

# Ritco Logistics Limited

Date: 9<sup>th</sup> September, 2024

To  
The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C-1, G Block,  
Bandra- Kurla Complex, Bandra (East)  
Mumbai-400051  
NSE SYMBOL: RITCO

To  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring, Rotunda  
Building, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
BSE Scrip Code: 542383

**Subject: Clarification Regarding Typographical Error in Annual Report Submission**

Dear Sir/Madam,

We refer to our submission of the Annual Report for the financial year 2023-24 to the esteemed stock exchanges on Friday i.e. on 6<sup>th</sup> September, 2024, which included a typographical error in the document.

It has come to our attention that the name of the signing authority mentioned on the Board Report is erroneously stated as **Ms. Gitika Arora, Company Secretary**, whereas the correct signing authority is **Mr. Man Mohan Pal Singh Chadha, Chairperson of the Company**. We confirm that the Annual Report sent to shareholders and uploaded on the Company's website correctly reflects the correct information.

We deeply regret any inconvenience caused due to this error and wish to clarify that all other details in the Annual Report remain accurate and unchanged.

We kindly request you to take note of this correction and update your records accordingly.

Thank you for your understanding and cooperation.

Thanking you,

Yours Sincerely,  
**For Ritco Logistics Limited**

Digitally signed  
by Gitika Arora  
Date: 2024.09.09  
11:48:42 +05'30'

**Gitika Arora**  
**Company Secretary and Compliance Officer**

**Encl: Annual Return for the FY 2023-24**



Corp. & Admin. Office : "RITCO HOUSE" 336, Phase-II, Udyog Vihar, Gurugram - 122016,  
Haryana Ph. : 0124-4702300/301 E-mail : ho@ritcologistics.com CIN No. :  
L60221DL2001PLC112167 Regd. Office : 508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre, Janakpuri,  
New Delhi-110058 Ph.: 011-25522158

www.ritcologistics.com



**RITCO LOGISTICS LIMITED**

**23<sup>rd</sup> Annual Report for FY 2023-24**

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

**Board of Directors**

Mr. Man Mohan Pal Singh Chadha – Chairman  
Mr. Sanjeev Kumar Elwadhi – Director  
Ms. Roma Wadhwa – Women Director  
Mr. Vikram Suri – Independent Director  
Ms. Shweta Jayant Jain- 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,

The logistics industry plays a pivotal role in driving economic growth by facilitating the movement of goods and services. In FY 2023-2024, the logistics sector in India witnessed significant growth as the industry benefited from rising e-commerce trends, increasing trade volumes, contract logistics, 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 23<sup>rd</sup> Annual Report of your company and I am pleased to present that your company, RITCO LOGISTICS LIMITED has achieved robust growth year on year.

Ritco Logistics have achieved commendable financial results in FY 2023-2024. Total revenue for the year stood at INR 937 crore, representing a Y-o-Y growth of 24%. This growth was primarily driven by increased demand for logistics services and successful execution of strategic contracts. Operating profit increased to INR 44.8 crore, with a healthy increase of 34% over operating Profits of last year, showcasing the company's operational efficiency.

Further I would like to share some Operational Highlights:

- 1. Expansion of Network:** Ritco has onboarded and started rendering services to many strategic steel, coal, and cement clients in East and South. This was the strategic decision of Ritco to enter in Southern part of India in Steel & Coal sector considering the large volume being moved from South to Gujarat sector and East to Gujarat. We expect the strong business growth to continue on the back of new client additions, new geographic expansion, and providing higher value added services. With an increased scale of business coupled with cost optimization initiatives & moderate inflation outlook, we expect margins to expand in coming times. Given the strong economic outlook of the country & our reputed service ability, we are confident to enhance value for all our stakeholders.
- 2. Technological Advancements:** We are excited about the future as we continue to invest in state-of-the-art infrastructure and cutting-edge technology to further enhance our capabilities. Our strategic focus on infrastructure-based logistics solutions enables us to offer our clients even greater efficiency, reliability, and scalability. By leveraging Trucksup's advanced technology and services, Ritco can strengthen its position in the market and remain competitive in the evolving industry landscape.
- 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. Thus, by optimizing load assignments and reducing empty miles, Ritco works towards lower carbon emissions and promote greener logistics practices. This commitment to sustainability aligns with the growing demand for environmentally responsible business solutions
- 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 2023-2024:

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.

4. **Unpredictable Weather Patterns:** Unpredictable weather conditions, such as heavy rains and floods, disrupt transportation routes, leading to delays.

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:** Ritco's acquisition of Logro Sourcing Private Limited, including its wholly-owned subsidiary Trucksup Solutions Private Limited, signifies a strategic move in the transportation and logistics industry. Trucksup Solutions is a company that offers an app-based online truck booking platform with a focus on providing various services to vehicle owners who own 1-10 vehicles and contribute to maximum on-road fleet in our country.

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 2023-2024 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-Third Annual General Meeting** of the Members of M/s RITCO LOGISTICS LIMITED will be held on Monday, 30<sup>th</sup> September, 2024 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") 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, 2024 and the Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2024 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."

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

#### **TO APPOINT M/S. MITTAL & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 001076N) AS THE STATUTORY AUDITORS OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Mittal & Associates, Chartered Accountants (Firm Registration No. 001076N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 23<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of the 28<sup>th</sup> AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**SPECIAL BUSINESS:**

**ITEM NO. 4**

**TO APPOINT MR. MANMOHAN PAL SINGH CHADHA AS WHOLE-TIME DIRECTOR FOR A 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 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the approval of the Board of Directors, consent of the members of the Company be and are hereby accorded for the appointment of Mr. Manmohan Pal Singh Chadha, as the Whole-Time Director of the Company for a period of 5 years with effect from 4<sup>th</sup> September, 2024, on the terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Mr. Manmohan Pal Singh Chadha, with liberty to the Board of Directors to alter

and vary the terms and conditions of the said reappointment and/or agreement as it may deem fit and as may be acceptable to Mr. Manmohan Pal Singh Chadha, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year during the tenure of the Whole-Time Director, the remuneration payable to him shall be in accordance with the limits prescribed under Schedule V to the Act and any other applicable provisions of the Act and rules made thereunder or any amendments thereto or modifications thereof as may be made from time to time.”

“**RESOLVED FURTHER THAT** the consent of shareholders be and is hereby accorded to ratify all acts and deeds done by Mr. Man Mohan Pal Singh Chadha in capacity of Executive Whole Time Director from his last appointment till date also the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution, including but not limited to, filing of necessary forms with the Registrar of Companies and any other regulatory authorities, and to sign and execute any necessary documents, deeds, and writings in this regard.”

“**RESOLVED FURTHER THAT** a certified true copy of the resolution be provided to any person as may be necessary under the signature of any Director or Company Secretary of the Company.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company Secretary or any Director of the Company be and is hereby authorized to inform the stock exchange(s) where the securities of the Company are listed, about the appointment of Mr. Man Mohan Pal Singh Chadha as the Whole Time Director of the Company and to make such disclosures as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**ITEM NO. 5**

**TO APPOINT MR. SANJEEV KUMAR ELWADHI AS MANAGING DIRECTOR FOR A 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 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the company be and are hereby accorded to appoint Mr. Sanjeev Kumar Elwadhi as the Managing Director of the Company for a period of 5 years with effect from 4<sup>th</sup> September, 2024, on the terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Mr. Sanjeev Kumar Elwadhi, with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or agreement as it may deem fit and as may be acceptable to Mr. Sanjeev Kumar Elwadhi, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, the remuneration payable to him shall be in accordance with the limits prescribed under Schedule V to the Act and any other applicable provisions of the Act and rules made thereunder or any amendments thereto or modifications thereof as may be made from time to time.”

**“RESOLVED FURTHER THAT** the consent of shareholders be and is hereby accorded to ratify all acts and deeds done by Mr. Sanjeev Kumar Elwadhi, in capacity of Executive Managing Director from his last appointment till date also any of the Director or Company Secretary of the Company, be and is hereby authorized to sign and submit all necessary forms, documents, and returns with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company Secretary or any Director of the Company be and is hereby authorized to inform the stock exchange(s) where the securities of the Company are listed, about the appointment of Mr. Sanjeev Kumar Elwadhi as the Managing

Director of the Company and to make such disclosures as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**By order of the Board of the Directors  
For Ritco Logistics Limited**

**Sd/-  
Gitika Arora  
Company Secretary  
Membership No.: 37409**

**Date: 6<sup>th</sup> September, 2024  
Place: Gurugram**

**Registered Office:  
508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,  
District Centre, Janak Puri,  
New Delhi - 110 058**

**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 2023-24 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 2023-24 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 2023-24 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 27<sup>th</sup> September, 2024, 09.00 AM till 29<sup>th</sup> September, 2024, 5.00 PM.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive). The Record date / Cut-off date to determine the eligibility of members for the purpose of the voting at the 23<sup>rd</sup> Annual General Meeting is 23<sup>rd</sup> September, 2024.
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. 23<sup>rd</sup> September, 2024.
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:**

1. 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.

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

**1. Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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 ("Corporate Body/ Custodian/Mutual Fund"):**

#### **STEP 1 - Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### **STEP 2 -Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### **STEP 3 - Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

##### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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.

Login type	Helpdesk details
Individual Shareholders holding	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 : 022 - 4886 7000 and 022 - 2499 7000



securities in demat mode with NSDL	
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 toll free no. 1800 22 55 33

### **Forgot Password:**

#### **Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form 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>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

#### **Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat 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>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**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"

**By order of the Board of the Directors  
For Ritco Logistics Limited**

**Sd/-  
Gitika Arora  
Company Secretary  
Membership No.:37409**

**Date: 6<sup>th</sup> September, 2024  
Place: Gurugram**

**Registered Office:  
508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,  
District Centre, Janak Puri  
New Delhi - 110 058**

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**

**As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item no. 4 and 5 of the accompanying Notice dated 06<sup>th</sup> September, 2024**

**ITEM NO. 4**

The Board of Directors and the Nomination and Remuneration Committee, approved the appointment of Mr. Man Mohan Pal Singh Chadha as Whole-time Director, not liable to retire by rotation, for a period of 5 (Five) years from September 4, 2024 subject to approval of Shareholders at this Annual General Meeting.

Mr. Man Mohan Pal Singh Chadha being one of the Founding Promoters of the company have been working tirelessly for growth of the company since inception besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk Management and Internal Control. He has been instrumental in managing Finance and Administration operations critical for the Company.

He holds a Bachelor's degree in Commerce from Delhi University. Mr. Man Mohan Pal Singh Chadha is a First-Generation entrepreneur and has over 25 years of experience in the field of Transportation and Logistics.

Mr. Man Mohan Pal Singh Chadha is the Key Managerial Personnel of the Company.

Mr. Man Mohan Pal Singh Chadha has granted the consent for his appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice other than Mr. Man Mohan Pal Singh Chadha.

Broad particulars of the terms of appointment and remuneration payable to Mr. Man Mohan Pal Singh Chadha are as under -

**Remuneration:**

In consideration of the performance of his duties to the Company, Mr. Man Mohan Pal Singh Chadha shall be entitled to the following remuneration subject to applicable taxes:

- i) Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum (same as the last drawn salary); to be paid monthly and/or annually, as may be approved by the Board.

- Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;
- ii) The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.

**General terms and conditions:**

- During his employment pursuant to this Agreement, Mr. Man Mohan Pal Singh Chadha shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.
- The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit

The additional details of Mr. Man Mohan Pal Singh Chadha as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure A** forming part of this Notice.

**ITEM NO. 5**

The Board of Directors and the Nomination and Remuneration Committee, approved the appointment of Mr. Mr. Sanjeev Kumar Elwadhi as Managing Director, not liable to retire by rotation, for a period of 5 (Five) years from September 4, 2024 subject to approval of Shareholders at this Annual General Meeting.

Mr. Mr. Sanjeev Kumar Elwadhi being one of the Founding Promoters of the company have been working tirelessly for growth of your company since inception besides in-depth knowledge about the Company, he has been leading the Operations and Marketing of the company and has been instrumental in IT enablement of the company. He has been instrumental in developing the IT backbone of the company and has been key person for growth in operations and profitability of the Company.

Mr. Sanjeev Kumar Elwadhi was appointed as a Director of the Company on August 23, 2001 and was later also appointed as the Managing Director (MD) of the Company. He was subsequently appointed as Chief Executive Officer (CEO), designated as MD & CEO, for period of 5 years w.e.f. February 20, 2023.

In accordance to the applicable provisions of Companies Act, 2013, the Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013.

Mr. Sanjeev Kumar Elwadhi has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not

debarred from holding the office of Director by virtue of any order by SEBI or any other authority. Mr. Sanjeev Kumar Elwadhi has consented to act as the MD & CEO of the Company, if so appointed.

Brief resume of Mr. Sanjeev Kumar Elwadhi, along with disclosures required under Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India are mentioned in **Annexure A** of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

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

Ms. Roma Wadhwa, being his relatives are deemed to be interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice other than Mr. Sanjeev Kumar Elwadhi.

Broad particulars of the terms of appointment and remuneration payable to Mr. Sanjeev Kumar Elwadhi are as under –

**Remuneration:**

In consideration of the performance of his duties to the Company, Mr. Sanjeev Kumar Elwadhi shall be entitled to the following remuneration subject to applicable taxes:

- i) Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum (same as last drawn salary); to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;
- ii) The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.

**General terms and conditions:**

- During his employment pursuant to this Agreement, Mr. Sanjeev Kumar Elwadhi shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.
- The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit

## ANNEXURE A

Information as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) for Item No. 4 and 5 is given here under:

Sr No	Particulars	Details	
1.	Name of Director	Man Mohan Pal Chadha Singh	Sanjeev Kumar Elwadhi
2.	Date of Birth	16/09/1970	02/11/1968
3.	DIN	01763805	02694204
4.	Age	54 Years	56 Years
5.	Brief resume, experience and qualification	He is one of the founding promoters of our Company. He holds a Bachelor's degree in Commerce from Delhi University. Mr. Man Mohan Pal Singh Chadha is a First-Generation entrepreneur and has over 25 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.	He has been associated with our Company since incorporation. He has completed his Bachelor of Commerce from Delhi University. He has an experience of 30 years in Logistics and Transportation Industry. He 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.
6.	Nature of expertise in specific functional areas	28 years of experience in the Logistics industry	30 years of experience in the Logistics industry
7.	Terms and conditions of appointment / re-appointment	<p>During his employment pursuant to this Agreement, Mr. Man Mohan Pal Singh Chadha shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.</p> <p>The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit</p>	<p>During his employment pursuant to this Agreement, Mr. Sanjeev Kumar Elwadhi shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.</p> <p>The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit</p>

8.	Remuneration proposed to be paid	Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum <b>(same as last drawn salary)</b> ; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;  The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.	Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum <b>(same as last drawn salary)</b> ; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;  The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.
9.	Date of first appointment on Board, last drawn remuneration	August 23, 2001, being promoter director of the company  Last Drawn Salary - Rs.30 Lacs per annum	August 23, 2001, being promoter director of the company  Last Drawn Salary - Rs.30 Lacs per annum
10.	Relationships with other directors and Key Managerial Personnel inter-se	NA	Brother of Roma Wadhwa, Non-Executive Director
11.	Directorship or Membership/ Chairmanship held in other Companies Boards. Names of Listed entities in which the person also holds the directorship and the Membership/ Chairmanship of Committees of the board along with listed entities from which the person has resigned in the past three years.	RITCO CHARLIE RETAILS PRIVATE LIMITED  RITCO LEASING AND FINANCE PVT LTD	RITCO CHARLIE RETAILS PRIVATE LIMITED  RITCO LEASING AND FINANCE PVT LTD
12.	No. of Equity shares held in the	8937668	8937450

	Company (Including Shareholding as a beneficial owner) (As on March 31, 2024)		
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## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2023-24

To,

**The Members,**

Your directors have pleasure in presenting their 23<sup>rd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2024. During the year, the Company issued 300,000 convertible share warrants to the existing promoters. This issuance reflects the continued commitment and confidence of the promoters in the future prospects and growth of the Company.

### 1. Financial highlights

The financial performance of your Company:

Rupees in [Lakhs]

Particular	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
	Standalone		Consolidate	
Revenue from Operation	93,330.25	75,114.62	93,330.27	75,114.62
Total Expenditure	89,089.58	72,017.28	89,223.63	72,056.51
Other Income	383.77	290.07	383.77	290.07
Profit before Interest, Tax, Depreciation/Amortization (PBITDA)	8,037.01	5,556.06	7,893.24	5516.87
Less: Finance Charges	2,172.78	1,648.13	2,172.80	1648.14
Profit before Depreciation/Amortization (PBTDA)	5,864.23	3,907.93	5,720.43	3868.73
Less: Depreciation	1,239.78	520.51	1,240.02	520.54
Net Profit before Taxation (PBT)	4,624.45	3,387.42	4,480.41	3338.19
Provision for taxation	1,215.68	916.28	1,215.68	916.29
Profit/(Loss) after Taxation (PAT)	3,408.76	2,471.13	3,264.73	2,431.90
Other Comprehensive Income	-1.25	20.71	-1.25	20.72
Total Other Comprehensive Income	3407.51	2,491.84	3263.48	2,452.62

Particular	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Carried forward in Other Equity	3407.51	2,491.84	3263.48	2,452.62

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

In the Financial Year 2024 your company Revenue from Operations increased by 24.25% at Rs. 93,330.25 Lacs (previous year Rs. 75,114.62 Lacs).

While the PBITDA (Profit before Interest, Tax, Depreciation/ Amortization) increased by 44.65% at Rs. 8,037.01 Lacs (previous year Rs. 5,556.06Lacs).

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. 1,627.78 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 2023-24. 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 2023-24. All the profit of the Company shall carry forward to credit balance of Profit and Loss account of the Company.

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

### **Authorized Capital**

During the FY 2023-24 the Authorized share capital has been increased from Rs. 25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs. 10/- each to Rs. 26,00,00,000/- divided into 2,60,00,000 Equity Shares of Rs. 10/- each with the approval of shareholders in the EGM held on 26<sup>th</sup> October, 2023.

\*Further, The Authorized share capital has been increased from Rs. 26,00,00,000/- divided into 2,60,00,000 Equity Shares of Rs. 10/- each to Rs. 30,00,00,000/- divided into 3,00,00,000 Equity Shares of Rs. 10/- each with the approval of shareholders in the EGM held on 20<sup>th</sup> July, 2024.

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

The Paid-Up Capital of the Company is Rs. 24,47,66,180/- divided into 2,44,76,618 Equity Shares of Rs. 10/- each as on 31<sup>st</sup> March, 2024.

\*However, the company has allotted 38,46,139 (Thirty-Eight Lacs Forty-Six Thousand One Hundred Thirty-Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) under Preferential issue on 25<sup>th</sup> July, 2024 and the present Paid-Up Capital of the Company is Rs. 28,32,27,570/- divided into 2,83,22,757 Equity Shares of Rs. 10/- each.

Further, The Company has issued 3,00,000 convertible warrants on preferential basis to the promoters of the company which is lock in for a period of 18 months from the date of the allotment with the approval of the shareholders of the company in the EGM held on 26<sup>th</sup> October, 2023.

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

None of the shares of the Company are in DEMAT Suspense Account or Unclaimed suspense Accounts thus the point is not applicable.

**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 2023-24 the Shareholders of the Company in their meeting held on 26<sup>th</sup> October, 2023 had approved the “Employee Stock Option Plan- Pragati Ki Aur - II” Scheme in addition to the previously approved scheme “Employee Stock Option Plan- Pragati Ki Aur” to grant share-based benefits to eligible employees 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 public issue held by company 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 31/03/2024

Sr. No.	Name	Designation	Date of Appointment
1	Man Mohan Pal Chadha Singh	Director	06/03/2019
2	Sanjeev Kumar Elwadhi	Director	23/08/2001
3	Roma Wadhwa	Director	06/12/2018
4	Vikram Suri	Independent Director	24/12/2018
5	Saurabh Ajmera	Independent Director	22/05/2023
6	Shweta Jayant Jain	Independent Director	27/09/2023
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.

### Changes during the Year

During the period under review, there are some changes took place in the Board of the Company as mentioned below:

Mr. Vikram Suri term as an independent director was expired on 23<sup>rd</sup> December, 2023 and the shareholders had 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.

CA Ranu Jain had tendered his resignation with effect from 10<sup>th</sup> August 2023 due to his preoccupation with other assignments and Mr. Aditya Kumar Verma Jain had tendered his resignation with effect from close of business hours 20<sup>th</sup> September, 2023, due to pre occupation in other assignments.

Mr. Saurabh Ajmera was appointed as Additional Director (Independent and Non-Executive Director) of the company w.e.f. 22<sup>nd</sup> May, 2023 in the Board Meeting held on 22<sup>nd</sup> May, 2023 and was regularized by the shareholders in the Annual general meeting held on 27<sup>th</sup> September, 2023.

Ms. Sweta Jayant Jain was appointed as Additional Director (Independent and Non-Executive Director) of the company w.e.f. 27<sup>th</sup> September, 2023 in the Board Meeting held on 27<sup>th</sup> September, 2023 and was regularized by the Shareholders in the Extra Ordinary General Meeting held on 28<sup>th</sup> October, 2023

Mr. Sanjeev Kumar Elwadhi term as MD expired on 22<sup>nd</sup> May 2023 and Mr. Man Mohan Pal Singh Chadha term as WTD expired on 5<sup>th</sup> March 2024.

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

The Company has received necessary declarations 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 26, 2024. 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 Eight (8) times during the financial year 2023-24. 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:

Sr. No.	Date of the Board Meeting	Board Strength	No. of Director Present
1	22/05/2023	6	6
2	10/08/2023	6	4
3	27/09/2023	5	4
4	17/10/2023	6	5
5	09/11/2023	6	5
6	24/11/2023	6	4
7	02/02/2024	6	4
8	04/03/2024	6	4

**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 2023-24 and the whole previous financial year 2022-23.

- 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
Mr. Saurabh Ajmera	Nil	NA
Ms. Shweta Jayant 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. Saurabh Ajmera	NA
Ms. Sweta Jain	NA

Gautam Mukherjee (CFO)	NIL
Gitika Arora (CS)	11%

- 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: 987
- 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 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.**

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.):

- CA Ranu Jain has tendered his resignation with effect from 10<sup>th</sup> August 2023 due to his preoccupation with other assignments.

- Mr. Aditya Kumar Verma Jain has tendered his resignation with effect from close of business hours 20<sup>th</sup> September, 2023, due to pre occupation in 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 / Board members	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

The term of the Statutory Auditor M/s. Mittal & Associates Chartered Accountants, Mumbai has been concluded and they have given their consent for their appointment of another term of 5 years from the conclusion of the 23<sup>rd</sup> AGM till the conclusion of 28<sup>th</sup> AGM subject to the approval of the shareholders in the ensuing annual general meeting of the company.

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 2023-24. The Secretarial Audit report dated 28<sup>th</sup> August, 2024 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, 2024.

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
Mr. Sourabh Ajmera	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
22/05/2023	3	3
10/08/2023	3	3
27/09/2023	3	3
17/10/2023	3	3
09/11/2023	3	3
02/02/2024	3	3

**Nomination and Remuneration Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Mr. Vikram Suri	Chairman	Independent Director
Mr. Sourabh Ajmera	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
22/05/2023	3	3
18/07/2023	3	3
24/07/2023	3	3
10/08/2023	3	2
28/08/2023	3	2
27/09/2023	3	2
10/01/2024	3	2
16/01/2024	3	2

**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
Mr. Sourabh Ajmera	Member	Independent Director

Date of the meeting	No. of Members entitled to Attend	No. of Members attended the meeting
10/08/2023	3	2
10/03/2024	3	2

**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	Executive Director
Mrs. Roma Wadhwa	Member	Non-Executive Director

Date of the meeting	No. of Members Entitled to attend	No. of Members attended the meeting
27/09/2023	3	3
10/03/2024	3	3

**Management and Operations Committee:**

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

Date of the meeting	No. of Members attended the meeting
04/04/2023	2
08/05/2023	2
26/05/2023	2
15/06/2023	2
28/06/2023	2
12/07/2023	2
24/07/2023	2
29/08/2023	2
29/09/2023	2
06/11/2023	2
07/12/2023	2

27/12/2023	2
04/01/2024	2
10/01/2024	2
25/01/2024	2
02/02/2024	2
07/03/2024	2

**Internal Complaints Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Mr. Man Mohan Pal Chadha Singh	Chairman	Executive Director
Mr. Sanjeev Kumar Elwadhi	Member	Executive Director
Mrs. Roma Wadhwa	Member	Non-Executive Director

Date of the meeting	No. of Members entitled to Attend	No. of Members attended the meeting
10/03/2024	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, 2024 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.ritcologistics.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 given the loan to its step-down subsidiary M/s Trucksup Solution Private Limited of Rs. 169.16/- (In Lakhs) and the approval of the same has been taken from the shareholders.

Further, an investment in Equity shares of M/s 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, 2024 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**

The Company has an investment in Equity shares in its Subsidiary M/s Logro Sourcing Private 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 2023-24.

**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: -

<b>Particulars</b>	<b>(in Rupees)</b>
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. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors have overseen that the annual accounts on a going concern basis; and
- 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. 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. 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 2023-24.

**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 2023-24.
- 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.

**For Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Chadha Singh**

**DIN: 01763805**

**Chairman**

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

**Gurgaon, Haryana-122001**

**Date: 6<sup>th</sup> September, 2024**

**Place: Gurugram**

## Annexure I

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

#### (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, 2024 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 on test basis 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, 2024 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018.
  - (e) 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;
  - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (g) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

The Company have not, Issued or Listed any 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

(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.

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)**

**FCS No.12894**

**CP No. 4766**

**Place: New Delhi**

**Date: 28<sup>th</sup> August, 2024**

**UDIN: F012894F001063781**

**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)**

**FCS No.12894**

**CP No. 4766**

Place: New Delhi

**Date: 28<sup>th</sup> August, 2024**

**UDIN: F012894F001063781**

**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, 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, 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	Mr Vikram Suri, 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	Ms. Sourabh Ajmera, 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	Ms. Sweta Jayant 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

**For Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Chadha Singh**

**DIN: 01763805**

**Chairman**

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

**Gurgaon, Haryana-122001**

**Date: 6<sup>th</sup> September, 2024**

**Place: Gurugram**

**Registered Office:**

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

**District Centre, Janak Puri,**

**New Delhi - 110 058**

**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 2023-24, eight Board Meetings were held.

Dates on which they were held: i) 22/05/2023, ii) 10/08/2023, iii) 27/09/2023, iv) 17/10/2023, v) 09/11/2023, vi) 24/11/2023, vii) 02/02/2024, viii) 04/03/2024.

The Composition and categories of the Directors on the Board as on 31<sup>st</sup> March, 2024, their attendance at Board meetings and at the last Annual General Meeting ('AGM') held during the financial year 2023-24:

Name of the Director	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	No. of Board Meetings held and attended during FY 2023-24		Whether attended last AGM
		Entitled	Attended	
Man Mohan Pal Singh Chadha	Promoter, Executive Chairperson	8	8	Yes
Sanjeev Kumar Elwadhi	Promoter, Executive, Director	8	8	Yes
Roma Wadhwa	Non-Executive Director	8	8	Yes
Vikram Suri	Independent Director	8	7	No
Sourabh Ajmera	Independent Director	7	2	No
Shweta Jayant Jain	Independent Director	5	1	No



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

Committees of the Company	Audit Committee		Nomination and Remuneration Committee		Stakeholders' Relationship Committee		Corporate Social Responsibility Committee	
	Entitled	Attended	Entitled	Attended	Entitled	Attended	Entitled	Attended
Meetings held	6		8		2		2	
Directors' Attendance	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	6	6	8	8	2	2	2	2
Vikram Suri	6	6	8	8	2	2	2	2
Sourabh Ajmera	5	5	5	0	2	0	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: <ul style="list-style-type: none"> <li>- analyse key financial statements;</li> <li>- critically assess financial viability and performance;</li> <li>- contribute to strategic financial planning;</li> <li>- oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.</li> </ul>

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	<p>Promoter Chairman of our Company. He is one of the founding promoters of our Company. He holds a Bachelor's degree in Commerce from Delhi University. Mr. Man Mohan Pal Singh Chadha is a First-Generation entrepreneur and has over 25 years of experience in the field of Transportation and Logistics.</p> <p>He is currently responsible for supervising and overlooking finance as well as legal matters of our Company.</p>
Sanjeev Kumar Elwadhi	<p>He is one of the founding promoters of our Company. He has completed his Bachelor of Commerce from Delhi University. He has an experience of 30 years in Logistics and Transportation Industry. He 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.</p>
Roma Wadhwa	<p>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.</p>

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.
Saurabh Ajmera	Independent and Non-Executive Director of the Company. He is a Chartered Accountant by profession and have a specialization in Accounts & Taxation. His key's skills include Corporate Law, Finance, Audit and Taxation with 9 years of experience.
Shweta Jayant Jain	Independent and Non-Executive Director of the Company. She is a Chartered Accountant by profession having a experience of about two decades, also done Diploma in Information System Audit (ICAI), Diploma in International Financial Reporting Standards (IFRS) from ACCA UK. She has also completed Various Certificate Courses from ICAI, like Forensic Audit and Fraud Detection Course, Concurrent audit course, courses in Co-operative Society Audit, IFRS, Master in Business Finance.

**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, CA Ranu Jain has tendered his resignation with effect from 10<sup>th</sup> August 2023 due to his preoccupation with other assignments.

Further, Mr. Aditya Kumar Verma Jain has tendered his resignation with effect from close of business hours 20<sup>th</sup> September, 2023, due to pre occupation in 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 and Non-Executive Independent Directors (ii) Mr. Saurabh Ajmera, Non-Executive Independent Directors and (iii) Mrs. Roma Wadhwa, Non-Executive Directors. 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 2023-24, Six Audit Committee Meetings were held:

Dates on which they were held: i) 22/05/2023, ii) 10/08/2023, iii) 27/09/2023, iv) 17/10/2023, v) 09/11/2023, vi) 02/02/2024

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 and Non-Executive Independent Directors (ii) Mr. Saurabh Ajmera, Non-Executive Independent Directors and (iii) Mrs. Roma Wadhwa, Non-Executive Director. 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 2023-24, Eight Nomination and Remuneration Committee Meetings were held:

Dates on which they were held: i) 22/05/2023, ii) 18/07/2023, iii) 24/07/2023, iv) 10/08/2023, v) 28/08/2023, vi) 27/09/2023, vii) 10/01/2024, viii) 16/01/2024

The necessary quorum was present at all these Meetings.

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

- 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.
- carry out evaluation of every Director's performance
- formulate the criteria for determining qualifications, positive attributes and independence of Director; and
- 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

- 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
- relationship of remuneration to performance is clear and meets appropriate performance bench marks; and
- 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

**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) Mr. Sourabh Ajmera. 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 2023-24, Two Committee Meetings were held on:

Dates on which they were held: i) 10/08/2024, ii) 10/03/2024

Investor complaints received and redressed during the year ended 31.3.2024: Nil

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

CSR Committee comprises (i) Mr. Vikram Suri, Chairperson, Non-Executive Independent Director (ii) Mr. Sanjeev Kumar Elwadhi, Executive 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 2023-24, Two Committee Meetings were held on:

Dates on which they were held: i) 27/09/2023, ii) 10/03/2024,

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 26.03.2024. 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
2021	Tuesday, 28 <sup>th</sup> September, 2021 at 12:00 Noon
2022	Tuesday, 27 <sup>th</sup> September, 2022 at 12:00 Noon
2023	Wednesday, 27 <sup>th</sup> September, 2023 at 01:00 Noon



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

Year	Subject Matter
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 retires 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.
2023	Change In Designation of Mr. Sourabh Ajmera from Additional Director to Independent Director.  To Consider and Approve the Reappointment of Mr. Vikram Suri As Independent Director For Another Term of 5 Years.

iii) 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.

iv) 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, 2024:**

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 : Monday, 30<sup>th</sup> September, 2024 at 1:00 P.M.
  - Venue : Meeting will be held 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
- ii) Financial Year : 1st April to 31st March
- iii) Dates of Book Closure : 24.9.2024 to 30.9.2024 (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 2023-24 .

Month	High	Low
April, 2023	195.00	150.60
May, 2023	187.05	170.60
June, 2023	187.65	145.05
July, 2023	293.95	168.30
August, 2023	288.20	215.20
September, 2023	259.80	229.00
October, 2023	251.00	228.00
November, 2023	269.70	231.10
December, 2023	304.65	238.80
January, 2024	308.40	233.70
February, 2024	274.25	235.45
March, 2024	255.95	190.30

**quoted on the NSE**

Month	High	Low
April, 2023	194.00	147.00
May, 2023	188.40	169.55
June, 2023	185.90	165.35
July, 2023	292.80	164.80
August, 2023	287.95	215.65
September, 2023	262.35	227.00
October, 2023	254.55	223.10
November, 2023	268.00	232.00
December, 2023	305.00	241.80
January, 2024	309.45	233.10
February, 2024	273.90	235.40
March, 2024	255.95	189.15

- vi) Performance in comparison :

**To BSE SENSEX**

The benchmark equity index BSE Sensex gained 24.85 per cent to 73651.35 on March 31, 2024 from 58991.52 on March 31, 2023.

While RITCO gained 43.57 per cent on BSE to Rs. 215.80 on March 31, 2024 from Rs. 150.30 on March 31, 2023.

**TO NSE**

The benchmark equity index NSE Nifty gained 28.61 per cent to 22326.90 on March 31, 2024 from 17359.75 on March 31, 2023.

While RITCO closed on NSE on 31<sup>st</sup> March 2024 at Rs. 218.20 it gained 44.02% 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, 2024:

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, 2024.

For and on behalf of the Board of Directors

**The Ritco Logistics Limited**

Sd/-

**Sanjeev Kumar Elwadhi**

**Managing Director**

**DIN:- 02694204**

**Place: Gurgaon**

**Date: 6<sup>th</sup> September, 2024**

**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, 2024 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: 6<sup>th</sup> September, 2024**

Sd/-

**Man Mohan Pal Singh Chadha**

**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 2023 - 2024 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, 2024 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	Director	01763805	06/03/2019
2	Sanjeev Kumar Elwadhi	Director	02694204	23/08/2001
3	Roma Wadhwa	Director	08295808	06/12/2018
4	Vikram Suri	Independent Director	08312681	24/12/2018
5	Sourabh Ajmera	Independent Director	06876514	22/05/2023
6	Shweta Jayant Jain	Independent Director	07872968	27/09/2023

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, 2024.

For **Mukun Vivek and Company**  
Company Secretaries

Sd/-  
**Mukun Arora**  
(Partner)  
FCS No.12894  
CP No. 4766

Place: New Delhi

Date: 28<sup>th</sup> August, 2024

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, 2024.

#### **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 from management, wherever required.
- 4.2 Our examination on sample basis 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 on sample basis as aforesaid, the information, explanations and representations provided by the management, we certify that, the Company has complied with the with the conditions of the Corporate Governance stipulated in the Listing Regulations, for the Financial Year ended March 31, 2024.

## **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)**

**FCS No. 12894**

**CP No. 4766**

Place: New Delhi

Date: 28<sup>th</sup> August, 2024

**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. 21,30,31,586.00/-

VII. A) **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** Rs. 42,06,632.00/-

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 2023-24, if any:** NIL
3. **Total CSR obligation for the financial year 2023-24 (7a+7b-7c):** Rs. 42,06,632.00/-

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. 43,00,000.00/-	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. No.	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 to 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	Sumangal Foundation	<b>Education and Skill Development programs</b>	Yes	One Time	43,00,000.00	43,00,000.00	Nil	No	Name: M/s Sumangal Foundation  Reg No.: CSR





2	FY-2	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	FY-3	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**X. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable**

If Yes, enter the number of Capital assets created/ acquired:

**IX. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5) - NA**

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 Ritco Logistics Limited**

**Sd/-**

**Man Mohan Pal Chadha Singh**

**DIN: 01763805**

**Chairman**

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

**Gurgaon, Haryana-122001**

**Date: 6<sup>th</sup> September, 2024**

**Place: Gurugram**

**Registered Office:**

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

**District Centre, Janak Puri,**

**New Delhi - 110 058**

# Management Discussion and Analysis Report

Ritco Logistics Limited

2023-2024

## 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 28 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 2023 to 2024 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 2024, 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 937 Crores, signifying a remarkable growth of 24% 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.

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.

	2024	2023
Debt equity ratio	1.400	1.380

Debt service coverage ratio	5.130	1.810
Interest service coverage ratio	3.000	2.990

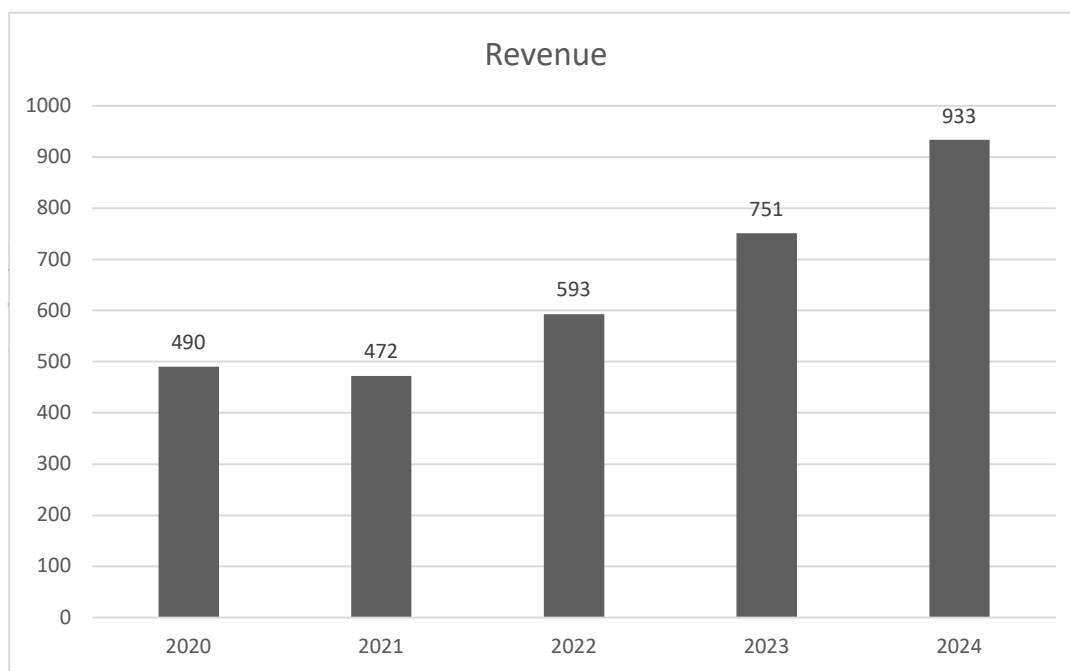
Overall, the analysis of these financial ratios indicates that Ritco Logistics Limited has made progress in its financial management, with improvements in its ability to cover debt service obligations. However, a slightly reduced interest coverage ratio might warrant monitoring to ensure that the company's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

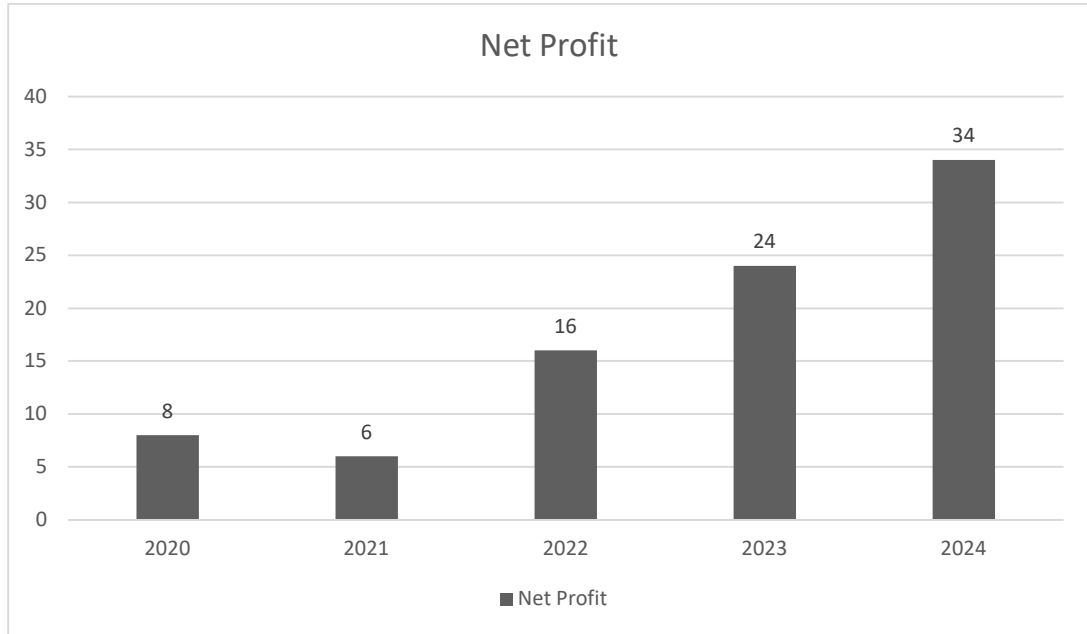
**- Comparison of current financials with the previous year's performance and industry benchmarks.**

**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

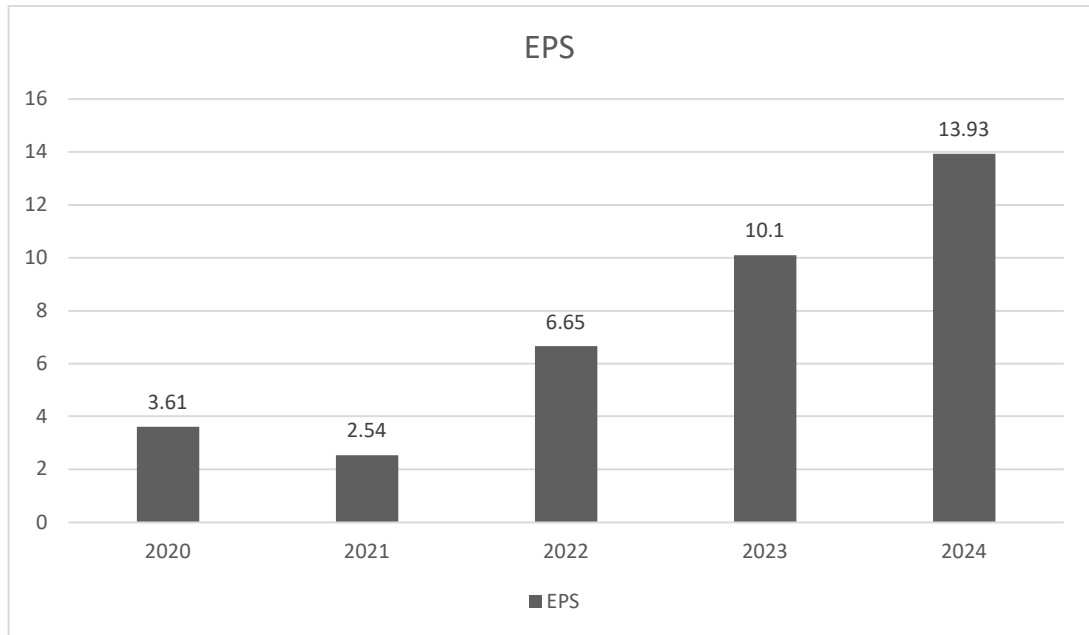
(Rs. Cr.)





**EPS (Earning Per Share):**

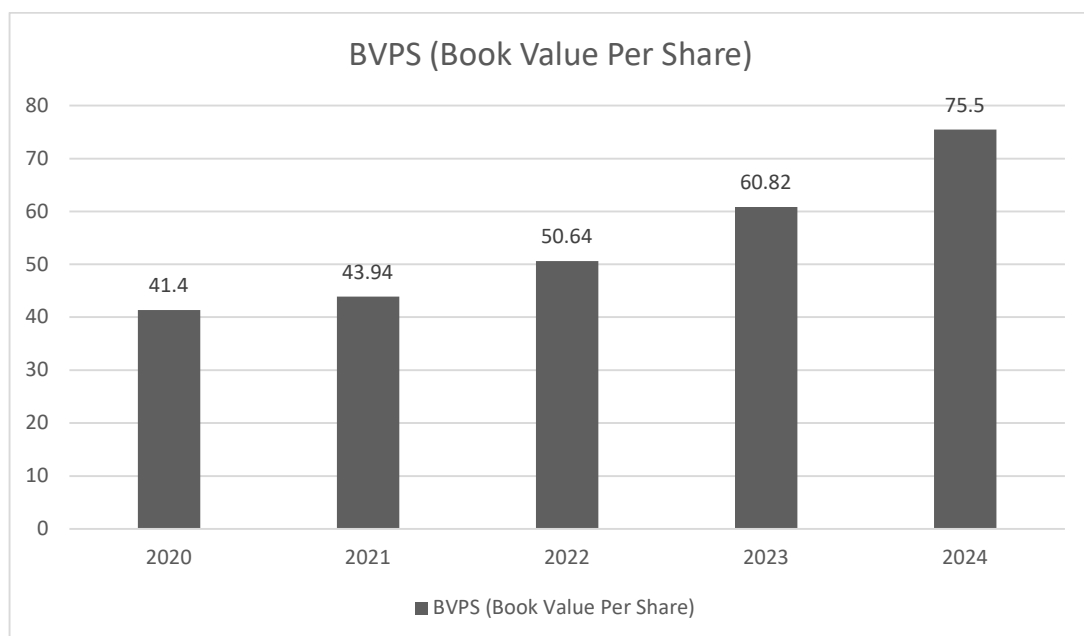
The EPS of the company has been consistently increasing with exception of the COVID-19 period of the financial years 2020 and 2021.



**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.

(Rs. Cr.)



### 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**

To The Members of **Ritco Logistics Limited**

Report on the Audit of the Consolidated Financial Statements

### **Opinion**

We have audited the accompanying consolidated financial statements of **Ritco Logistics Limited** (hereinafter referred to as the “Holding Company” ) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group” ), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (IND-AS) prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2024 and its profit and other comprehensive income and its cash flows for the year ended on that date.

### **Basis for opinion**

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

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have nothing to communicate in our report in this regard.

### **Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon**

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management’s Responsibility for the Consolidated Financial Statements**

The Holding Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates in accordance with the IND- AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, respective Management and Board of Directors of the companies included in the Group and of its associate management are responsible for assessing each Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### **Auditor's Responsibilities for the Audit of the consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our

auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

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

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

- 1) As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the holding company as on March 31, 2024 taken on record by the Board of Directors of the holding company and the report of its subsidiary companies and associate company none of the directors of the group company is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, associate companies and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- a) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- b) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The consolidated financial statements disclose the impact of pending litigations on its financial position in its consolidated financial statements.
  - ii) Provision has been made, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) There was no amount which was required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) (a) The respective management of the Holding Company and its subsidiary companies has represented that, to the best of their knowledge and belief, other than as disclosed in

- v) the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the holding company or subsidiary companies to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the holding company and subsidiary companies (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective management of the Holding Company and its subsidiary companies has represented, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and its subsidiary companies from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary companies shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- vi) The group and associate has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vii) Based on our examination which included test checks, the holding Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

*For Mittal & ASSOCIATES*  
*Chartered Accountants*  
Firm Registration number: **106456W**

Sd/-  
**Hemant Bohra**  
*Partner*  
Membership number: 165667  
UDIN: 24165667BKEZDV5207

Place: Mumbai  
Date: 22<sup>nd</sup> May, 2024

### **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Ritco Logistics Limited** of even date)

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

### **Management’s Responsibility for Internal Financial Controls**

The respective Company’s Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



### **Opinion**

We have audited the internal financial controls with reference to consolidated financial statements of Ritco Logistics Limited (“the Holding Company”) as of 31 March 2024 in conjunction with our audit of the consolidated financial statements of the holding Company as at and for the year ended on that date. In our opinion, the holding Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to

Consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For Mittal & ASSOCIATES*  
*Chartered Accountants*  
Firm Registration number: **106456W**

Sd/-  
**Hemant Bohra**  
*Partner*  
Membership number: 165667  
UDIN: 24165667BKEZDV5207

Place: Mumbai  
Date: 22<sup>nd</sup> May, 2024

RITCO LOGISTICS LIMITED				
508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058				
CIN: L60221DL2001PLC112167				
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024				
(Rs in lakhs, unless stated otherwise)				
Sr. No.	Particulars	Notes	As at 31st March, 2024	As at 31st March 2023
	<b>ASSETS</b>			
1	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	4	6,270.66	3,660.78
	(b) ROU Assets	5	76.05	126.71
	(c) Capital work-in-progress		-	-
	(d) Goodwill		-	4.00
	(d) Financial Assets			-
	(i) Others	6	4,341.75	3,349.44
	(e) Income Tax Assets (net)	7c)	220.38	-
	<b>Total Non-Current Assets</b>		<b>10,908.84</b>	<b>7,140.93</b>
2	<b>Current Assets</b>			
	(a) Inventories			
	(a) Financial Assets			
	(i) Investments	8	38.58	-
	(ii) Trade Receivables	9	29,512.39	24,243.03
	(iii) Cash and Cash Equivalents	10	334.66	105.00
	(iv) Bank balances other than (iii) above	11	209.05	176.76
	(v) Loans	12	49.63	51.66
	(v) Others	13	1,820.36	1,960.26
	(b) Other Current Assets	14	2,468.77	2,775.88
	<b>Total Current Assets</b>		<b>34,433.45</b>	<b>29,312.59</b>
	<b>Total ASSETS</b>		<b>45,342.28</b>	<b>36,453.52</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	15,704.57	12,410.77
	(c) Money received against Share Warrant	16	185.33	-
	<b>Total EQUITY</b>		<b>18,337.56</b>	<b>14,858.43</b>
	Non Controlling Interest		(44.13)	(9.80)
2	<b>LIABILITIES</b>			
	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	17	4,946.61	1,687.95
	(ii) Lease Liabilities	18	37.16	97.97
	(b) Provisions	19	115.48	75.00
	(c) Deferred Tax Liabilities (net)	7b)	226.59	86.93
	<b>Total Non-Current Liabilities</b>		<b>5,325.84</b>	<b>1,947.85</b>
3	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	20	20,930.52	18,907.37
	(ii) Lease Liabilities	21	43.14	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.		337.07	399.13
	(iv) Other Financial Liabilities	23	31.64	31.23
	(b) Other Current Liabilities	24	350.19	148.82
	(c) Provisions	25	30.47	8.96
	(d) Current Tax Liabilities (Net)	26	-	133.00
	<b>Total Current Liabilities</b>		<b>21,723.02</b>	<b>19,657.04</b>
	<b>Total EQUITY AND LIABILITIES</b>		<b>45,342.28</b>	<b>36,453.52</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			
	As per our Report of even date annexed	For RITCO LOGISTICS LIMITED		
	For MITTAL & ASSOCIATES			
	Chartered Accountants			
	Firm Registration No.-106456W			
	Sd/-	Sd/-		
	Man Mohan Pal Singh Chadha	Sanjeev Kumar Elwathi		
	(Chairman)	(Director & CEO)		
	DIN: 01763805	DIN: 02694094		
	Sd/-	Sd/-		
	Hemant Bohra	Gitika Arora		
	Partner	(Company Secretary)		
	Membership No. 165667	Gautam Mukherjee		
	Place: Mumbai	(Chief Financial Officer)		
	Date: 22nd May, 2024			
	UDIN: 24165667BKEZDV5207			

<b>RITCO LOGISTICS LIMITED</b>			
<b>CIN: L60221DL2001PLC112167</b>			
<b>508, Jyoti Shikhar Tower, Disctrict Centre, Janakpuri, New Delhi-110058</b>			
<b>Consolidated Statement of Profit and Loss for the year ended 31st March 2024</b>			
<b>(Rs in lakhs, unless stated otherwise)</b>			
<b>Particulars</b>	<b>Notes</b>	<b>Year ended 31st March, 2024</b>	<b>Year ended 31st March 2023</b>
<b>INCOME</b>			
Revenue From Operations	27	93,330.27	75,114.62
Other Income	28	383.77	290.07
<b>Total INCOME</b>		<b>93,714.05</b>	<b>75,404.70</b>
<b>EXPENSES</b>			
Cost of Service	29	81,940.16	67,072.98
Employee Benefit Expenses	30	2,342.79	1,443.95
Finance Costs	31	2,172.80	1,648.14
Depreciation Expense	32	1,240.02	520.54
Other Expenses	33	1,537.86	1,370.90
<b>Total EXPENSES</b>		<b>89,233.63</b>	<b>72,056.51</b>
<b>Profit Before Tax</b>		<b>4,480.41</b>	<b>3,348.19</b>
<b>Tax Expense</b>			
Current Tax	7a)	1,075.60	857.90
Deferred Tax	7a)	140.08	58.39
<b>Total Tax Expense</b>		<b>1,215.69</b>	<b>916.29</b>
<b>Profit for the period</b>		<b>3,264.73</b>	<b>2,431.90</b>
<b>B) Items that will be reclassified to profit or loss</b>			
Re-measurement gain on defined benefit plans		(1.67)	27.68
Income tax relating to re-measurement gain on defined benefit plans		0.42	(6.97)
<b>Total Other Comprehensive Income</b>		<b>(1.25)</b>	<b>20.71</b>
<b>Total Comprehensive Income</b>		<b>3,263.48</b>	<b>2,452.61</b>
<b>Net Profit attributable to :</b>			
Owner of the Company		3,299.30	2,441.32
Non Controlling Interest		(34.57)	(9.42)
<b>Other Comprehensive Income attributable to :</b>			
Owner of the Company		(1.25)	20.71
Non Controlling Interest			
<b>Total Comprehensive Income attributable to :</b>			
Owner of the Company		3,298.05	2,462.03
Non Controlling Interest		(34.57)	(9.42)
Earing per share (In Rs.)			
(1) Basic		13.34	9.94
(2) Dilluted		13.22	9.94
Significant accounting policies & key accounting estimates & judgements		1-3	
See accompanying notes to the financial statements		4-45	
<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 RITCO LOGISTICS LIMITED</b>	
<b>For MITTAL &amp; ASSOCIATES</b>			
<b>Chartered Accountants</b>			
<b>Firm Registration No.-106456W</b>			
Sd/-	Sd/-		
Man Mohan Pal Singh Chadha	Sanjeev Kumar Elwadhi		
(Chairman)	(Director & CEO)		
DIN: 01763805	DIN: 02694094		
Sd/-	Sd/-		
Hemant Bohra	Gautam Mukherjee		
Partner	(Chief Financial Officer)		
Membership No. 165667			
Place: Mumbai	Sd/-		
Date: 22nd May, 2024	Gitika Arora		
UDIN: 24165667BKEZDV5207	(Company Secretary)		

<b>RITCO LOGISTICS LIMITED</b>			
508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058			
CIN: L60221DL2001PLC112167			
CONSOLIDATED STATEMENT OF CASH FLOW FOR YEAR ENDED 31st MARCH, 2024			
(Rs in lakhs, unless stated otherwise)			
	Particulars	As at 31st Mar. 2024	As at 31st March 2023
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Profit before tax	4,480.41	3,348.19
	<b>Adjustments for:</b>		
	Depreciation expense	1,240.02	520.54
	Finance Costs	2,126.31	1,648.14
	Interest Income	(280.44)	(163.71)
	(Profit)/Loss on sale of property, plant and equipments	1.54	0.74
	Actuarial gain and loss	(1.67)	27.68
	<b>Operating profit before working capital changes</b>	<b>7,566.17</b>	<b>5,381.58</b>
	<b>Adjustments for:</b>		
	Decrease/(Increase) in Loans	2.03	9.83
	Decrease/(Increase) in Trade Receivables	(5,269.36)	(4,221.06)
	Decrease/(Increase) in Other Financial Assets	99.97	1,271.24
	Decrease/(Increase) in Other assets	86.73	(754.71)
	Increase/(Decrease) in Trade Payables	(62.06)	59.78
	Increase/(Decrease) in Other Financial Liabilities	(132.59)	8.71
	Increase/(Decrease) in Other Liabilities	209.28	9.11
	Increase/(Decrease) in Provisions	54.08	33.59
	<b>Cash flow from operating activities post working capital changes</b>	<b>2,554.23</b>	<b>1,798.07</b>
	Direct taxes	(1,075.60)	(774.53)
	<b>Net cash flow from operating activities (A)</b>	<b>1,478.63</b>	<b>1,023.54</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Property Plant and Equipment	(3,867.69)	(2,069.85)
	Sale of Property Plant and Equipment	66.90	47.45
	Interest received	280.44	163.71
	Increase/(Decrease) in Investment	(38.58)	(0.76)
	<b>Net cash used in investing activities (B)</b>	<b>(3,558.93)</b>	<b>(1,859.45)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from Borrowings	5,281.81	3,354.54
	Share Warrant	185.33	-
	Interest paid	(2,126.31)	(1,648.14)
	Lease: Principle	(46.20)	(31.71)
	<b>Net cash used in financing activities (C)</b>	<b>3,294.62</b>	<b>1,674.69</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>1,214.32</b>	<b>838.78</b>
	Cash and cash equivalents at the beginning of the period	3,580.19	2,741.41
	Cash and cash equivalents at the end of the period	4,794.51	3,580.19
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>1,214.32</b>	<b>838.78</b>
<b>Notes</b>			
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.			
<b>Cash and Cash Equivalents</b>			
	Particulars	As at 31st Mar. 2024	As at 31st March 2023
	Balances with banks	276.61	51.81
	Bank Deposits	4,517.79	3,528.29
	Cash on hand	0.11	0.09
	<b>Total</b>	<b>4,794.51</b>	<b>3,580.19</b>
<b>Significant accounting policies &amp; key accounting estimates &amp; judgements</b>			
See accompanying notes to the financial statements			
This is the Balance sheet referred to in our report of even date			
As per our Report of even date annexed		For RITCO LOGISTICS LIMITED	
For MITTAL & ASSOCIATES			
Chartered Accountants			
Firm Registration No.-106456W			
Sd/-	Sd/-		
Man Mohan Pal Singh Chadha	Sanjeev Kumar Elwadhi		
(Chairman)	(Director & CEO)		
DIN: 01763805	DIN: 02694094		
Sd/-	Sd/-		
Hemant Bohra	Gautam Mukherjee		
Partner	(Chief Financial Officer)		
Membership No. 165667			
Place: Mumbai	Sd/-		
Date: 22nd May, 2024	Gitika Arora		
UDIN: 24165667BKEZDV5207	(Company Secretary)		

**RITCO LOGISTICS LIMITED**

CIN: L60221DL2001PLC112167

Statement of Changes in Equity for the year ended 31st March 2024

**(a) Equity Share Capital**

Particulars	As at 31st March. 2024		As at 31st March. 2023	
	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	-	-	-	-
<b>Restated balance at the beginning of the reporting year</b>	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	Share Warrant	Total
	Retained Earnings	Securities Premium	Capital Reserve			
<b>Balance as at 1st April 2023</b>	<b>9,611.84</b>	<b>2,747.00</b>	<b>2.01</b>	<b>49.92</b>		<b>12,410.78</b>
Profit for the year	3,299.05	-		-		3,299.05
Other comprehensive income for the year	-	-		(1.25)	-	(1.25)
Share Warrant issued during the year					185.33	185.33
Goodwill Eliminated	(4.00)					(4.00)
<b>Balance as at 31st March 2024</b>	<b>12,906.89</b>	<b>2,747.00</b>	<b>2.01</b>	<b>48.67</b>	<b>185.33</b>	<b>15,889.90</b>
<b>Balance as at 1st April 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	2,441.33	-	2.01	-		2,443.34
Other comprehensive income for the year	-	-		20.71		20.71
<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>-</b>	<b>12,410.78</b>

Significant accounting policies & key accounting estimates & judgements

See accompanying notes to the financial statements

This is the Balance sheet referred to in our report of even date

As per our Report of even date annexed

For MITTAL & ASSOCIATES

Chartered Accountants

Firm Registration No.-106456W

For RITCO LOGISTICS LIMITED

Sd/-  
Hemant Bohra  
Partner  
Membership No. 165667  
Place: Mumbai

Date: 22nd May, 2024  
UDIN: 24165667BKEZDV5207

Sd/-  
Man Mohan Pal Singh Chadha  
(Chairman)  
DIN: 01763805

Sd/-  
Gitika Arora  
(Company Secretary)

Sd/-  
Sanjeev Kumar Elwadhi  
(Director & CEO)  
DIN: 02694094

Sd/-  
Gautam Mukherjee  
(Chief Financial Officer)

## 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, 2024.

### 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.

### Basis of consolidation:

The consolidated financial statements relate to **Ritco Logistics Limited** (the Parent Company) and its subsidiary company **Logro Sourcing Private Limited and Trucksup Solutions Private Limited** (together referred to as "Group") which have been prepared in accordance with Indian Accounting Standards. The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the Parent and its subsidiary company have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and unrealised profits or losses on intra-group transactions.

(ii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.

The subsidiary considered in the consolidated financial statements are:

S. No.	Name of Company	Country of Incorporation	Proportion (%) of shareholding Year ended March 31, 2024	Proportion (%) of shareholding Year ended March 31, 2023
1	Logro Sourcing Private Limited	India	76%	76%
2	Trucksup Solutions Private Limited	India	100% of Logro Sourcing Private Limited	100% of Logro Sourcing Private Limited

### 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 Plant & Equipments

#### Recognition and initial measurement

Schedules forming part of the consolidated financial statements

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 written down value 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 used which are aligned with useful lives defined in schedule II of Companies Act, 2013 :

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.

**Capital work-in-progress (CWIP)**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in progress.

**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**



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

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**

CIN: L60221DL2001PLC112167

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>							
Balance as at 1st April 2023	23.30	858.22	72.13	7,398.26	280.21	242.03	8,874.15
Additions during the year	-	-	3.23	3,781.49	19.95	63.01	3,867.68
Disposals during the year	-	-	-	308.31	-	-	308.31
Balance as at 31st March 2024	23.30	858.22	75.36	10,871.44	300.16	305.04	12,433.52
<b>Accumulated Depreciation</b>							
Balance as at 1st April 2023	-	351.55	45.52	4,405.32	192.22	218.76	5,213.37
Additions during the year	-	9.48	3.01	1,142.05	18.22	16.61	1,189.36
Disposals during the year	-	-	-	239.87	-	-	239.87
Balance as at 31st March 2024	-	361.03	48.54	5,307.49	210.44	235.36	6,162.86
<b>Net carrying value</b>							
As at 31st March 2024	23.30	497.19	26.82	5,563.95	89.73	69.67	6,270.66
As at 31st March 2023	23.30	506.67	26.60	2,992.94	87.99	23.27	3,660.78

**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	BHIWANDI	DELHI	MANGALORE	SECUNDRABAD	TOTAL
<b>Gross Value</b>					
Balance as at 1st April 2023	32.51	13.23	19.15	119.09	183.98
Additions during the year	-	-	-	-	-
Disposals during the year	-	-	-	-	-
Balance as at 31st March 2024	32.51	13.23	19.15	119.09	183.98
<b>Accumulated Depreciation</b>					
Balance as at 1st April 2023	28.57	3.36	15.42	9.92	57.27
Depreciation charge for the year	3.94	3.29	3.73	39.70	50.66
Depreciation on sale during the year	-	-	-	-	-
Balance as at 31st March 2024	32.51	6.65	19.15	49.62	107.93
<b>Net carrying value</b>					
As at 31st March 2024	-	6.58	-	69.47	76.05
As at 31st March 2023	3.94	9.87	3.73	109.17	126.71

6 Other non-current financial assets

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Unsecured, considered good, unless otherwise stated</b>		
Security Deposits	90.95	51.01
Deposits with bank with maturity more than 12 months	4,250.80	3,298.43
<b>Total</b>	<b>4,341.75</b>	<b>3,349.44</b>

7 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 2024	As at 31st March 2023
<b>Current tax:</b>		
- in respect of the current year	1,075.60	857.90
	1,075.60	857.90
<b>Deferred tax expense:</b>		
Attributable to -		
- Origination and reversal of temporary differences	140.08	58.39
	140.08	58.39
<b>Total Income tax expense</b>	<b>1,215.69</b>	<b>916.29</b>

ii) Income tax recognised in Other Comprehensive Income

Particulars	As at 31st March 2024	As at 31st March 2023
Net loss/(gain) on remeasurements of defined benefit plans	0.42	(6.97)
<b>Income tax charged to OCI</b>	<b>0.42</b>	<b>(6.97)</b>

7b) Deferred Tax Liabilities (Net)

Particulars	As at 1st April 2023	Profit & Loss	OCI	As at 31st March, 2024
<b>Deferred tax relates to the following:</b>				
Property, Plant & Equipment	70.13	108.55	-	178.68
Re-measurements of the defined benefit plans	16.80	31.53	(0.42)	47.91
<b>Total</b>	<b>86.93</b>	<b>140.08</b>	<b>(0.42)</b>	<b>226.59</b>

7c) Income Tax Assets (Net)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Particulars</b>		
Advance income-tax (net of provision for taxation (Including Refund Receivable))	220.38	-
<b>Total</b>	<b>220.38</b>	<b>-</b>

8 Investments

Particulars	As at 31st March 2024	As at 31st March 2023
Investment in Mutual Fund	38.58	-
<b>Total</b>	<b>38.58</b>	<b>-</b>

9 Trade receivables

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Unsecured</b>		
Considered good		
Less than 6 Months	29,512.39	24,243.03
6 months to 1 year		
More than 1 year		
Credit impaired		
	29,512.39	24,243.03
Less: Allowance for Doubtful Receivables		
<b>Total</b>	<b>29,512.39</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 due date of payment / from date of transaction)		
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	29,512.39	24,243.03
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	29,512.39	24,243.03
<b>Less: Provision for doubtful receivables</b>		
<b>Total</b>	<b>29,512.39</b>	<b>24,243.03</b>

10 Cash & Cash Equivalents

Particulars	As at 31st March. 2024	As at 31st March. 2023
Balances with banks	276.61	51.81
Bank deposit with maturity less than 3 months	57.94	53.10
Cash on hand	0.11	0.09
<b>Total</b>	<b>334.66</b>	<b>105.00</b>

11 Bank balances other than "Cash & Cash Equivalents"

Particulars	As at 31st March. 2024	As at 31st March. 2023
Bank deposit with maturity more than 3 months but less than 12 months	209.05	176.76
<b>Total</b>	<b>209.05</b>	<b>176.76</b>

12 Current financial assets - Loans and advances

Particulars	As at 31st March. 2024	As at 31st March. 2023
Unsecured, considered good unless otherwise stated		
Loan to Employees	49.63	51.66
<b>Total</b>	<b>49.63</b>	<b>51.66</b>

13 Current financial assets - Others Loans and advances

Particulars	As at 31st March. 2024	As at 31st March. 2023
Security Deposits - Business	1,806.27	1,946.17
Deposits with Government Authorities	14.09	14.09
<b>Total</b>	<b>1,820.36</b>	<b>1,960.26</b>

14 Other current assets

Particulars	As at 31st March. 2024	As at 31st March. 2023
Balances with Government Authorities	2,468.67	2,774.49
Amount recoverable in cash or Kind from others	0.10	1.39
Prepaid Expenses		
<b>Total</b>	<b>2,468.77</b>	<b>2,775.88</b>

15 Equity Share Capital

(a) Authorised & Issued Share Capital

Particulars	As at 31st March 2024	As at 31st March 2023
	Amount (In Lacs)	Amount (In Lacs)
<b>Authorised Share Capital</b>		
2,60,00,000 Equity Shares of Rs. 10/- each (2,50,00,000 Equity Shares of Rs. 10/- each in Previous year)	2,600.00	2,500.00
<b>Issued, Subscribed &amp; Fully Paid up</b>		
2,44,76,618 Equity Shares of Rs. 10/- each	2,447.66	2,447.66
<b>(b) Reconciliation of Share Capital</b>		
<b>Issued, Subscribed &amp; Fully Paid up</b>		
Equity Shares of Rs 10/- each	Number	Number
Opening Balance	2,44,76,618	2,44,76,618
Add: Shares issued	-	-
<b>Closing Balance</b>	<b>2,44,76,618</b>	<b>2,44,76,618</b>

(c) Terms and rights attached to equity shares

- The Company has only one class of equity shares. The holders of equity shares are entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential 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%

Name of Shareholder	As at 31st March 2024		As at 31st March 2023	
	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 Elwadhhi	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 2024			As at 31st March 2023		
	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>

**INCREASE IN AUTHORIZED SHARE CAPITAL**

On the recommendations of the Board of Directors of the Company on September 27, 2023 & the approval of the shareholder of the Company on October 26, 2023 and are hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 2,500 Lakhs/- (Indian Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.2600 Lakhs /- (Indian Rupees Twenty Six Crore Only) divided into 2,60,00,000 /- (Two Crore Sixty Lakh Only) Equity Shares of Re.10/- (Rupee Ten Only) each.

**16 Other Equity**

Particulars	Reserves & Surplus			Other Comprehensive Income	Share Warrant	Total
	Retained Earning	Security Premium	Capital Reserve			
<b>Balance as at 1st April 2023</b>	<b>9,611.84</b>	<b>2,747.00</b>	<b>2.01</b>	<b>49.92</b>	<b>-</b>	<b>12,410.77</b>
Profit for the year	3,299.05	-	-	-	-	3,299.05
Other comprehensive income for the year	-	-	-	(1.25)	-	(1.25)
Share Warrant issued during the year	-	-	-	-	185.33	185.33
Goodwill Eliminated	(4.00)	-	-	-	-	(4.00)
<b>Balance as at 31st March 2024</b>	<b>12,906.89</b>	<b>2,747.00</b>	<b>2.01</b>	<b>48.67</b>	<b>185.33</b>	<b>15,889.90</b>
<b>Balance as at 1st April 2022</b>	<b>7,170.51</b>	<b>2,747.00</b>		<b>29.21</b>		<b>9,946.72</b>
Profit for the year	2,441.33			-		2,441.33
Other comprehensive income for the year			2.01	20.71		20.71
<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>-</b>	<b>12,410.77</b>

**Issuance of Warrants Convertible into Equity Shares to the Proposed Allottees, on a Preferential Basis**

The Members of the Company has given their approval in the EGM held on October 26, 2023, to issue and allot up to 3,00,000 (Three Lakhs Only) Convertible Share Warrants, having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 247.10/- each payable in cash ("Warrant Issue Price") aggregating upto Rs. 7,41,30,000/- (Rupees Seven Crores Forty-One Lakhs Thirty Thousand Only) ("Total Issue Size"). The company has received Rs. 1,85,32,500 (Rupees One Crore Eighty Five Lacs Thirty Two Thousand Five Hundred only) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the proposed allottees to apply for and get allotted 1 (One) equity share of the Company against every Warrant held, within 18 months from the date of allotment on the payment of remaining Rs. 5,55,97,500 (Rupees Five Crore Fifty Five Lacs Ninety Seven Thousand Five Hundred only) which is equivalent to remaining 75% (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price").

**17 Borrowings**

Particulars	As at 31st March. 2024	As at 31st March. 2023
<b>Secured- Term loans from bank</b>		
<b>Vehicle Loan</b>		
Loan From Banks	6,438.19	2,671.83
Less: Current Maturity of Long Term Debt	(1,491.58)	(983.88)
	<b>4,946.61</b>	<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>4,946.61</b>	<b>1,687.95</b>

**18 Lease Liabilities**

Particulars	As at 31st March. 2024	As at 31st March. 2023
Lease Liabilites	37.16	97.97
<b>Total</b>	<b>37.16</b>	<b>97.97</b>

**19 Provisions (Non-current)**

Particulars	As at 31st March. 2024	As at 31st March. 2023
<b>Provision for employee benefits (Refer Note 37)</b>		
Provision for gratuity	115.48	75.00
<b>Total</b>	<b>115.48</b>	<b>75.00</b>

**20 Current Borrowings**

Particulars	As at 31st March. 2024	As at 31st March. 2023
<b>Secured Loans from Banks</b>		
Working Capital Loan	19,436.88	17,858.53
Loan from Directors & Related Party	2.06	35.09
Bank Credit Balance	-	12.83
Current maturities of long-term borrowings (Secured)	1,491.58	1,000.92
<b>Total</b>	<b>20,930.52</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, and carries effective interest @ 8.97% p.a. of CC and interest @ 8.47% p.a. of WCDL

ii) Working Capital Loan from DBS Bank is secured against hypothecation of Current Assets FD's and mortgage of Immovable Properties of the company and Carries effective interest @ 9.45% p.a. of CC and WCDL @ 8.30% p.a.

iii) Working Capital Loan from Axis Bank is secured against hypothecation of Current Assets and Fixed Deposit, and Carries effective interest @ 9.75% p.a. of CC and Interest @ 8.40% p.a. of WCDL

iv) Working Capital Loan from Citi Bank is secured against hypothecation of Current Assets, and mortgage of Immovable Properties and Carries effective interest @ 8.49% p.a.

v) Working Capital Loan from Indusind Bank is secured against hypothecation of Current Assets, fixed deposit and Carries effective interest @ 9.36% p.a. of CC and interest @ 8.10 p.a. of WCDL

vi) Working Capital Loan from HSBC Bank is secured against hypothecation of Current Assets, fixed deposit and Carries effective interest @ 9.66% p.a. of CC and interest @ 8.48% p.a. of WCDL

vii) Working Capital Loan from Bajaj Finance Ltd is secured against hypothecation of Current Assets, fixed deposit and Carries effective interest @ 8.20% p.a.

viii) Working Capital Loan from RBL Bank Ltd is secured against hypothecation of Current Assets, fixed deposit

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

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- Submitted to Bank	Current Assets As per Books	Change
September, 2023	27,027.68	27,155.01	0.47
March, 2024	29,510.22	29,512.39	0.01

**21 Lease Liabilities**

Particulars	As at 31st March. 2024	As at 31st March. 2023
Lease Liabilities	43.14	28.53
<b>Total</b>	<b>43.14</b>	<b>28.53</b>

**22 Trade Payables**

Particulars	As at 31st March. 2024	As at 31st March. 2023
Dues to Micro enterprises & small enterprises (Refer Note c below)	-	-
Dues to Others	337.07	399.13
<b>Total</b>	<b>337.07</b>	<b>399.13</b>
(Outstanding from the due date of payment/from the date of transaction)		
<b>(i) MSME</b>		
Less than 1 year	-	-
1-2 year	-	-
2-3 year	-	-
More than 3 years	-	-
<b>(ii) Others</b>		
Less than 1 year	337.07	399.13
1-2 year		
2-3 year		
More than 3 years		
<b>Total</b>	<b>337.07</b>	<b>399.13</b>

**23 Other financial liabilities (Current)**

Particulars	As at 31st March. 2024	As at 31st March. 2023
Security deposits from parties	31.64	31.23
<b>Total</b>	<b>31.64</b>	<b>31.23</b>

**24 Other current liabilities**

Particulars	As at 31st March. 2024	As at 31st March. 2023
Statutory Liabilities	145.78	37.15
<b>Payable for Expense</b>		
Provision for Expense	204.41	111.67
<b>Total</b>	<b>350.19</b>	<b>148.82</b>

**25 Provision (Current)**

Particulars	As at 31st March. 2024	As at 31st March. 2023
<b>Provision for employee benefits (Refer Note 37)</b>		
Provision for gratuity	11.46	8.96
<b>Payable for Expense</b>		
Provision for Expense	19.01	-
<b>Total</b>	<b>30.47</b>	<b>8.96</b>

**26 Current Tax Liabilities (Net)**

Particulars	As at 31st March. 2024	As at 31st March. 2023
Provision for taxation (net of Advance income-tax)	-	133.00
<b>Total</b>	<b>-</b>	<b>133.00</b>

**27 Revenue from Operations**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Gross Income from Transportation Business</b>		
Transportation Receipts	93,330.27	75,114.62
<b>Total</b>	<b>93,330.27</b>	<b>75,114.62</b>

**28 Other Income**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest on FDRs	280.44	153.62
Interest from others	16.19	9.43
Interest from Income Deposit-IND AS	1.19	0.66
Rental Income	34.80	14.50
Sale of Tyres	-	1.48
Profit on investment	5.58	-
Misc. Income	45.58	110.39
<b>Total</b>	<b>383.77</b>	<b>290.07</b>

**29 Cost of Service Rendered**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Lorry Hire Charges paid		
Other Vehicles	74,285.30	62,206.50
Own Vehicles	7,654.86	4,866.48
<b>Total</b>	<b>81,940.16</b>	<b>67,072.98</b>

**30 Employee Benefits Expenses**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Salaries, Wages and Bonus	1,982.77	1,150.84
Director Remuneration	60.00	60.00
Contribution to various funds	118.84	83.83
Staff Welfare Expenses	48.05	30.09
Gratuity	44.31	26.35
Leave Encashment	35.44	41.60
Bonus	53.38	51.26
<b>Total</b>	<b>2,342.79</b>	<b>1,443.95</b>

**31 Finance Cost**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Interest</b>		
Interest on Borrowings	2,126.31	1,627.69
Interest on Lease Liabilities IND-AS	8.27	4.04
<b>Others</b>		
Bank Charges	38.22	16.42
<b>Total</b>	<b>2,172.80</b>	<b>1,648.14</b>



**32 Depreciation expense**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Depreciation expense on Property, Plant & Equipment	1,189.37	491.07
Depreciation on ROU ASSETS	50.65	29.44
<b>Total</b>	<b>1,240.02</b>	<b>520.51</b>

**33 Other Expenses**

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b><u>Administrative &amp; Selling Expenses</u></b>		
<b>Rents,Rates,Taxes &amp; Insurance</b>		
(a) Rent	120.16	101.12
(b) Rate & Taxes	4.61	1.95
(c) Insurance	221.69	156.02
<b>Repairs and Maintenance</b>		-
(a) Generator	1.44	2.12
(b) Vehicles	28.93	34.36
(c) Computers	8.93	3.59
(e) Others	11.55	8.71
<b>Other Expenses</b>		-
Audit Fee	10.89	3.80
Travelling & Conveyance Expenses	148.84	169.31
Rebate & Discount	212.87	305.66
Legal and Professional Charges	8.07	12.85
Printing and Stationary	35.92	11.17
Telephone and Mobile Expenses	38.16	11.82
Electricity & Water Expenses	29.37	31.79
Advertisement, Publicity and Sales Promotion	85.53	2.52
Charity & Donation	0.68	2.08
Claim Paid	137.79	157.19
Software Charges	32.45	7.12
Misc. Expenses	14.42	49.15
Books & Periodicals	1.63	0.25
Internet Charges	12.99	8.53
Fine & Penalty	0.18	-
Fees & Subscription	84.46	69.36
Festival Charges	5.17	5.34
Postage & Courier	9.51	6.71
Business Promotion	22.60	32.80
Office Expenses(incl. maintenance)	76.36	77.14
Loss on sale of Assets	1.54	0.74
Income tax Expenses for Previous year	-	10.67
Sitting fees	3.55	5.75
Operating Warehouse expenses	60.23	53.23
Corporate Social Responsibility	43.00	28.06
Input Credit Reversal	64.33	
<b>Total</b>	<b>1,537.86</b>	<b>1,370.90</b>

## 34 Earning per share

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Total profit for the year	3,264.73	2,431.90
Weighted average number of equity shares of Rs. 10/- each (Nos)	2,44,76,618	2,44,76,618
<b>EPS - Basic ( per share in Rs.)</b>	<b>13.34</b>	<b>9.94</b>
<b>Total Weighted Average Potential Equity Shares*</b>	<b>2,18,477</b>	<b>-</b>
Weighted average number of Equity shares of Rs. 10/- each (Nos) for calculating Diluted-EPS	2,46,95,095	2,44,76,618
<b>EPS- Diluted (per share in Rs.)</b>	<b>13.22</b>	<b>9.94</b>

\*Diluted impact of Share Warrant Issued.

## 35 Contingent liabilities

Particulars	As at 31st March 2024	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.	2,505.13	1,700.56

## 36 Corporate Social Responsibility

a. amount required to be spent by the company during the year	42.61
b. amount of expenditure incurred	43.00
c. shortfall at the end of the year	
d. total of previous years shortfall	
e. nature of CSR activities	The activity of Sumangal is in skill development and education right

Contributed to Sumangal Foundation CSR00009312

## 37 Employee benefits

## a) Description of the type of the plan

**Defined Contribution Plan**

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

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Employer's Contribution to Provident Fund	85.17	65.46
Employer's Contribution to ESIC	28.68	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**

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

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 2024	As at 31st March 2023
<b>Present value of obligation as at beginning of the year</b>	<b>83.97</b>	<b>90.05</b>
Interest Cost	7.54	6.15
Current Service Cost	36.77	20.20
Benefits paid	(3.01)	(4.75)
Actuarial (Gain)/Loss on obligation	1.67	(27.68)
<b>Present value of obligation as at the end of the year</b>	<b>126.94</b>	<b>83.97</b>

## ii) Fair Value of Plan Assets

-

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

(126.94)

(83.97)

## iv) Amount recognised in Statement of Profit and Loss

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Service cost	36.77	20.20
Net Interest cost	7.54	6.15
Actuarial (gain) /loss for the year	-	-
<b>Expense recognized in the Income Statement</b>	<b>44.31</b>	<b>26.35</b>

v) Amount recognised in Other Comprehensive Income (OCI)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Actuarial (Gain)/Loss for the year on Projected Benefit Obligation	1.67	(27.68)
<b>Expense recognized in the Income Statement</b>	<b>1.67</b>	<b>(27.68)</b>

vi) Principal Actuarial Assumptions

Particulars	As at 31st March 2024	As at 31st March 2023
i) Discount rate (p.a.)	7.25%	7.50%
ii) Future salary increase (p.a.)	5.00%	5.00%

vii) Demographic Assumptions

Particulars	As at 31st March 2024	As at 31st March 2023
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

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
The Company's best estimate of Contribution during the next year	54.77	9.85

ix) Sensitivity Analysis of the Defined Benefit Obligation

Particulars	Year ended 31st March 2024	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	<b>126.94</b>	<b>83.97</b>
Impact due to increase of 1.00%	115.47	76.82
Impact due to decrease of 1.00%	140.56	92.33
<b>Impact of the change in salary increase</b>		
Present value of obligation as at the end of the period	<b>126.94</b>	<b>83.97</b>
Impact due to increase of 1.00%	140.73	92.46
Impact due to decrease of 1.00%	115.15	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 2024
01 Apr 2024 to 31 Mar 2025	11.46
01 Apr 2025 to 31 Mar 2026	2.75
01 Apr 2026 to 31 Mar 2027	1.91
01 Apr 2027 to 31 Mar 2028	2.16
01 Apr 2028 to 31 Mar 2029	4.25
01 Apr 2029 Onwards	104.40

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. Man Mohan Pal Singh 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 others)**  
 Ritco Leasing & Finance Pvt. Ltd.

b) Transactions with the related parties for the year ended

Particulars	Relationship	Nature of Transaction	Amount (In Lacs)
<b>31st March 2024</b>			
Mr. MPS Chadha (Chairman & Whole Time Director)	KMP	Remuneration/Salary	30.00
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	KMP	Remuneration/Salary	30.00
Mrs. Geetika Arora (Company Secretary)	KMP	Remuneration/Salary	5.70
Mr. Gautam Mukherjee (Chief Financial Officer)	KMP	Remuneration/Salary	14.04

<b>31st March 2023</b>			
Mr. MPS Chadha (Chairman & Whole Time Director)	KMP	Remuneration/Salary	30.00
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	KMP	Remuneration/Salary	30.00
Mrs. Geetika Arora (Company Secretary)	KMP	Remuneration/Salary	5.40
Mr. Dhananjay Prasad (Chief Executive Officer) *	KMP	Remuneration/Salary	24.44
Mr. Gautam Mukherjee (Chief Financial Officer)	KMP	Remuneration/Salary	18.72

c) Detail of Outstanding Balances are as follows:-

Particulars	Amount (In Lacs)
<b>As on 31st March 2024</b>	
Mr. MPS Chadha (Chairman & Whole Time Director)	1.92
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	1.92
Mrs. Geetika Arora (Company Secretary)	0.50

<b>As on 31st March 2023</b>	
Mr. MPS Chadha (Chairman & Whole Time Director)	1.92
Mr. Sanjeev Kumar Elwadhi (Managing Director & CEO)*	1.92
Mrs. Geetika Arora (Company Secretary)	0.45
Mr. Gautam Mukherjee (Chief Financial Officer)	1.56

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 2024		As at 31st March 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial Assets</b>				
Investment				
Trade Receivables		29,512.39		24,243.03
Cash and Cash Equivalents		334.66		105.00
Bank balances other than Cash and Cash Equivalents		209.05		176.76
Loans and advances		49.63		51.66
Others		1,820.36		1,960.26
		<b>31,926.08</b>	-	<b>26,536.71</b>
<b>Current</b>		<b>27,584.33</b>		<b>23,187.27</b>
<b>Non-Current</b>		<b>4,341.75</b>		<b>3,349.44</b>
<b>Financial Liabilities</b>				
Borrowings		25,877		20,595.32
Lease liabilities		80.30		126.50
Trade Payables		337.07		399.13
Other Financial Liabilities		-		-
		<b>26,295</b>		<b>21,120.95</b>
<b>Current</b>		<b>21,310.73</b>		<b>19,335.03</b>
<b>Non-Current</b>		<b>4,983.77</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

Particulars	Fair value Measurement	
	Level 1	Level 2
<b>As at 31st March, 2024</b>		
<b>Financial Assets</b>		
Investment in Quoted Mutual Funds	38.58	-
<b>As at 31st March, 2023</b>		
<b>Financial Assets</b>		
Investment in Quoted Mutual Funds	-	-
	-	-

#### 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 2024	As at 31st March 2023
Trade receivables	29,512.39	24,243.03
Other financial assets	6,162.11	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 2024	As at 31st March 2023
<b>Carrying Amount</b>		
1-30 days past due	8,254.07	7,027.21
31 to 90 days past due	15,492.75	11,895.86
More than 90 days past due	5,765.54	5,319.96
<b>Total</b>	<b>29,512.37</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 2024:

Particulars	Carrying Amount	Contractual Cash Flows		
		0-1 year	1-5 years	>5 years
Borrowings	25,877.13	20,930.52	4,946.61	-
Trade Payables	337.07	337.07	-	-
Other Financial Liabilities	31.64	31.64	-	-
<b>Total</b>	<b>26,245.84</b>	<b>21,299.23</b>	<b>4,946.61</b>	<b>-</b>

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 2024	As at 31st March 2023
Total Debt	25,877.13	21,604.89
Less: Cash and Cash Equivalents	543.71	281.76
Net Debt	25,333.42	21,323.13
Total Equity	18,337.56	14,858.43
<b>Gearing Ratio</b>	<b>1.38</b>	<b>1.44</b>

#### 42 Additional Regulatory information

##### a. Ratio

Particulars	Numerator	Denominator	As at 31st March 2024	As at 31st March 2023	Change in Ratio
Current Ratio (In times)	Total current	Total current Liabilities	1.59	1.49	6.38%
Debt Equity Ratio (In times)	Debt consists of borrowings and	Total equity	1.42	1.39	1.84%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit before taxes + Depreciation and	Debt service = Interest and lease payments + Principal repayments	2.08	1.99	4.39%
Return on equity ratio (in %)	Profit for the year less	Average total equity	7.32%	6.17%	18.77%
Trade receivables turnover ratio (in times)	Revenue from	Average trade	3.47	3.10	12.07%
Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	222.6	168.0	32.46%
Net capital turnover ratio (in times)	Revenue from	Average working capital	8.35	7.78	7.28%
Net profit ratio (in %)	Profit for the year	Revenue from operations	3.50%	3.24%	8.04%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities	14.15%	13.23%	7.01%

#### 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 holding company has given loan to subsidiary company as disclosed in Note 45 of Standalone Financial Statements.

##### 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); orb) 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) orb) 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.

**Significant accounting policies & key accounting estimates & judgements**

See accompanying notes to the financial statements

**This is the Balance sheet referred to in our report of even date**

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

For RITCO LOGISTICS LIMITED

Sd/-  
Hemant Bohra  
Partner  
Membership No. 165667  
Place: Mumbai

Sd/-  
Man Mohan Pal Singh Chadha  
(Chairman)  
DIN: 01763805

Sd/-  
Sanjeev Kumar Elwadhi  
(Director & CEO)  
DIN: 02694094

Date: 22nd May, 2024  
UDIN: 24165667BKEZDV5207

Sd/-  
Gitika Arora  
(Company Secretary)

Sd/-  
Gautam Mukherjee  
(Chief Financial Officer)

## **Independent Auditor’s Report**

To The Members of **Ritco Logistics Limited**

Report on the Audit of the Standalone Financial Statements

### **Opinion**

We have audited the accompanying Standalone Financial Statements of Ritco Logistics Limited (“the Company”), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss (Including other comprehensive income), Statement of change in equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed (IND AS) under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2024, and its profit and other comprehensive income and its cash flows for the year ended on that date.

### **Basis for opinion**

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

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have nothing to communicate in our report in this regard.



### **Information Other than the Standalone Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Standalone Financial Statements and our auditor’s report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management’s Responsibility for the Standalone Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor’s Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect material misstatement

when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and

other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

- 1) As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund by the company.
- iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

- 2) As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

*For Mittal & ASSOCIATES*  
*Chartered Accountants*  
Firm Registration number: **106456W**

Sd/-  
**Hemant Bohra**  
*Partner*  
Membership number: 165667  
UDIN: 24165667BKEZDU7294

Place: Mumbai  
Date: 22<sup>nd</sup> May, 2024

### **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Ritco Logistics Limited of even date)

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

### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, include in adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Ritco Logistics Limited (“the Company”) as of 31<sup>st</sup> March 2024 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31<sup>st</sup> March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*For Mittal & ASSOCIATES*  
*Chartered Accountants*  
Firm Registration number: **106456W**

Sd/-  
**Hemant Bohra**  
*Partner*  
Membership number: 165667  
UDIN: 24165667BKEZDU7294

Place: Mumbai  
Date: 22<sup>nd</sup> May, 2024



**Annexure ‘B’ to the Independent Auditor’s Report**

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Ritco Logistics Limited of even date)

- i) In respect of the Company’s Property, Plant and Equipment’s and Intangible Assets:
- (a) 1. According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
2. The Company does not have any intangible asset thus reporting under this clause is not applicable.
  - (b) The Fixed Assets have been physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book’s records and the physical fixed assets have been noticed.
  - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii)
- a) The company is a service company, primarily rendering financial services. Accordingly, it does not hold any physical inventories. Thus paragraph 3(ii) (a) of the order is not applicable.
  - b) Based on the information and explanations given to us, the company has been sanctioned working capital limits in excess of Rs.5 crores in aggregate, from banks and financial institutions on the basis of security of current asset during the year; the periodic statements filed by the company with such banks and financial institutions are in agreement with the books of account of the company.
- iii) According the information and explanations given to us, During the year the company has given loan to subsidiary:
- iv) (a)  
A Based on the audit procedures carried on by us and as per the information and explanations given to us during the year the company has given loan to its subsidiary the detail is as below:

To Whom	The Aggregate Amount During the Year (In Lakhs)
Aggregate amount during the year – Others	169.16
Balance outstanding as at balance sheet date -Other	169.16

**B** Based on the audit procedures carried on by us and as per the information and explanations given to us during the year the company has not given loan to parties other than subsidiary.

(b) According to the information and explanation given to us, in case of loan given to subsidiary there is no written agreement hence we are unable to comment whether the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the company's interest.

(c) According to the information and explanation given to us, schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;

(d) According to the information and explanation given to us, no amount is overdue in these respect;

(e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties;

(f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

Particulars	All Parties	Promoters	Related parties
Aggregate amount of loans/ advances in nature of loans:			
- Repayable on demand (A)	-	-	169.16 Lakhs
- Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	-	-	169.16 Lakhs

- v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- vi) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31<sup>st</sup> March, 2024 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vii) To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the act for any of the services rendered by the company.
- viii) According to the information and explanations given to us, in respect of statutory dues:
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31<sup>st</sup> March, 2024 for a period of more than six months from the date on when they become payable.
  - c) According to the information and explanations given to us, there are no dues of income tax, duty of excise and service tax and value added tax have not been deposited with the appropriate authorities on account of any dispute.
- ix) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- x)
  - (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institutions.
  - (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
  - (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
  - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

xi) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) The Company has issued 3,00,000 (Three Lakhs Only) Convertible Share Warrants, having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 247.10/-. The company has received Rs. 1,85,32,500, which is equivalent to 25% of the Warrant Issue Price as upfront payment. As per information and explanation given to us the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

xii) (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

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

(c) The company has not received any whistle blower complaints during the year (and upto the date of this report).

xiii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiv) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xvi) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvii)(a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xviii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xix) There has been no resignation of the statutory auditors of the Company during the year.
- xx) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xxi) The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

*For Mittal & ASSOCIATES*  
*Chartered Accountants*  
Firm Registration number: **106456W**

Sd/-  
**Hemant Bohra**  
*Partner*  
Membership number: 165667  
UDIN: 24165667BKEZDU7294

Place: Mumbai  
Date: 22<sup>nd</sup> May, 2024

<b>RITCO LOGISTICS LIMITED</b>				
508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058				
CIN: L60221DL2001PLC112167				
STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2024				
(Rs in lakhs, unless stated otherwise)				
Sr. No.	Particulars	Notes	As at 31st March. 2024	As at 31st March. 2023
<b>ASSETS</b>				
1	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	4	6,270.05	3,660.07
	(b) ROU Assets	5	76.05	126.70
	(c) Capital work-in-progress			
	(d) Financial Assets			
	(i) Investments	8	0.76	0.76
	(ii) Loans	9	169.16	-
	(iii) Others	6	4,341.75	3,349.44
	(e) Income Tax Assets (net)	0	220.38	-
	<b>Total Non-Current Assets</b>		<b>11,078.15</b>	<b>7,136.97</b>
2	<b>Current Assets</b>			
	(a) Financial Assets			
	(i) Investments	10	38.58	-
	(ii) Trade Receivables	11	29,512.37	24,243.03
	(iii) Cash and Cash Equivalents	12	333.12	104.24
	(iv) Bank balances other than (iii) above	13	209.05	176.76
	(v) Loans	14	49.63	51.66
	(vi) Others	15	1,819.94	1,960.26
	(b) Other Current Assets	16	2,465.56	2,774.54
	<b>Total Current Assets</b>		<b>34,428.25</b>	<b>29,310.49</b>
	<b>Total ASSETS (1+2)</b>		<b>45,506.40</b>	<b>36,447.46</b>
<b>EQUITY AND LIABILITIES</b>				
1	<b>EQUITY</b>			
	(a) Equity Share Capital	17	2,447.66	2,447.66
	(b) Other Equity	18	15,846.09	12,438.58
	(c) Money Received Against Share Warrant	18	185.33	-
	<b>Total EQUITY</b>		<b>18,479.08</b>	<b>14,886.24</b>
2	<b>LIABILITIES</b>			
	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	19	4,946.61	1,687.95
	(ii) Lease Liabilities	20	37.16	97.97
	(b) Provisions	21	115.48	75.00
	(c) Deferred Tax Liabilities (net)	7b)	226.59	86.93
	<b>Total Non-Current Liabilities</b>		<b>5,325.84</b>	<b>1,947.84</b>
3	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	22	20,928.46	18,872.28
	(ii) Lease Liabilities	23	43.14	28.53
	(iii) Trade Payables			
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	25	337.07	399.13
	(iv) Other Financial Liabilities		31.64	31.23
	(b) Other Current Liabilities	26	349.72	140.24
	(c) Provisions	27	11.46	8.96
	(d) Current Tax Liabilities (Net)	28	-	133.00
	<b>Total Current Liabilities</b>		<b>21,701.49</b>	<b>19,613.38</b>
	<b>TOTAL EQUITY AND LIABILITIES (1+2+3)</b>		<b>45,506.40</b>	<b>36,447.46</b>
Significant accounting policies & key accounting estimates & judgements		1-3		
See accompanying notes to the Financial Statements		4-47		
This is the Balance Sheet referred to in our report of even date				
As per our Report of even date annexed		For and on behalf of the Board of Directors of		
For MITTAL AND ASSOCIATES		RITCO LOGISTICS LIMITED		
Chartered Accountants				
Firm Registration No.- 106456W				
Sd/-	Sd/-	Sd/-		
Hemant Bohra	Man Mohan Pal Singh Chadha	Sanjeev Kumar Elwadi		
Partner	(Chairman)	(Director & CEO)		
Membership No. : 165667	DIN:- 01763805	DIN:- 02694204		
Place:- Mumbai				
Date:- 22nd May, 2024				
UDIN: 24165667BKEZDU7294	Sd/-	Sd/-		
	Gitika Arora	Gautam Mukherjee		
	(Company Secretary)	(Chief Financial Officer)		

<b>RITCO LOGISTICS LIMITED</b>			
CIN: L60221DL2001PLC112167			
508, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058			
Statement of Standalone Profit and Loss for the year ended 31st March 2024			
(Rs in lakhs, unless stated otherwise)			
Particulars	Notes	Year ended 31st Mar. 2024	Year ended 31st March 2023
<b>INCOME</b>			
Revenue From Operations	29	93,330.25	75,114.62
Other Income	30	383.77	290.07
<b>Total INCOME</b>		<b>93,714.03</b>	<b>75,404.70</b>
<b>EXPENSES</b>			
Cost of Service	31	81,940.16	67,072.98
Employee Benefit Expenses	32	2,224.14	1,417.00
Finance Costs	33	2,172.78	1,648.13
Depreciation Expense	34	1,239.78	520.51
Other Expenses	35	1,512.72	1,358.66
<b>Total EXPENSES</b>		<b>89,089.58</b>	<b>72,017.28</b>
<b>Profit before tax</b>		<b>4,624.45</b>	<b>3,387.42</b>
<b>Tax Expense</b>			
Current Tax	7a	1,075.60	857.90
Deferred Tax	7a	140.08	58.39
<b>Total Tax Expense</b>		<b>1,215.68</b>	<b>916.29</b>
<b>Profit for the period</b>		<b>3,408.76</b>	<b>2,471.13</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		(1.67)	27.68
Income tax relating to re-measurement gain on defined benefit plans		0.42	(6.97)
<b>Total Other Comprehensive Income</b>		<b>(1.25)</b>	<b>20.71</b>
<b>Total Comprehensive Income</b>		<b>3,407.51</b>	<b>2,491.84</b>
<b>Earnings Per Share (In Rs)</b>			
(1) Basic		13.93	10.10
(2) Diluted		13.80	10.10
Significant accounting policies & key accounting estimates & judgements	1-3		
See accompanying notes to the Financial Statements	4-47		
This is the Statement of Profit & Loss referred to in our report of even date			
As per our Report of even date annexed		For and on behalf of the Board o Director of	
For MITTAL AND ASSOCIATES		RITCO LOGISTICS LIMITED	
Chartered Accountants			
Firm Registration No.- 106456W			
Sd/-	Sd/-		
Man Mohan Pal Singh Chadha	Sanjeev Kumar Elwadhi		
(Chairman)	(Director & CEO)		
DIN:- 01763805	DIN:- 02694204		
Sd/-	Sd/-		
Hemant Bohra	Gautam Mukherjee		
Partner	(Chief Financial Officer)		
Membership No. : 165667			
Place:- Mumbai	Sd/-		
Date:- 22th May, 2024	Gitika Arora		
UDIN: 24165667BKEZDU7294	(Company Secretary)		



**RITCO LOGISTICS LIMITED**  
**508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058**  
**CIN: L60221DL2001PLC112167**  
**STATEMENT OF STANDALONE CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2024**

(Rs in lakhs, unless stated otherwise)			
		As at March, 2024	31st March, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before tax		4,624.45	3,387.42
<b>Adjustments for:</b>			
Depreciation expense		1,239.78	520.51
Finance Costs		2,126.31	1,648.13
Interest Income		(280.44)	(163.05)
(Profit)/Loss on sale of property, plant and equipments		1.54	0.74
Acturial gain and loss		(1.67)	27.68
<b>Operating profit before working capital changes</b>		<b>7,709.96</b>	<b>5,421.43</b>
<b>Adjustments for:</b>			
Decrease/(Increase) in Loans		(167.13)	9.83
Decrease/(Increase) in Trade Receivables		(5,269.34)	(4,221.06)
Decrease/(Increase) in Other Financial Assets		100.39	1,270.96
Decrease/(Increase) in Other assets		88.59	(753.35)
Increase/(Decrease) in Trade Payables		(62.06)	59.78
Increase/(Decrease) in Other Financial Liabilities		(132.59)	8.71
Increase/(Decrease) in Other Liabilities		209.48	8.45
Increase/(Decrease) in Provisions		42.98	26.36
<b>Cash flow from operating activities post working capital changes</b>		<b>2,520.29</b>	<b>1,831.09</b>
Direct taxes		(1,075.60)	(774.53)
<b>Net cash flow from operating activities (A)</b>		<b>1,444.69</b>	<b>1,056.55</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property Plant and Equipment		(3,867.55)	(2,069.10)
Sale of Property Plant and Equipment		66.90	47.45
Interest received		280.44	163.05
Increase/(Decrease) in Investment		(38.58)	(0.76)
<b>Net cash used in investing activities (B)</b>		<b>(3,558.80)</b>	<b>(1,859.36)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Borrowings		5,314.84	3,321.35
Share Warrant		185.33	-
Interest paid		(2,126.31)	(1,648.13)
Lease: Principle		(46.20)	(31.71)
<b>Net cash used in financing activities (C)</b>		<b>3,327.65</b>	<b>1,641.51</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		<b>1,213.54</b>	<b>838.70</b>
<b>Cash and cash equivalents as at Opening of the period</b>		<b>3,579.43</b>	<b>2,740.73</b>
<b>Cash and cash equivalents as at Closing of the period</b>		<b>4,792.97</b>	<b>3,579.43</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>1,213.54</b>	<b>838.70</b>

**Notes**

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.

	As at March, 2024 (Audited)	31st March, 2023
<b>Cash and Cash Equivalents</b>		
Balances with banks	275.07	51.05
Bank Deposits	4,517.79	3,528.29
Cash on hand	0.11	0.09
<b>Total</b>	<b>4,792.97</b>	<b>3,579.43</b>

Significant accounting policies & key accounting estimates & judgements  
See accompanying notes to the Financial Statements

This is the Balance Sheet referred to in our report of even date

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

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

Sd/-  
**Hemant Bohra**  
Partner  
Membership No. : 165667  
Place:- Mumbai  
Date:- 22nd May, 2024  
UDIN: 24165667BKEZDU7294

Sd/-  
**Man Mohan Pal Singh Chadha**  
(Chairman)  
DIN:- 01763805

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

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

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

RITCO LOGISTICS LIMITED  
CIN: L60221DL2001PLC112167

Statement of Changes in Equity for the year ended 31st March 2024

(a) Equity Share Capital

Particulars	31st March, 2024		31st March, 2023	
	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	-	-	-	-
<b>Restated balance at the beginning of the reporting year</b>	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	Share Warrant	Total
	Retained Earnings	Securities Premium			
<b>Balance as at 1st April 2023</b>	9,641.65	2,747.00	49.92	-	12,438.57
Profit for the year	3,408.76	-	-	-	3,408.76
Other comprehensive income for the year	-	-	(1.25)	-	(1.25)
Share Warrant issued during the year	-	-	-	185.33	185.33
<b>Balance as at 31st March 2024</b>	<b>13,050.41</b>	<b>2,747.00</b>	<b>48.67</b>	<b>185.33</b>	<b>16,031.40</b>
<b>Balance as at 1st April 2022</b>	<b>7,170.51</b>	<b>2,747.00</b>	<b>29.21</b>	<b>-</b>	<b>9,946.72</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>-</b>	<b>12,438.57</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 Director of  
RITCO LOGISTICS LIMITED

Sd/-  
Hemant Bohra  
Partner  
Membership No. : 165667  
Place: Mumbai  
Date: 22-05-2024  
UDIN: 24165667BKEZDU7294

Sd/-  
Man Mohan Pal Singh Chadha  
(Chairman)  
DIN: 01763805

Sd/-  
Sanjeev Kumar Elwadhi  
(Director & CEO)  
DIN: 02694094

Sd/-  
Gitika Arora  
(Company Secretary)

Sd/-  
Gautam Mukherjee  
(Chief Financial Officer)

## 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, 2024.

### 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 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 written down value 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 used which are aligned with useful lives defined in schedule II of Companies Act, 2013 :

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**

CIN: L60221DL2001PLC112167

Statement of Changes in Equity for the year ended 31st March 2024

**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 2023</b>	23.30	858.22	72.13	7,398.26	279.48	242.03	8,873.42
Additions during the year			3.23	3,781.49	19.81	63.02	3,867.55
Disposals during the year			-	308.31	-	-	308.31
<b>Balance as at 31st March 2024</b>	23.30	858.22	75.36	10,871.44	299.29	305.05	12,432.66
<b>Accumulated Depreciation</b>							
<b>Balance as at 1st April 2023</b>	-	351.55	45.52	4,405.32	192.20	218.76	5,213.35
Depreciation charge for the year	-	9.48	3.01	1,142.05	17.99	16.61	1,189.13
Depreciation on sale during the year			-	239.87			239.87
<b>Balance as at 31st March 2024</b>	-	361.03	48.54	5,307.49	210.18	235.36	6,162.61
<b>Net carrying value</b>							
<b>As at 31st March 2024</b>	23.30	497.19	26.82	5,563.95	89.11	69.68	6,270.05
<b>As at 31st March 2023</b>	23.30	506.67	26.60	2,992.94	87.29	23.27	3,660.07

**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	BHIWANDI	DELHI	MANGLORE	SECUNDRABAD	Total
<b>Gross Value</b>					
<b>Balance as at 1st April 2023</b>	32.51	13.23	19.15	119.09	183.98
Additions during the year					-
Disposals during the year					-
<b>Balance as at 31st March 2024</b>	32.51	13.23	19.15	119.09	183.98
<b>Accumulated Depreciation</b>					
<b>Balance as at 1st April 2023</b>	28.57	3.36	15.42	9.92	57.27
Depreciation charge for the year	3.94	3.29	3.73	39.69	50.65
Depreciation on sale during the year					-
<b>Balance as at 31st March 2024</b>	32.51	6.65	19.15	49.61	107.92
<b>Net carrying value</b>					
<b>As at 31st March 2024</b>	0.00	6.58	0.00	69.48	76.05
<b>As at 31st March 2023</b>	3.94	9.87	3.73	109.17	126.71



**6 Other non-current financial assets**

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, considered good, unless otherwise stated</b>		
Security Deposits	90.95	51.01
Deposits with bank with maturity more than 12 months	4,250.80	3,298.43
<b>Total</b>	<b>4,341.75</b>	<b>3,349.44</b>

**7 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, 2024	As at 31st March, 2023
<b>Current tax:</b>		
- in respect of the current year	1,075.60	857.90
	<b>1,075.60</b>	<b>857.90</b>
<b>Deferred tax expense:</b>		
Attributable to -		
- Origination and reversal of temporary differences	140.08	58.39
	<b>140.08</b>	<b>58.39</b>
<b>Total Income tax expense</b>	<b>1,215.68</b>	<b>916.29</b>

ii) Income tax recognised in Other Comprehensive Income

Particulars	As at 31st March, 2024	As at 31st March, 2023
Net loss/(gain) on remeasurements of defined benefit plans	0.42	(6.97)
<b>Income tax charged to OCI</b>	<b>0.42</b>	<b>(6.97)</b>

7b) Deferred Tax Liabilities (Net)

Particulars	As at 1st April, 2023	Profit & Loss	OCI	As at 31st March, 2024
<b>Deferred tax relates to the following:</b>				
Property, Plant & Equipment	70.14	108.55	-	178.69
Re-measurements of the defined benefit plans	16.79	31.53	(0.42)	47.90
				-
<b>Total</b>	<b>86.93</b>	<b>140.08</b>	<b>(0.42)</b>	<b>226.59</b>

7c) Income Tax Assets (Net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance income-tax (net of provision for taxation) (Including Refund Receivable)	220.38	-
<b>Total</b>	<b>220.38</b>	<b>-</b>

## 8 Investments

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investments in Logro Sourcing Private Limited	0.76	0.76
<b>Total</b>	<b>0.76</b>	<b>0.76</b>

## 9 Loans

Particulars	As at 31st March, 2024	As at 31st March, 2023
Trucksup Solution Private Limited	169.16	-
<b>Total</b>	<b>169.16</b>	<b>-</b>

## 10 Investments

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investment in Mutual Fund	38.58	-
<b>Total</b>	<b>38.58</b>	<b>-</b>

## 11 Trade receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured</b>		
Considered good		
Less than 6 Months	29,512.37	24,243.03
6 months to 1 year		
More than 1 year		
Credit impaired		
	29,512.37	24,243.03
Less: Allowance for Doubtful Receivables		
<b>Total</b>	<b>29,512.37</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 due date of payment / from date of transaction)		
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	29,512.37	24,243.03
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	29,512.37	24,243.03
<b>Less: Provision for doubtful receivables</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>29,512.37</b>	<b>24,243.03</b>

**12 Cash & Cash Equivalents**

<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Balances with banks	275.07	51.05
Bank deposit with maturity less than 3 months	57.94	53.10
Cash on hand	0.11	0.09
<b>Total</b>	<b>333.12</b>	<b>104.24</b>

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

<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Bank deposit with maturity more than 3 months but less than 12 months	209.05	176.76
<b>Total</b>	<b>209.05</b>	<b>176.76</b>

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

<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
<b>Unsecured, considered good unless otherwise stated</b>		
Loan to Employees	49.63	51.66
<b>Total</b>	<b>49.63</b>	<b>51.66</b>

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

<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Security Deposits - Business	1,805.85	1,946.17
Deposits with Government Authorities	14.09	14.09
<b>Total</b>	<b>1,819.94</b>	<b>1,960.26</b>

**16 Other current assets**

<b>Particulars</b>	<b>As at 31st March, 2024</b>	<b>As at 31st March, 2023</b>
Balances with Government Authorities		
Amount recoverable in cash or Kind from others	2,465.56	2,773.54
Prepaid Expenses	-	0.99
<b>Total</b>	<b>2,465.56</b>	<b>2,774.53</b>

**17 Equity Share Capital**

**Authorised & Issued Share Capital**

Particulars	As at	As at
	31st March 2024	31st March 2023
<b>Authorised Share Capital</b>	<b>Amount (In Lacs)</b>	<b>Amount (In Lacs)</b>
2,60,00,000 Equity Shares of Rs. 10/- each (2,50,00,000 Equity Shares of Rs. 10/- each in Previous year)	2,600.00	2,500.00
<b>Issued, Subscribed &amp; Fully Paid up</b>		
2,44,76,618 Equity Shares of Rs. 10/- each	2,447.66	2,447.66
<b>Reconciliation of Share Capital</b>		
<b>Issued, Subscribed &amp; Fully Paid up</b>		
<b>Equity Shares of Rs 10/- each</b>	<b>Number</b>	<b>Number</b>
<b>Opening Balance</b>	2,44,76,618	2,44,76,618
Add:- Shares Issued	-	-
<b>Closing Balance</b>	<b>2,44,76,618</b>	<b>2,44,76,618</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, 2024		As at 31st March, 2023	
	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, 2024			As at 31st March, 2023		
	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>55.89%</b>	<b>-</b>

**INCREASE IN AUTHORIZED SHARE CAPITAL**

On the recommendations of the Board of Directors of the Company on September 27, 2023 & the approval of the shareholder of the Company on October 26, 2023, the authorized share capital of the company has been increased from the existing Rs. 2,500 Lakhs/- (Indian Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.2600 Lakhs /- (Indian Rupees Twenty Six Crore Only) divided into 2,60,00,000 /- (Two Crore Sixty Lakh Only) Equity Shares of Re.10/- (Rupee Ten Only) each.

**18 Other Equity**

Particulars	Reserves & Surplus		Other Comprehensive Income	Share Warrant	Total
	Retained Earnings	Securities Premium			
<b>Balance as at 1st April 2023</b>	9,641.65	2,747.00	49.92	-	<b>12,438.57</b>
Profit for the year	3,408.76	-	-	-	<b>3,408.76</b>
Other comprehensive income for the year	-	-	(1.25)	-	<b>(1.25)</b>
Share Warrant issued during the year	-	-	-	185.33	<b>185.33</b>
<b>Balance as at 31st March, 2024</b>	<b>13,050.41</b>	<b>2,747.00</b>	<b>48.67</b>	<b>185.33</b>	<b>16,031.40</b>
<b>Balance as at 1st April 2022</b>	7,170.51	2,747.00	29.21	-	<b>9,946.72</b>
Profit for the year	2,471.14	-	-	-	<b>2,471.14</b>
Other comprehensive income for the year	-	-	20.71	-	<b>20.71</b>
<b>Balance as at 31st March, 2023</b>	<b>9,641.65</b>	<b>2,747.00</b>	<b>49.92</b>	<b>-</b>	<b>12,438.57</b>

**Issuance of Warrants Convertible into Equity Shares to the Proposed Allottees, on a Preferential Basis**

The Members of the Company has given their approval in the EGM held on October 26, 2023, to issue and allot up to 3,00,000 (Three Lakhs Only) Convertible Share Warrants, having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 247.10/- each payable in cash ("Warrant Issue Price") aggregating upto Rs. 7,41,30,000/- (Rupees Seven Crores Forty-One Lakhs Thirty Thousand Only) ("Total Issue Size"). The company has received Rs. 1,85,32,500 (Rupees One Crore Eighty Five Lacs Thirty Two Thousand Fiver Hundred only) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the proposed allottees to apply for and get allotted 1 (One) equity share of the Company against every Warrant held, within 18 months from the date of allotment on the payment of remaining Rs. 5,55,97,500 (Rupees Five Crore Fifty Five Lacs Ninety Seven Thousand Five Hundred only) which is equivalent to remaining 75% (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price").

**19 Borrowings**

Particulars	As at 31st March. 2024	As at 31st March 2023
<b>Secured- Term loans from bank</b>		
<b>Vehicle Loan</b>		
Loan From Banks	6,438.19	2,671.83
Less: Current Maturity of Long Term Debt	(1,491.6)	(983.88)
	<b>4,946.61</b>	<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>4,946.61</b>	<b>1,687.95</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.

**20 Lease Liabilities**

Particulars	As at 31st March. 2024	As at 31st March 2023
Lease Liabilites	37.16	97.97
<b>Total</b>	<b>37.16</b>	<b>97.97</b>

**21 Provisions (Non-current)**

Particulars	As at 31st March. 2024	As at 31st March 2023
<b>Provision for employee benefits (Refer Note 39)</b>		
Provision for gratuity	115.48	75.00
<b>Total</b>	<b>115.48</b>	<b>75.00</b>

**22 Current Borrowings**

Particulars	As at 31st March. 2024	As at 31st March 2023
<b>Secured Loans from Banks</b>		
Working Capital Loan	19,436.88	17,858.53
Bank Credit Balance	-	12.83
Current maturities of long-term borrowings (Secured)	1,491.58	1,000.92
<b>Total</b>	<b>20,928.46</b>	<b>18,872.28</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, and carries effective interest @ 8.47% p.a.

ii) Working Capital Loan from DBS Bank is secured against hypothecation of Current Assets FD's and mortgage of Immovable Properties of the company and Carries effective interest @ 8,30% p.a.

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

iii) Working Capital Loan from Axis Bank is secured against hypothecation of Current Assets and Fixed Deposit, and Carries effective interest @ 8.40% p.a.

iv) Working Capital Loan from Citi Bank is secured against hypothecation of Current Assets, and mortgage of Immovable Properties and Carries effective interest @ 8.49% p.a.

v) Working Capital Loan from Indusind Bank is secured against hypothecation of Current Assets, fixed deposit and Carries effective interest @ 8.10 p.a.

vi) Working Capital Loan from HSBC Bank is secured against hypothecation of Current Assets, fixed deposit and Carries effective interest @ 8.48% p.a.

vii) Working Capital Loan from Bajaj Finance Ltd is secured against hypothecation of Current Assets, fixed deposit and Carries effective interest @ 8.20% p.a.

viii) Working Capital Loan from RBL Bank Ltd is secured against hypothecation of Current Assets, fixed deposit and carries effective interest @ 8.04% p.a.

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

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- Submitted to Bank	Current Assets As per Books	Change
September, 2023	27,027.68	27,155.01	0.47
March, 2024	29,510.22	29,512.37	0.01

**23 Lease Liabilities**

Particulars	As at 31st March. 2024	As at 31st March 2023
Lease Liabilities	43.14	28.53
<b>TOTAL</b>	<b>43.14</b>	<b>28.53</b>

**24 Trade Payables**

Particulars	As at 31st March. 2024	As at 31st March 2023
Dues to Micro enterprises & small enterprises (Refer Note c below)		-
Dues to Others	337.07	399.13
	337.07	399.13
(Outstanding from the due date of payment/from the date of transaction)		
<b>(i) MSME</b>		
Less than 1 year	-	-
1-2 years		
2-3 years		
More than 3 years		
	-	-
<b>(ii) Others</b>		
Less than 1 year	337.07	399.13
1-2 year		-
2-3 year		-
More than 3 years		-
	337.07	399.13
<b>(ii) Disputed dues-MSME</b>		
Less than 1 year		-
1-2 year		-
2-3 year		-
More than 3 years		-
	-	-
<b>(ii) Accruals</b>		
Less than 1 year		-
1-2 year		-
2-3 year		-
More than 3 years		-
	-	-
<b>Total</b>	<b>337.07</b>	<b>399.13</b>

## 25 Other financial liabilities (Current)

Particulars	As at 31st March. 2024	As at 31st March 2023
Security deposits from parties	31.64	31.23
<b>Total</b>	<b>31.64</b>	<b>31.23</b>

## 26 Other current liabilities

Particulars	As at 31st March. 2024	As at 31st March 2023
Statutory Liabilities	145.31	36.48
Payable for Expense Provision for expense	204.41	103.76
<b>Total</b>	<b>349.72</b>	<b>140.24</b>

## 27 Provision (Current)

Particulars	As at 31st March. 2024	As at 31st March 2023
Provision for employee benefits (Refer Note 39) Provision for gratuity	11.46	8.96
<b>Total</b>	<b>11.46</b>	<b>8.96</b>

## 28 Current Tax Liabilities (Net)

Particulars	As at 31st March. 2024	As at 31st March 2023
Provision for taxation (net of Advance income-tax)	-	133.00
<b>Total</b>	<b>-</b>	<b>133.00</b>

**29 Revenue from Operations**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
<b>Gross Income from Transportation Business</b>		
Transportation Receipts	93,330.25	75,114.62
<b>Total</b>	<b>93,330.25</b>	<b>75,114.62</b>

**30 Other Income**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
Interest on FDRs	280.44	153.62
Interest from others	16.19	9.43
Interest from Income Deposit-IND AS	1.19	0.66
Rental Income	34.80	14.50
Sale of Tyres	-	1.48
Profit on investment	5.58	-
Misc. Income	45.58	110.39
<b>Total</b>	<b>383.77</b>	<b>290.08</b>

**31 Gross Transportation Expenses**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
Lorry Hire Charges paid		
Other Vehicles	74,285.30	62,206.50
Own Vehicles	7,654.86	4,866.48
<b>Total</b>	<b>81,940.16</b>	<b>67,072.98</b>

**32 Employee Benefits Expenses**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
Salaries & Wages	1,866.46	1,124.47
Director Remuneration	60.00	60.00
Contribution to various funds	117.30	83.60
Staff Welfare Expenses	47.25	29.87
Gratuity	44.31	26.35
Leave Encashment	35.44	41.47
Bonus	53.38	51.26
<b>Total</b>	<b>2,224.14</b>	<b>1,417.00</b>

**33 Finance Cost**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
<b>Interest</b>		
Interest on Borrowings	2,126.31	1,627.69
Interest on Lease Liabilities IND-AS	8.27	4.04
<b>Others</b>		
Bank Charges	38.20	16.40
<b>Total</b>	<b>2,172.78</b>	<b>1,648.13</b>



**34 Depreciation Expense**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
Depreciation expense on Property, Plant & Equipment	1,189.13	491.07
Depreciation on ROU ASSETS	50.65	29.44
<b>Total</b>	<b>1,239.78</b>	<b>520.51</b>

**35 Other Expenses**

<b>Particulars</b>	<b>Year ended 31st March 2024</b>	<b>Year ended 31st March 2023</b>
<b><u>Administrative &amp; Selling Expenses</u></b>		
<b>Rents,Rates,Taxes &amp; Insurance</b>		
(a) Rent	120.16	100.54
(b) Rate & Taxes	4.61	1.95
(c) Insurance	221.69	156.02
<b>Repairs and Maintenance</b>		
(a) Generator	1.44	2.12
(c) Vehicles	28.93	34.36
(d) Computers	8.39	3.54
(e) Others	11.55	8.71
<b>Other Expenses</b>		
Audit Fee	10.29	3.20
Travelling & Conveyance Expenses	144.19	167.80
Rebate & Discount	212.87	305.66
Legal and Professional Charges	8.07	11.92
Printing and Stationary	35.83	9.75
Telephone and Mobile Expenses	28.80	11.08
Electricity & Water Expenses	29.37	31.79
Advertisement, Publicity and Sales Promotion	81.12	0.61
Charity & Donation	0.68	2.08
Claim Paid	137.79	157.19
Software Charges	32.45	7.12
Misc. Expenses	14.42	49.16
Books & Periodicals	1.63	0.25
Internet Charges	12.86	8.51
Fine & Penalty	0.15	0.27
Fees & Subscription	80.10	65.12
Festival Charges	5.17	5.34
Postage & Courier	9.51	6.71
Business Promotion	22.04	32.37
Office Expenses(incl. maintenance)	75.95	77.07
Loss on sale of Assets	1.54	0.74
Income tax Expenses for Previous year	-	10.67
Sitting fees	3.55	5.75
Operating Warehouse expenses	60.23	53.23
Corporate Social Responsibility	43.00	28.06
Input Credit Reversal	64.33	-
<b>Total</b>	<b>1,512.72</b>	<b>1,358.66</b>

36 Earning per share

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Total profit for the year	3,408.76	2,471.13
Weighted average number of equity shares of Rs. 10/- each (Nos) for calculating Basic-EPS	2,44,76,618	2,44,76,618
<b>EPS - Basic ( per share in Rs.)</b>	<b>13.93</b>	<b>10.10</b>
<b>Total Weighted Average Potential Equity Shares *</b>	<b>2,18,477</b>	<b>-</b>
Weighted average number of equity shares of Rs. 10/- each (Nos) for calculating Diluted-EPS	2,46,95,095	2,44,76,618
<b>EPS - Diluted ( per share in Rs.)</b>	<b>13.80</b>	<b>10.10</b>

\* Dilutive impact of Share Warrants Issued.

37 Contingent liabilities

Particulars	Year ended 31st March 2024	Year ended 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	2,505.13	1,700.56

38 Corporate Social Responsibility

a. amount required to be spent by the company during the year	42.61	
b. amount of expenditure incurred	43.00	
c. shortfall at the end of the year	-	
d. total of previous years shortfall	-	
e. nature of CSR activities		The activity of Sumangal is in skill development and education right

Contributed to Sumangal Foundation CSR00009312

39 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	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Employer's Contribution to Provident Fund	84.95	65.46
Employer's Contribution to ESIC	27.61	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, 2024	As at 31st March 2023
<b>Present value of obligation as at beginning of the year</b>	<b>83.97</b>	<b>90.05</b>
Interest Cost	7.54	6.15
Current Service Cost	36.78	20.20
Benefits paid	(3.01)	(4.75)
Actuarial (Gain)/Loss on obligation	1.67	(27.68)
<b>Present value of obligation as at the end of the year</b>	<b>126.94</b>	<b>83.97</b>

ii) Fair Value of Plan Assets

- -

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

(126.94) (83.97)

iv) Amount recognised in Statement of Profit and Loss

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Service cost	36.78	20.20
Net Interest cost	7.54	6.15
Actuarial (gain) /loss for the year	-	-
<b>Expense recognized in the Income Statement</b>	<b>44.31</b>	<b>26.35</b>

v) Amount recognised in Other Comprehensive Income (OCI)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Actuarial (Gain)/Loss for the year on Projected Benefit Obligation	1.67	(27.68)
<b>Expense recognized in the Income Statement</b>	<b>1.67</b>	<b>(27.68)</b>

vi) **Principal Actuarial Assumptions**

Particulars	As at 31st March, 2024	As at 31st March 2023
i) Discount rate (p.a.)	7.25%	7.50%
ii) Future salary increase (p.a.)	5.00%	5.00%

vii) **Demographic Assumptions**

Particulars	As at 31st March, 2024	As at 31st March 2023
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**

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
The Company's best estimate of Contribution during the next year	54.77	9.85

ix) **Sensitivity Analysis of the Defined Benefit Obligation**

Particulars	Year ended 31st March 2024	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	126.94	83.97
Impact due to increase of 1.00%	115.47	76.82
Impact due to decrease of 1.00%	140.56	92.33
<b>Impact of the change in salary increase</b>		
Present value of obligation as at the end of the period	126.94	83.97
Impact due to increase of 1.00%	140.73	92.46
Impact due to decrease of 1.00%	115.15	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, 2024
01 Apr 2024 to 31 Mar 2025	11.46
01 Apr 2025 to 31 Mar 2026	2.75
01 Apr 2026 to 31 Mar 2027	1.91
01 Apr 2027 to 31 Mar 2028	2.16
01 Apr 2028 to 31 Mar 2029	4.25
01 Apr 2029 Onwards	104.40

**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

40 **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. Man Mohan Pal Singh Chadha (Director)

Mr. Sanjeev Kumar Elwathi (Director)

Mrs. Geetika Arora (Company Secretary)

Mr. Gautam Mukherjee (Chief Financial Officer)

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

Ritco Leasing & Finance Pvt. Ltd.

Trucksup Solutions Private Limited

Logro Sourcing Private Limited

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

Particulars	Relationship	Nature of Transaction	Amount (in Lacs)
<b>31st March 2024</b>			
Mr. Manmohan Pal Singh Chadha	KMP	Remuneration/Salary	30.00
Mr. Sanjeev Kumar Elwathi	KMP	Remuneration/Salary	30.00
Mrs. Geetika Arora	KMP	Remuneration/Salary	5.70
Mr. Gautam Mukherjee	KMP	Remuneration/Salary	14.04
Trucksup Solutions Private Limited	Entity over which significant influence is exercised by the Company	Loan Given	169.16

31st March 2023				
Mr. Manmohan Pal Singh Chadha	KMP	Remuneration/Salary	30.00	
Mr. Sanjeev Kumar Elwadhi	KMP	Remuneration/Salary	30.00	
Mrs. Geetika Arora	KMP	Remuneration/Salary	5.40	
Mr. Dhananjay Prasad	KMP	Remuneration/Salary	24.44	
Mr. Gautam Mukherjee	KMP	Remuneration/Salary	18.72	

c) Detail of Outstanding Balances are as follows:-

Particulars	Amount (In Lacs)
As on 31st March 2024	
Mr. Manmohan Pal Singh Chadha	1.92
Mr. Sanjeev Kumar Elwadhi	1.92
Mrs. Geetika Arora	0.5
Trucksup Solutions Private Limited	169.16
As on 31st March 2023	
Mr. Manmohan Pal Singh Chadha	1.92
Mr. Sanjeev Kumar Elwadhi	1.92
Mrs. Geetika Arora	0.45
Mr. Gautam Mukherjee	1.56

41 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, 2024		As at 31st March, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial Assets</b>				
Investment		38.58		
Trade Receivables		29,512.37		24,243.03
Cash and Cash Equivalents		333.12		104.24
Bank balances other than Cash and Cash Equivalents		209.05		176.76
Loans and advances		49.63		51.66
Others		6,161.69		5,309.70
		<b>36,304.44</b>		<b>29,885.40</b>
<b>Current</b>		<b>32,006.38</b>		<b>26,535.95</b>
<b>Non-Current</b>		<b>4,298.06</b>		<b>3,349.44</b>
<b>Financial Liabilities</b>				
Borrowings		25,875.07		20,560.23
Lease liabilities		80.29		126.50
Trade Payables		337.07		399.13
Other Financial Liabilities		226.59		86.93
		<b>26,519.01</b>		<b>21,172.79</b>
<b>Current</b>		<b>21,535.24</b>		<b>19,386.87</b>
<b>Non-Current</b>		<b>4983.77</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

Particulars	Fair value Measurement		
	Level 1	Level 2	Level 3
As at 31st March 2024			
<b>Financial Assets</b>			
Investment in Logro Sourcing Private Limited	0.76		
Investment in Mutual Fund	38.58	-	-
	<b>39.34</b>	-	-
As at 31st March 2023			
<b>Financial Assets</b>			
	0.76	-	-
	<b>0.76</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.

42 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, 2024	As at 31st March 2023
Trade receivables	29,512.37	24,243.03
Other financial assets	6,161.69	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, 2024	As at 31st March, 2023
<b>Carrying Amount</b>		
1-30 days past due	8,254.07	7,027.21
31 to 90 days past due	15,492.75	11,895.86
More than 90 days past due	5,765.54	5,319.96
<b>Total</b>	<b>29,512.37</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 2024:

Particulars	Carrying amount	Contractual Cash Flows			
		0-1 year	1-5 years	>5 years	Total
Borrowings	25,875.07	20,928.46	4,946.61	-	25,875.07
Trade Payables	337.07	337.07	-	-	337.07
Other Financial Liabilities	31.64	31.64	-	-	31.64
<b>Total</b>	<b>26,243.78</b>	<b>21,297.17</b>	<b>4,946.61</b>	<b>-</b>	<b>26,243.78</b>

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>

**43 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, 2024	As at 31st March, 2023
Total Debt	25,875.07	20,560.23
Less: Cash and Cash Equivalents	542.17	281.00
Net Debt	25,332.90	21,280.22
Total Equity	18,479.08	14,886.24
<b>Gearing Ratio</b>	<b>1.37</b>	<b>1.43</b>

**44 Additional Regulatory information****a. Ratio**

Ratio	Numerator	Denominator	As at 31st March, 2024	As at 31st March, 2023	Change in Ratio
Current Ratio (In times)	Total current assets	Total current assets	1.59	1.49	5.80%
Debt Equity Ratio (In times)	Debt consists of borrowings and lease liabilities.	Total equity	1.40	1.39	1.06%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit before taxes + Depreciation and Amortization + Interest	Debt service = Interest + Principal repayments	2.10	2.00	5.09%
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	20%	18%	11.91%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.47	3.39	2.37%
Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	222.61	181.7	18.38%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	8.32	7.20	13.51%
Net profit ratio (in %)	Profit for the year	Revenue from operations	3.65%	3.29%	9.92%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities + Borrowings	14.43%	13.34%	7.58%
Return on Investment (in %)	Income generated from Invested funds	Average invested funds in treasury investments	7.43%	8.48%	-14.13%

#### 45 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 given loan to its subsidiary company which is repayable on demand the detail of which is as follows:

Name of Party	Loan Given	Outstanding balance as on 31.03.2024
Trucksup Solutions Private Limited	169.16	169.16

##### 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.

#### 46 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.

47 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:- 22nd May, 2024  
UDIN: 24165667BKEZDU7294

Sd/-  
Man Mohan Pal Singh Chadha  
(Chairman)  
DIN: 01763805

Sd/-  
Sanjeev Kumar Elwadhi  
(Director & CEO)  
DIN: 02694094

Sd/-  
Geetika Arora  
(Company Secretary)

Sd/-  
Gautam Mukherjee  
(Chief Financial Officer)