at 31st March 2022</b>			
<b>Financial Assets</b>			
	-	-	-
	-	-	-

There were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

#### 40 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, security deposits, trade and other payables, etc. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivable, security deposit, cash and cash equivalents, etc. that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

##### (a) 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 prices comprise three types of risk: interest rate risk, foreign currency risk and Equity price risk.

###### (i) 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. Since the Company has borrowings, therefore Company is exposed to such risk.

###### (ii) Foreign Currency Risk

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly.

###### (iii) Equity Price Risk

The Company's does not have investment in shares hence the company is not exposed to such risk.

##### (b) Credit Risk

**The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet**

Particulars	As at 31st March. 2023	As at 31st March. 2022
Trade receivables	24,243.03	20,021.96
Other financial assets	5,309.70	3,513.65

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk arises mainly from loans, trade receivables and financial assets. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. None of the trade receivables are credit impaired as on reporting date.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the expected credit loss for trade receivables is not significant.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitors credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

The Company's exposure to credit risk for trade receivables are as follows:

Particulars	As at 31st March. 2023	As at 31st March. 2022
<b>Carrying Amount</b>		
1-30 days past due	7,027.21	5,863.36
31 to 90 days past due	11,895.86	10,400.94
More than 90 days past due	5,319.96	3,757.67
<b>Total</b>	<b>24,243.03</b>	<b>20,021.96</b>

##### (c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2023:

Particulars	Carrying amount	Contractual Cash Flows			
		0-1 year	1-5 years	>5 years	Total
Borrowings	20,560.23	18,872.28	1,687.95	-	20,560.23
Trade Payables	399.13	399.13	-	-	399.13
Other Financial Liabilities	31.23	31.23	-	-	31.23
<b>Total</b>	<b>20,990.59</b>	<b>19,302.64</b>	<b>1,687.95</b>	<b>-</b>	<b>20,990.59</b>

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2022:

Particulars	Carrying amount	Contractual Cash Flows			
		0-1 year	1-5 years	>5 years	Total
Borrowings	17,238.88	16,270.41	968.48	-	17,238.88
Trade Payables	339.35	339.35	-	-	339.35
Other Financial Liabilities	22.52	22.52	-	-	22.52
<b>Total</b>	<b>17,600.75</b>	<b>16,632.28</b>	<b>968.48</b>	<b>-</b>	<b>17,600.75</b>

#### 41 Capital management

The management policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company's management monitor the return on capital employed.

##### Company's Gearing ratio

Particulars	As at 31st March. 2023	As at 31st March. 2022
Total Liabilities	21,561.22	17,889.79
Less: Cash and Cash Equivalents	281.00	2,509.31
Net Debt	21,280.22	15,380.48
Total Equity	14,886.25	12,394.39
<b>Gearing Ratio</b>	<b>1.43</b>	<b>1.24</b>

#### 42 Additional Regulatory information

##### a. Ratio

Ratio	Numerator	Denominator	As at 31st March. 2023	As at 31st March. 2022	Change in Ratio
Current Ratio (In times)	Total current assets	Total current assets	1.49	1.66	-9.85%
Debt Equity Ratio (In times)	Debt consists of borrowings and lease liabilities.	Total equity	1.39	1.39	-0.25%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit before taxes + Depreciation and Amortization + Interest	Debt service = Interest and lease payments + Principal repayments	2.10	1.70	23.55%
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	18%	14%	28.74%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.39	3.20	6.18%
Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	181.7	177.9	2.13%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	7.2	6.16	17.44%
Net profit ratio (in %)	Profit for the year	Revenue from operations	3.29%	2.74%	19.91%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	36.84%	28.54%	29.08%
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	1.67%	7.77%	-78.57%

Explanation for the changes in ratio exceeding more than 25% :

Ratio	Explanation
Return on Investment (in %)	There is increase in Turnover of the company, resulting in increase in the profitability. Hence unfavourable changes in the ratio.
Return on Equity	There is increase in Turnover of the company, resulting in increase in the profitability. Hence favourable changes in the ratio.
Return on Capital Employed	There is increase in Turnover of the company, resulting in increase in the profitability. Hence favourable changes in the ratio.

#### 43 Additional Regulatory Information

##### Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

##### Details of Loans and advances

The company has not granted any loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment.

##### Wilful Defaulter

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

##### Relationship with Struck off Companies

The Company do not have any transactions with companies struck off.

##### Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

##### Compliance with number of layers of companies

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

##### Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

##### Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

##### Utilisation of Borrowed funds and share premium:

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries).

(B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

The company have 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: a) 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 b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: a) 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; b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### 44 Additional Information

Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that 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).

##### Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual Currency.

45 Previous year's figures have been regrouped/reclassified wherever necessary to conform current year's presentation.

As per our Report of even date annexed  
For MITTAL AND ASSOCIATES  
Chartered Accountants  
Firm Registration No.- 106456W

For and on behalf of the Board o Director of

Sd/-  
Hemant Bohra  
Partner  
Membership No. : 165667  
Place:- Mumbai  
Date:- 22nd May, 2023  
UDIN:- 23165667BGTIFP7678

Sd/-  
Man Mohan Pal Singh Chadha  
(Chairman & Whole Time Director)  
DIN:- 01763805

Sd/-  
Sanjeev Kumar Elwadhi  
(Managing Director)  
DIN:- 02694204

Sd/-  
Gitika Arora  
(Company Secretary)

Sd/-  
Gautam Mukherjee  
(Chief Financial Officer)