

# Riba

## TEXTILES LIMITED

36<sup>TH</sup> ANNUAL REPORT  
2023-24

**Thirty Sixth Annual Report 2023-2024****RIBA TEXTILES LIMITED  
(L18101DL1989PLC034528)****DIRECTORS**

Mrs. Asha Garg	:	Chairperson & Whole Time Director
Mr. Amit Garg	:	Managing Director
Mr. Nitin Garg	:	Whole Time Director
Mr. Randhir Singh	:	Independent Director (Resigned w.e.f. 29 <sup>th</sup> April, 2023)
Mr. Navnish Mittal	:	Independent Director
Mr. Shyam Sunder Miglani	:	Independent Director
Mr. Parveen Kumar Goyal	:	Independent Director

**KEY MANAGERIAL PERSONNEL**

Mr. Rajnish Mittal	:	Chief Financial Officer
Ms. Neha Dubey	:	Company Secretary

**AUDITORS**

ASHWANI K SINDWANI & CO.  
Chartered Accountants  
#521, New Char Chaman,  
Suvidha Street, Kunjpura Road,  
Karnal-132101.

**REGISTRAR & SHARE TRANSFER AGENTS****M/S BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.**

3<sup>rd</sup> Floor, 99 Mandangir Behind Local Shopping Centre, Near Dada  
Harsukhdas Mandir, New Delhi -110062  
PH: 29961280,29961281, 29961282  
Fax: 29961284

**SECRETARIAL AUDITORS**

KJ & Associates  
Company Secretaries  
208, 2nd Floor, Triveni Complex,  
E-10-12, Jawahar Park, Laxmi Nagar, Delhi-110092.

**SCRUTINIZER**

CS Vishal Gupta (PCS)  
580 Jundla Gate, near Lal kuan, Karnal  
Haryana-132001.

**REGISTERED OFFICE**

DD-14 Nehru enclave  
opp. Kalka Ji post office  
New Delhi-110019.

**ADMIN OFFICE**

Kishore House, Assandh Road, Panipat-132103,  
Haryana.

**WORKS**

Village Chidana,  
Tehsil Gohana, Distt. Sonapat- 131306.  
Haryana.

**AGM-2024**

DATE	:	30 <sup>th</sup> September 2024
DAY	:	Monday
TIME	:	09.30 A.M.
MODE	:	Via Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)
Deemed Venue	:	DD-14 Nehru enclave opp. Kalka Ji post office New Delhi-110019

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# Riba Textiles Limited

CIN: L18101DL1989PLC034528

**Registered Office:** DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019

Email: company.affairs@ribatextiles.com, Website: www.ribatextiles.com

Tel No.: +91 11 35751852, Fax No.: +91 11 26465227

## NOTICE

**NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of Riba Textiles Limited ("the Company") will be held on Monday, the 30<sup>th</sup> day of September, 2024 at 09:30 AM through Video Conferencing (VC)/ Other Audio-Visual Means ("OAVM") to transact the following business:**

### ORDINARY BUSINESS

**1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON:**

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

**"RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors and Board of Directors thereon, laid before this meeting, be and are hereby received, considered and adopted."

**2. TO APPOINT A DIRECTOR IN PLACE OF MRS. ASHA GARG (DIN: 06987609), WHO RETIRES BY ROTATION AS PER SECTION 152(6) OF COMPANIES ACT 2013 AND BEING ELIGIBLE, OFFERS HERSELF 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 provisions of Section 152 of the Companies Act, 2013, Mrs. Asha Garg (DIN: 06987609), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS

**3. 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 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Article of Association of the Company and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded to the revised terms of payment of following remuneration of Mr. Amit Garg (DIN: : 00202171), Managing Director of the Company, for the remaining period of his existing term with effect from 01<sup>st</sup> June, 2024 and with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration subject to the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

### SALARY

Salary -Rs. 15, 00,000/- (Rupees Fifteen Lacs) per month.

**Perquisite:** Premium on one personal life insurance policy of the Managing Director not exceeding a sum of Rs.15 lakh (Rupees fifteen Lakh only) per annum.

**RESOLVED FURTHER THAT** he will also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:

- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service,
- Encashment of leave at the end of the tenure as per rules of the Company

- Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

**RESOLVED FURTHER THAT**, in the event of loss or inadequacy of profits in any financial year during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Amit Garg as minimum remuneration.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. 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 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Article of Association of the Company and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded to the revised terms of payment of following remuneration of Mr. Nitin Garg (DIN: : 00202179) as Whole-time Director of the Company, for the remaining period of his existing term with effect from 01<sup>st</sup> June, 2024 and with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration subject to the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**SALARY**

Salary -Rs. 15, 00,000/- (Rupees Fifteen Lacs) per month.

**Perquisite:** Premium on one personal life insurance policy of the Whole-time Director not exceeding a sum of Rs.15 lakh (Rupees fifteen Lakh only) per annum.

**RESOLVED FURTHER THAT** he will also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:

- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service,
- Encashment of leave at the end of the tenure as per rules of the Company
- Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

**RESOLVED FURTHER THAT**, in the event of loss or inadequacy of profits in any financial year during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Amit Garg as minimum remuneration.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. 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 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Article of Association of the Company and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded to the terms of re-appointment and payment of following remuneration of Mrs. Asha Garg (DIN: 06987609) as Whole-time Director of the Company, for a period of three years from 14<sup>th</sup> August, 2024, with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration subject to the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**SALARY**

Salary -Rs. 15,00,000/- (Rupees Fifteen Lacs) per month.

**RESOLVED FURTHER THAT** she will also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified.

- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service,
- Encashment of leave at the end of the tenure as per rules of the Company
- Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any year, during the tenure of her office, the remuneration as set out in the resolution, shall be paid and allowed to Mrs. Asha Garg as minimum remuneration.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members in their meeting held on Friday, 30<sup>th</sup> day of June 2017, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee thereof, under Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, to borrow any sum or sums of money from time to time at its discretion, for the purpose of business of the Company from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid – up share Capital and free reserves of the Company, provided however, the total amount so borrowed at any time, not to exceed Rs. 300.00 Crores ( Rupees Three Hundred Crores only) and that the Board of Directors be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members in their meeting held on Friday, 30<sup>th</sup> day of June 2017, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and /or charge any of its movable and/or immovable properties, wherever situated, both present and future or to Sell, lease or otherwise dispose off, the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/ and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the company’s any one or more of the undertakings or all of the undertakings of the company in favour of any bank(s) or lender together with interest, cost, charges and expenses thereon for amount not exceeding 300.00 Crores (Rupees Three Hundred Crores only) at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

By order of the Board of  
Directors  
For **Riba Textiles Limited**

**Place : Panipat**

**Date : 14.08.2024**

**Sd/-**  
**Asha Garg**  
**Chairperson & Whole-time Director**  
**DIN: 06987609**

**REGISTERED OFFICE**

DD-14 Nehru enclave  
opp. Kalka Ji post office  
New Delhi-110019.  
Tel: 011-35751852, Fax: 011-26465227  
CIN: L18101DL1989PLC034528  
Email: [riba@ribatextiles.com](mailto:riba@ribatextiles.com), [company.affairs@ribatextiles.com](mailto:company.affairs@ribatextiles.com)  
Website: [www.ribatextiles.com](http://www.ribatextiles.com)

**NOTES:**

1. **Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) vide their various circulars (collectively referred to as 'Applicable Circulars') have permitted the holding of the Annual General Meeting (AGM) through Video Conferencing(VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the AGM of the Company is being held through VC/OAVM at the Registered Office of the Company.** The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company.
2. An explanatory statement pursuant to Section 102 of the Act, relating to special business set out in the notice to be transacted at the AGM, is annexed hereto. Pursuant to Regulation and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the "Annexure" to the Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars issued from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form Attendance Slip and Route Map are not annexed to this Notice.
6. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) 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 its registered email address to [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or

more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants, with whom they are maintaining their Demat accounts.
9. Members holding shares in physical form are requested to register / update their postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., with the Registrar and Transfer Agent i.e. Beetal Financial & Computer Services Private Limited by sending an email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com) along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Self attested scanned copy) and Aadhar Card (Self-attested scanned copy).
10. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the details of such folios together with share certificates to Beetal Financial & Computer Services Private Limited, the Registrar & Share Transfer Agents, for consolidation into a single folio.
12. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 & Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company/ its registrar and transfer agent, the details of their valid PAN and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company's Registrar and Transfer Agent.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 23<sup>rd</sup> September 2024 through email on [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com) the same will be replied by the Company suitably.
15. All Documents referred to in this Notice and Explanatory Statements are open for inspection as per applicable statutory requirements. Members seeking to inspect such documents can send an email to [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com).
16. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com), exclusively for the purpose of registering complaints by investors.
17. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.ribatextiles.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).



18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. The Meeting shall be deemed to be held at the registered office of the Company at DD-14, Nehru Enclave, opp. Kalka Ji post office, New Delhi-110019.
20. Members can send their requests, if any, to [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com) and [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

**21. Voting Options**

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode **REMOTE E-VOTING THROUGH ELECTRONIC MEANS**

- 1) The instructions for shareholders for remote e-voting are as under:
- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- II. The Company has engaged the services of CDSL as the Agency to provide remote e-voting facility and e-voting during the AGM will be provided by Registrar and Transfer Agent i.e. Beetal Financial & Computer Services Private Limited.
- III. The Board of Directors of the Company has appointed CS Vishal Gupta, a Practicing Company Secretary (Membership No. 39686) Practicing Company Secretaries, as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner.
- IV. Voting rights of the Members for voting through remote e-voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, **23<sup>rd</sup> September 2024**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM.
- V. The remote e-voting facility will be available during the following period:
- a. Commencement of remote e-voting: 09.00 A.M. (IST) on Friday, September 27, 2024.
  - b. End of remote e-voting: 5.00 P.M. (IST) on Sunday, September 29, 2024.
  - c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- VI. Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- VII. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow the same procedure as given below for remote e-voting.

IX. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

X. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/RTA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able</li> </ol>

	to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 On toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode **REMOTE E-VOTING THROUGH ELECTRONIC MEANS**

**Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- I. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- II. Click on “Shareholders” module.
- III. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- VI. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Mahesh Kumar with sequence number 1 then enter MA00000001 in the PAN Field. - Sequence number is communicated in the Attendance Slip/ Covering Letter.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN for the relevant < RIBA TEXTILES LIMITED > on which you choose to vote.
- XI. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

**Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [Company.affairs@ribatetxtils.com](mailto:Company.affairs@ribatetxtils.com)), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM-.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com) . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice.**

- For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com) respectively.
- For De-mat shareholders:  
Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while eVoting & joining virtual meetings through Depository.
  - Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 21 09911.
  - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon



Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800 21 09911.

## **OTHER INSTRUCTIONS**

**I.** Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

**II.** Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September 2024 may obtain the login ID and password by sending an email to [Company.affairs@ribatextiles.com](mailto:Company.affairs@ribatextiles.com) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or helpdesk.evoting@cdslindia.com by mentioning their Folio No. /DP ID and Client ID No.

**III.** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.

**IV. CS Vishal Gupta, a Practising Company Secretary (Membership No. 39686)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.ribatextiles.com> and on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## **V. UPDATION OF KYC DETAIL**

i) SEBI vide its Circular dated 16th March, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, KYC details and Nomination to the Company's RTA in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities are not available on or after October 01, 2023, shall be frozen by the RTA. In this regard, SEBI has introduced Form ISR-1 along with other relevant documents to lodge any request for registering PAN, KYC details or any change / updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate certificates; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificates; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filed and signed Form ISR-4.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.ribatextiles.com](http://www.ribatextiles.com) Section under Investor Relations. Members are requested to kindly take note of the same and update their particulars timely.

ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and / or e-mail address immediately to their respective Depository Participants.

S. No	Particulars	Form
1	Particulars Form 1. Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /update thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**ITEM NO. 3**

At the AGM held on 30th September, 2023, Mr. Amit Garg (DIN: 00202171) was re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 31<sup>st</sup> December, 2023. However, Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mr. Amit Garg, the Board of Directors of the Company on the recommendation of the nomination and remuneration Committee, at their meeting held on 29<sup>th</sup> May, 2024, subject to the approval of the shareholders, revised his remuneration as detailed in the resolution. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Amit Garg, Managing Director of the Company, as approved at the AGM of the Company held on 30th September, 2023, remain unchanged. In compliance with the provisions of Sections 196,197,198 & 203 read with Schedule V to the Act, revised terms of remuneration of Mr. Amit Garg are now being placed before the Members for their approval.

The additional information as per Schedule V of the Companies Act, 2013 (and also pursuant to the provisions of the LODR and SS II) with respect to the Company and the Appointee is given in Annexure B to this notice. The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Amit Garg himself and Mr. Nitin Garg, Mrs. Asha Garg, being relative, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

**ITEM NO. 4**

At the AGM held on 30th September, 2023, Mr. Nitin Garg (DIN: 00202179), was reappointed as Whole-time Director of the Company for a period of 3 years w.e.f 31st December, 2023. Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mr. Nitin Garg, the Board of Directors of the Company on the recommendation of the remuneration Committee, at their meeting held on 29<sup>th</sup> May, 2024, subject to the approval of the shareholders, has approved his reappointment for a further period of three years on the terms and conditions and payment of remuneration detailed in the resolution. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

The additional information as per Schedule V of the Companies Act, 2013 (and also pursuant to the provisions of the LODR and SS II) with respect to the Company and the Appointee is given in Annexure B to this notice. The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Nitin Garg himself and Mr. Amit Garg, Mrs. Asha Garg, being relative, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

**ITEM NO. 5**

Mrs. Asha Garg (DIN: 06987609), was reappointed as Whole-time Director of the Company for a period of 3 years. The term of office of Mrs. Asha Garg as Whole-time Director of the Company has been expired,



on Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mrs. Asha Garg, the Board of Directors of the Company on the recommendation of the remuneration Committee, at their meeting held on 14th August, 2024, subject to the approval of the shareholders, has approved her reappointment for a further period of three years on the terms and conditions and payment of remuneration detailed in the resolution. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

Mrs. Asha Garg has attained the age of 79 (seventy nine) years, Pursuant to Section 96 of Companies Act 2013; the Special Resolution for continuation of his directorships is required to be passed. The Board of Directors on Recommendations of the Nomination and Remuneration Committee, at its meeting held on 14th August, 2024, has unanimously decided the continuation of Directorships of Mrs. Asha Garg.

The additional information as per Schedule V of the Companies Act, 2013 (and also pursuant to the provisions of the LODR and SS II) with respect to the Company and the Appointee is given in Annexure B to this notice. The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Asha Garg herself and Mr. Nitin Garg, Mr. Amit Garg, being relative, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

#### **ITEM NO. 6**

Keeping in view the Company's existing and Future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising funds from various banks and/or Financial Institution and /or any other lending institution or Body / Corporate and /or such other persons/ Individual as may be considered fit, which, together with the monies already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the company. Hence, it is proposed to increase the maximum borrowing limit up to 300.00 Crores ( Rupees three Hundred Crores only).

As per Section 180(1)(c) of the Companies Act, 2013, the Board of directors cannot borrow in excess of the aggregate of Paid up share capital and free reserves of the company except with the prior consent of the members in their meeting.

Hence, this Resolution. The Board recommends the resolution as set out at item no. 6 for the approval of members as a Special Resolution.

None of the directors or their relatives or the key managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

#### **ITEM NO. 7**

In order to facilitate securing the borrowing made by the Company, it would be necessary to mortgage or create charge on the assets or whole or substantially the whole of the undertaking of the Company. As per Section 180 (1) (a) of the Companies Act, 2013, a company shall not sell, lease, hypothecate or otherwise dispose off the whole or substantially the whole of the undertaking of the company, except with prior consent of the members of the company in a general meeting.

Hence, this Resolution. The Board recommends the resolution as set out at item no. 7 for the approval of members as a Special Resolution.

None of the directors or their relatives or the key managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

By order of the Board of Directors  
**For Riba Textiles Limited**

**Date : 14.08.2024**  
**Place : Panipat**

**Sd/-**  
**Asha Garg**  
**Chairperson & Whole-time Director**  
**DIN: 06987609**

**ANNEXURE A TO THE NOTICE”  
DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND  
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE  
APPOINTMENT/REAPPOINTMENT OF THE DIRECTORS IS AS FOLLOWS:**

<b>Name of Director</b>	<b>Asha Garg</b>
<b>Director Identification Number</b>	06987609
<b>Date of Birth</b>	04.07.1945
<b>Date of First Appointment</b>	30.09.2014
<b>Qualification</b>	Master Degree of Art
<b>Remuneration Sought to be paid</b>	15,00,000
<b>Expertise in specified functional area</b>	Mrs. Asha Garg is a having master degree in Arts, has been associated with the Company as a promoter director since 30.09.2014 and has been looking after the sales and marketing functions of the Company. In order to have the benefits of his experience, acumen, wisdom, maturity, connections and long association the Board of Directors is of the opinion that services of Mrs. Asha Garg as Whole-time Director is required to be continued for the continued growth in the market and turnover.
<b>Shareholding in Riba Textiles Limited</b>	23,06,723
<b>List of outside Directorship held excluding Alternate Directorship and Private Companies.</b>	NIL
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Refer to Report on CORPORATE GOVERNANCE
<b>Last drawn remuneration details along with Remuneration sought to be paid</b>	Last drawn remuneration details for proposed appointment are given in explanatory statement to the respective resolution
<b>Relationship with other Directors and KMP</b>	Mrs. Asha Garg belongs to promoter group and holds 23,06,723 equity shares of the Company. Further the Admin office of the Company is situated in Panipat, premise owned by Mrs. Asha Garg, for which monthly rental of Rs. 19,500/-is being paid to her. she has no other pecuniary relationship with the Company. Mrs. Asha Garg is Mother of Mr. Nitin Garg, the Whole-time Director and Mr. Amit Garg, Managing Director of the Company. .

**“ANNEXURE B” TO THIS NOTICE**

**The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee**

**I. General Information:**

- i. Nature of Industry:** Textiles
- ii. Date or expected date of commencement of commercial production:** The Company started Commercial production in 1992.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- iv. Financial performance based on given indicators:**

(Rs. in Lacs)

Particulars	2023-24	2022-23
Revenue from Operation	24689.43	24269.43
Other Income	31.22	13.54
<b>Gross Receipts</b>	<b>24720.66</b>	<b>24282.97</b>
Total Expenses	23660.38	23308.89
<b>Profit before Tax</b>	<b>1060.28</b>	<b>974.08</b>
Tax Expenses	268.51	233.83
<b>Profit after Tax</b>	<b>791.77</b>	<b>740.25</b>
Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>791.77</b>	<b>740.25</b>
Paid up Equity Share Capital	965.29	965.29
Reserves excluding revaluation reserve	7974.38	7182.62
<b>Earnings per share</b>	<b>8.20</b>	<b>7.67</b>

- v. Foreign investments or collaborators, if any:** The Company has no Foreign Direct Investment or Foreign Collaboration with any party.

**II. Information about the Appointee:**

**A. Mrs. Asha Garg-Whole-time Director**

**i. Background Details:**

The brief profile of Mrs. Asha Garg, has been attached as Annexure, forming part of this notice

**ii. Past Remuneration:**

Financial Year 2023-2024 – Rs. 150.00 Lacs

Financial Year 2022-2023 – Rs. 150.00 Lacs

**iii. Recognition or Awards:** Non-Specific

**iv. Job Profile and Suitability:**

Mrs. Asha Garg is a having master degree in Arts, has been associated with the Company as a promoter director since 30.09.2014 and has been looking after the administration, sales and marketing functions of the Company.

In order to have the benefits of his experience, acumen, wisdom, maturity, connections and long association the Board of Directors is of the opinion that services of Mrs. Asha Garg as Whole-time Director is required to be continued for the continued growth of the Company and its effective administration

**v. Remuneration Proposed:**

The remuneration proposed is detailed in the resolution.

**vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:**

Considering the qualification, experience and responsibilities being shouldered Mrs. Asha Garg and industry benchmark, the proposed remuneration is inline and commensurate with the remuneration drawn by key managerial personnel of companies of similar size.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mrs. Asha Garg belongs to promoter group and holds 23,06,723 equity shares of the Company. Further the Admin office of the Company is situated in Panipat, premise owned by Mrs. Asha Garg, for which monthly rental of Rs.19,500/-is being paid to her. She has no other pecuniary relationship with the Company. Mrs. Asha Garg is Mother of Mr. Nitin Garg, the Whole-time Director and Mr. Amit Garg, Managing Director of the Company.

**B. Mr. Amit Garg-Managing Director**

**i. Background Details:**

The brief profile of Mr. Amit Garg, has been attached as Annexure, forming part of this notice

**ii. Past Remuneration:**

Financial Year 2023-2024 – Rs. 150.00 Lacs

Financial Year 2022-2023 – Rs. 150.00 Lacs

**iii. Recognition or Awards: Non-Specific**

**iv. Job Profile and his Suitability:**

Mr. Amit Garg aged about 56 years, has been associated with the Company as a promoter director since 1994. He is an MBA from Melbourne University Australia. He has been looking after the management and administration of the Company since last approx twenty eight years. In order to have the benefits of his experience, acumen, wisdom, maturity, connection and long association the Board of Directors is of the opinion that for smooth and efficient running of the business, Mr. Amit Garg is most suitable for the position of the Managing Director.

**v. Remuneration Proposed:**

The remuneration proposed is detailed in the resolution.

**vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:**

Considering the qualification, experience of Mr. Amit Garg and responsibilities being shouldered and industry benchmark, the proposed remuneration is in line and commensurate with the remuneration being drawn by key managerial personnel of companies of similar size.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Amit Garg belongs to promoter group and holds 992400 equity shares of the Company. Further part of the registered office of the Company is situated in premise owned by Mr. Amit Garg, for which monthly rental of Rs. 75,000/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Amit Garg is son of Mrs. Asha Garg, Managing Director and brother of Mr. Nitin Garg, Whole-time Director of the Company.

**C. Mr. Nitin Garg-Whole-time Director**

**i. Background Details:**

The brief profile of Mr. Nitin Garg, has been attached as Annexure, forming part of this notice

**ii. Past Remuneration:**

Financial Year 2022-2023 – Rs. 150.00 Lacs

Financial Year 2021-2022 – Rs. 150.00 Lacs

**iii. Recognition or Awards: Non-Specific**

**iv. Job Profile and his Suitability:**

Mr. Nitin Garg aged about 52 years is a Bachelor of Commerce and has been associated with the Company as a promoter director since 01.12.1994 and has been looking after the sales and marketing functions of the Company. He has in depth knowledge of the different domestic and export markets for the products of the Company. Under his able marketing guidance and strategies the Company has been able to achieve new heights in the turnover of the Company. In order to have the benefits of his experience, acumen, wisdom, maturity, connections and long association the Board of Directors is of the opinion that services of Mr. Nitin Garg as Whole-time Director is required to be continued for the continued growth in the market and turnover.

**v. Remuneration Proposed:**

The remuneration proposed is detailed in the resolution.

**vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:**

Considering the qualification, experience of Mr. Nitin Garg and responsibilities being shouldered and industry benchmark, the proposed remuneration is in line and commensurate with the remuneration being drawn by key managerial personnel of companies of similar size.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Nitin Garg belongs to promoter group and holds 8, 75,485 equity shares of the Company. Further part of the registered office of the Company is situated in premise owned by Mr. Nitin Garg, for which monthly rental of Rs. 75,000/- is being paid to him. He has no other pecuniary relationship with the Company. Mr. Nitin Garg is son of Mrs. Asha Garg, Whole-time Director and brother of Mr. Amit Garg, Managing Director of the Company.

**III. OTHER INFORMATION:**

**i. Reasons of loss or inadequate profits:**

The Company is earning profits; however significant portion of the Company's turnover comprises overseas export sales, where margins are impacted by exchange fluctuations as well as global business dynamics. Further changes in customer demand also contribute to lower margins. These consequently result in inadequate profit.

**ii. Steps taken or proposed to be taken for improvement:**

The Company is consistently engaged in development of new and improved product and in search of the new market these will result in the higher productivity, turnover and margins.

**iii. Expected increase in productivity and profit in measurable terms:**

Considering the nature of business of the Company it is not possible to ascertain and quantify the expected increase in profits in measurable terms at this stage. However, Company expects fair growth in total income and profitability.

**IV. Disclosures:**

The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2023-24.

By order of the Board of Directors  
For **Riba Textiles Limited**

**Place: Panipat**  
**Date: 14.08.2024**

**Sd/-**  
**Asha Garg**  
**Chairperson & Whole-time Director**  
**DIN: 06987609**

**DIRECTORS' REPORT TO THE SHAREHOLDERS**

Dear Shareholder,

Your Directors have pleasure in presenting the 36th Annual Report and the audited financial statements of your company for the year ended 31<sup>st</sup> March, 2024.

**FINANCIAL HIGHLIGHTS:**

Your Company's financial performance for the financial year ended 31st March 2024, is summarized below:

**(Rs. In Lacs)**

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>
Revenue from Operation	24689.43	24269.43
Other Income	31.22	13.54
<b>Gross Receipts</b>	<b>24720.66</b>	<b>24282.97</b>
Total Expenses	23660.38	23308.89
<b>Profit before Tax</b>	<b>1060.28</b>	<b>974.08</b>
Tax Expenses	268.51	233.83
<b>Profit after Tax</b>	<b>791.77</b>	<b>740.25</b>
Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>791.77</b>	<b>740.25</b>
Paid up Equity Share Capital	965.29	965.29
Reserves excluding revaluation reserve	7974.38	7182.62
<b>Earnings per share</b>	<b>8.20</b>	<b>7.67</b>

**OVERVIEW AND STATE OF THE COMPANY'S AFFAIRS:**

During the financial year under review, revenue from operations of the Company was Rs. 24689.43 lacs as compared to Rs. 24269.43 lacs in the previous financial year. The company has earned a net profit of Rs. 791.77 lacs as against net profit of Rs. 740.25 lacs in the previous financial year.

**CHANGE IN NATURE OF BUSINESS**

No change in nature of business has taken place during the year under review.

**DIVIDEND**

The Board regrets its inability to recommend any dividend and propose to plough back profits of the Company for the growth of business of the Company.

**DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company has no Subsidiary, Joint Venture or Associate Company. No Company has become or ceased to be Subsidiary, Joint Venture or Associate Company during the financial year under review.

**SHARE CAPITAL**

During the year under review, the Company has neither issued any shares nor granted any stock options or sweat equity. As on 31st March, 2024, the Company had no outstanding convertible instruments.

**RESERVE**

During the Financial year 2023-24, the Company has proposed no amount transfer to reserves.

**FINANCE:**

Cash and cash equivalents and bank balances as at March 31, 2024 was Rs. Rs. 477.08 lakhs. The Company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

**DEPOSITS**

During the year under review, your Company has not accepted any deposits covered under chapter V of the Companies Act, 2013 & section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014. The Company has no deposit which is not in compliance with the provisions the Companies Act, 2013.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, the Company has not made any loans, guarantees and investments which are governed by the provisions of section 186 of the Companies Act, 2013.

**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**

No material changes and commitments have occurred which may affect the financial position of the Company after the close of the Financial Year till the date of this report.

**CREDIT RATING DURING YEAR**

CRISIL Ratings had reaffirmed the rating of BBB/Negative (long term) for the bank loan facilities of Rs 76.5 Cr of Riba Textiles Limited on 03rd May 2023.

**THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

**INTERNAL AUDITORS**

Pursuant to the recommendation of the Audit Committee M/s Midha & Khurana were appointed Internal Auditors of the Company by the Board of Directors in their meeting held on 29th May, 2023 to conduct the internal audit. The Internal Audit Reports received from the Internal Auditors, were reviewed by the Audit Committee from time to time.

**INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with reference to financial statements, which is commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no material weakness was observed. The Company also has Budgetary Control System and Management Information System which are backbone of the Company for ensuring that your Company's assets and interests are safeguarded.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

In accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, as amended, the Company had constituted a Corporate Social Responsibility (CSR) Committee and approved Corporate Social Responsibility Policy.

A detail about the CSR policy is available on our website, <http://www.ribatextiles.com/>.

The annual report on our CSR activities is appended as **Annexure II** to the Board's report.

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

The particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are annexed herewith marked as **Annexure I** to this Report.

**INDUSTRIAL RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Randhir Singh (DIN: 06939267) Independent Directors of the Company resigned w.e.f. 29th April, 2023 due to some personal reasons. Company has received confirmation from Mr. Randhir Singh that there are no material reasons for his resignation other than those mentioned in his resignation letter.

At present, The Board of Directors consists of members, comprising of Three independent directors and three promoter directors. Other than above during the year under review, no changes have taken place in the Directors and Key Managerial Personnel.

As per the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Asha Garg (DIN: 06987609) Chairperson & Whole-time Director, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for reappointment.

Mrs. Asha Garg (DIN: 06987609) Chairperson & Whole-time Director, Mr. Amit Garg (DIN No. 00202171), Managing Director and Mr. Nitin Garg (DIN No. 00202179) Whole-time Director, Mr. Rajnish Mittal, Chief Financial Officer and Ms. Neha Dubey, Company Secretary, are the Key Managerial Personnel of the Company.

None of the Directors of your Company is disqualified as per provisions of Section 164(2) of the Companies Act, 2013. All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The said declarations were taken on record by the Board after assessing due veracity of the same.

Pursuant to Rule 6 of Companies (Appointment and Qualification of Directors) Rules 2014. All Independent Directors of the Company are already registered in Databank and Mr. Navnish Mittal and Mr. Shyam Sunder Miglani is exempted from passing of the proficiency test. However, the other directors including newly appointed Directors are in the process of registration in the same and will also go through the proficiency test in the Independent Directors databank maintained with the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board of Directors of the Company all Independent Directors possess high integrity expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

#### **CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS**

The Corporate Governance Report and Management Discussion & Analysis, which form part of this Report, are set out as **Annexure V & Annexure VI**, together with the Certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **NUMBER OF BOARD MEETING**

The Board of Directors met 09 (nine) times during the year, the details of which are provided in the Corporate Governance Report.

#### **BOARD LEVEL PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations and SEBI LODR, 2015, annual evaluation of Board, Independent Directors, Non-Executive Directors, Executive Directors, and Committees was made. Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings etc.

The Board and the Nomination and Remuneration Committee also carried out evaluation of the performance of individual directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc.

In a separate meeting of the Independent Directors of the Company held on 13.02.2024, performance of the non-independent Directors, performance of the Board as a whole and performance of the Chairman were evaluated. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by it.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

In Compliance with section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and hereby confirm the following:



- (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 had prepared the annual accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory auditors and external consultants 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 the financial year 2023-24.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All Related Party Transactions that were entered during the financial year were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations. Details of transactions with related parties as required under Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in **Annexure III** in Form AOC-2 and forms part of this Report.

The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website [www.ribatextiles.com](http://www.ribatextiles.com). There are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

The details pertaining to transaction with person or entity belonging to the promoter/promoter group in the Company is mentioned in the Standalone Financial Statement.

#### **FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

In compliance with the Listing Regulations, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programmes are explained in the Corporate Governance Report.

It can be accessed on Company's website [www.ribatextiles.com](http://www.ribatextiles.com).

#### **CODE OF CONDUCT:**

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

The Company has complied with the requirements about the Code of Conduct for Board members and Senior Management Personnel. A compliance certificate by the Managing Director is annexed as and forms part of this Annual Report.

#### **WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy, including vigil mechanism to report genuine concerns of grievances, providing direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The Whistle Blower Policy has been posted on the website of the Company <http://www.ribatextiles.com/>.

**AUDITORS AND AUDITORS REPORT****1. STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, Ashwani k. Sindwani & co., (Firm Registration No. 021529N), Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Thirty fourth AGM of the Company held 2022.

In terms of the provisions of Section 139 (1) of the Companies Act, 2013 the Statutory Auditor has confirmed that they are not disqualified from continuing as Auditor of the Company. The financial statement of the Company for the year 2023-24 is part of Annual Report.

The Auditors' Report does not contain any qualification, reservation or adverse remark calling for further explanation. During the year under review, the Statutory Auditors have not reported any incident related to fraud to the Audit Committee or the Board under Section 143(12) of the Act.

**2. SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. KJ & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year ended on 31st March, 2024. The Secretarial Audit Report is annexed as **Annexure IV**.

In line with the Circular dated February 08, 2019 issued by the Securities and Exchange Board of India, Annual Secretarial Compliance Report for the year ended 31st March, 2024 confirming compliance of all applicable SEBI Regulations, Circulars and Guidelines, by the Company was issued by M/s KJ & Associates, Practicing Company Secretaries and filed with the Stock Exchanges on 29th May, 2024.

The Secretarial Auditors' Report for the financial Year 2023-24, does not contain any qualification, reservation or adverse remark. This report is self-explanatory and doesn't require any comment.

**MAINTENANCE OF COST RECORDS**

The Directors state that the company is export oriented, accordingly exempted to maintain such accounts and records by the Company, as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

A certificate from M/s. KJ & Associates. Company Secretaries, to the effect that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority is attached at the end of this report.

**EXTRACT OF ANNUAL RETURN**

In accordance with section 134(3) (a) of the Companies Act, 2013, an extract of the annual return in the prescribed format of Annual Return is available on our website, **[www.ribatextiles.com](http://www.ribatextiles.com)** .

**RISK MANAGEMENT**

The Company has a Risk Management framework which enables it to take certain risks to remain competitive and achieve higher growth, and at the same time mitigate other risks to maintain sustainable results. Under the framework, the Company has laid down a Risk Management Policy, which defines the process for identification of risks, its assessment, mitigation measures, monitoring and reporting. While the Company, through its employees and Executive Management, continuously assess the identified Risks, the Committee reviews the identified Risks and its mitigation measures annually.

**COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

The Board has on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The Remuneration Policy is explained in the Corporate Governance Report forming part of this Report.

**PARTICULARS OF EMPLOYEES****PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES**

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are as follows:

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2023-24:

Sl No.	Name	Nature of Directorship	Ratio
1	Mrs. Asha Garg	Chairman& Whole-time Director	0.00%
2	Mr. Amit Garg	Managing Director	0.00%
3	Mr. Nitin Garg	Whole-time Director	0.00%

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2023-24:

Sl No.	Name	Nature of Directorship	% Increase
1	Mrs. Asha Garg	Chairman& Whole-time Director	0.00%
2	Mr. Amit Garg	Managing Director	0.00%
3	Mr. Nitin Garg	Whole-time Director	0.00%
4	Mr. Rajnish Mittal	CFO	0.00%
5	Ms. Neha Dubey	CS	13.09%

- iii. The percentage increase in the median remuneration of employees in the financial year 2023-24: 1.82%.  
iv. The number of permanent employees on the rolls of Company: 326 as on 31st March, 2024.

- v. The explanation on the relationship between average increase in remuneration and Company performance:

The Turnover for the financial year ended 31st March, 2024 Increased by 1.73% whereas the increase in median remuneration is 1.82%. The average increase in median remuneration was in line with industry benchmark and performance of the Company.

- vi. comparison of the remuneration of the key managerial personnel against the performance of the Company:

The Turnover for the financial year ended 31st March, 2024 increased by 1.73% whereas there increase in remuneration of Key Managerial Personnel was 13.09%. The increase in remuneration was in line with industry benchmark and performance of the Company.

- vii. Affirmation that the remuneration is as per the Remuneration Policy of the Company: **Yes**

- viii. Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: **The Company has not made any public offer after initial public offer. -**

- ix. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 8% and its comparison with the percentile increase in the managerial remuneration was 5%. There is no exceptional circumstance for increase in the managerial remuneration.

- x. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Name	CTC (Rs. In lakhs)	PAT (Rs. In lakhs)	PAT Increase/(Decrease) in %
Mrs. Asha Garg	150.00	791.77	13.92 % (Increase)
Mr. Amit Garg	161.94		
Mr. Nitin Garg	158.74		
Mr. Rajnish Mittal	8.40		

Ms Neha Dubey	4.75		
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- xi. The key parameters for any variable component of remuneration availed by the Directors: There was no variable component paid to the Managing Director.
- xii. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:  
**There was no employee who received remuneration in excess of the remuneration of highest paid director.**
- xiii. During the year under report the Company had no employee employed for the whole or the part of the year who was in receipt of remuneration prescribed under rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **HUMAN RESOURCE**

Your Company firmly believes that human resources are its most valuable asset and growth wheel with focus on nurturing and retaining talent, the Company provides avenues for learning and development through functional, behavioral and leadership training programs, knowledge exchange conferences, communication channels for information sharing. Currently, your Company is managing a pool of 326 people across all the locations.

#### **DETAILS OF NUMBER OF CASES FILED, IF ANY, AND THEIR DISPOSAL IN TERMS OF SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has always provided a congenial atmosphere for work to all the employees that is free from discrimination and harassment including sexual harassment.

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has also framed policy on 'Prevention of Sexual Harassment' at the workplace. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land wherever we operate.

During the year ended March 31, 2024, No cases/complaints of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 were reported to the Board.

#### **COMMITTEES OF THE BOARD**

Currently, the board has four Committees: the Audit Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee and the Stakeholders Relationship Committee. The majority of the members of these committees are Independent and non-executives.

A detailed note on the composition of the board and other committees is provided in the corporate governance report section of this annual report.

#### **CEO AND CFO CERTIFICATION**

Pursuant to the Listing Regulations, CFO certification is attached with the Annual Report. The Managing Director & the Chief Financial Officer also provide quarterly certification on financial results while placing the financial results before the Board in terms of the Listing Regulations.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS AND INDIAN ACCOUNTING STANDARDS**

The Board of Directors affirms that during the Financial Year 2023-24, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013. In the preparation of the Financial Statements, the Company has also applied the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015.

#### **LISTING OF EQUITY SHARES**

The equity shares of your company are listed on Bombay Stock Exchange Limited (BSE). The Annual Listing Fees for the year 2023-24 was paid within the scheduled time to the Bombay Stock Exchange.

#### **TRANSFER OF SHARES**

As notified under Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

**TRANSFER OF UNCLAIMED/UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividend which remains unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company and shares on which dividend are unclaimed or unpaid for a consecutive period of seven years or more are liable to be transferred to IEPF: **The Company was not required to transfer any amount / securities to IEPF.**

**DETAILS IN RESPECT OF FRAUDS (OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT) REPORTED BY THE AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT**

No frauds were reported by auditors under sub-section (12) of Section 143 of the Companies Act, 2013.

**DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

**DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

The Company has not done any one-time settlement during the year under review.

**ACKNOWLEDGEMENTS**

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from Company's employees, customers, vendors, investors and academic institutions for their continuous support.

The directors also thank the government of various countries, government of India, the governments of various states in India and concerned government departments / agencies for their co-operation.

The directors appreciate and value the contributions made by every member of the Company.

By order of the Board of Directors  
For **Riba Textiles Limited**

**Place : Panipat**

**Date : 14.08.2024**

**Sd/-**  
**Asha Garg**  
**Chairperson & Whole-time Director**  
**DIN: 06987609**

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**ANNEXURE I TO THE DIRECTORS' REPORT 2023-24**
**Disclosure of Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under the Companies (Accounts) Rules, 2014**
**1. CONSERVATION OF ENERGY**
**(A) Energy Conservation Measures Taken:**

1. As regular practice all normal lights have been replaced with LED in & outside the production area in the unit.
2. During the year we have installed 8 New Shuttle less machines with allied machines which are helpful in Energy conservation & increasing production & dyeing capacity.

**3. Additional Investment and Proposals, 'if any', being implemented for reduction in consumption of energy:**

- Planning to install a Solar Plant having Capacity of 1072 KWp in next financial year, to reduce the cost of energy & it will be a step to Green Energy.
- Also planning to importing 12 new looms from Japanies company Tsudokomo(Existing supplier) & hope same will be reached & installed in end of fy 2024-25.
- Also some other allied machineries with above looms that will ensure us to enhance production and reduction in consumption of energy.

**(C) Impact of above measures:**

The adoption of energy conservation measures have resulted in savings and increased level of awareness amongst the employees. The energy conservation measures have also resulted in improvement of power factor, consequential tariff benefits.

**(D) Total energy consumption and energy consumption per unit of production –**

The above information is furnished in the prescribed Form-A Annexed hereto.

**2. TECHNOLOGY ABSORPTION**

Efforts made in technology absorption are furnished in the prescribed Form-B Annexed hereto.

**3. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

- A. Activity relating to export initiatives taken to increase exports, development of new export markets for products and services and export plans.

The efforts are on to enter into new markets of the Middle East, Europe, Africa and the US.

The Company has been successful to some extent in increasing the export of Towels to those countries.

- B. Details of Foreign Exchange, earnings and outgoing are given as below:-

	Current Year 2023-24	(Amount in Lacs) Previous Year 2022-23
Foreign Exchange earnings	20823.50	21311.09
Foreign Exchange outgoing	1007.43	464.62

## FORM - A

FORM – A						
Disclosure of particulars with respect to conservation of energy						
					2023-24	2022-23
A)	Power & Fuel Consumption:					
	1	Electricity				
		a.	Purchased			
			Unit: ('000 KWH)		15262345	15022426
			Total Amount (Rs. In lacs)		1222.099	1135.825
			Rate / per unit(KWH)		8.01	7.56
		b.	Own Generation			
			Unit: ('000 KWH)		45172	90125
			Total Amount (Rs. In lacs)		12.78	30.33
			Rate / per unit(KWH)		28.30	33.65
				-	-	-
	2	Husk & Poultry				
			Quantity: (MT)		16796.55	18971.30
			Total Amount (Rs. In lacs)		741.57	766.44
			Rate / per MT		4415	4040
	3	Furnace Oil, LSHS & L.D. Oil			-	-
	4	Others / Internal Generation			-	-
B)	Consumption per unit of Production:					
	1	Electricity (purchased & generation)				
		Yarn processing Unit kwh/kg :			3.51	3.48
		Towel Unit kwh/kg :			3.10	3.08
	2	Husk & Poultry				
		Yarn processing Unit /kg :			4.98	4.90
		Towel Unit /Kg :			9.35	9.30
	3	Furnace oil, LSHS & L.D Oil				
	4	Others				
The consumption of electricity depends upon the product mix used and the nature of the product manufactured. Thus the above indicates an average consumption per unit of production.						

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**Form – B****Disclosure of particulars with respect to technology absorption etc.:  
Research and Development (R&D)****1. Specific Areas in which R&D has been done**

-Product Research is carried out by the Company on an ongoing basis.

**2. Benefits derived as a result of the above R&D**

-Produced various and lots of different products & improved product quality.

**3. Future plan of action**

-To provide variety of improved quality products to the customers.

**4. Expenditure on R & D**

- Not identified separately

**Technology absorption, adaptation & innovation****A. Efforts in brief made towards technology absorption, adaptation and innovation:**

- Installed Latest technology 8 Air jet Looms continuously in second year with electronic dobby.
- Installed Stray field Radio Frequency Dryer So-130 TS.
- Installed Rewinding machine -96 spindles.
- Installed One Sizing Machine.
- Installed Soft packaging Rewinding Machine-96 Spindles.

**B. Impact of above measures:**

- Energy Saving
- Increase in Market Share
- New Customers Developed
- New Product Developed
- Dyeing capacity Increase
- Due to New looms production increased at lower cost.
- Impact on Cash flow



## ANNEXURE II TO THE DIRECTORS' REPORT 2023-24

## Report on Corporate Social Responsibility ('CSR') Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

The CSR Policy of the Company inter-alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 ("the Act"), read with applicable rules thereto.

CSR Policy of the Company is available on the website of the Company at the following link <https://www.ribatextiles.com>.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Navnish Mittal	Chairman	1	1
2	Mrs. Asha Garg	Member	1	1
3	Mr. Amit Garg	Member	1	1

3. 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: <https://www.ribatextiles.com>.
4. 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 (attach the report): **Not Applicable**
5. 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**
6. Average net profit of the Company for last three financial years: 80.01 Lakh
7. a. Two percent of average net profit of the company as per section 135(5): 16.00 Lakh  
b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years. NA  
c. Amount required to be set off for the financial year, if any: NA  
d. Total CSR obligation for the financial year (7a+7b-7c): 16.00 Lakh
8. (a) CSR amount spent or unspent for the financial year:

	Amount Unspent (in Rs.)				
Total Amount Spent for the Financial Year. (in Rs.)	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
	NA	NA	NA	NA	

- (b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S.No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.
							Name
1	NA	Cultural And Sporting Activities	Yes	Ghazipur	16,50,000	No	GHAZIPUR SPORTS ASSOCIATION
	Total				16,50,000		

(d) Amount spent in Administrative overheads : Nil

(e) Amount spent on Impact Assessment, if applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 16.50 Lakhs

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Lakh)
(i)	Two percent of average net profit of the company as per section 135(5)	16.00
(ii)	Total amount spent for the Financial Year	16.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.50
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**

**(Asset-wise details).**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). **Not Applicable**

**Responsibility statement of the CSR Committee**

We hereby declare that implementation of CSR Policy, is in compliance with CSR objectives & Policy of the Company

**Place: Panipat**  
**Date: 14<sup>th</sup> August, 2024**

**Sd/-**  
**Mr. Navnish Mittal**  
**Chairman of CSR Committee**

ANNEXURE III TO THE DIRECTORS' REPORT 2023-24

FORM NO. AOC- 2

**Particulars of Contracts/ Arrangements with Related Parties**

[Pursuant to section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**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 transactions under third proviso thereto:**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
<b>No contracts or arrangements or transactions has been entered by the Company which are not at arm's length basis:</b>								

**2. Details of material contracts or arrangement or transactions at arm's length basis**

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Mrs. Asha Garg Chairperson	Leasing of property Administrative Office	Three Year	Monthly Rent 19,500/-	Approved by the Audit Committee & the Board of Directors of the Company in their meeting held on 13.02.2023.	NIL
2	Mr. Amit Garg, Managing Director	Leasing of property registered Office	Three Year	Monthly Rent 75,000/-	Approved by the Audit Committee & the Board of Directors of the Company in their meeting held on 13.02.2023.	NIL
3	Mr. Nitin Garg, Whole-time Director	Leasing of property registered Office	Three Year	Monthly Rent 75,000/-	Approved by the Audit Committee & the Board of Directors of the Company in their meeting held on 13.02.2023.	NIL
4.	Riba Overseas	Power supply	Not specific	On consumption(actual) basis but not exceeding approved limit	Reviewed & Approved by the Audit Committee & the Board of Directors of the Company 13.02.2023.	NIL

By order of the Board of Directors  
For **Riba Textiles Limited**

Place : Panipat

Date : 14.08.2024

Sd/-  
**Asha Garg**  
Chairperson & Whole-time Director  
DIN: 06987609

## ANNEXURE IV TO THE DIRECTORS' REPORT 2023-24

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2024

[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,  
**RIBA TEXTILES LIMITED**  
DD-14, Nehru Enclave,  
Opp. Kalka Ji Post Office,  
New Delhi-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Riba Textiles Limited CIN: L18101DL1989PLC034528 ("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 31st March, 2024 ("**the Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st 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;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**There was no action relating to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings hence not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-**Not applicable as no security issued during the year.**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-**Not applicable as no such benefit system is framed by the company during the year.**
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-**Not applicable as no Debt securities have been issued/listed during the year.**
  - f. 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;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021-- **Not applicable as no delisting has taken place during the year.** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018--**Not applicable as no security was bought back during the year.**
- (vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other various applicable Acts, Laws, Rules and Regulations to the Company.  
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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To the best of our knowledge and belief, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The committee of the Board is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured, if any, are recorded as part of the minutes.

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

**We further report that** during the audit period no event / action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has taken place.

**For KJ & Associates  
Company Secretaries**

**Sd/-**

**(Rajesh K. Jha)  
Partner  
M. No.: 6390  
COP No: 5737**

**Place: Delhi  
Date: 29.05.2024**

**UDIN: F006390F000484197**

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

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**Annexure-A to Secretarial Audit Report**

To,  
The Members,  
**RIBA TEXTILES LIMITED**  
DD-14, Nehru Enclave,  
Opp. Kalka Ji Post Office,  
New Delhi-110019

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever 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 are the responsibility of management. Our examination was limited to the verification of procedures on random 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.

**For KJ & Associates  
Company Secretaries**

**Sd/-**

**(Rajesh K. Jha)  
Partner  
M. No.: 6390  
COP No: 5737**

**Place: Delhi  
Date: 29.05.2024**

**UDIN: F006390F000484197**

## ANNEXURE V TO THE DIRECTORS' REPORT 2023-24

**CORPORATE GOVERNANCE REPORT****1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Good Corporate Governance is an integral part of the Company's Management and business philosophy. Corporate Governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels.
- Make a clear distinction between personal conveniences and corporate resources.
- Communicate externally, in a truthful manner, about how the Company is running internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- The Management is the trustee of the shareholders' capital and not the owner.

Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism, transparency and accountability in enhancing confidence of its various stakeholders thereby paving the way for its long-term success.

**2. Board of Directors**

The board of directors (called the 'board') is a governing body of a company. Its members (called 'directors') are elected by the shareholders at their general meeting to govern company and look after the shareholders' interests. The head of the board of directors is the chairman or chairperson of the board. The board has the ultimate decision-making authority to run the day-to-day business affairs of a company and is empowered to set company's policy, objectives, and overall direction.

The board of the Company is entrusted with an ultimate responsibility of the management, directions and execution to run the day-to-day business affairs of the Company and is empowered to set the Company's plans, policies, objects and mission. The board works in co-ordination with the senior management team. The composition and strength of the board is reviewed from time to time to ensure that it is aligned with statutory as well as business necessities.

**(a) Composition and category of directors:**

At Present the Board of Directors comprises of Three Executive Promoter Directors out of three, One Executive Promoter Woman Director and three Non-Executive Independent Directors. Constitution and composition of the board in conformity with the provisions of the Companies Act and the Listing Regulations.

SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires that if the Chairman of a Listed Company is Executive Director, then atleast one half of the Board of the Company should consist of Independent Directors, since your Company has an Executive Director as Chairman, as shown in Table-1, the provision of having half of the Board as Independent Directors is met.

Also, none of the Independent Directors has any pecuniary relationship with the Company.

The composition & categories of the directors, their attendance at the board meetings held in FY24 & at the last annual general meeting, and the number of other directorships & committees positions held by them in other public limited companies as on March 31, 2024 are as follows:

Name of the Director / Director Identification Number (DIN)	Category	Promoter (P) / Non Promoter (NP)	Attend- ance at last AGM	No. of Board meeting held during the Year F.Y. 2023- 24	No. of Board Meetings attended during the Year F.Y. 2023-24	No. of Membershi p / Chairmans hip in Board of other Companies #	No. of Membership / Chairmansh ip in Board Committees of other Companies# #
Mr. AMIT GARG (DIN: 00202171)	MD	P	Yes	9	8	NIL	NIL
Mr. NITIN GARG (DIN: 00202179)	ED	P	Yes	9	9	NIL	NIL
Mrs. ASHA GARG (DIN: 06987609)	Executive Chairperso n (ED)	P	NO	9	9	NIL	NIL
Mr. NAVNISH MITTAL (DIN: 07270772)	NEID	NP	Yes	9	9	NIL	NIL
Mr. SHYAM SUNDER MIGLANI (DIN: 09278229)	NEID	NP	Yes	9	9	NIL	NIL
Mr. PARVEEN KUMAR GOYAL (DIN: 09727178)	NEID	NP	NO	9	9	NIL	NIL
Mr. RANDHIR SINGH* (DIN: 06939267)	NEID	NP	NA	NA	NA	NIL	NIL

- ED: Executive Director
- WD: Woman Director
- NEID: Non-Executive, Independent Director
- MD & CEO: Managing Director & Chief Executive Officer

# In accordance with Regulation 26(1) (a) of the Listing Regulations, the Directorships/Committee position held by Directors as mentioned above, do not include directorships/committee position in private limited companies, foreign companies and companies under Section 8 of the Companies Act.

## In accordance with Regulation 26(1) (b) of the Listing Regulations, memberships and chairmanships of the Audit Committees and the Stakeholders' Relationship Committees alone in all public limited companies (excluding Riba Textiles Limited) have been considered..

\*Mr. Randhir Singh Resigned W.e.f. 29<sup>th</sup> April, 2023 due to some personal reasons, director confirmed that there are no other material reasons other than those provided.

**(b) A chart or a matrix setting out the skills/expertise/competence of the board of directors:**

The following skills matrix of the board provides a guide as to core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector for it to function effectively and those actually available with the board. The board has identified this matrix as a useful tool to assist with professional development initiatives for directors and for the board's succession planning. The board as a whole also encompassed desirable diversity in aspects such as gender, age or different perspectives.

Personal Details					Committee				Expertise						
Name of the Director	DOB	Director Since	ID	NED / ED	AC	NRC	SRC	CSR	Strategy & Policy	Technology	Account & Finance	Risk & Compliance	IT	Commercial & Mkt	International
Mr. AMIT GARG	1966	1994		ED				√	√	√	√	√	√	√	√
Mr. NITIN GARG	1971	1994		ED					√	√		√		√	
Mrs. ASHA GARG	1945	2014		ED				√	√		√	√		√	



Mr. RANDHIR SINGH	1944	2014	√		√	√	√			√		√		√	√
Mr. NAVNISH MITTAL	1975	2015	√		(C)	√		(C)		√	√	√			√
Mr. SHYAM SUNDER MIGLANI	1956	2021	√		√				√	√	√	√			√
Mr. PARVEEN KUMAR GOYAL	1963	2022	√						√	√	√	√		√	

4. - Chairman; ED – Executive Director; NED - Non-Executive Director; AC - Audit Committee; NRC – Nomination and Remuneration Committee; SRC - Stakeholders’ Relationship Committee;

#### **Inter-se relationships among Directors**

Mr. Amit Garg and Mr. Nitin Garg are sons of Late Ravinder Kumar Garg and Mrs. Asha Garg is mother of Mr. Amit Garg and Mr. Nitin Garg and wife of Late Ravinder Kumar Garg, Except for this, none of the other Directors of the Company are inter-se related to each other.

#### **Senior Management**

No changes took place in the senior management of the Company since the close of the previous financial year

#### **Board Agenda**

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of each year. Meetings are governed by a structured Agenda and a Board Member may bring up any matter for consideration of the meeting in consultation with the Chairman. Agenda papers are circulated to the Board Members at least 7 working days in advance. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions. Apart from the Board Members, the operational heads are invited to attend the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board.

#### **Independent Directors**

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with requirement of Listing Regulations. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 has been issued and terms and conditions of their appointment are disclosed on the website [www.ribatextiles.com](http://www.ribatextiles.com) of the Company.

#### **Familiarisation programme for Independent Director**

On appointment of an individual as Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization programme including the presentation from the Chairman & Managing Director providing information relating to the Company, Company Products, Business, industry, business model, geographies in which Company operates, etc. The programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget and control process of the Company. The details of familiarization program can be accessed from the website [www.ribatextiles.com](http://www.ribatextiles.com) of the Company.

#### **Board Meeting**

During the year, the Board of Directors met 9 (Nine) times on 05<sup>th</sup> May, 2023, 29<sup>th</sup> May, 2023, 22<sup>nd</sup> July, 2023, 14<sup>th</sup> August, 2023, 05<sup>th</sup> September, 2023, 07<sup>th</sup> November, 2023, 02<sup>nd</sup> December, 2023 and 13<sup>th</sup> February, 2024. The time gap between two meetings did not exceed maximum period mentioned under Section 173 of the Act and the Regulation 17(2) of the Listing Regulations. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

#### **Code of Conduct**

The Company has laid down a Code of Conduct for all Board Members and senior management of the Company. The Code of Conduct is available on the website of the Company [www.ribatextiles.com](http://www.ribatextiles.com). The Code has been circulated to all the members of the Board and senior management and they have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is attached to the Annual Report.

### **3. COMMITTEES OF THE BOARD OF DIRECTORS**

The Company has four Board level Committees:

- Audit Committee

- b. Stakeholders Relationship Committee
- c. Nomination & Remuneration Committee
- d. Corporate Social Responsibility Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2022-23 are as follows:

**(a) Audit Committee**

Composition of the Audit Committee meets the criteria as prescribed by law. The Committee comprises of three Directors, all being Non-Executive & Independent and all directors were financially literate and meets with requirements of Section 177 of the Companies Act, 2013 and Listing Regulations. It met Four times during the financial year 2023-24 on 29<sup>th</sup> May 2023, 14<sup>th</sup> August, 2023, 07<sup>th</sup> November, 2023 and 13<sup>th</sup> February, 2024, The attendance of the Audit Committee Members was as under:

Name	Category	No. of Meetings Attended
Mr. Navnish Mittal	Chairman (Independent & Non-Executive Director)	4/4
Mr. P K Goyal*	Member (Independent & Non-Executive Director)	4/4
Mr. SS Miglani	Member (Independent & Non-Executive Director)	4/4

\* Mr. P.K. Goyal was appointed as member in audit committee w.e.f. 05.05.2023.

Head of the Accounts Department, Statutory Auditors and Internal Auditors attended the meetings of Audit Committee.

**ROLE/TERMS OF REFERENCE OF AUDIT COMMITTEE**

In terms of Section 177(4) of the Companies Act, 2013, and Listing Regulations, the Role / Terms of Reference of Audit Committee are as under:

1. Oversight of the company's Financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Examination of the financial statements and the auditors' report thereon.
3. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company including filling of casual vacancy.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
6. Reviewing, with the management, the quarterly and Annual financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations

to the Board to take up steps in this matter;

8. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
9. Approval or any subsequent medication of transactions of the Company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. To review the functioning of the Whistle Blower mechanism;
20. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### **(b) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee of the Company looks into matters relating to supervision of the redressal of shareholders'/Investors' Complaints and oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.

Stakeholders Relationship Committee, consisting of following Directors, met Two times on 2023-24 on 29<sup>th</sup> May 2023 and 13<sup>th</sup> February, 2024, . The attendance of the Members of Stakeholders Relationship Committee was as under:

<b>Name</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
Mr. Navnish Mittal	Chairman (Independent & Non-Executive Director)	2/2
Mr. PK Goyal*	Member (Independent & Non-Executive Director)	2/2
Mrs. Asha Garg	Member (Executive Director)	2/2

\*Mr. P.K. Goyal was appointed as Member in Stakeholders Relationship Committee w.e.f. 05.05.2023.

#### **Investor Complaints**

<b>Particulars</b>	<b>Year ended (31.03.2024)</b>
Pending at the beginning of the year	NIL
Received during the year	0
Disposed of during the year	0
Remaining unresolved at the end of the year	NIL

Ms. Neha Dubey Company Secretary is Compliance Officer of the Company. During the financial year 2023-24, there were no complaints received and general queries were resolved by the Company and no complaint pending as on March 31, 2024.

**(c) Nomination and Remuneration Committee**

Nomination and Remuneration Committee of the Board of Directors recommends/reviews the remuneration package of Managing Director & Whole-time Directors. The Nomination and Remuneration Committee comprises of three Directors, all being Independent Director. It met Two time during the year i.e. on 05<sup>th</sup> September, 2023 ,and 13<sup>th</sup> February, 2024, attendance of the Remuneration Committee Member was as under:

<b>Name</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
Mr. Navnish Mittal	Chairman (Independent & Non-Executive Director)	2/2
Mr. SS Miglani	Member (Independent & Non-Executive Director)	2/2
Mr. PK Goyal*	Member(Independent & Non-Executive Director)	2/2

\* Mr. PK Goyal was appointed as member in Nomination and Remuneration committee w.e.f. 05.05.2023.

**ROLE/TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE**

Role / Terms of reference of nomination and remuneration Committee consists of the following:

**Nomination of Directors / Key Managerial Personnel / Senior Management\***

1. To evaluate and recommend the composition of the Board of Directors;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
3. Consider and recommend to the Board appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
4. Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
5. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
7. To review HR Policies and Initiatives

**Remuneration of Directors / Key Managerial Personnel / Senior Management\*/ other Employees**

1. Evolve the principles, criteria and basis of Remuneration Policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, senior management and other employees of the Company and to review the same from time to time;
2. The Committee shall, while formulating the policy, ensure the following:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate Directors of the quality required to run the Company successfully;
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) Remuneration to Directors, KMP and senior management 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.

- \* Senior Management for the above purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

## **Nomination & Remuneration Policy:**

### **1. Purpose of this Policy:**

The Company has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the “Policy”) as required by the provisions of Section 178 of the Companies Act, 2013 (the “Act”) and the provisions of SEBI (LODR) Regulations, 2015.

The purpose of this Policy is to establish and govern the procedure applicable:

- a). To evaluate the performance of the members of the Board.
- b). To ensure that remuneration to Directors, KMP and Senior Management 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.
- c). To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

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 and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

### **2. Definitions:**

**Independent Director** means a director referred to in Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015, as amended from time to time.

**Key Managerial Personnel** (the “KMP”) shall mean “Key Managerial Personnel” as defined in Section 2(51) of the Act.

**Nomination and Remuneration Committee**, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (LODR) Regulations, 2015.

**Remuneration** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**Senior Management** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed there under or in the SEBI (LODR) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

### **3. Composition of the Committee:**

The composition of the Committee is / shall be in compliance with the Act, Rules made thereunder and the SEBI (LODR) Regulations, 2015, as amended from time to time.

### **4. Role of the Committee:**

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board Members;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e) To devise Policy on Board diversity.

### **Warning against Insider Trading**

Comprehensive guidelines advising and cautioning the management, staff and other relevant business associates on the procedure to be followed while dealing with the securities of the Company have been issued are implemented.

**5. Criteria for Determining the followings: -****5.1 Qualifications for appointment of Directors (including Independent Directors):**

- a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- b) Their financial or business literacy/skills.
- c) Their textile industry experience.
- d) Other appropriate qualification/experience to meet the objectives of the Company.
- e) As per the applicable provisions of Companies Act, 2013, Rules made there under and SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

**5.2 Positive attributes of Directors (including Independent Directors):**

- Directors have to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (LODR) Regulations, 2015 as amended from time to time.

**5.3 Independence Standards:**

The following would be the independence review procedure and criteria to assist the Committee to evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the SEBI (LODR) Regulations, 2015. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relating to a director's independence.

**Independence Review Procedures****1. Annual Review**

The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the provisions of the Companies Act, 2013 read with Rules thereon and the SEBI (LODR) Regulations, 2015.

**2. Individual Director's Independence Determination**

If a director is considered for appointment on the Board between annual general meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-to-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the SEBI (LODR) Regulations, 2015.



### **3. Notice of Change of Independent Status**

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

#### **4 Criteria for appointment of KMP/Senior Management:**

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

#### **5.5 Term**

The Term of the Directors including Managing Director / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made there under and the SEBI (LODR) Regulations, 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing / Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

#### **5.6 Evaluation**

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of foresight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

#### **5.7 Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

#### **Remuneration of Directors:**

Remuneration of Executive Directors is recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and the Shareholders of the Company.

**Remuneration Policy:** The Board, on the recommendation of the Nomination and Remuneration Committee, has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on Company's website under the web link <https://www.ribatextiles.com/> Extract of Policy determining appointment, remuneration and evaluation criteria is also annexed with Directors' Report forming part of this Annual Report.

**Pecuniary transactions with Non-Executive Directors:** During the year under review, there were no pecuniary relationships or transactions with any Non-Executive Director of the Company. Non-Executive Directors are paid only sitting fees for attending each Board and Committee meetings. Further, no Commission is being paid to any of the Non-Executive Director of the Company.

#### **Criteria of making payments to Non-Executive Directors**

The Remuneration Policy of the Company, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website under the web link <https://www.ribatextiles.com.>

#### **Directors' Remuneration:**

The details of remuneration paid/payable to the Directors during the year were as under:

(Amount in lacs)

Name of the Director(s)	Mrs. Asha Garg	Mr. Amit Garg	Mr. Nitin Garg	Mr. Navnish Mittal	Mr. Randhir Singh	Mr. Shyam Sunder Miglani	Mr. PK Goyal
Designation	Executive Director, Chairperson	Managing Director	Whole-time Director	Independent Director	Independent Director	Independent Director	Independent Director
Basic Salary	150.00	150.00	150.00	-	-	-	-
House Rent Allowance	-	-	-	-	-	-	-
Conveyance Allowance	-	-	-	-	-	-	-
City Compensatory Allowance	-	-	-	-	-	-	-
Child Education Allowance	-	-	-	-	-	-	-
Perquisites	-	11.94	8.74	-	-	-	-
Commission	-	-	-	-	-	-	-
Pension	-	-	-	-	-	-	-
Others (Provident Fund )	-	-	-	-	-	-	-
Performance Incentive	-	-	-	-	-	-	-
Stock Options	-	-	-	-	-	-	-
Sitting Fees	-	-	-	-	-	-	-
Total	150.00	161.94	158.74	-	-	-	-
Shareholding & percentage	2306723 23.90%	992400 10.28%	875485 9.07%	-	-	-	-

**Service contracts, notice period, severance fees**

- Managing Director and Whole-time Directors (WTD) have been appointed for fixed period on the approved remuneration. As per service rules of the Company, either party is entitled to terminate the appointment by giving not less than three months' notice in writing to the other party. There is no severance fee.

**Stock option details During the year under review:**

no stock option was granted to any Director of the Company

**(d) CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE**

The CSR Committee presently comprises of 3 (three) Directors. During the year under review, the CSR Committee met 1 (one) time 2023-24 on 07<sup>th</sup> November, 2023, The attendance of the CSR Committee Members was as under.

**Composition of CSR Committee and details of the meeting attended:**

Name	Category	No. of Meetings Attended
Mr. Navnish Mittal	Chairman (Independent & Non-Executive Director)	1 / 1
Mr. Amit Garg	Member (Managing Director)	1 / 1
Mrs. Asha Garg	Member (Executive Director)	1 / 1

**The terms of reference of the CSR Committee includes**

- formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company. as specified in Schedule VII of the Act;
- recommend the amount of expenditure to be incurred on the CSR activities;
- monitor the CSR expenditure spent from time to time.

**(e) Internal Complaint Committee**

The Internal Complaint Committee has been constituted under The Sexual Harassment of Women at Workplace Prevention Prohibition and Redressal Act, 2013 to Prevent, Prohibit and Redress of Sexual Harassment to every "employee" across the Company.

Committee As decision maker, the ICC take note of the socio-economic profile of individuals, their position within the organization, work culture of the organization and other related issues. Supervises the Redressal of Sexual Harassment Complaint, and ensures the safety of employees at workplace.



S. NO.	Name	Designation
1.	Mrs. Asha Garg (Executive Director)	Chairperson
2.	Mrs. Bhawna Garg (woman employee)	Member
3.	Mr. Rajnish Mittal (Chief financial officer)	Member
4.	Mr. Raghubir Singh(Advocate)	one external member

- a. Number of complaints pertaining to sexual harassment filed during the financial year: **NIL**  
b. Number of complaints pertaining to sexual harassment disposed off during the financial year: **NIL**  
c. Number of complaints pertaining to sexual harassment pending as at the end of the financial year: **NIL**

**No Complaints have been received by the Company during the financial year 2023-24.**

#### **4. GENERAL BODY MEETINGS**

##### **I. Details of last three Annual General Meetings were:**

Financial Year	Date and Time	Venue	No. of Special Resolution
2020-21	September 30, 2021 At 05:00 PM	Through Video Conferencing- DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi – 110019	2
2021-22	September 30, 2022 At 10:00 AM	Through Video Conferencing- DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi – 110019	2
2022-23	September 30, 2023 At 10:00 AM	Through Video Conferencing- DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi – 110019	2

##### **II. EXTRA-ORDINARY GENERAL MEETINGS**

No Extra Ordinary General Meeting was held during the financial year 2023-24.

##### **III. No resolution has been passed by Postal Ballot in last three years.**

#### **5. Means of Communication**

- The Company communicates with the shareholders at large through its Annual report and publication of financial results.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results in the Performa prescribed by the stock exchanges within 45 days of the close of the quarter and the results are announced to all the stock exchanges where the shares of the company are listed. Further the highlights of the quarterly results in the prescribed Performa are published in the leading newspapers namely Financial Express and Jansatta.
- Up-to-date financial results, annual reports, shareholding patterns, financial analysis reports, Latest news for investors and other general information about the Company are available on the Company's website [www.ribatextiles.com](http://www.ribatextiles.com) and BSE Website [www.bseindia.com](http://www.bseindia.com).
- The Management Discussion and Analysis (MD&A) is a part of the annual report being sent to the shareholders

#### **6. GENERAL SHAREHOLDER'S INFORMATION**

##### **a) Annual General Meeting Date and Time**

: Monday, 30th September, 2024 at 09:30 A.M.

The Company is conducting the 36th Annual General Meeting (AGM) through VC/OAVM facility pursuant to the circular dated 5th May, 2020 issued by the Ministry of Corporate Affairs and as such there is no requirement to have a venue of AGM. However the deemed venue for the 36<sup>th</sup> AGM shall be the Registered Office of the Company.

**b) Financial Calendar: 2024-2025 (Tentative)**

The Company follows financial year of April to March.

Financial reporting for

- Quarter ending June 30, 2024 : held on 14th August, 2024
- Half year ending September 30, 2024 : on or before 14<sup>th</sup> November 2024
- Quarter ending December 31, 2024 : on or before 14<sup>th</sup> February 2025
- Year ending March 31, 2025 : on or before May 2025

**c) Date of Book Closure/Record Date** : Tuesday 24th September, 2024 to Monday 30th September, 2024 (both days inclusive)

**d) Registered Office** : DD-14, Nehru Enclave,  
Opp. Kalka Ji Post Office,  
New Delhi -110019.

**e) Dividend Payment Date** : Not Applicable as the  
Board has not proposed  
Any dividend

**f) Listing of Equity Shares on Stock Exchanges** : BSE Limited, Mumbai

Listing Fees for the Mumbai Stock Exchange has been paid as per the Listing Agreements.

**g) Stock Code**  
-BSE Limited, Mumbai : 531952

**h) Demat ISIN Numbers in NSDL & CDSL:**

Company ISIN Number in NSDL & CDSL for Demat of Equity Shares is INE811H01017. As on 31st March, 2024, total 98.443% (i.e. 9502592 Equity Shares) of the total equity share capital were held in dematerialized form.

**i) Registrar & Share Transfer Agents**

The Company has appointed a common Registrar and Share Transfer Agent for share transfer, transmission, dematerialization and other requests pertaining to their shares. Their contact details are as follows:

**M/s BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.**

3<sup>rd</sup> Floor, 99 Madangir Behind Local Shopping Center,  
Near Dada Harsukhdas Mandir, New Delhi – 110 062  
PH: 29961281, 29961282  
Fax: 29961284.

Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com), [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**j) Monthly high & low of the shares in the last financial year:**

Market Price of the Equity Shares of Rs. 10/- each of the Company on BSE are as under:

Month	Highest	Lowest	No. of Trades	BSE Sensex	
				High	Low
April 2023	39.90	32.62	863	61,209.46	58,793.08
May 2023	49.99	36.65	1,930	63,036.12	61,002.17
June 2023	66.50	45.20	6,265	64,768.58	62,359.14
July 2023	56.25	49.32	1,359	67,619.17	64,836.16
August 2023	54.95	47.00	1,309	66,658.12	64,723.63
September 2023	54.85	47.00	1,115	67,927.23	64,818.37
October 2023	79.00	46.80	6,710	66,592.16	63,092.98
November 2023	81.59	66.50	4,560	67,069.89	63,550.46
December 2023	94.50	72.05	4,375	72,484.34	67,149.07
January 2024	85.00	71.25	2,255	73,427.59	70,001.60
February 2024	79.65	66.25	2,119	73,413.93	70,809.84
March 2024	74.40	63.00	1,487	74,245.17	71,674.42

**k) Distribution of Shareholding and Shareholding pattern**

**Shareholding Pattern**

Shareholding pattern as on **31.03.2024** is given below

Category	No. of Shares	%
Promoters	5970157	61.85
Financial Institutions	0	0
Body Corporate	164789	1.71
Resident individual	3014894	31.23
Resident individual HUF	289000	2.99
NRI's REPARTRIABLE	94028	0.97
NRI's NON - REPARTRIABLE	120002	1.24

**Distribution of Shareholding as on 31.03.2024 is given below**

Share Holding of Nominal Value of	No. of Shareholders	Share Amount
Up to 5000	3828	4378890
5001-10000	383	3168640
10001-20000	212	3290280
20001-30000	104	2691120
30001-40000	39	1374450
40001-50000	44	2055490
50001-100000	68	4937740
100001 and above	51	74632090
<b>Total</b>	<b>4729</b>	<b>96528700</b>

**l) Share transfer system**

In line with amended SEBI (LODR) Regulations, 2015, the Share Transfers are entertained only in dematerialized form, with effect from 1st April, 2019. As at 31st March, 2024, No Equity Shares were pending for transfer

Shares of Riba Textiles limited are listed on the Bombay Stock Exchange Limited, Mumbai.

**In case the securities are suspended from trading, the directors report shall explain the reason thereof: Not Applicable**

**m) Dematerialization of Shares and liquidity:**

The Company has entered into an agreement with both NSDL & CDSL to have electronic depository facilities for the shares of the Company. 98.443% (i.e. 9502592 Equity Shares) of the total equity share capital were held in dematerialized form. The Demat ISIN code number of our share is INE811H01017.

**n) Outstanding GDRs/ADRs/Warrants or any other convertible instruments**

Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

**o) Plant Location**

Riba Textiles Limited  
Village Chidana, Tehsil Gohana,  
Dist.Sonepat-131301, Haryana.

**p) Registered Office**

Riba Textiles Limited  
DD-14, Nehru Enclave,  
Opp. Kalkaji Post Office, New Delhi – 110 019.  
PH: +91 11 26213012, 26236986  
Fax: + 91 11-26465227  
Email: [riba@ribatextiles.com](mailto:riba@ribatextiles.com)

**q) Admin Office**

Kishore House, Assandh Road, Panipat-132103, Haryana.

**7. List of all credit ratings obtained by the Company:**

During the financial year 2023-24, the Company does not have any debt instruments or any Fixed Deposit Programme or any scheme or the proposal of the Company involving mobilization of funds in India or in abroad. CRISIL Ratings had reaffirmed the rating of BBB / Negative / A3+ for the bank loan facilities of Rs 76.50 Crs of Riba Textiles Limited on 3<sup>rd</sup> May, 2023.

**8. DISCLOSURES**

**a)** There were no other related party transactions of material nature with the Promoters, Directors, the management or relatives during the year that may have potential conflict with the interest of the Company at large. However, attention is drawn to note no. 35 of Notes to Financial Statements.

**b)** There were no instances of non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by Stock Exchange or SEBI.

**c)** The Company has a Whistle Blower Mechanism in place. The Board affirms that no personnel have been denied access to the Audit Committee during the year in terms of the Whistle Blower Policy.

**d)** The Company has complied with mandatory provisions of corporate governance and is in the process of adopting the non mandatory provisions of corporate governance. A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of corporate governance and is attached to this report.

**e)** The policy on dealing with material subsidiaries is not applicable to the Company as there are no subsidiaries.

**f)** The web link of policy on dealing with related party transactions is available on the website of the Company at the following link <https://www.ribatextiles.com>.

**g) Commodity price risks & Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.

**h)** Details of utilisation of funds raised through preferential allotment or qualified institutions placement as Specified under Regulation 32 (7A) of the Listing Regulations: **Not Applicable.**

**i)** A certificate has been received from M/S KJ & Associates, Company Secretaries, that none of the Directors on the Board of the Company has 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.

**j)** During the year under review, there were no instances where the Board had not accepted any recommendations of any of the Committees of the Board.

**k) Total fees paid to the statutory auditor for all services**

Sr. no.	Particulars of Service	Amount (₹ in Lakhs)
1.	Audit Fees	1.50
	<b>Total</b>	1.50

**l)** The Company is committed to provide and promote a safe and healthy work environment for all its employees. A Policy on Prevention of Sexual Harassment at Workplace which is in line with the statutory requirements is in place. An Internal Compliant Committee has been set up to redress the complaints received regarding sexual harassment. Detail of complaints received during the year is as follows:

Number of complaints filed during the financial year	Number of complaints disposed off during the financial year	Number of complaints pending as on end of the financial year
Nil	Nil	Nil

**m)** disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount': **NA**

**NON-MANDATORY DISCLOSURE:**

A. The Board: The Company has executive Chairperson; She may be entitled to maintain a chairperson's office at the listed company expense and also allowed reimbursement of expenses incurred in performance of her duties.

B. Shareholder Rights: Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.

C. Modified opinion(s) in audit report: During the year under review, the Auditors Report on the Company's financial Statements not contained modified opinion.

D. Separate posts of Chairman and MD or CEO: The Company has only Chairperson and Whole Time Director on its Board. Chairperson is a executive director and is related to WTD.

E. Reporting of Internal Auditor: Internal Auditor reports their findings on the internal audit to the Audit Committee Members.

9. There has been no instance of non-compliance of any requirement of Corporate Governance Report.

10. During the Year Company has not been dealing with Securities issued pursuant to the public issue or any other issue, physical or otherwise, which remain unclaimed and/or are lying in the escrow Account. There was no need to create the De-mat Suspense Account/Unclaimed Suspense account.

**11. Disclosure of certain types of agreements binding listed entities:**

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations:  
Not Applicable

**12. Disclosure of Accounting Treatment**

The Company has followed the Treatment laid down in the Ind AS prescribed by the Institute of Chartered Accountants of India in preparation of financial Statements. There are audit qualifications in the Company's financial statements for the Year under review and the same has been disclosed to Stock Exchange for Shareholders.

13. The Company has complied with the applicable requirement specified in Regulations 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**14. COMPLIANCE**

A certificate from the Statutory Auditors of the Company regarding compliance of corporate governance and a declaration signed by the Chief Executive Officer stating that the members of the Board and senior management personnel have affirmed compliance to the Company's code of conduct for the board of directors and senior management has been obtained and is attached to this report.

By order of the Board of Directors  
For **Riba Textiles Limited**

**Place: Panipat**  
**Date: 14.08.2024**

**Sd/-**  
**Asha Garg**

**Chairperson & Whole-time Director**  
**DIN: 06987609**

**Annexure to the Corporate Governance Report**

**Declaration regarding compliance with Code of Conduct for Directors and Senior Management Personnel**

This is to confirm that the Company has adopted a Code of Conduct for Directors and Senior Management Personnel, which is available on the Company's website [www.ribatextiles.com](http://www.ribatextiles.com)

I hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31 March, 2024.

**Place: Panipat**  
**Date: 14.08.2024**

**Sd/-**  
**Amit Garg**  
**Managing Director**  
**DIN No. 00202171**

**CFO CERTIFICATION**

(Under Reg. 17(8) of SEBI (Listing Obligations and Disclosures) Regulations, 2015)

**To  
The Board of Directors  
Riba Textiles Limited**

We the undersigned hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the Financial Year 2023-24 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.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2023-24 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (c) we have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) that there were no significant changes in accounting policies during the year and the same has been disclosed in the notes to the financial statements; and
  - (iii) That there was no instance of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Sd/-  
Rajnish Mittal  
Chief Financial Officer**

**Sd/-  
Asha Garg  
Chairperson &  
Whole time Director  
DIN- 06987609**

**Place: PANIPAT  
Date: 29.05.2024**

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

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To  
The Members of  
**RIBA TEXTILES LIMITED**  
DD-14, Nehru Enclave  
Opp. Kalkaji post office  
New Delhi -110019

The Corporate Governance Report prepared by Riba Textiles Limited ("the Company") for the financial year ended 31st March 2024, contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") as amended. This report is required by the Company to be annexed with the Directors' Report, in terms of Para E of Schedule V to the LODR Regulations, for further being sent to the Shareholders of the Company and we have examined the applicable compliance of conditions of Corporate Governance by the Company for the financial year ended 31st March 2024, as stipulated in Chapter IV of the LODR Regulations as amended from time to time.

**Management's Responsibility for compliance with the conditions of LODR Regulations.**

The Company's Management is responsible for compliance of conditions of Corporate Governance including the preparation and maintenance of all relevant supporting records and documents as stipulated under the LODR Regulations. This responsibility includes the design, implementation and maintenance of corporate governance process relevant to the compliance of the conditions. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the LODR Regulation.

**Responsibility**

Pursuant to the requirements of the LODR Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in LODR Regulations for the financial year ended 31st March 2024.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1st April 2023 to 31st March 2024 as per the LODR Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination of the corporate governance compliance by the Company as per the Guidance Note on Certification of Corporate Governance both issued by the the Institute of Chartered Accountants of India (ICAI), and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, and the representation provided to us by the management of the Company, Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the above-mentioned Listing Regulations during the year ended 31st March, 2024.



We further state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For ASHWANI K SINDWANI & CO.  
Chartered Accountants**

**Sd/-  
ASHWANI K SINDWANI  
(Partner)  
ICAI Firm Registration  
No. 021529N  
#521, New Char Chaman, Suvidha Street  
Kunjpura Road, Karnal  
UDIN: 24506380BKCBBF4147**

**Place: Panipat  
Date: 14 August, 2024**

# KJ & ASSOCIATES

## COMPANY SECRETARIES

208, Triveni Complex,  
E-10-12, JawaharPark,  
Laxmi Nagar, Delhi-110092  
Phone: 011-42487414  
E-mail: [kjassociates.cs@gmail.com](mailto:kjassociates.cs@gmail.com)

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Riba Textiles Limited

DD-14, Nehru Enclave  
Opp. Kalkaji post office  
New Delhi -110019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Riba Textiles Limited** having CIN **L18101DL1989PLC034528** and having registered office at DD-14, Nehru Enclave, Opp. Kalkaji Post Office New Delhi -110 019 and (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as on 31<sup>st</sup> March, 2024 have been debarred / disqualified or deactivated from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Following were the Directors on the Board of the Company as on 31 March 2024:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Shri Amit Garg	00202171	01/12/1994
2.	Shri Nitin Garg	00202179	01/12/1994
4.	Smt Asha Garg	06987609	30/09/2014
5.	Shri Navnish Mittal	07270772	18/10/2015
6.	Shri SS Miglani	09278229	04/09/2021
7.	Shri PK Goyal	09727178	05/09/2022

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

For KJ & Associates  
Company Secretaries

Sd/-  
(Rajesh K. Jha)

Partner  
M. No.: F-6390  
CP No.: 5737

UDIN: F006390F000484252

Place : Delhi  
Date : 29.05.2024

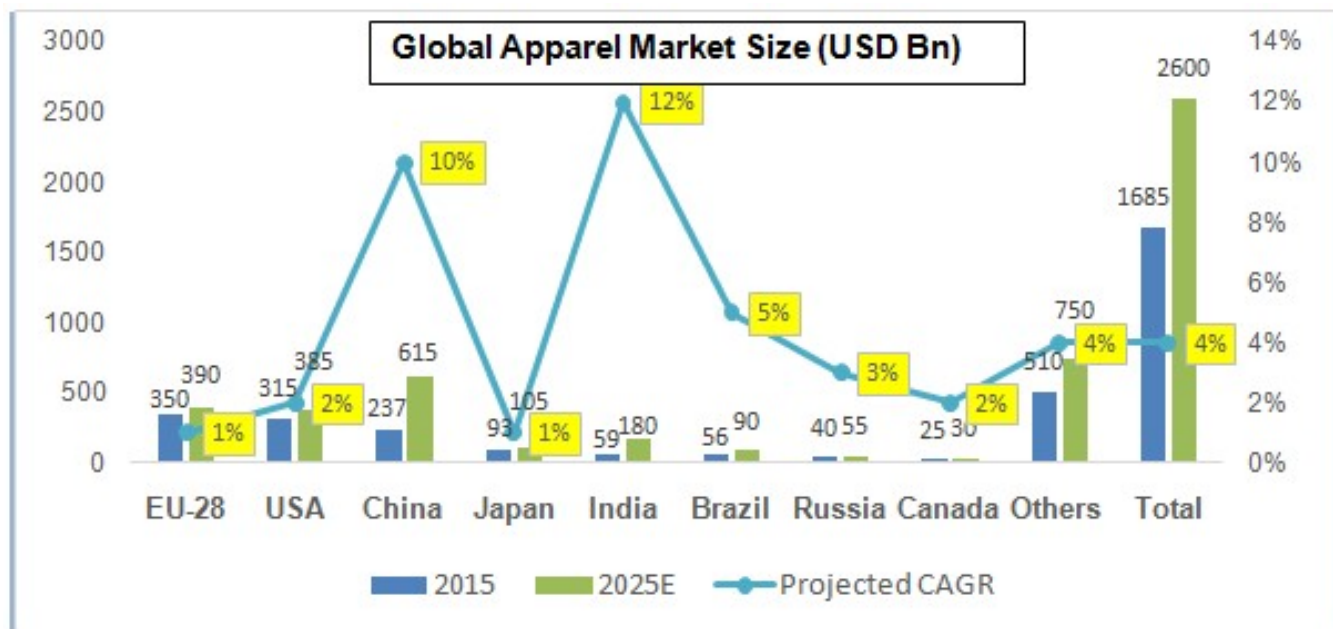
## **ANNEXURE VI TO THE DIRECTORS' REPORT 2023-24**

### **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

The Riba management conducted a analysis and reviewed our overall strategy to become a market leader in our highly competitive market through various product and procedural innovations. The company is very optimistic of capturing a substantial share of the export market in our segment in spite of the threats faced due to the liberalization and increased competition from well established companies from abroad and within India. Riba has been highly innovative with regular new product launches in the market which has helped garner a much larger proportionate market share for Riba in spite of the extremely adverse market conditions leading to subdued demand.

#### **1. Global Textile Market Overview (World Economic Review)**

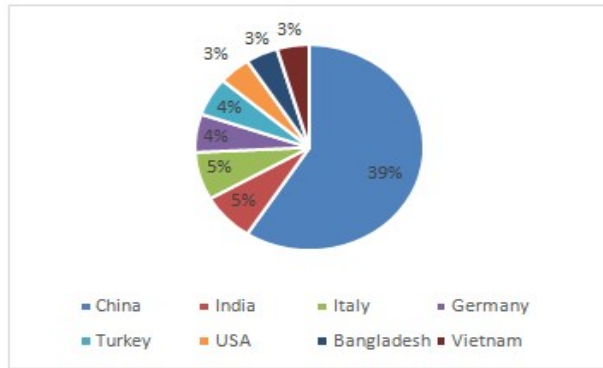
The global [textile market size](#) was valued at USD 1,837.27 billion in 2023 and is anticipated to grow at a compound annual growth rate (CAGR) of 7.4% in revenue from 2024 to 2030. The ever-increasing apparel demand from the fashion industry and the meteoric growth of [e-commerce](#) platforms are expected to drive market growth over the forecast period. The textile industry works on three major principles: designing, producing, and distributing different flexible materials such as yarn and clothing. Many processes, such as knitting, crocheting, weaving, and others, are primarily used to manufacture a wide range of finished and semi-finished goods in bedding, clothing, apparel, medical, and other accessories.



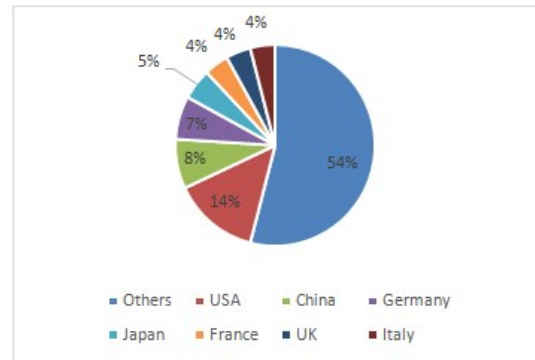
The global apparel market size is expected to reach US\$ 2.6 trillion in 2025 growing by a projected rate of 4%.

- The major growth drivers of the global apparel market will be the developing economies, mainly China & India, both growing in double digits
- China will become the biggest apparel market adding more than US\$ 378 bn. in market size by 2025 while India will be the second most attractive apparel market adding around US\$ 121 bn. by 2025

## Major textile and apparel exporters



## Major textile and apparel importers



## 2. Indian Textiles Market (Towels-Market Size)

The textiles and apparel industry in India has strengths across the entire value chain from fiber, yarn, fabric to apparel. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool, and silk products to the organized textile industry in India. The organized textile industry in India is characterized by the use of capital-intensive technology for the mass production of textile products and includes spinning, weaving, processing, and apparel manufacturing.

India produced 94 Lakh bales of raw jute in FY 2022-23 as per the 3rd Advance Estimate Of Directorate Of Economics And Statistics (DES).

The Indian textile and apparel market size is estimated around \$165 Bn in 2022, with domestic market constituting \$125 Bn and exports contributing \$40 Bn.

The market size of the industry is projected to grow at a 10% CAGR to reach \$350 Bn by 2030.

India scaled its highest ever exports tally at \$44.4 Bn in Textiles and Apparel (T&A) including Handicrafts in FY 2021-22, indicating a substantial increase of 41% and 26% over corresponding figures in FY 2020-21 and FY 2019-20, respectively.

India's estimated cotton production is 5.84 MMT during 2022-23 i.e. 23.83% of world cotton production of 24.51 MMT. India is also the 2nd largest consumer of cotton in the world with estimated consumption of 5.29 MMT i.e. 22.24% of world cotton consumption of 23.79 MMT

The Indian terry towel industry has seen growth in recent years, with the category growing at a 15% compound annual growth rate (CAGR) and net margins growing at 5% CAGR. In 2022, India was the second largest exporter of cotton terry towelling, after China, with exports valued at \$1.27 billion. However, some say that India's leadership in the cotton terry towel market could be challenged if the government doesn't make policy changes to make it easier for exporters and ensure raw materials are available.

## 3. Government Initiatives

### PM MITRA Scheme

The government launched the PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks Scheme to build and develop textile infrastructure. The scheme is inspired by the 5F vision: Farm to Fibre to Factory to Fashion to Foreign.

### PLI Scheme

The government also launched the Production Linked Incentive (PLI) Scheme for Textiles, with an investment of INR 10,683 crore over the next five years, to promote the production of man-made fibres (MMF) apparel. The MMF are artificially produced fibres and are becoming common among the weavers and spinners in India. The PLI scheme also promotes the production of technical textile products in the country.

## **Kasturi Cotton Bharat**

Kasturi Cotton Bharat programme of the Ministry of Textiles is a first-of-its-kind branding, traceability and certification exercise carried out jointly by the Government of India, Trade Bodies and Industry to promote the cotton produced in India.

## **National Technical Textile Mission (NTTM)**

The GOI launched the National Technical Textiles Mission (NTTM). It promotes the development and export of technical textiles.

Further Market Access Initiative scheme provides financial support to various Export Promotion Councils and Trade Bodies engaged in promotion of textiles and garments exports, for organising and participating in trade fairs, exhibitions, buyer-seller meets etc.

Government has put in place liberal and transparent investor-friendly Foreign Direct Investment (FDI) policy. 100% FDI is allowed in the textile sector under the automatic route. The amount of investment brought through FDI in the textile sector from 2017-2022 was US \$ 1522.23 million.

## **4. Road Ahead**

### **Growing Demand from the Hospitality Sector to Boost Market Expansion**

Increasing number of international visitors is projected to drive growth of cotton market share. In addition, rising government's spending on the infrastructure development including roads, airports and hotels accelerates the market growth. In addition, growing prevalence of the e-commerce industry combined with their easy return and exchange policy is likely to boost the market's growth. For instance according to the U.S. Census Bureau News, e-commerce sales in the U.S. reached to USD 870 billion in 2021, an increase of 14.2% over 2020 and an increase of 50.5% over 2019.

## **5. WEAKNESSES**

Fluctuation in the cost of raw materials affects the production of the product and hands limiting the product revenues globally. Additionally, the higher cost of technology and production process also restricts the product demand worldwide. Higher raw material cost increase the production cost at company level. This raises the price of the final product and consequently hindering the growth of the market. Moreover labors are involved throughout the supply chain, from sourcing to transporting and delivering the final products. If there is a chance change in the labor force along the way, there may be a change in the commodity price and hence restraining the market growth. For instance, in the event of labor shifts such as labor strike, there will be fewer workers to procure or ship materials, resulting in reducing the supply and impacting the price of raw materials.

## **6. Riba Textiles Ltd – COMPANY OVERVIEW**

Riba Textiles Limited is an export-oriented Terry Towels, its allied products & Tufted Rugs manufacturing unit based 100 kms from New Delhi in the state Of Haryana, India. Riba is registered on the Indian stock market and has been growing emblematically over the past decade with present capacity of 8,000 tons annually. The production unit encompasses 16 acres of land with a built-up area of 400,000 square feet incorporating all the state-of-the-art machineries from across the globe. Riba is a fully integrated unit with an ultramodern composite plant incorporating Dyeing, Weaving, Finishing, Sublimation, Embroideries and Riba is able to transmute cotton yarn into marvelous towels / bath rugs for our perceptive customers. The array of towels and allied products comprise of all possible permutations and combinations buttressed by the newest designs developed by Riba design team plus product improvement by the production team.

Riba is particularly proud to be the leading manufacturer of beach towels in India with an enormous jacquard weaving capacity servicing customers from both seasonal beach markets above and below the equator. Our line of customers takes account of departmental stores and importers right across the globe with trades in 30 countries incorporating maximum continents.

Riba is a socially responsible manufacturer having all the indispensable compliances from the most stringent customers accompanied by BSCI 2.0 / ISO 9001:2015 / Oeko-tex 100 certifications.

## 7. Initiatives has been taken by the Company

During the f.y 2023-24 company made an investment in plant & Machinery of Rs 7.95 core to increase production / sales, and also company have a further plan to increase weaving capacity in next year and expect that an amount of approx. Rs 15 crore to invest in Plant & machinery.

## 8. Financial Performance / Product wise Performance

During the year under review (2023-24) your company has achieved a turnover of Rs.24689.43 Lacs against the last year (2022-23) turnover of Rs.24269.43 Lacs. Your Company has earned a net profit of Rs. 791.76 Lacs in 2023-24 as against a profit of Rs. 740.25 Lacs during 2022-23. In view of improving financial results and positive outlook of the near future, your directors are hopeful that in current year better financial results would follow.

## 9. Key Financial Ratios

KEY FINANCIAL RATIO	31.03.2024	31.03.2023	DEVIATION
Interest Service Coverage Ratio	9.36	7.60	23.16%
Debt Service Coverage Ratio	1.52	1.16	31.86%
Debt Equity Ratio	0.28	0.32	-11.43%
Current Ratio	1.33	1.35	-1.00%
Long Term Debt to Working Capital	0.24	0.25	-6.77%
Bad Debts to accounts receivable Ratio	0.00	0.00	
Current Liability Ratio		-	
Total Debts to Total Assets	0.78	0.77	2.27%
Debtors Turnover Ratio	3.09	3.30	-6.59%
Operating Margin (%)	16.63%	16.23%	2.43%
Net Profit Margin (%)	3.20%	3.05%	5.06%
Return to Equity Ratio	0.09	0.09	-2.51%
Return on Capital Employed	0.13	0.13	-0.10%

# The Company has worked on their operating margin, which is marginally increased debt improved our interest and debt service coverage ratios.

## 10. Risks and concerns

Our major markets are western countries which are all going through recessionary impacts of covid related inflationary pressures and the Ukraine war is making the situation worse. Riba has increased our market penetration both within countries and also added new markets to offset these challenges and hope to manage the situation as per in the past.

## 11. Internal Control Systems and their adequacy

The company has a proper and adequate system of internal controls commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly.

There is an Internal Audit Committee with clearly laid down powers and responsibilities that are entrusted to them to ensure that the Internal Audit Department works independently. This department maintains various manuals which contain various controls and checklists that are to be carried out before execution of any activity.

Internal checks are exercised so that the various procedures are laid at the time of delegation of authorities and other procedures are strictly followed. The delegation clearly indicates the powers along with the monetary limits, wherever necessary, that can be exercised by various levels of Managers in the Company.

Similarly, the Company has well defined manuals for all the functional areas, viz., Production, Sales, Administration, Personnel, etc. These manuals contain elaborate procedures and checklist for the related activities. Necessary controls and checks are exercised by strictly adhering to the various procedures and checklist prescribed in the Manuals. Also these are updated from time to time on ongoing basis, keeping in view the latest developments in different areas.

Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. The company is in the process of developing software for improving our systems further.

## **12. Material Developments in Human Resources/ industrial relations front, including number of people employed**

The company believes that employees are the real strength of organization. Employee involvement continued to receive the focus it deserves. The Company has identified Human Resources Development as a major strategic initiative since it believes that people's contribution will be the main engine for growth. Current efforts include building skills, attracting and retaining talent and nurturing and developing leadership potential.

Industrial relations during the year remained cordial and initiative were taken to enhance productivity of employees. The company is gearing itself to take on the challenges in the business environment and march towards achieving its mission with success. At present company is employing man power of around 950 peoples including technical, non-technical, managerial and non- managerial, casual and contract labor.

## **13. Cautionary Statement**

Statements used in the Management Discussion and Analysis should be read in conjunction with the Company's Audited standalone financials along with the auditor's report as on March 31, 2024 which forms an integral part of the annual report, describing the Company's objectives, projections, estimates and expectations, may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

By order of the Board of Directors  
For **Riba Textiles Limited**

**Place : Panipat**

**Date : 14.08.2024**

**Sd/-**  
**Asha Garg**  
**Chairperson & Whole-time Director**  
**DIN: 06987609**

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**INDEPENDENT AUDITORS' REPORT**

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To  
The Members of  
**Riba Textiles Limited**

We have audited the accompanying standalone Ind AS financial statements of Riba Textiles Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and cash flows for the year ended on that date

**Basis for Opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In case of the Balance Sheet, the state of affairs of the Company as at March 31, 2024.
- ii) In the case of the Profit and Loss account, of the loss of the Company for the year ended on that date; and
- iii) In the case of cash Flow statement, of the cash flows of the Company for the year ended on that date.

Information other than the financial statements and auditors' 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 Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 financial statements.**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting



records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process

### **Auditor's responsibilities for the audit of the financial statements**

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

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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

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

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.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as 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 financial statements comply with the Accounting Standards 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 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to us.
- (g) The Company does not have any pending litigations which would impact its financial position.
- (h) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

Referred to in our Audit Report of even date

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2024:

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant & Equipment's;
  - (b) The Property Plant & Equipment's have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. 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 Property Plant & Equipment's have been noticed.
  - (c) According to information and explanations given to us and on the basis of our examination of the books of account, and records all immovable properties are held in the name of the company.
  - (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended 31st March 2024.
  - (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (ii)
  - (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate; Discrepancies noticed were less than 10% for each class of inventory.
  - (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks and financial statements on the basis of security of current assets; the difference between the quarterly returns filed by the Company with banks and books of accounts are on account of explainable items and not in material in nature.
- (iii) During the year the Company has not granted loan to its wholly owned subsidiary. The Company has not made investments, advances in the nature of loans, or provided security or stood guarantee to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of loans granted to wholly owned subsidiary as applicable. The Company has not made investments, provided guarantees and securities during the year and hence compliance with provisions of section 185 and 186 of the Act is not applicable
- (v) The Company has not accepted deposits or amounts which are deemed to be deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provision of section 73 to 76 any other relevant provisions of the At and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii)
  - a) Based on examination of records of the Company, amount deducted/accrued in the books of accounts in respect of undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities during the year. There are no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as on 31st March 2024 for a period of more than six months from the date they became payable.

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix)
- a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
  - 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) 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 standalone 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.

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.

- (x)
- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi)
- a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - b) To the best of our knowledge, no report under Subsection (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 up to the date of this report.
  - c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the provisions of Section 177 of the Companies Act are not applicable. The Company is in compliance with Section 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards.
- (xiv)
- 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.
- (xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with any of its directors or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

- (xvi)
- a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
  - b) 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.
- (xvii) The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has incurred expenses towards Corporate Social Responsibility (CSR) and the amount unspent on CSR during the year had been deposited to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of Sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Ashwani K Sindwani & Co.**  
Chartered Accountants  
Firm Registration No. 021529N

(Ashwani K Sindwani)  
Partner  
Membership No. 506380  
UDIN: - 24506380BKCAZY1383

Place: Panipat  
Date: 29/05/2024

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Riba Textiles Limited (“the Company”),**

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

#### **Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based

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

For **Ashwani K Sindwani & Co.**  
Chartered Accountants  
Firm Registration No. 021529N

Place: Panipat  
Date: 29/05/2024

(Ashwani K Sindwani)  
Partner  
Membership No. 506380  
UDIN: - 24506380BKCAZY1383

**RIBA TEXTILES LIMITED**

**BALANCE SHEET AS AT MARCH 31, 2024**

(All amounts in Lacs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b><u>(1) Non-current assets</u></b>			
(a) Property, Plant and Equipment	3.1	9172.97	8769.74
(b) Capital work in progress	3.1	30.50	-
(c) Intangible assets	3.2	-	-
(d) Financial assets			
(i) Investments	4.1	-	-
(ii) Loans	5.1	188.82	188.82
(iii) Other financial assets	6.1	253.28	53.52
(e) Other non-current assets		-	-
<b>Total Non-Current Assets</b>		<b>9645.57</b>	<b>9012.08</b>
<b><u>(2) Current assets</u></b>			
(a) Inventories	7	2567.85	2527.10
(b) Financial assets			
(i) Trade receivables	8	4158.75	3853.95
(ii) Cash and cash equivalents	9	470.29	90.58
(iii) Other bank balances	10	6.73	3.00
(iv) Loans	5.2	-	-
(v) Other financial assets	6.2	-	-
(c) Other Current Assets	11.1	1058.99	934.11
(d) Investment Held for Sale	11.2	-	-
		<b>8262.61</b>	<b>7408.74</b>
<b>Total Assets</b>		<b>17908.18</b>	<b>16420.83</b>
<b>EQUITY AND LIABILITIES</b>			
<b><u>(1) Equity</u></b>			
(a) Equity share capital	12	965.29	965.29
(b) Other equity			
(i) Reserve & Surplus	13	7974.38	7182.62
		<b>8939.67</b>	<b>8147.91</b>
<b><u>Liabilities</u></b>			
<b><u>(2) Non-Current Liabilities</u></b>			
(a) Financial Liabilities			
(i) Borrowings	14.1	2537.90	2611.53
(b) Deferred Tax Liabilities (Net)	15.1	231.68	158.49
(c) Other Non - Current Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>2769.58</b>	<b>2770.02</b>
<b><u>(3) Current liabilities</u></b>			
(a) Financial liabilities			
(i) Borrowings	14.2	4230.22	3468.10
(ii) Trade Payables	17	1289.31	1236.02
(b) Current tax liabilities (Net)	15.2	12.66	67.33
(c) Other current liabilities	16.2	524.62	593.46
Provisions	18	142.12	138.00
<b>Total Current Liabilities</b>		<b>6198.93</b>	<b>5502.91</b>
<b>Total Liabilities</b>		<b>8968.51</b>	<b>8272.93</b>
<b>Total equity and liabilities</b>		<b>17908.18</b>	<b>16420.83</b>
The accompanying notes are an integral part of the financial statements.	1 to 38		

As per our report of even date

**For Ashwani K Sindwani & Co.**

Firm Regn No. : 021529N

Chartered Accountants

Sd/-

Ashwani K Sindwani

Partner

M. No.: 506380- UDIN: 24506380BKCAZY1383

Place : Panipat

Date : May 29, 2024

For and on behalf of Board of Directors

Riba Textiles Limited

Sd/-

Asha Garg

(Chairperson)

DIN No: 06987609

Place : Panipat

Sd/-

Rajnish Mittal

(CFO)

PAN : AQNPM3646B

Place : Panipat

Sd/-

Nitin Garg

Whole-time Director)

DIN No: 00202179

Place : Panipat

Sd/-

Neha Dubey

(Company Secretary)

M. No.: A46655



**RIBA TEXTILES LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts in Lacs)

			For the year ended March 31, 2024	For the year ended March 31, 2023
Particulars	Notes			
<b>I INCOME</b>				
Revenue from contracts with customers	19		24689.43	24269.43
Other income	20		31.23	13.54
<b>Total Income</b>			<b>24720.66</b>	<b>24282.97</b>
<b>II EXPENSES</b>				
Cost of raw material consumed	21		14618.77	15036.41
Purchase of traded goods	22		908.92	835.97
Change in inventories of finished goods, by-products and traded goods	23		-4.38	-23.68
Employee benefits expense	24		1042.18	981.46
Depreciation and amortization expenses	25		479.18	446.66
Finance Cost	26		464.89	449.38
Other expenses	27		6150.82	5582.69
<b>Total Expenses</b>			<b>23660.38</b>	<b>23308.89</b>
<b>III Profit before exceptional items and tax</b>			<b>1060.28</b>	<b>974.08</b>
<b>IV Exceptional Items (Net)</b>			-	-
<b>V Prior Period Items</b>			-	-
<b>VI Profit Before tax</b>			<b>1060.28</b>	<b>974.08</b>
<b>Tax expenses</b>				
Current tax			195.32	174.33
Deferred tax			73.19	59.50
<b>VII Total tax expense</b>			<b>268.51</b>	<b>233.83</b>
<b>VIII Profit for the year</b>	(VI-VII)		<b>791.77</b>	<b>740.25</b>
<b>IX Other comprehensive income</b>				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods				
(i) Items that will not be reclassified to Profit and Loss			-	-
(ii) Items that will be reclassified to Profit and Loss			-	-
Other comprehensive income for the year, net of tax			-	-
<b>Total comprehensive income for the year, net of tax (V+VI)</b>			<b>791.77</b>	<b>740.25</b>
<b>X Earnings per equity share</b> (nominal value of share Rs.10/-)				
Basic EPS (Rs.)	36		8.20	7.67
Diluted EPS (Rs.)	36		8.20	7.67
<b>The accompanying notes are an integral part of the financial statements.</b>		1 to 38		

As per our report of even date  
**For Ashwani K Sindwani & Co.**  
 Firm Regn No. : 021529N  
 Chartered Accountants  
 Sd/-  
 Ashwani K Sindwani  
 Partner

M. No.: 506380- UDIN: 24506380BKCAZY1383  
 Place : Panipat  
 Date : May 29, 2024

For and on behalf of Board of Directors  
 Riba Textiles Limited  
 Sd/-  
 Asha Garg  
 (Chairperson)  
 DIN No: 06987609  
 Place : Panipat

Sd/-  
 Rajnish Mittal  
 (CFO)  
 PAN : AQNPM3646B  
 Place : Panipat

Sd/-  
 Nitin Garg  
 (Whole-time Director)  
 DIN No: 00202179  
 Place : Panipat  
 Sd/-  
 Neha Dubey  
 (Company Secretary)  
 M. No.: A46655

**RIBA TEXTILES LIMITED**

**STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts in Lacs.)

**A) Equity Share Capital**

Particulars	Nos.	Amount (Lacs)
As at April 1, 2022	9652870	965.29
Issue of equity share capital	-	-
As at March 31, 2023	9652870	965.29
Issue of equity share capital	-	-
As at March 31, 2024	9652870	965.29

**B) Other Equity**

Particulars	Reserves and surplus			Total
	Securities Premium	Share Forfeiture	Retained Earnings	
As At April 01, 2022	824.69	137.83	5479.84	6442.37
Issue of equity share capital	-	-	-	-
Less: share issue expenses	-	-	-	-
Net Profit for the year ended March 31, 2023	-	-	740.25	740.25
Other comprehensive income for the year	-	-	-	-
<b>As At March 31, 2023</b>	<b>824.69</b>	<b>137.83</b>	<b>6220.09</b>	<b>7182.62</b>
Issue of equity share capital	-	-	-	-
Less: share issue expenses	-	-	-	-
Net Profit for the year ended March 31, 2024	-	-	791.77	791.77
Other comprehensive income for the year	-	-	-	-
<b>Balance As At March 31, 2024</b>	<b>824.69</b>	<b>137.83</b>	<b>7011.86</b>	<b>7974.38</b>
The accompanying notes are an integral part of the financial statements.				

As per our report of even date  
For **Ashwani K Sindwani & Co.**

Firm Regn No. : 021529N

Chartered Accountants

Sd/-

Ashwani K Sindwani

Partner

M. No.: 506380- UDIN: 24506380BKCAZY1383

Place : Panipat

Date : May 29, 2024

For and on behalf of Board of Directors

Riba Textiles Limited

Sd/-

Asha Garg

(Chairperson)

DIN No: 06987609

Place : Panipat

Sd/-

Rajnish Mittal

(CFO)

PAN : AQNPM3646B

Place : Panipat

Sd/-

Nitin Garg

Whole-time Director)

DIN No: 00202179

Place : Panipat

Sd/-

Neha Dubey

(Company Secretary)

M. No.: A46655

<b>RIBA TEXTILES LIMITED</b> <b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024</b> <b>(All amounts in Lacs )</b>		
<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before Income tax	1060.28	974.08
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortization expense	479.18	446.65
Finance Cost	464.89	449.38
Interest / Other income	-31.22	-13.54
Government grants	-	-
Balances Written Off	-	-
Prior Period Item		
<b>Operating Profit before working capital changes</b>	<b>1973.12</b>	<b>1856.58</b>
Movement in working capital		
(Increase)/ Decrease in trade receivables	-304.80	-355.63
(Increase)/ Decrease in inventories	-40.75	30.95
(Increase)/ Decrease in loan and Advances	-124.88	-68.48
(Increase)/ Decrease in other assets	0	0
Increase/ (Decrease) in Current Liabilities and Provisions	696.02	215.64
<b>Cash generated from/(used in) operations</b>	<b>2198.72</b>	<b>1679.06</b>
Income tax paid (net of refunds)	-195.32	-174.33
<b>Net Cash flow from/(used in) Operating Activities (A)</b>	<b>2003.40</b>	<b>1504.73</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment including capital work in progress	-907.03	-813.91
Capital Work in Progress	-30.50	-
Proceeds from sale of property, plant and equipment	-24.62	-
Fixed Deposits matured / (made) during the year	-	-
(Increase) / Decrease in Capital Advance	-199.76	22.65
Dividend /Interest / Other income received	31.22	13.54
<b>Net Cash flow from/(used in) Investing Activities (B)</b>	<b>-1081.45</b>	<b>-777.73</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from share capital issued	-	-
Proceeds from securities premium received	-	-
(Repayments)/ proceeds from short-term borrowings (net)	-73.62	-494.48
Interest paid	-464.89	-449.38
Share issue expenses paid	-	-
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>-538.51</b>	<b>-943.86</b>
 Net increase / (decrease) in cash and cash equivalents (A+B+C)	 383.43	 -216.89
Cash and cash equivalents at the beginning of the year	93.58	310.44
Cash and Cash Equivalents at the end of the year	477.02	93.58

**Notes :**

The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7,

1 "Statement of Cash Flows".

2 Components of cash and cash equivalents :-

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
a) Cash and cash equivalents		
Balances with banks:		
Current accounts	468.70	73.81
Exchange earner foreign currency account	-	-
Cash on hand	8.32	19.77
	<b>477.02</b>	<b>93.58</b>

As per our report of even date

**For Ashwani K Sindwani & Co.**

Firm Regn No. : 021529N

Chartered Accountants

Sd/-

Ashwani K Sindwani

Partner

M. No.: 506380- UDIN: 24506380BKCAZY1383

Place : Panipat

Date : May 29, 2024

For and on behalf of Board of Directors

Riba Textiles Limited

Sd/-

Asha Garg

(Chairperson)

DIN No: 06987609

Place : Panipat

Sd/-

Rajnish Mittal

(CFO)

PAN : AQNPM3646B

Sd/-

Nitin Garg

Whole-time Director)

DIN No: 00202179

Place : Panipat

Sd/-

Neha Dubey

(Company Secretary)

M. No.: A46655

**Riba Textiles Limited**

Notes to financial statements for the year ended March 31, 2024

**1. CORPORATE INFORMATION:**

Riba Textiles Limited ('the Company') is a public limited company domiciled in India and incorporated on January 4, 1989 under the provisions of the Companies Act, 1956 having its registered office at DD -14 Nehru Enclave, Opp .Kalka Ji Post Office , New Delhi - 110019. The Company is engaged in the manufacturing of Terry Towels, Bath Mats & other Textiles Products.

The Financial statements were authorized by the Board of Directors for issue in accordance with resolution passed on MAY 29, 2024

**2. SIGNIFICANT ACCOUNTING POLICIES:**

This note provides a list of the significant accounting policies adopted in the preparation of these Ind AS financial statements. These policies have been consistently applied to all the years.

**2.1. Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirement of Division II of schedule III to the Companies Act, 2013 (Ind AS compliant schedule III) and other relevant provision of the Act. The financial statements have been prepared on a historical cost basis.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and 12 months or other criteria as set out in the Schedule III to the Companies Act, 2013. Based on the nature of its business, the company has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities.

**2.2 Revenue Recognition****Revenue is measured at the fair value of the consideration received or receivable**

- a) Sale of goods is recognised net of returns and trade discounts, when the risk and rewards of ownership are transferred to the customers. Sales include amounts exclude Goods and Service Tax . Revenue is also recognised on sale of goods in case where the delivery is kept pending at the instance of the customer, the risk and rewards are transferred and customer takes title and accepts billing as per usual payment terms
- b) Income from services rendered is recognised based on the agreements/arrangements with the concerned parties and when services are rendered.

**2.3 Other Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is at the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other income is recognised on accrual basis provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

**2.4 Functional and presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

**2.5 Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks

## **2.6 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest 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 profit or loss in the period in which they are incurred

## **2.7 Employee benefits**

### **a) Short term employee benefits :**

Employee Benefits such as salaries, allowances, and non-monetary benefits which fall due for payment within a period of twelve months after rendering of services, are charged as expense to the profit and loss account in the period in which the service is rendered.

### **b) Post- employment benefits :**

No provision has been made towards retirement benefits as in the opinion of the board; requisite provision has already been made for the eligible employees.

## **2.8 Earnings per share:**

In determining Earnings per share, the company considers the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

## **2.9 Taxation:**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current tax :** Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Indian Income Tax Act, 1961.

**Deferred tax :**Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each annual reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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 taxable entity and the same taxation authority.

Current and deferred tax are recognised in the statement of profit and loss, except when they are related to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

## 2.10 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. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss ('FVTPL')) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

### a) Financial Assets

#### (i) Initial recognition and measurement

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through Statement of Profit or Loss ('FVTPL')) are added to the fair value of the financial assets, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets at FVTPL are recognized immediately in Statement of Profit and Loss.

#### (ii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

#### (iii) Investment in Subsidiaries:

The company is not having any investment in any Subsidiaries.

### b) Financial liabilities and equity instruments

#### (i) Initial recognition and measurement

All financial liabilities are recognized initially at fair value plus transaction cost (if any) that is attributable to the acquisition of the financial liabilities which is also adjusted.

#### (ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below: Loans and borrowings. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognised as well as through the EIR amortization process. 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 amortization is included as finance costs in the statement of profit and loss.

#### Trade and other payables

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12

months from the end of the reporting period are presented as non-current liabilities and are measured at amortised cost unless designated as fair value through profit and loss at the inception.

The Company enters into deferred payment arrangements (acceptances) whereby lenders such as banks and other financial institutions make payments to supplier's banks for purchase of raw materials. The banks and financial institutions are subsequently repaid by the Company at a later date. These are normally settled up to 90 days. These arrangements for raw materials are recognized as Acceptances (under trade payables).

#### **Other financial liabilities at fair value through profit or loss:**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading or designated as at FVTPL are recognized in the profit or loss.

#### **Derecognition of financial liabilities**

A financial liability is de-recognised 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **a) Offsetting**

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

#### **d) Impairment of Financial assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

#### **e) Fair value measurement:**

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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) market prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level Input that is significant to the fair value measurement as a whole) at the end of each reporting period.



## 2.11 Property, plant and equipment

The cost of property, plant and equipment comprises its purchase price, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning, net of any trade discounts and rebates. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred unless such expenditure results in a significant increase in the future benefits of the concerned asset. Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act except in respect of following categories of assets in whose case the life of certain assets has been assessed based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, maintenance support etc. The Company reviews the residual value, useful lives and depreciation method annually and, if current estimates differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Depreciation on property, plant and equipment is provided on prorata basis on straight-line method using the useful lives of the assets estimated by management. On the basis of the technical assessment made by the management, it believes that the useful lives as given below best represent the period over which the assets are expected to be used:

Assets	Useful lives (in years)
Land	-
Factory buildings	30
Plant & Machinery	25
Office Equipment	5
Computers	3
Furniture and Fixtures	10
Vehicles	
Motor cycles	10
Motor cars	8

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Assets costing Rs.5,000 and below are depreciated over a period of one year. Land is not depreciated. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

## 2.12 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised in the income statement on a straight-line basis over their estimated useful lives of the intangible asset. Intangible assets that are not available for use are amortised from the date they are available for use. An item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognized.

## 2.13 Impairment of Property, plant and equipment and intangible assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognized impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

## **2.14 Inventories:**

### **a) Basis of valuation:**

i) Inventories other than by-products are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

ii) Inventories of by-products are valued at the net realizable value

### **b) Method of Valuation:**

i) Cost of raw materials, components, stores & spares has been determined by using weighted average cost method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

ii) Cost of finished goods includes direct material, direct labour and an appropriate share of fixed and variable production overheads and excise duty as applicable. Fixed production overheads are allocated on the basis of normal capacity of production facilities. Cost is determined on weighted average basis.

iii) Cost of traded goods has been determined by using weighted average cost and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

iv) **Net realizable value** is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## **2.15 Provisions and Contingent Liabilities:**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are determined by the best estimate of the outflow of economic benefits to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made for a contingent liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

## **2.16 Critical accounting judgments and key sources of estimation uncertainty**

In the application of the Company's accounting policies the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

## 2.16.1 Critical judgments in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements.

### Revenue recognition:

In making their judgment, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 18 and, in particular, whether the Company had transferred to the buyer the significant risks and rewards of ownership of the goods.

## 2.16.2 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of the assets and liabilities within the next financial year.

## 2.17 Cash & Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Items requiring significant estimate	Items requiring significant estimate
Useful lives of property, plant and equipment	The Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. During the current year, there has been no change in life considered for the assets.
Revenue recognition	The Company provides customer incentives, such as rebates, based on quantity purchased, timing of collections etc. Various estimates are made to recognise the impact of rebates and other incentives on revenue. These estimates are made based on historical and forecasted data, contractual terms and current conditions
Estimation of net realisable value of inventories	Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories the Company makes an estimate of future selling prices and costs necessary to make the sale.
Provision for taxes	Significant judgments are required in determining the provision for income taxes, including the amount expected to be paid/ recovered for uncertain tax positions.

Riba Textiles Limited  
Notes to financial statements for the year ended March 31, 2024  
Note 3 : Property, plant and equipment

	(Amount in Lacs)									
	Freehold Land	Buildings	Plant and Machinery	Furniture and fittings	Office Equipments	Vehicles	Data Processing Equipment	Total	Capital Work in progress	Grand Total
<b>Gross Block (At cost)</b>										
At April 01, 2022	547.82	1862.18	9961.62	43.96	93.08	255.94	22.32	12786.92	142.06	12928.98
Additions	0.00	0.00	953.81	0.00	2.16	0.00	0.00	955.97	0.00	955.97
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers *	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-142.06	-142.06
At April 01, 2023	547.82	1862.18	10915.43	43.96	95.24	255.94	22.32	13742.89	0.00	13742.89
Additions	0.00	0.00	794.76	0.00	1.43	110.84	0.00	907.03	30.50	937.53
Disposals	0.00	0.00	-37.12	0.00	-75.72	-94.57	0.00	-207.41	0.00	-207.41
Transfers *	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
At March 31, 2024	547.82	1862.18	11673.07	43.96	20.95	272.21	22.32	14442.51	30.50	14473.01
Depreciation	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
At April 01, 2022	0.00	372.05	3891.55	34.48	77.18	134.25	16.98	4526.50	0.00	4526.50
Charge for the year	0.00	58.44	359.71	2.53	3.62	20.40	1.95	446.65	0.00	446.65
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
At April 01, 2023	0.00	430.49	4251.26	37.01	80.80	154.65	18.93	4973.15	0.00	4973.15
Charge for the year	0.00	58.60	392.65	1.30	3.59	21.46	1.58	479.18	0.00	479.18
Disposals	0.00	0.00	-25.36	0.00	-72.09	-85.34	0.00	-182.79	0.00	-182.79
At March 31, 2024	0.00	489.09	4618.56	38.31	12.30	90.77	20.51	5269.54	0.00	5269.54
<b>Net carrying amount</b>										
At March 31, 2023	547.82	1431.69	6664.17	6.95	14.44	101.29	3.39	8769.74	0.00	8769.74
At March 31, 2024	547.82	1373.09	7054.52	5.65	8.65	181.44	1.80	9172.97	30.50	9203.47

**Riba Textiles Limited**

Notes to financial statements for the year ended March 31, 2024

**Note 3.2 : Intangible assets**

	(Amount in Lacs)		
	Trademarks	Right to use	Total
<b>Gross Block (At cost)</b>			
At April 01, 2022	-	-	-
Additions	-	-	-
Disposals	-	-	-
At April 01, 2023	-	-	-
Additions	-	-	-
Disposals	-	-	-
At March 31, 2024	-	-	-
<b>Amortization</b>			
At April 01, 2022	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
At April 01, 2023	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
At March 31, 2024	-	-	-
<b>Net carrying amount</b>			
At March 31, 2023	-	-	-
At March 31, 2024	-	-	-

**Riba Textiles Limited**

**Notes to Financial Statements for the year ended March 31, 2024**

(All amounts in Lacs.)

**4 INVESTMENTS**

Particulars		As at March 31, 2024	As at March 31, 2023
(A)	Investment in Unquoted Equity Shares:	-	-
(B)	Investment in Quoted Equity Shares:	-	-
(C)	Investment in Gold	-	-
(D)	Investment in Mutual Funds	-	-
<b>Total</b>		-	-
4.1	Non Current Investments	-	-
<b>Total</b>		-	-

**5 LOANS**

Particulars		As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered Good):			
(A)	Advances to Others	-	-
(B)	Security Deposits – Deposits (Advance recoverable in cash or kind or for value to be considered good)	188.82	188.82
(C)	Advance to Suppliers	-	-
<b>Total</b>		<b>188.82</b>	<b>188.82</b>
5.1	Non Current Loans	188.82	188.82
5.2	Current Loans & Advances	-	-
5.3	Deposits includes paid towards amenities i.e. Electricity, Telephone etc.		

**6 OTHER FINANCIAL ASSETS**

Particulars		As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)			
(A)	Balance With Revenue Authority	-	-
(B)	Capital Advances	253.28	53.52
(C)	Prepaid Expenses	-	-
<b>Total</b>		<b>253.28</b>	<b>53.52</b>
6.1	Other Non Current Financial Assets	253.28	53.52
6.2	Other Current Financial Assets	-	-
<b>Total</b>		<b>253.28</b>	<b>53.52</b>

**7 INVENTORIES**

Particulars		As at March 31, 2024	As at March 31, 2023
(Valued at lower of cost and net releasable value unless otherwise stated ((refer accounting policies)			
(A)	Raw materials	570.89	579.39
(B)	Work In Progress	1549.61	789.61
(C)	Finished goods	320.85	1076.46
(D)	Traded goods	-	-
(E)	Stores and spares	126.50	81.64
<b>Total</b>		<b>2567.85</b>	<b>2527.10</b>

**8 TRADE RECEIVABLES**

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
(A) Over Six Months	104.99	125.42
(B) Trade receivables- considered good		
(i) Export Receivables	4045.52	3718.66
(ii) Other Receivables	8.24	9.88
(C) Trade receivables- from related parties	-	-
<b>Total</b>	<b>4158.75</b>	<b>3853.94</b>

**Notes:**

- a) No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- b) Trade receivables are non-interest bearing and are of trade terms payable on invoicing.

**9 CASH AND CASH EQUIVALENTS**

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
(A) Current accounts	461.97	70.81
Deposit with Maturity of Less than 3 Months	-	-
(B) Cash on hand	8.32	19.77
<b>Sub Total (A)</b>	<b>470.29</b>	<b>90.58</b>

**10 OTHER BANK BALANCES**

Particulars	As at March 31, 2024	As at March 31, 2023
(A) Fixed deposits account with original maturity of more than three months but less than twelve months	6.73	3.00
<b>Sub Total (B)</b>	<b>6.73</b>	<b>- 3.00</b>
<b>Total (A+B)</b>	<b>477.02</b>	<b>93.58</b>

**11 OTHER CURRENT ASSETS**

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good)		
(A) Advances other than capital advances	2.50	2.91
(B) Advances for material and services	-	-
(C) Others	-	-
Balance with Statutory/ Government authorities:	1056.49	931.21
(D) Investment held for Sale	-	-
<b>Total</b>	<b>1058.99</b>	<b>934.12</b>
<b>11 Other Current Assets</b>	<b>1058.99</b>	<b>934.12</b>
<b>11 Investment held for Sale</b>		<b>-</b>

12 EQUITY

Particulars		As at March 31, 2024	As at March 31, 2023		
(A)	Equity share capital				
a)	Authorized (nos.) 15,000,000 (March 31, 2024 : 15,000,000) equity shares of Rs.10 each.	1500.00	1500.00		
		1500.00	1500.00		
	Issued, subscribed and fully paid-up (nos.) 96,52,870 (March 31, 2024 : 96,52,870) equity shares of Rs.10 each.	965.29	965.29		
		965.29	965.29		
b)	Reconciliation of the shares outstanding at the beginning and at the end of the year				
		March 31, 2024	March 31, 2023		
		No. of shares	Amount in Lacs	No. of shares	Amount in Lacs
	At the beginning of the year	9652870	965.29	9652870	965.29
	Issued during the year	-	-	-	-
	At the end of the year	9652870	965.29	9652870	965.29
c)	Terms/rights attached to equity shares During the year there was no fresh issue of equity shares, hence number of shares outstanding at the beginning of the year and end of the year are same. i.e. 9652870 equity shares of Rs. 10/- each The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.				
d)	Details of shareholders holding more than 5% shares in the Company is set out below (representing legal and beneficial ownership):				
	Name of Shareholders	March 31, 2024		March 31, 2023	
		No. of shares	% holding	No. of shares	% holding
	Equity Shares of Rs. 10 each fully paid				
(i)	Mrs. Asha Garg	2306723	23.90%	2306723	23.90%
(ii)	Mr. Amit Garg (Director)	992400	10.28%	992400	10.28%
(iii)	Mr. Nitin Garg (Director)	875485	9.07%	875485	9.07%
(iv)	M/s Ravi Promoters Private Limited	700000	7.25%	700000	7.25%
(v)	Mrs. Bhawna Garg	649095	6.72%	649095	6.72%

13 OTHER EQUITY

Particulars	As at March 31, 2024	As at March 31, 2023
a) Securities Premium	824.69	824.69
b) Share Forfeiture	137.83	137.83
c) Retained Earnings :		
Opening balance	6220.09	5479.84
Add: Net profit for the year	791.77	740.25
	7011.86	6220.09
Less: Earlier Year Taxes Paid (Tax on Regular Assessment)		
d) Surplus in the Statement of Profit & Loss Account	7011.86	6220.09
	7974.38	7182.62

Notes:

Retained Earning Represents the Company's undistributed earnings after taxes.



## 14 CURRENT FINANCIAL LIABILITIES

Particulars		As at March 31, 2024	As at March 31, 2023
(A)	<b>BORROWINGS</b>		
	<b>Secured:-</b>		
	Term Loan Indian rupee loan from banks	2024.24	2147.87
	Term Loan Indian rupee loan from Financial Institutions	50.00	0
	Loan repayable on Demand from banks	4230.22	3468.09
	<b>Unsecured:-</b>		
	Loan & Advances from Related Parties		
	- From Directors	463.66	463.66
	- From Others	-	-
	<b>Total</b>	<b>6768.12</b>	<b>6079.62</b>
14.1	Non Current Borrowing	2537.90	2611.53
14.2	Current Borrowing	4230.22	3468.09
	<b>Total Loans</b>	<b>6768.12</b>	<b>6079.62</b>
14.3	Term Loan from Banks & Financial Institutions have been obtained for Creation of Fixed Assets i.e. Building , Pland & Machinery, Vehicles and the same have been mortgaged.		
Particulars		As at March 31, 2024	As at March 31, 2023
	State Bank of India (Against Building and Plant & Machinery)	761.56	678.89
	State Bank of India (WCTL-ECLGS) sanction amount 8.85 crore)	245.73	535.00
	Kotak Mahindra Bank Ltd (WCTL-ECLGS)sanction Rs .91 crore	37.18	66.14
	Kotak Mahindra Bank Ltd (Against Building and Plant & Machinery)	940.89	852.52
	Yes Bank (against Altis-Toyota Car)	0.00	1.45
	Yes Bank (against innova -Toyota Car)	5.30	13.88
	HDFC (Against Tuscon-Hyundai)	33.58	-
	Mercedes-Benz Financial Services USA (Against Mercedes-Mercedes)	50.00	-
14.4	Working Capital Limits Sanctioned Rs 50 crore from which Rs 40 crore by State Bank of India(Rs 10 crore is sub limit FBD/FBP) & Rs 10 crore by Kotak Mahindra Bank Limited(All limit are interchangeable with FBD/FBP) are repayable on Demand from bank and are secured against hypothecation of inventories, book debts/ receivables, bills negotiation under ILC/FLC, against collateral security of land & Building of the unit in the name of Company and in the name of Directors and Relatives and personal Guarantee of directors. As per kotak bank exposure total term loan of Rs 14.91 has been reviewed with a capex LC sub limit of Rs 5.92 crore for purchasing of machinery, further other side SBI bank sanctioned and reviewed Term loan of Rs 14.10 crore including a fresh term loan of Rs 4.00 crore for purchasing of machinery. Rs.5.20 crore is Non fund based Derivative limit for forward sales Contracts (Rs 4.50 crore by SBI and Rs 0.70 crore by Kotak Mahindra Bank Limited) and Rs 0.91 crore by Kotak bank and Rs 8.85 crore by SBI sanction as WCTL under ECLGS-1 scheme in previous years which will be fully paid in next financial year 2024-25. Two New car loan of Rs 85 lac has been taken by company in this year.		
14.5	There is no breach of loan agreement		

## 15 INCOME TAX

Particulars		As at March 31, 2024	As at March 31, 2023
15.1	A Income tax expense in the statement of Profit and Loss Comprises:		
	Current Income tax Charge	186.40	169.88
	MAT credit (entitlement)/utilization	-	-
	Deffered Tax charge (Credit)	-	-
	Tax Relating to earlier years	8.93	4.45
	<b>Income tax expense reported in the statement of profit and loss</b>	<b>195.32</b>	<b>174.33</b>
	A Deffered Tax Liability (Net)		
	Opening Balance	158.49	98.99
	In Relation to property, Plant & Equipment	73.19	59.50
	B Provision for Income Tax	12.67	67.33
15.2	Deffered Tax Liability (Net)	231.68	158.49
15.3	Current Tax Liability	12.67	67.33

**16 OTHER LIABILITIES**

Particulars	As at March 31, 2024	As at March 31, 2023
A Payable for Capital Goods	-	-
B Advance from Customers	256.11	323.24
C Statutory Dues Payables	97.18	105.56
D Payables to Employees	69.39	73.48
E Other Payables	101.95	91.19
Total	<b>524.62</b>	<b>593.47</b>
16 Non Current Liabilities	-	-
16 Current Liabilities	524.62	593.47
Total	<b>524.62</b>	<b>593.47</b>
16 Statutory Dues Payables includes Statutory Dues such as TDS payable, Goods & Service tax payable & other Outstanding Liabilities		

**17 TRADE PAYABLES**

Particulars	As at March 31, 2024	As at March 31, 2023
A Sundry Creditors	1289.31	1236.02
Total	1289.31	<b>1236.02</b>

**18 PROVISIONS**

Particulars	As at March 31, 2024	As at March 31, 2023
A Provisions for Employee Benefits	142.12	138.00
Total	<b>142.12</b>	<b>138.00</b>

**19 REVENUE FROM OPERATION**

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Operation		
a) Sale of products	22075.19	21761.09
b) Sale of Services		
c) Other Operating Revenue	2614.24	2508.34
Total	<b>24689.43</b>	<b>24269.43</b>
19.1 Revenue are net of Goods & Service Tax (GST). Other operating revenue includes a major part are Rs 60881221 as duty drawback & Rs 179023559 as a export incentive under RoDTEP(Remission of Duties or Taxes on Export product scheme)& ROSCTL(Schemes for Rebate of State and Central taxes and Leveis on Export of Garments & Made up) scheme provided by Central government further Rs19338591 as a currency fluctuation gain against export sale and balance Rs 2181056 received against miscellaneous job work done by the company.		

## 20 OTHER INCOME

Particulars	As at March 31, 2024	As at March 31, 2023
A Interest received on financial assets carried at amortized cost:		
a) Bank deposits	2.07	4.00
b) Others	-	0.00
B Other non-operating income		
a) Profit/Loss hedging of USD (net)	16.78	5.61
b) Miscellaneous income (net)	8.58	3.09
c) Insurance Claim	3.79	0.85
<b>Total</b>	<b>31.22</b>	<b>13.54</b>

## 21 COST OF RAW MATERIAL CONSUMED

Particulars	As at March 31, 2024	As at March 31, 2023
Inventories at the beginning of the year	579.39	661.22
Add: Purchases	14610.28	14954.58
Less: Inventories at the end of the year	570.89	579.39
<b>Total</b>	<b>14618.77</b>	<b>15036.41</b>

## 22 PURCHASE OF TRADED GOODS

Particulars	As at March 31, 2024	As at March 31, 2023
Terry Towels & Allieds	908.92	835.97
<b>Total</b>	<b>908.92</b>	<b>835.97</b>

## 23 CHANGE IN INVENTORIES OF FINISHED GOODS, BY-PRODUCTS AND TRADED GOODS

Particulars	As at March 31, 2024	As at March 31, 2023
Inventories at the end of the year		
Finished goods	320.85	1076.47
Traded goods	-	-
Goods Work in Progress	1549.61	789.60
	<u>1870.46</u>	<u>1866.07</u>
Inventories at the beginning of the year		
Finished goods	1076.47	876.03
Traded goods	-	-
Goods Work in Progress	789.61	966.37
	<u>1866.07</u>	<u>1842.39</u>
Change in inventories of finished goods, by-products and traded goods { (Increase)/ Decrease }	<b>-4.39</b>	<b>-23.68</b>

## 24 EMPLOYEE BENEFIT EXPENSES

Particulars	As at March 31, 2024	As at March 31, 2023
Salaries, wages, bonus, commission and other benefits	1013.03	931.36
Contribution towards provident fund, ESI and other funds	28.45	31.56
Gratuity expense	0.70	18.54
<b>Total</b>	<b>1042.18</b>	<b>981.46</b>

**25 DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation of tangible assets (refer note no. 3.1)	479.18	446.65
	-	-
<b>Total</b>	<b>479.18</b>	<b>446.65</b>

**26 FINANCE COSTS**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Interest expenses</b>		
- On borrowings	384.90	338.55
- Others	1.56	1.67
Bank and other finance cost charges	78.43	109.16
<b>Total</b>	<b>464.89</b>	<b>449.38</b>

**27 OTHER EXPENSES**

Particulars	As at March 31, 2024	As at March 31, 2023
Consumption of stores and Packing Material	1175.27	1246.62
Electricity and Fuel-Diesel etc.	1234.92	1166.15
Rent	42.72	40.14
Repairs and maintenance:		
Plant and machinery	27.40	10.15
Building	29.88	39.21
Others	1.26	1.07
Rates and taxes	33.51	55.54
Insurance	45.23	42.65
Embroidery,Stiching,Packing etc.	1290.42	1093.02
Import Expenses	11.06	9.96
Loss on sale/ discard of fixed assets (net)	1.33	-
Freight & Shipping Expenses	606.45	484.77
Telephone Expense	5.25	5.03
Auditors Remuneration	1.50	1.50
Legal and professional	28.96	21.23
General Expenses	36.81	39.16
Directors /relative remuneration	503.68	503.68
Security Expenses	39.02	37.64
Travelling Expense	70.55	67.65
Conveyance expenses	0.84	1.26
Sales Promotion	218.47	116.81
Vehicle/Genet Running Exp.	32.80	29.59
Testing & inspection charges	34.13	22.69
Advertisement Expense	15.67	15.73
Postage & Courier	71.76	56.75
Export Commission	571.26	452.68
Printing & Stationary	4.18	3.78
Bad Debts Written off	0.00	0.00
Contribution towards Corporate social responsibility (CSR)	16.50	18.21
Round Off	0.0020	-0.0028
<b>Total</b>	<b>6150.82</b>	<b>5582.69</b>

Particulars		As at March 31, 2024	As at March 31, 2023
28	Estimated amount of contracts remaining to be executed on Capital Account not provided for (Net of Advance)	Nil	Nil
29	Contingent Liabilities	Nil	Nil
A	Contingent liabilities (to the extent not provided for)		
	Demand for the AY 2017-18 (Under Haryana VAT Act) (Matter under appeal)	9.59	9.59
	Demand for the AY 2019-20 (Under Income Tax Act) (Matter under appeal)	11.43	11.43
	Demand for FY 2019-20 (Under Goods & Service Tax) (Matter under appeal)	122.07	122.07
	Total	143.09	143.09
30	<b>Auditors Remuneration :</b>		
	Audit Fees	1.50	1.50
31	<b>Segment Reporting</b> The Company business activity falls within single operating segment which is the manufacturing of Terry Towels, Bath Mats & other Textiles Items and operates in a single business segment based on the nature of the products, the risk and returns, organization structure and the internal financial reporting systems. Therefore, there is no reportable segment for the company as per the requirement of IND AS 108 "Operating Segments"		
	<b>Geographical Information</b> The "Geographical Segments" comprises of domestic segment which includes sales to customers located in India and the overseas segment include to customers located outside India..		
	<b>Geographical Revenue</b>		
		March 31, 2024	March 31, 2023
	Revenue - Within India	2858.50	2758.01
	Revenue - Others Outside India	21830.93	21477.72

Particulars		As at March 31, 2024	As at March 31, 2023
32	<b>Value of Imports on CIF Basis</b>		
	Raw Material	60.14	31.13
	Spare Parts and Consumables	15.36	22.77
	Capital Goods	495.46	0.00
33	<b>Expenditure in Foreign Currency</b>		
	Towards Exhibition & Fair	72.80	65.75
	Towards Travelling	29.78	34.40
	Towards Others	333.90	310.57
34	<b>Earning in Foreign Currency</b>	20823.50	21311.09
35	<b>Related Party Disclosure:</b> During the year, the Company entered into transactions with the related parties. Those transactions along with related balances as at 31st March, 2024 and for the year ended are presented in the following table. (The information is given as compiled and certified by the management).		
	<b>Associates Concerns</b>		
	S.n.	Name	
	1.	Ravi Promoters Pvt Ltd	
	2	Riba Overseas	

**Directors/Key Management Personnel:**

Sr.no.	Name
1.	Asha Garg W/o Late Sh. Ravinder Garg
2.	Amit Garg
3.	Nitin Garg
4.	Parveen Kumar Goyal
5.	Navnish Mittal
6.	Shyam Sunder Miglani
7.	Rajnish Mittal
8.	Neha Dubey

(Amount in Lacs.)

36 Basic and Diluted Earnings per Share ["EPS"] computed in accordance with Ind AS 33 'Earnings per Share'

37	<b>Approval of financial statements:</b>	
	The financial statements were approved for issue by the Board of Directors on 29.05.2024	
38	Figures in brackets in these notes are in respect of previous year.	

As per our report of even date  
**For Ashwani K Sindwani & Co.**  
 Firm Regn No. : 021529N  
 Chartered Accountants  
 Sd/-  
 Ashwani K Sindwani  
 Partner  
 M. No.: 506380- UDIN: 24506380BKCAZY1383

Place : Panipat  
Date : May 29, 2024

For and on behalf of Board of Directors  
Riba Textiles Limited  
Sd/-  
Asha Garg  
(Chairperson)  
DIN No: 06987609  
Place : Panipat

Sd/-  
Rajnish Mittal  
(CFO)  
PAN : AQNPM3646B  
Place : Panipat

Sd/-  
Nitin Garg  
Whole-time Director)  
DIN No: 00202179  
Place : Panipat

Sd/-  
Neha Dubey  
(Company Secretary)  
M. No.: A46655

# riba

## TEXTILES LIMITED

Contact Us:

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**Tel:-** 91-180-4002429

Works

**Riba Textiles Limited**

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Tehsil Gohana,  
Distt. Sonapat (Haryana)

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