



Riba Textiles Limited

(GOVT. RECOGNISED EXPORT HOUSE)

REGD. OFFICE : DD-14, NEHRU ENCLAVE,
OPP. KALKAJI POST OFFICE, NEW DELHI-110019

TELEPHONE : (011) 26236986

FAX : (011) 26465227

CIN NO. : L18101DL1989PLC034528

Date: 04.10.2018

To,
Corporate Relation Department
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai -400001

BSE Code: 531952/Equity

Sub: Submission of Annual Report of the Company for the Financial Year 2017-18.

Dear Sir(s)

Pursuant to regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2017-18.

This is for your information and record.

Thanking You,

Yours Faithfully,
For **Riba Textiles Limited**


Neha Dubey
Company Secretary

Encl. a/a

Riba

TEXTILES LIMITED

30TH ANNUAL REPORT

2017-18

**RIBA TEXTILES LIMITED
(L18101DL1989PLC034528)**

DIRECTORS

| | | |
|--------------------|---|--------------------------------|
| Mr. Ravinder Garg | : | Chairman & Whole Time Director |
| Mr. Amit Garg | : | Managing Director |
| Mr. Nitin Garg | : | Whole Time Director |
| Mrs. Asha Garg | : | Executive Director |
| Mr. P.S. Paliwal | : | Independent Director |
| Mr. Randhir Singh | : | Independent Director |
| Mr. Navnish Mittal | : | Independent Director |
| Mr. Suraj Mal | : | 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.

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

SECRETARIAL AUDITORS

Shabnam Kapoor & Co.,
Company Secretaries
Bungalow Plot no.-3/1, Second Floor,
Pandav Nagar, Gali Shaanti Medical Centre,
Opp. Mother Dairy Plant, Delhi- 110092.

SCRUTINIZER

Deepak Kapoor & Co.
(Chartered Accountants)
750, New Housing Board Colony, Sec - 13
Ext., Karnal - 132001.

BANKER

State Bank of India
Nehru Place,
New Delhi.

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- 131001.
Haryana.

AGM-2018

| | | |
|-------|---|--|
| DATE | : | 28 th September 2018 |
| DAY | : | Friday |
| TIME | : | 11.00 A.M. |
| VENUE | : | DD-14, Nehru Enclave, opp. Kalka Ji post office, New Delhi-110019. |

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 26236986, Fax No.: +91 11 26465227

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of Riba Textiles Limited ("the Company") will be held on Friday, the 28th day of September, 2018 at 11:00 AM at the registered office of the Company at DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019 to transact the following Businesses:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018 ALONG WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON.**
2. **TO APPOINT A DIRECTOR IN PLACE OF MR. AMIT GARG (DIN- 00202171), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amit Garg (DIN- 00202171), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to the approval of Registrar of Companies, Delhi & Haryana, consent of the members of the company by way of Special Resolution be and is hereby accorded to adopt new Format of Memorandum of Association of the Company to make it in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

4. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to approval of the Registrar of Companies, Delhi & Haryana, consent of the members of the Company be and is hereby accorded, by way of Special Resolution to alter the regulations contained in the existing Articles of Association of the Company and adopt new set of Articles of Association in place thereof, to make it in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

5. **REVISION IN THE TERMS OF REMUNERATION OF MR. RAVINDER GARG-WHOLE-TIME DIRECTOR:**

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

"RESOLVED THAT in partial modification of earlier resolution passed by the shareholders in this regard on 29th September, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration of Mr. Ravinder Garg, Whole-time Director and Executive Chairman (DIN: 00202164) for the remaining period of current tenure as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company :

Salary

Salary – Rs. 10,00,000/- per month (Ten Lac only).

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 year, during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Ravinder Garg, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Ravinder Garg.

Other Terms and conditions of the appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

6. **REVISION IN THE TERMS OF REMUNERATION OF MR. AMIT GARG -MANAGING DIRECTOR:**

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

"RESOLVED THAT in partial modification of earlier resolution passed by the shareholders in this regard on 29th September, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules

made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration of Mr. Amit Garg, Managing Director (DIN: 00202171) for the remaining period of current tenure as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company :

Salary

Salary – Rs. 10,00,000/- per month (Ten Lac only)

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 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 be and is hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Amit Garg.

Other Terms and conditions of the appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT Mr. Nitin Garg [DIN: 00202179], Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

7. REVISION IN THE TERMS OF REMUNERATION OF MR. NITIN GARG-WHOLE-TIME DIRECTOR:

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

“RESOLVED THAT in partial modification of earlier resolution passed by the shareholders in this regard on 29th September , 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration of Mr. Nitin Garg, Whole-time Director (DIN: 00202179) for the remaining period of current tenure as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company :

Salary

Salary – Rs. 10, 00,000/- per month (Ten Lac only).

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 year, during the tenure of his office, the remuneration as set out in the resolution, shall be paid and allowed to Mr. Nitin Garg, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/ remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Nitin Garg.

Other Terms and conditions of the appointment and remuneration shall remain the same.

RESOLVED FURTHER THAT Mr. Amit Garg [DIN: 00202171], Managing Director of the Company be and is hereby authorized to affix his Digital Signature and File necessary e-forms with the Registrar of Companies, Delhi & Haryana and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

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

Place : Panipat
Date : 13.08.2018

Sd/-
Ravinder Garg
Chairman & Whole-time Director
DIN: 00202164

Notes:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business mentioned in the notice, are annexed hereto.
2. Members are requested to bring their copy of Annual Report to the Meeting.
3. **Pursuant to the provision of Section 139 of the Companies Act, 2013, the Statutory Auditors of the Company M/s Ashwani K. Sindwani & Co., Chartered Accountants was appointed as Statutory Auditors of the Company in the 29th Annual General Meeting of the Company held on 29th September, 2017 to hold office from the date of 29th Annual General Meeting to 34th Annual General Meeting of the Company subject to ratification of their appointment at every Annual General Meeting. Meanwhile, the Companies Act, 2013 get amended by Companies (Amendment) Act, 2017 and the requirement to ratify the Statutory Auditors at every AGM held after its Appointment stands omitted with effect from May 07, 2018. Therefore, the Statutory Auditors shall hold office till 34th Annual General Meeting of the Company without any further ratification.**
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company duly completed and signed, not less than 48 hours before the commencement time of the meeting. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total paid up share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person. Proxies submitted on behalf of the Companies, Societies, etc must be supported by an appropriate resolution / authority as applicable.
5. In furtherance of Go Green Initiative of the Government the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.
6. Physical copy of Annual Report for 2017-18, the Notice of 30th Annual General Meeting of the Company along with attendance slip and proxy form are being sent to those members who have not registered their e-mail addresses with the Company / Depository Participants. The Annual Report for 2017-18, the Notice of 30th Annual General Meeting will also be available on the Company's website www.ribatextiles.com.
7. All alterations made in the Form of Proxy should be duly initialed.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
9. Particulars of directors proposed to be appointed/re-appointed, as required under Listing Regulations is annexed hereto as Annexure A.
10. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company at DD-14, Nehru Enclave, Opp. Kalka Ji, Post Office, New Delhi-110019, on all working days except Sundays during 11:00 AM to 01:00 PM up to the date of the Meeting and also at the venue of the meeting.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **22nd September, 2018 to 28th September 2018 (both days inclusive)**.
12. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Members who hold shares in physical form are requested to bring their folio numbers for easy identification of attendance at the meeting.
13. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

14. Members are requested to notify immediately change in their address, if any, to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. M/S Beetal Financial & Computer Services (P) Ltd. 3rd Floor, 99 Mandangir Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062 PH: 29961280, 29961281, 29961282, Fax: 29961284, in case of their shareholding in physical form, by mentioning their folio nos. etc..
15. SEBI vide its Circular No. MRD/Dop/Cir-05/2009 dated 20th May 2009 has made it mandatory to submit PAN for registration of physical share transfer requests. Members holding shares in electronic form are, therefore, requested to submit a copy of their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents Beetal Financial & Computer Services (P) Ltd.
16. SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 and BSE vide its Circular No. list/comp/15/2018-19 dated 5th July, 2018 mandated that after 5th December, 2018, requests for transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. You are requested to dematerialize your shares at the earliest possible date but not later than 5th December, 2018. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE811H01017. In order to give effect to above amendment, you are requested to dematerialise your securities, as the Company shall not be able to entertain any request for transfer of securities in physical form after 5th December, 2018. For the purpose of dematerialization, you are requested to contact your Depository Participant (DP) with whom you have opened your Demat Account. In case you have not yet opened your Demat Account, you are requested to open a Demat Account with any one of the DP of your local area and dematerialize the shares held by you in Physical form.
17. Members seeking further information about the Accounts/Working of the Company are requested to write to the Company at its registered office, at least 7 days in advance of the meeting, to enable the Directors to keep the information ready. They may also email their queries at company.affairs@ribatextiles.com.
18. The Company has already joined the Depository System and the ISIN for the equity shares of the Company is INE811H01017. Members holding shares in physical mode are requested to convert their holdings into Dematerialized mode, for easy transferability of shares.
19. Non-Resident Indian Members are requested to inform M/S Beetal Financial & Computer Services (P) Ltd immediately of any change in their residential status on return to India for permanent settlement.
20. The Shareholders needs to furnish the printed attendance slip along with a valid identity proof such as the PAN Card, Passport, AADHAAR Card or driving license to enter the AGM hall.
21. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
22. Members are advised to make nomination in respect of their shareholding. Shareholders desirous of making nominations are requested to send their request to the Registrar and Transfer Agent, M/S Beetal Financial & Computer Services (P) Ltd.
23. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, members are requested to register their e-mail addresses with M/S Beetal Financial & Computer Services (P) Ltd if shares are held in physical mode or with their DP, if the holding is in electronic mode. In case a member holding shares in Dematerialized mode, want to obtain the copy of Annual Report in physical mode, he is requested to request the Company or R&TA in writing, for the same.
24. In terms of and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation

44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with Central Depository (Services) India Limited (CDSL) to facilitate remote e-voting. The remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot polling paper.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **21st September, 2018**.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. **21st September, 2018** only shall be entitled to avail the facility of remote e-voting/ voting through ballot or poling paper at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on, **September 25, 2018 at 10.00A.M. And ends on, September, 27, 2018 and 5.00 P.M.** During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September, 21, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date may also attend the meeting but would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the **Riba Textiles Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 should be mailed to 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **September, 21, 2018** may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section call CDSL on helpdesk phone number 18002005533 or write an email to helpdesk.evoting@cdslindia.com.

- You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- **Poll Process at AGM**

The voting on the agenda items shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting. Ballot Papers will be issued immediately after an announcement in this regard by the Chairman of the meeting and will continue up to 12 Noon or such extended time as may be fixed by the Company.

The number of votes will be equivalent to the number of shares held by them as on the Cut-Off Date i.e. **September 21, 2018**.

- **Mr. Deepak Kapoor, a Chartered Accountant (Membership No. 507974)** 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 Results shall be declared on and after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ribatextiles.com and on the website of CDSL within 24 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 3

As the members are aware, Alteration of Memorandum of Association is necessary to bring it in line with newly notified Companies Act, 2013. According to the new act, the companies can now have only Main business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is mandatory to alter and adopt the new Format of Memorandum of Association as per the Companies Act, 2013.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

ITEM NO. 4

As the members are aware, the existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Act.

So, with the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a new set of Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the models Articles of Association for a Company limited by shares.

A copy of the proposed set of new articles of Associations of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the Annual General meeting.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members

ITEM NO. 5

At the AGM held on 29th September, 2017, Mr. Ravinder Garg (DIN: 00202164) was re-appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 1st January, 2018.

However, Keeping in view the Industry benchmark and the role and responsibilities shouldered by Mr. Ravinder Garg, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August 2018, 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. Ravinder Garg, whole time Director of the Company, as approved at the AGM of the Company held on 29th September 2017, remain unchanged.

In compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Act, revised terms of remuneration of Mr. Ravinder Garg are now being placed before the Members for their approval.

Mr. Ravinder Garg himself and Mr. Amit Garg, Mr. Nitin Garg, Mrs. Asha Garg being relative may be considered to be interested in the aforesaid resolution, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee is given in Annexure A to this notice.

The Board recommends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company

ITEM NO. 6

At the AGM held on 29th September, 2017, Mr. Amit Garg (DIN: 00202171) was re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st January, 2018.

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 13th August 2018, 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 29th September, 2017, 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.

Mr. Amit Garg himself and Mr. Ravinder Garg, Mr. Nitin Garg, Mrs. Asha Garg being relative may be considered to be interested in the aforesaid resolution, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee is given in Annexure A to this notice.

The Board recommends the Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company

ITEM NO. 7

At the AGM held on 29th September, 2017, Mr. Nitin Garg (DIN: 00202179) was re-appointed as Whole-time Director of the Company for a period of 3 years w.e.f. 1st January, 2018.

However, 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 nomination

and remuneration Committee, at their meeting held on 13th August 2018, 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. Nitin Garg, whole time Director of the Company, as approved at the AGM of the Company held on 29th September, 2017, 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. Nitin Garg are now being placed before the Members for their approval.

Mr. Nitin Garg himself and Mr. Ravinder Garg, Mr. Amit Garg, Mrs. Asha Garg being relative may be considered to be interested in the aforesaid resolution, none of other the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.7 of the accompanying Notice.

The additional information as per Schedule V of the Companies Act, 2013 with respect to the Company and the Appointee is given in Annexure A to this notice.

The Board recommends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

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

Place : Panipat
Date :13.08.2018

Sd/-
Ravinder Garg
Chairman & Whole-time Director
DIN: 00202164

“ANNEXURE A TO THE NOTICE”

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (‘ICSI’), INFORMATION IN RESPECT OF THE DIRECTORS WHOSE REMUNERATION IS BEING INCREASED AT THE AGM, IS PROVIDED HEREIN BELOW:

EXECUTIVE DIRECTORS

| Director’s Name | Mr. Amit Garg | Mr. Ravinder Garg | Mr. Nitin Garg |
|---|---|---|---|
| DIN | 00202171 | 00202164 | 00202179 |
| Date of Birth | 30.08.1966 | 02.09.1943 | 07.07.1971 |
| Date of Appointment on the Board | 01.12.1994 | 13.03.1989 | 01.12.1994 |
| Category of the Director | Executive, Promoter | Executive, Promoter | Executive, Promoter |
| Qualifications | MBA from Melbourne University Australia | Bachelor of Art | B. Com. Diploma in Marketing |
| Date of Appointment on the Board (Current term) | 13.08.2018 | 11.08.2017 | 11.08.2017 |
| Name of other Companies in which he holds Directorships | None | <ul style="list-style-type: none"> • Ravi Promoters Pvt. Ltd. | <ul style="list-style-type: none"> • Ravi Promoters Pvt. Ltd |
| Name of the committees of Companies in which he holds memberships | None | <p>Riba Textiles Ltd.</p> <ul style="list-style-type: none"> • Stakeholders’ Relationship Committee | None |
| Shareholding in the Company | 992400 Equity Shares | 5,58,292 Equity Shares | 817953 Equity Shares |
| Salary -last drawn | Rs. 7,00,000/- per month | Rs. 7,00,000/- per month | Rs. 7,00,000/- per month |

“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:**

| Particulars | (Rs. in Lacs) | |
|--|---------------|-----------|
| | 2017-18 | 2016-17 |
| Revenue from Operation | 14,816.33 | 11,179.04 |
| Other Income | 419.19 | 217.66 |
| Gross Receipts | 15,235.52 | 11,396.70 |
| Finance cost | 459.05 | 134.81 |
| Depreciation | 472.00 | 273.74 |
| Profit before Tax | 668.96 | 565.06 |
| Tax Expenses | 139.08 | 135.77 |
| Profit after Tax | 529.88 | 429.29 |
| Comprehensive Income | - | - |
| Total Comprehensive Income | 529.88 | 429.29 |
| Paid up Equity Share Capital | 965.29 | 965.29 |
| Reserves excluding revaluation reserve | 3870.46 | 3340.57 |
| Earnings per share | 5.49 | 4.45 |

- 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. Mr. Ravinder Garg –Whole-time Director

i. Background Details:

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

ii. Past Remuneration:

2016 – 2017 : Rs. 42, 00,000
2017 – 2018 : Rs. 63, 00,000

iii. Recognition or Awards: NIL.

iv. Job Profile and his Suitability:

Mr. Ravinder Garg aged about 75 years has been associated with the Company as a promoter director since 13.03.1989 and has been instrumental and the guiding force behind the success of the Company and bringing the Company to the present level. He has excellent grasp and thorough knowledge and experience of Textile Industry. 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 for smooth and efficient running of the business, Mr. Ravinder Garg is the most suitable person for the position of Whole-time 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 and responsibilities being shouldered Mr. Ravinder 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:

Mr. Ravinder Garg belongs to promoter group and holds 5,58,292 equity shares of the Company. Further administrative office of the Company is situated in premise owned by Mr. Ravinder Garg, for which monthly rental of Rs. 12,500/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Ravinder Garg is husband of Mrs. Asha Garg, and father of Mr. Nitin Garg and Mr. Amit Garg.

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:

| | | |
|-------------|---|----------------|
| 2016 – 2017 | : | Rs. 42, 00,000 |
| 2017 – 2018 | : | Rs. 63, 00,000 |

iii. Recognition or Awards: NIL

iv. Job Profile and his Suitability:

Mr. Amit Garg aged about 52 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 eleven 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. 50,000/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Amit Garg is son of Mr. Ravinder Garg, the Whole-time Director and Mrs. Asha Garg, 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:

| | | |
|-------------|---|----------------|
| 2016 – 2017 | : | Rs. 42, 00,000 |
| 2017 – 2018 | : | Rs. 63, 00,000 |

iii. Recognition or Awards: NIL.

iv. Job Profile and his Suitability:

Mr. Nitin Garg aged about 47 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 and responsibility being shouldered by Mr. Nitin 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:

Mr. Nitin Garg belongs to promoter group and holds 817953 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. 50,000/-is being paid to him. He has no other pecuniary relationship with the Company. Mr. Nitin Garg is son of Mr. Ravinder Garg, the Whole-time Director and Mrs. Asha Garg, Director and brother of Mr. Amit Garg, Whole-time 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 2017-18.

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

Sd/-

Ravinder Garg

Place : Panipat

Date : 13.08.2018

Chairman & Whole-time Director
DIN: 00202164

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholder,

Your Directors have pleasure in presenting the 30th Annual Report and the audited financial statements of your company for the year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS:

Rs. In Lacs

| Particulars | 2017-18 | 2016-17 |
|--|------------------|------------------|
| Revenue from Operation | 14,816.33 | 11,179.04 |
| Other Income | 419.19 | 217.66 |
| Gross Receipts | 15,235.52 | 11,396.70 |
| Finance cost | 459.05 | 134.81 |
| Depreciation | 472.00 | 273.74 |
| Profit before Tax | 668.96 | 565.06 |
| Tax Expenses | 139.08 | 135.77 |
| Profit after Tax | 529.88 | 429.29 |
| Comprehensive Income | - | - |
| Total Comprehensive Income | 529.88 | 429.29 |
| Paid up Equity Share Capital | 965.29 | 965.29 |
| Reserves excluding revaluation reserve | 3870.46 | 3340.57 |
| Earnings per share | 5.49 | 4.45 |

OVERVIEW AND STATE OF THE COMPANY'S AFFAIRS:

Despite changes in global and domestic market dynamics your Company managed to maintain its level of turnover and achieved revenue from operation of Rs. 14816.33 lacs as compared to Rs. 11,179.04 lacs in the previous financial year. The company has earned a net profit of Rs. 529.88 lacs as against net profit of Rs. 429.29 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

Keeping in view the future up gradation and expansion, your director are not able to recommend any dividend for the year under review.

DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

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, 2018, the Company had no outstanding convertible instruments.

RESERVE

During the year under review, the Company has transferred Rs. 529.88 (in lacs) to General Reserve.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors consists of 8 members, comprising of four independent directors and four promoter directors. During the Year under review, no changes have taken place in the Directors and Key Managerial Personnel.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

As per the provisions of Section 152(6) of the Companies Act, 2013, Mr. Amit Garg (DIN:00202171) Managing Director retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for reappointment.

Mr. Ravinder Garg (DIN No. 00202164), Whole-time Director, Mr. Amit Garg (DIN No. 00202171), Managing Director and Mr. Nitin Garg (DIN No. 00202179), Mrs. Asha Garg (DIN: 06987609), Mr. Rajnish Mittal, Chief Financial Officer and Ms. Neha Dubey, Company Secretary, are the Key Managerial Personnel of the Company.

NUMBER OF BOARD MEETING

The Board of Directors met 04 (Four) 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, 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 and that the Independent Directors were fully satisfied in this regard.

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.

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 programme are explained in the Corporate Governance Report.

AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

None of the criterion mentioned in Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility applied to the Company during the financial year under review.

PARTICULARS OF EMPLOYEES

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.

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 2017-18:

| Sl No. | Name | Nature of Directorship | Ratio |
|--------|------------------|-------------------------------|-------|
| 1 | Mr. RavinderGarg | Chairman& Whole-time Director | 29.17 |
| 2 | Mr. Amit Garg | Managing Director | 29.17 |
| 3 | Mr. NitinGarg | Whole-time Director | 29.17 |
| 4 | Mrs. Asha Garg | Executive Director | 4.17 |

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2017-18:

| Sl No. | Name | Nature of Directorship | % Increase |
|--------|--------------------|-------------------------------|------------|
| 1 | Mr. RavinderGarg | Chairman& Whole-time Director | 50% |
| 2 | Mr. Amit Garg | Managing Director | 50% |
| 3 | Mr. NitinGarg | Whole-time Director | 50% |
| 4 | Mr. Rajnish Mittal | CFO | 25.32% |
| 5 | Ms. NehaDubey | CS | Nil |

- (iii) The percentage increase in the median remuneration of employees in the financial year: 8.10%
- (iv) The number of permanent employees on the rolls of Company: 292 as on 31st March, 2018.
- (v) The explanation on the relationship between average increase in remuneration and Company performance:

The Turnover for the financial year ended 31st March, 2018 increased by 32.54 % whereas the increase in median remuneration was 8.10%. 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, 2018 increased by 32.54% whereas there increase in remuneration of Key Managerial Personnel was 25.32%. The increase in remuneration was in line with industry benchmark and performance of the Company.

(vii) 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.-**

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 8.10% and its comparison with the percentile increase in the managerial remuneration was 6.29% and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **No increase has been made during the year under report**

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

Same as mentioned in Para (vi) above.

(ix) The key parameters for any variable component of remuneration availed by the Directors: **There was no variable component paid to the Managing Director.**

(x) 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.**

(xi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: **Yes**

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.

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.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The details of the transactions with Related Parties to be provided in Form AOC-2 are annexed herewith as **Annexure-II**. Members can refer to Note to the Financial Statements which set out related party disclosures. There are no material transactions with any related party as defined under Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. The Audit Committee of the Company has approved all related party transactions.

The policy on Related Party Transactions as approved by the Audit Committee and the Board is available on your Company's website.

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.

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 III**, 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.

DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134(3)(c) of the Companies Act, 2013 "the Act", your Directors subscribe to the "Directors' Responsibility Statement" and confirm that:

- a) In the preparation of the annual accounts, applicable accounting standards have been followed along with proper explanations relating to material departures; if any
- b) The accounting policies selected have been applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2018 and of the profit of your company for that period;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your company for preventing and detecting fraud and other irregularities;
- d) The annual accounts of your Company have been prepared on a going concern basis;
- e) Your Company had laid down internal financial controls and that such internal financial controls are adequate and were operating effectively;
- f) Your Company has devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-IV** to this Report and is available at Company's Website www.ribatextiles.com.

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.

DEPOSITS

During the year under review, your Company has not accepted any deposits falling under section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) 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 292 people across all the locations.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There has been no material changes and commitments, 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

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.

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 Risk Management Committee reviews the identified Risks and its mitigation measures annually.

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

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 2017-18 has been paid to the Stock Exchange.

SECRETARIAL AUDIT

Shabnam Kapoor & Co., Company Secretaries in Practice have been appointed by the Board as Secretarial Auditor to undertake Secretarial Audit of the Company, pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

The Secretarial Audit Report is annexed herewith as **Annexure-V**.

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 twenty ninth annual general meeting (AGM) of the Company till the conclusion of the twenty ninth AGM to be held in the year 2022.

AUDITORS' REPORT

The auditors' report does not contain any qualifications, reservations or adverse remarks.

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 (other than those which are reportable to the Central Government) were reported by auditors under sub-section (12) of Section 143 of the Companies Act, 2013.

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 10th November, 2017 to conduct the internal audit for the period ended 31st March, 2018. The Internal Audit Reports received from the Internal Auditors were reviewed by the Audit Committee from time to time.

ACKNOWLEDGEMENTS

The directors thank the 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.

| | |
|--|--|
| <p>Place : Panipat Date : 29.05.2018</p> | <p>For and on behalf of the Board of Directors Riba Textiles Limited</p> <p>Sd/- Ravinder Garg Chairman and whole-time Director DIN 00202164</p> |
|--|--|

ANNEXURE TO THE DIRECTORS' REPORT 2017-18

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:**

- Installation of 2 new silent genset 650 KVA to reducing the energy consumption.
- New technology dyeing machine are installed to reduce the electricity consumption
- One Automatic Voltage Controller (2250KVA) is installed to reduce the energy consumption.
- New technology Rewinding Machines and Winding machines are installed to conserve the energy consumption.
- In the new building & open areas all LED lights are being used.
- LED lights being installed in the rest of the plant in a phased manner to conserve electricity.
- New energy efficient machine is under installation to reduce energy requirement in dyeing of towels.

(B) Additional Investment and Proposals, 'if any', being implemented for reduction in consumption of energy:**1. Installed new machines for better process and low specific energy consumption**

- 2 new air jet looms to be installed to increase production with minimum energy requirement per kg of production
- New Shearing machine to be installed to increase the work efficiency.
- New Airo machine to be installed.
- New Technology Fabric dyeing machine to be installed to increase the work efficiency of dyeing work.
- Semi Automatic Cross Cutting machine to be installed.
- Two for One Twisting Machine to be installed.
- One new Winding Machine to be installed.
- New hot water tank to be installed to conserve the more water to increase the work efficiency.
- New Trollies will be installed for increase the work efficiency.
- One new technology boiler to be installed to increase the efficiency of work.

(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 2017-18 | (Amount in Lacs) Previous Year 2016-17 |
|---------------------------|-------------------------|--|
| Foreign Exchange earnings | 13569.28 | 9914.83 |
| Foreign Exchange outgoing | 339.78 | 410.00 |

FORM - A

| Disclosure of particulars with respect to conservation of energy | | | 2017-18 | 2016-17 |
|--|--|--------------------------------------|----------|---------|
| A) | Power & Fuel Consumption: | | | |
| | 1 | Electricity | | |
| | a. | Purchased | | |
| | | Unit: ('000 KWH) | 13919628 | 9115376 |
| | | Total Amount (Rs. In lacs) | 1041.46 | 730.90 |
| | | Rate / per unit(KWH) | 7.48 | 8.02 |
| | b. | Own Generation | | |
| | | (i) | | |
| | | Unit: ('000 KWH) | 630783 | 442051 |
| | | Total Amount (Rs. In lacs) | 91.05 | 55.15 |
| | | Rate / per unit(KWH) | 14.43 | 12.47 |
| | | (ii) Through steam turbine/generator | - | - |
| | 2 | Coal | | |
| | | Quantity: (MT) | 4033.42 | 2490.98 |
| | | Total Amount (Rs. In lacs) | 331.35 | 218.50 |
| | | Rate / per MT | 8215.00 | 7429.35 |
| | 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 : | 2.81 | 2.92 |
| | | Towel Unit kwh/kg : | 2.63 | 2.74 |
| | 2 | Coal | | |
| | | Yarn processing Unit /kg : | 6.73 | 6.90 |
| | 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. | | | | |

Form – B

Annexure I

**Disclosure of particulars with respect to technology absorption etc.:
Research and Development (R&D)**

1. Specific Areas in which R&D has been

-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:

1. New Sewing Machines are installed to increase the work efficiency..
2. Dyeing machines (10kg & 500kg) are installed to improve the dyeing work efficiency.
3. Fabric dyeing machine (2100kilo) has been installed for increasing dyeing quality and capacity.
4. Knotting warp tying machine has been installed for conserve the energy.
5. Rewinding machine (96 spindles & 24 spindles) and winding machines (24 spindles & 96 spindles) are installed to increase the work efficiency.
6. Semi-Automatic Cross cutting machine are installed to increase the work efficiency.
7. Water tank help to reserve the water.

B. Impact of above measures:

- Energy Saving
- Increase in Market Share
- New Customers Developed
- New Product Developed

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 arms 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 |
|--|---|---|---|--|--|----------------------------------|----------------------------------|---|
| No contracts or arrangements or transactions has been entered by the Company which are not at arm's length basis: | | | | | | | | |

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 | Mr. Ravinder Garg, Chairman and Whole-time Director | Leasing of property Administrative Office | One Year | Monthly Rent 12,500/- | Approved by the Board of Directors of the Company in their meeting held on 29.05.2018 | NIL |
| 2 | Mr. Amit Garg, Managing Director | Leasing of property registered Office | One Year | Monthly Rent 50,000/- | Approved by the Board of Directors of the Company in their meeting held on 29.05.2018 | NIL |
| 3 | Mr. Nitin Garg, Whole-time Director | Leasing of property registered Office | One Year | Monthly Rent 50,000/- | Approved by the Board of Directors of the Company in their meeting held on 29.05.2018 | NIL |

For and on behalf of the Board of Directors

Riba Textiles Limited**Sd/-****Ravinder Garg****Chairman and whole-time****Director****DIN 00202164**

Place : Panipat

Date : 13.08.2018

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The management discussion and analysis presents the industry Overview, opportunities and Threats, Initiatives by the Company and overall strategy of Riba Textiles Limited becoming a market driven producer/exporter of various innovative models and ranges of Textiles products. The company is very optimistic of capturing a substantial share of Export market in the midst of the threats faced due to the liberalization and increased competition from well established companies from abroad.

1. Overview of economy:

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The Indian textiles industry is extremely varied, with the hand-spun and hand woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

2. Industry Structure and Development:

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for 14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share. The domestic textile industry in India is estimated to reach US\$ 250 billion by 2019 from US\$ 150 billion in July 2017, while cotton production in India is estimated to reach 37.7 million bales in FY18.

Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing.

Textile and apparel exports from India are expected to increase to US\$ 82 billion by 2021. Exports of textiles and Apparels from India reached US\$ 21.15 billion and US\$ 16.71 billion respectively during 2017-2018. Manmade garments remain the largest contributor to total textile and apparel exports from India, contributing 25.60 per cent to total textile.

Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). Under the Union Budget 2018-19, Rs 2,300 (US\$ 355.27 million) crore have been allocated for TUFS and Rs 30 crore (US\$ 4.63 million) for the Scheme for Integrated Textile Parks, under which there are 47 ongoing projects. In May 2018, textiles sector recorded investments worth Rs 27,000 crore (US\$ 4.19 billion) since June 2017. The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)'. Cumulative FDI in the Indian textiles reached US\$ 2.8 billion between April 2000 to December 2017.

The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made

ups - from 2 per cent to 4 per cent. The government is also planning to conduct roadshows to promote the country's textiles in non-traditional markets like South America, Russia and select countries in West Asia.

3. Government Initiatives

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Some of initiatives taken by the government to further promote the industry are as under:

- India's first integrated textiles city, which will largely cater to the export market and build a brand for Indian textiles abroad, is likely to be set up in the state of Andhra Pradesh.
- The Clothing Manufacturers' Association of India (CMAI) has signed a memorandum of understanding (MOU) with China Chamber of Commerce for Import and Export of Textiles (CCCT) to explore potential areas of mutual co-operation for increasing apparel exports from India.
- The Department of Handlooms and Textiles, Government of India, has tied up with nine e-commerce players and 70 retailers to increase the reach of handlooms products in the Indian market, which will generate better prices and continuous business, besides facilitating direct access to markets and consumers for weavers.
- The Union Ministry of Textiles, which has set a target of doubling textile exports in 10 years, plans to enter into bilateral agreements with Africa and Australia along with working on a new textile policy to promote value addition, apart from finalising guidelines for the revised Textile Upgradation Fund Scheme (TUFS).
- The Government of India has started promotion of its 'India Handloom' initiative on social media like Facebook, Twitter and Instagram with a view to connect with customers, especially youth, in order to promote high quality handloom products.
- Subsidies on machinery and infrastructure
 - The Revised Restructured Technology Up gradation Fund Scheme (RRTUFS) covers manufacturing of major machinery for technical textiles for 5 per cent interest reimbursement and 10 per cent capital subsidy is provided to the specified technical textile machinery under RRTUFS.
 - Under the Scheme for Integrated Textile Parks (SITP), the Government of India provides assistance for creation of infrastructure in the parks to the extent of 40 per cent with a limit up to Rs 40 crore (US\$ 6 million). Under this scheme the technical textile units can also avail its benefits.
 - The major machinery for production of technical textiles receives a concessional customs duty list of 5 per cent.
- The Government of India has implemented several export promotion measures such as Focus Market Scheme, Focus Product Scheme and Market Linked Focus Product Scheme for increasing share of India's textile exports.
- Under the Market Access Initiative (MAI) Scheme, financial assistance is provided for export promotion activities on focus countries and focus product countries.
- Under the Market Development Assistance (MDA) Scheme, financial assistance is provided for a range of export promotion activities implemented by Textiles Export Promotion Councils.
- The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.

4. India's major Competitors in The World

To understand India's position among other textile producing the industry contributes 9% of GDP and 35% of foreign exchange earnings, India's share in global exports is only 3% compared to China's 13.75% percent. In addition to China, other developing countries are emerging as serious competitive threats to India. Looking at export shares, Korea 6% and Taiwan 5.5% are ahead of India, while Turkey 2.9% has already caught up and others like Thailand 2.3% and Indonesia 2% are not much further behind.

5. Road Ahead

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

STRENGTHS

- Strong long-term demand potential as clothing consumption in emerging markets is likely to take a greater share of household spend
- Global rebound in the luxury goods segment after a plateau period

WEAKNESSES

- Decreasing length of fashion cycles giving rise to sustainability issues
- Oversaturation of the retail space in the context of digitalization

6. Initiatives has been taken by the Company

The company has planned a small expansion to purchase some dyeing and weaving machine which purpose to adequate usages of machinery which was installed last year, and expected production in March 2019. It would achieve the economies of scale resulting into higher productivity and reduced cost of production.

7. Financial Performance / Product wise Performance

During the year under review your company had achieved a turnover of Rs.137.25 Crores against the last year turnover of Rs.101.18 Crores. Your Company has earned a net profit of Rs. 529.88 Lacs as against a profit of Rs.429.29 Lacs during the last year. 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.







8. Risks and concerns

Among the largest textile markets there are two major groups. On the one side, the developed countries demonstrate slow or negative sales growth. This trend translates into the top-line challenges even for the largest apparel manufacturers. On the other side, the emerging markets represent the biggest long-term growth opportunities and despite the fact that the size of some emerging markets, such as China and India, already surpasses that of some matured markets there is still plenty of room for growth considering their current per capita spending and the rise of the middle class..

The two most important challenges faced by the industry are both related to technologies. One is developing an online sales channel to offset the declining sales in physical stores and failure to do so may have serious consequences as suggested by an impressive number of insolvent clothing retailers in the US in 2017, which partly explains our "sensible" risk stance in this country. Another one is investing in automatization technologies helping to improve margins in the context of ever increasing labor cost in countries traditionally considered low-cost. On top of that Amazon's first investments in the fashion industry were made last year

and more moves in this direction can be expected in 2018 adding to the list of worries for companies targeting low to middle income consumers.

KEY PLAYERS

| COUNTRY | ROLE | SECTOR RISK |
|---|----------------------------|---|
|  | #1 Producer #1 Exporter |  |
|  | #3 Producer #3 Exporter |  |
|  | #2 Producer #4 Exporter |  |

9. 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.

10. 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 400 peoples including technical, non-technical, managerial and non- managerial, casual and contract labour.

11. Cautionary Statement

The Management Discussion and Analysis statement of the Annual Report has been included in adherence of the spirit enunciated in the code of Corporate Governance approved by the Securities and Exchange Board of India. Statement in the Management Discussion and Analysis describing the Company's objectives, projects, estimates, expectations may be 'forward – looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference of the Company's operation include economic conditions affecting demand.

For and on behalf of the Board of Directors
Riba Textiles Limited

Sd/-
Ravinder Garg
Chairman and whole-
time Director
DIN 00202164

Place : Panipat
Date : 29.05.2018

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 comprises of Three Executive Promoter Directors, One Executive Promoter Woman Director and Four Non-Executive Independent Directors.

The following is the Composition of the Board as at 31st March, 2018

| Sr No. | Name | Category | Designation | No. of Other Directorship Held | Total No. of Chairmanships / Memberships of Board Committees # | | No. of Board Meetings attended during the year/ No. of Board Meetings held during their tenure | Attendance (last AGM) | Shareholding (as on 31 st March 2018) |
|--------|--------------------|--------------------------------------|--------------------------------|--------------------------------|--|--------------|--|-----------------------|--|
| | | | | | Committee Membership | Chairmanship | | | |
| 1 | Mr. Ravinder Garg | Promoter Executive Director | Chairman & Whole-time Director | 1 | 1 | - | 4/4 | Yes | 558952 |
| 2 | Mr. Amit Garg | Promoter Executive Director | Managing Director | - | - | - | 4/4 | Yes | 992400 |
| 3 | Mr. Nitin Garg | Promoter Executive Director | Whole-time Director | 1 | - | - | 4/4 | Yes | 817953 |
| 4 | Mr. P.S. Paliwal | Non-Executive, Independent* Director | | - | 1 | 2 | 4/4 | Yes | - |
| 5 | Mr. Navnish Mittal | Non-Executive, Independent Director* | | - | 2 | 1 | 4/4 | yes | - |

| | | | | | | | | | |
|---|-------------------|--------------------------------------|--|---|---|---|-----|-----|---------|
| 6 | Mr. Randhir Singh | Non- Executive Independent Director* | | - | 3 | - | 4/4 | Yes | - |
| 7 | Mrs. Asha Garg | Promoter Executive & Woman Director | | - | - | - | 4/4 | Yes | 1697131 |
| 8 | Mr. Suraj Mal | Non-Executive, Independent Director* | | - | - | - | 4/4 | Yes | - |

Mr. Ravinder Garg, Mr. Amit Garg, Mr. Nitin Garg and Mrs. Asha Garg are related Directors, there exists no inter-se relationship between the other directors.

Only covers Memberships/Chairmanships of Audit Committee, Nomination and remuneration committee and Stakeholders' Relationship Committee.

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 of the Company. During the year under review, the Independent Directors met separately on 27th March, 2018.

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 of the Company.

Board Meeting

During the year, the Board of Directors met 4 times on 27th May 2017, 11th August, 2017, 10th November, 2017 and 12th February, 2018. The gap between two Board Meetings was within the maximum time gap prescribed in SEBI (LODR) Regulations, 2015.

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. 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 three Board level Committees:

- a. Audit Committee
- b. Stakeholders Relationship Committee
- c. Nomination & Remuneration Committee
- d. Internal Compliant 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 2017-18 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 2017-18 on 27th May, 2017, 11th August, 2017, 10th November, 2017&12th February, 2018. The attendance of the Audit Committee Members was as under:

| Name | Category | No. of Meetings Attended |
|------------------------|----------|--------------------------|
| Mr. Navnish Mittal | Chairman | 4/4 |
| Mr. Randhir Singh | Member | 4/4 |
| Mr. Prem Singh Paliwal | Member | 4/4 |

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 modification 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 Six times on 2017-18 on 27th May, 2017, 11th August, 2017, 03rd October 2017, 10th November, 2017, 29th December, 2017 & 12th February, 2018. The attendance of the Members of Stakeholders Relationship Committee was as under:

| Name | Category | No. of Meetings Attended |
|------------------------|----------|--------------------------|
| Mr. Prem Singh Paliwal | Chairman | 6/6 |
| Mr. Randhir Singh | Member | 6/6 |
| Mr. Ravinder Garg | Member | 6/6 |

Ms. Neha Dubey Company Secretary is Compliance Officer of the Company. No Complaints have been received by the Company during the financial year.

(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 three times during the year i.e. on 27th May, 2017, 11th August, 2017, & 27th March, 2018. The attendance of the Remuneration Committee Member was as under:

| Name | Category | No. of Meetings Attended |
|------------------------|----------|--------------------------|
| Mr. Prem Singh Paliwal | Chairman | 3/3 |
| Mr. Randhir Singh | Member | 3/3 |
| Mr. Navnish Mittal | Member | 3/3 |

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*

- To evaluate and recommend the composition of the Board of Directors;
- 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;
- Consider and recommend to the Board appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
- Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- 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.

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.

Directors' Remuneration:

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

| Sr No. | Name | Gross Remuneration(Rs.) | | | Sitting Fee(Rs.) | Number of share held | Convertible Instrument Held |
|--------|---|-------------------------|-------------|-------|------------------|----------------------|-----------------------------|
| | | Salary | Perquisites | Total | | | |
| 1 | Mr. Ravinder Garg- Chairman & Whole-time Director | 63,00,000 | - | - | - | 558952 | - |
| 2 | Mr. Amit Garg – Managing Director | 63,00,000 | - | - | - | 992400 | - |
| 3 | Mr. Nitin Garg - Whole-time Director | 63,00,000 | - | - | - | 817953 | - |
| 4 | Mrs. Asha Garg | 9,00,000 | - | - | - | 1697131 | - |
| 5 | Mr. P.S. Paliwal | - | - | - | - | - | - |
| 6 | Mr. Navnish Mittal | - | - | - | - | - | - |
| 7 | Mr. Randhir Singh | - | - | - | - | - | - |
| 8 | Mr. Suraj Mal | - | - | - | - | - | - |

- 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.

(d) 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 |

No Complaints have been received by the Company during the financial year 2017-18.

4. GENERAL BODY MEETINGS**I. Details of last three Annual General Meetings were:**

| Nature of Meeting | Date and Time | Venue |
|---------------------------------------|-------------------------------------|--|
| Twenty Seventh Annual General Meeting | September 30, 2015 At 11.00 A.M. | DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi - 110019. |
| Twenty Eighth Annual General Meeting | September 30, 2016 At 11.00 A.M. | DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi - 110019. |
| Twenty Ninth Annual General Meeting | September 29, 2017 At 11.00 A.M. | DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi - 110019. |

II. EXTRA-ORDINARY GENERAL MEETINGS

| Nature of Meeting | Date and Time | Venue |
|---------------------------------|--|--|
| Extra- Ordinary General Meeting | 30 th June 2017 At 11.00 A.M. | DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi - 110019. |

III. No resolution has been passed by Postal Ballot in last three years.**5. DISCLOSURES**

- (i) There are no materially significant transactions with the related parties' viz. Promoters, Directors or the management, their subsidiaries or relatives conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.
- (ii) Transactions with related parties are disclosed in detail in "Notes forming part of the Accounts" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.
- (iii) There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.
- (iv) Strictures or penalties have been imposed on the company by the Stock Exchanges or by the Security Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years. –

Penalty for not filing Annual Report of 2015-16 in electronic mode was imposed on company, although a hard copy of annual report was already sent to BSE through courier but as Company had not appointed any Company Secretary in RIBA at that time, so company was not aware about the changes brought down through the BSE circular DCS/COMP/33/2015-16 dated March 11, 2016, Therefore annual report submitted through physical mode was not considered as submission to the Exchange.,

But now Your Company has appointed a whole-time Company Secretary for avoiding such kind of non-compliances and all the compliances are being done on time.

- (v) Certificate from the Statutory Auditors confirming compliance with conditions of Corporate Governance as stipulated in listing regulations, is annexed to this report.

6. 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.
- The Management Discussion and Analysis (MD&A) is a part of the annual report being sent to the shareholders.

7. GENERAL SHAREHOLDER'S INFORMATION

a) Annual General Meeting

Date and Time : **Friday 28TH September, 2018 at 11.00 A.M.**

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

b) Financial Calendar: 2018-2019 (Tentative)

The Company follows financial year of April to March.

Financial reporting for

- Quarter ending June 30, 2018 : Upto 14 August, 2018
- Half year ending September 30, 2018 : Upto 14 November 2018
- Quarter ending December 31, 2018 : Upto 14 February 2019
- Year ending March 31, 2019 : Upto 30 May 2019

c) **Date of Book Closure/Record Date** : **22nd September, 2018 to 28th September 2018**

(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, 2018, total 98.231% (i.e. 94,82,086/- 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.

3rd Floor, 99 Madangir Behind Local Shopping Center,

Near Dada Harsukhdas Mandir, New Delhi – 110 062

PH: 29961281, 29961282

Fax: 29961284.

Email: beetal@beetalfinancial.com, beetalrta@gmail.com

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

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

| Month | Highest | Lowest | No. of Trades |
|----------------|---------|--------|---------------|
| April 2017 | 75.00 | 67.20 | 237 |
| May 2017 | 74.00 | 63.85 | 179 |
| June 2017 | 75.90 | 64.50 | 750 |
| July 2017 | 91.70 | 62.95 | 4,157 |
| August 2017 | 121.90 | 83.00 | 9,143 |
| September 2017 | 125.00 | 96.50 | 13,485 |
| October 2017 | 140.00 | 110.50 | 16,495 |
| November 2017 | 163.95 | 112.10 | 8,961 |
| December 2017 | 141.00 | 81.55 | 9,973 |
| January 2018 | 126.80 | 96.60 | 9,126 |
| February 2018 | 111.85 | 83.50 | 3,993 |
| March 2018 | 109.00 | 81.00 | 5,571 |



k) Distribution of Shareholding and Shareholding pattern**Shareholding Pattern**Shareholding pattern as on **31.03.2018** is given below

| Category | No. of Shares | % |
|------------------------|---------------|-------|
| Promoters | 5861325 | 60.72 |
| Financial Institutions | 00.00 | 00.00 |
| Body Corporate | 2753866 | 28.53 |
| Indian Public | 1028214 | 10.72 |
| NRI's | 9465 | 0.1 |

Distribution of Shareholding as on 31.03.2018 is given below

| Share Holding of Nominal Value of | No. of Shareholders | Share Amount |
|-----------------------------------|---------------------|-----------------|
| Up to 5000 | 706 | 714820 |
| 5001-10000 | 97 | 798060 |
| 10001-20000 | 61 | 1007440 |
| 20001-30000 | 32 | 850230 |
| 30001-40000 | 7 | 243310 |
| 40001-50000 | 19 | 902680 |
| 50001-100000 | 27 | 2065640 |
| 100001 and above | 43 | 89946520 |
| Total | 965 | 96528700 |

l) Liquidity

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

m) Dematerialization of Shares

Company Shares are eligible for dematerialization.

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

q) Admin Office

Kishore House,
Assandh Road,
Panipat-132103,
Haryana

For and on behalf of the Board of Directors
Riba Textiles Limited

Place : Panipat

Sd/-
Ravinder Garg
Chairman and whole-time Director
DIN 00202164

Date : 13.08.2018

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
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, 2018.

Place: Panipat
Date: 13.08.2018

Sd/-
Amit Garg
Managing Director
DIN No. 00202171

CFO CERTIFICATION

**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 2017-18 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 2017-18 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/-
Ravinder Garg**

Chairman & Whole time Director

DIN- 00202164

**Place: PANIPAT
Date: 29.05.2018**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of RIBA TEXTILES LIMITED.

We have examined the compliance of conditions of corporate governance by M/s. RIBA TEXTILES LIMITED for the year ended on 31.03.2018, as stipulated in Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention Listing Regulations.

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

**For 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**

Place: Karnal

Date: 13th August 2018

| | | | | | | | | | |
|--|-----------|----------|-----------|-------------------------|-----------|----------|-----------|-------------------------|------------|
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 5,161,325 | - | 5,161,325 | 53.47% | 5,161,325 | - | 5,161,325 | 53.47% | 0.00% |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 700,000 | - | 700,000 | 7.25% | 700,000 | - | 700,000 | 7.25% | 0.00% |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub Total (A) (1) | 5861325 | - | 5861325 | 60.72% | 5861325 | - | 5861325 | 60.72% | 0.00% |
| | | | | | | | | | |
| (2) Foreign | | | | | | | | | |
| a) NRI Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Any other | - | - | - | - | - | - | - | - | - |
| Sub Total (A) (2) | - | - | - | - | - | - | - | - | - |
| TOTAL (A) | 5861325 | - | 5861325 | 60.72% | 5861325 | - | 5861325 | 60.72% | 0.00% |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | | | | | | | | | |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | | | | | | | | | |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FII's | | | | | | | | | |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | | | | | | | | | |
| | | | | | | | | | |
| 2. Non- Institutions | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 2,606,234 | 4,900 | 2,606,234 | 27.00% | 27,48,966 | 4,900 | 27,53,866 | 28.53% | 01.53 % |

| | | | | | | | | | |
|--|-----------|---------|-----------|---------|-----------|---------|-----------|---------|-------|
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 405171 | 173877 | 579048 | 5.99% | 377266 | 165,884 | 543150 | 5.62% | 0.37% |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 449179 | - | 449179 | 4.65% | 414970 | - | 414970 | 4.29% | 0.36% |
| c) Others (specify) HUF | 55,812 | - | 55,812 | 0.58% | 64,422 | - | 64,422 | 0.67% | 0.11% |
| Non Resident Indians | 130490 | - | 130490 | 1.35% | 100887 | - | 100887 | 1.04 | 0.31% |
| Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| Foreign Nationals | - | - | - | - | - | - | - | - | - |
| Clearing Members | 1357 | - | 1357 | 0.01% | 385 | - | 385 | 0.00% | 0.01% |
| Trusts | - | - | - | - | - | - | - | - | - |
| Foreign Bodies - D R | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2):- | 3,612,268 | 179277 | 3791545 | 39.29% | 3612768 | 178777 | 3791545 | 39.29% | 0% |
| Total Public (B) | 3,612,268 | 179277 | 3791545 | 39.29% | 3612768 | 178777 | 3791545 | 39.29% | 0% |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 94,73,593 | 179,277 | 9,652,870 | 100.00% | 9,474,093 | 178777 | 9,652,870 | 100.00% | 0.00% |

(ii) Shareholding of Promoter

| S N | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|-------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Mr. Amit Garg | 992,400 | 10.28% | | 992,400 | 10.28% | | 0.00% |
| 2 | Mr. Amit Garg HUF | 2,000 | 0.02% | | 2,000 | 0.02% | | 0.00% |
| 3 | Mr. Ravinder Kumar Garg | 558,292 | 5.78% | | 558,292 | 5.78% | | 0.00% |
| 4 | Mr. Nitin Garg | 817,953 | 8.47% | | 817,953 | 8.47% | | 0.00% |
| 5 | Mrs. Asha Garg | 1,697,131 | 17.58% | | 1,697,131 | 17.58% | | 0.00% |
| 6 | Mrs. Bhawna Garg | 649,095 | 6.72% | | 649,095 | 6.72% | | 0.00% |

| | | | | | | | | |
|---|--------------------------------|-----------|--------|--|-----------|--------|--|-------|
| 7 | Mrs. Babita Garg | 444,454 | 4.60% | | 444,454 | 4.60% | | 0.00% |
| 8 | Ravi Promoters Private Limited | 700,000 | 7.25% | | 700,000 | 7.25% | | 0.00% |
| | Total | 5,861,325 | 60.72% | | 5,861,325 | 60.72% | | 0.00% |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Note: There were no changes in shareholdings of promoters during the financial year 2017-2018

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For each of the Top 10 shareholders | Shareholding at the beginning of the year | | Change in the Shareholding during the year | | | Cumulative Shareholding during the year | |
|----|-------------------------------------|---|-------------------|--|---------------|----------|---|-------------------|
| | | No. of shares | % of total shares | Date | No. of shares | Reason | No. of shares | % of total shares |
| 1 | ANAND RATHI GLOBAL FINANCE LTD. | | | | | | | |
| | At the beginning of the year | 938333 | 9.7208 | 02-Feb-18 | - | - | - | - |
| | Changes during the year | - | - | 09-Feb-18 | 121319 | Purchase | 1059652 | 10.9776 |
| | At the end of the year | 1059652 | 10.9776 | 31-Mar-18 | - | - | - | - |
| 2 | R K STOCKHOLDING PVT. LTD | | | | | | | |
| | At the beginning of the year | 335944 | 3.4802 | 31-Mar-17 | | | | |
| | Changes during the year | | | 07-Apr-17 | 743 | Purchase | 336687 | 3.4879 |
| | | | | 14-Apr-17 | 81 | Purchase | 336768 | 3.4888 |
| | | | | 21-Apr-17 | 425 | Purchase | 337193 | 3.4932 |
| | | | | 28-Apr-17 | 10 | Purchase | 337203 | 3.4933 |
| | | | | 05-May-17 | 11 | Purchase | 337214 | 3.4934 |
| | | | | 19-May-17 | 500 | Purchase | 337714 | 3.4986 |
| | | | | 26-May-17 | 31 | Purchase | 337745 | 3.4989 |
| | | | | 02-Jun-17 | 1603 | Purchase | 339348 | 3.5155 |
| | | | | 16-Jun-17 | 987 | Purchase | 340335 | 3.5257 |
| | | | | 23-Jun-17 | 2556 | Purchase | 342891 | 3.5522 |
| | | | | 07-Jul-17 | 3000 | Purchase | 345891 | 3.5833 |
| | | | | 14-Jul-17 | -1320 | Sell | 344571 | 3.5696 |
| | | | | 21-Jul-17 | 22448 | Purchase | 367019 | 3.8022 |
| | | | | 28-Jul-17 | -14724 | Sell | 352295 | 3.6496 |
| | | | | 04-Aug-17 | 7672 | Purchase | 359967 | 3.7291 |
| | | | | 11-Aug-17 | 15420 | Purchase | 375387 | 3.8889 |
| | | | | 18-Aug-17 | 210 | Purchase | 375597 | 3.891 |
| | | | | 25-Aug-17 | 1614 | Purchase | 377211 | 3.9078 |
| | | | | 01-Sep-17 | 22 | Purchase | 377233 | 3.908 |
| | | | | 08-Sep-17 | 1667 | Purchase | 378900 | 3.9253 |
| | | | | 15-Sep-17 | 2839 | Purchase | 381739 | 3.9547 |
| | | | | 22-Sep-17 | 10319 | Purchase | 392058 | 4.0616 |
| | | | | 30-Sep-17 | -13744 | Sell | 378314 | 3.9192 |
| | | | | 06-Oct-17 | 21037 | Purchase | 399351 | 4.1371 |
| | | | | 13-Oct-17 | -1121 | Sell | 398230 | 4.1255 |
| | | | | 20-Oct-17 | 1853 | Purchase | 400083 | 4.1447 |

| | | | | | | | | |
|----|-------------------------------------|------------------------------|---------------|------------------|--------|----------|--------|--------|
| | | | | 27-Oct-17 | 13718 | Purchase | 413801 | 4.2868 |
| | | | | 03-Nov-17 | 1736 | Purchase | 415537 | 4.3048 |
| | | | | 10-Nov-17 | -30077 | Sell | 385460 | 3.9932 |
| | | | | 17-Nov-17 | -26312 | Sell | 359148 | 3.7206 |
| | | | | 24-Nov-17 | 12546 | Purchase | 371694 | 3.8506 |
| | | | | 01-Dec-17 | 10146 | Purchase | 381840 | 3.9557 |
| | | | | 08-Dec-17 | 13980 | Purchase | 395820 | 4.1005 |
| | | | | 15-Dec-17 | 19190 | Purchase | 415010 | 4.2993 |
| | | | | 22-Dec-17 | -35461 | Sell | 379549 | 3.932 |
| | | | | 29-Dec-17 | 758 | Purchase | 380307 | 3.9398 |
| | | | | 05-Jan-18 | 12408 | Purchase | 392715 | 4.0684 |
| | | | | 12-Jan-18 | 4718 | Purchase | 397433 | 4.1173 |
| | | | | 19-Jan-18 | 10171 | Purchase | 407604 | 4.2226 |
| | | | | 26-Jan-18 | 658 | Purchase | 408262 | 4.2294 |
| | | | | 02-Feb-18 | -283 | Sell | 407979 | 4.2265 |
| | | | | 09-Feb-18 | -45649 | Sell | 362330 | 3.7536 |
| | | | | 16-Feb-18 | 12 | Purchase | 362342 | 3.7537 |
| | | | | 23-Feb-18 | 516 | Purchase | 362858 | 3.7591 |
| | | | | 02-Mar-18 | 37 | Purchase | 362895 | 3.7595 |
| | | | | 16-Mar-18 | 4630 | Purchase | 367525 | 3.8074 |
| | | | | 23-Mar-18 | 29814 | Purchase | 397339 | 4.1163 |
| | | | | 31-Mar-18 | -4958 | Sell | 392381 | 4.0649 |
| | At the end of the year | 392381 | 4.0649 | 31-Mar-18 | | | | |
| 3. | ROOPAM FINANCERS PVT LTD | | | | | | | |
| | At the beginning of the year | 261739 | 2.7115 | 31-Mar-17 | | | | |
| | Changes during the year | NIL MOVEMENT DURING THE YEAR | | | | | | |
| | At the end of the year | 261739 | 2.7115 | 31-Mar-18 | | | | |
| 4. | SUMPOORNA PORTFOLIO LIMITED | | | | | | | |
| | At the beginning of the year | 597 | 0.0062 | 13-Oct-17 | | | | |
| | Changes during the year | | | 20-Oct-17 | 4100 | Purchase | 4697 | 0.0487 |
| | | | | 27-Oct-17 | -4100 | Sell | 597 | 0.0062 |
| | | | | 15-Dec-17 | 34200 | Purchase | 34797 | 0.3605 |
| | | | | 22-Dec-17 | 15160 | Purchase | 49957 | 0.5175 |
| | | | | 05-Jan-18 | -6103 | Sell | 43854 | 0.4543 |
| | | | | 12-Jan-18 | 19782 | Purchase | 63636 | 0.6592 |
| | | | | 19-Jan-18 | 4085 | Purchase | 67721 | 0.7016 |
| | | | | 26-Jan-18 | 93 | Purchase | 67814 | 0.7025 |
| | | | | 02-Feb-18 | 8031 | Purchase | 75845 | 0.7857 |
| | | | | 09-Feb-18 | 150000 | Purchase | 225845 | 2.3397 |
| | | | | 16-Feb-18 | 470 | Purchase | 226315 | 2.3445 |
| | | | | 23-Feb-18 | 5653 | Purchase | 231968 | 2.4031 |
| | | | | 02-Mar-18 | 1072 | Purchase | 233040 | 2.4142 |
| | | | | 09-Mar-18 | 27948 | Purchase | 260988 | 2.7037 |

| | | | | | | | | |
|----|-------------------------------------|---------------|---------------|------------------|--------|----------|--------|--------|
| | | | | 16-Mar-18 | -13899 | Sell | 247089 | 2.5597 |
| | | | | 23-Mar-18 | -2577 | Sell | 244512 | 2.533 |
| | | | | 31-Mar-18 | -460 | Sell | 244052 | 2.5283 |
| | At the end of the year | 244052 | 2.5283 | 31-Mar-18 | | | | |
| | | | | | | | | |
| 5. | ARIHANT CAPITAL MKT. LTD | | | | | | | |
| | At the beginning of the year | 151588 | 1.5704 | 31-Mar-17 | | | | |
| | Changes during the year | | | 21-Apr-17 | 200 | Purchase | 151788 | 1.5725 |
| | | | | 14-Jul-17 | -9373 | Sell | 142415 | 1.4754 |
| | | | | 21-Jul-17 | -13314 | Sell | 129101 | 1.3374 |
| | | | | 28-Jul-17 | 19848 | Purchase | 148949 | 1.5431 |
| | | | | 04-Aug-17 | -250 | Sell | 148699 | 1.5405 |
| | | | | 11-Aug-17 | -168 | Sell | 148531 | 1.5387 |
| | | | | 01-Sep-17 | 12 | Purchase | 148543 | 1.5388 |
| | | | | 08-Sep-17 | -200 | Sell | 148343 | 1.5368 |
| | | | | 15-Sep-17 | -7000 | Sell | 141343 | 1.4643 |
| | | | | 17-Nov-17 | 26201 | Purchase | 167544 | 1.7357 |
| | | | | 08-Dec-17 | 3800 | Purchase | 171344 | 1.7751 |
| | | | | 22-Dec-17 | 25000 | Purchase | 196344 | 2.034 |
| | | | | 12-Jan-18 | 5126 | Purchase | 201470 | 2.0872 |
| | | | | 19-Jan-18 | -85985 | Sell | 115485 | 1.1964 |
| | | | | 02-Feb-18 | -3521 | Sell | 111964 | 1.1599 |
| | | | | 09-Feb-18 | -6751 | Sell | 105213 | 1.09 |
| | | | | 16-Feb-18 | -549 | Sell | 104664 | 1.0843 |
| | | | | 02-Mar-18 | 5400 | Purchase | 110064 | 1.1402 |
| | | | | 31-Mar-18 | 87483 | Purchase | 197547 | 2.0465 |
| | At the end of the year | 197547 | 2.0465 | 31-Mar-18 | | | | |
| | | | | | | | | |
| 6. | GLOBE CAPITAL MARKET LTD | | | | | | | |
| | At the beginning of the year | 218663 | 2.2653 | 31-Mar-17 | | | | |
| | Changes during the year | | | 14-Apr-17 | -1050 | Sell | 217613 | 2.2544 |
| | | | | 28-Apr-17 | -1300 | Sell | 216313 | 2.2409 |
| | | | | 12-May-17 | -800 | Sell | 215513 | 2.2326 |
| | | | | 26-May-17 | 10000 | Purchase | 225513 | 2.3362 |
| | | | | 02-Jun-17 | 8250 | Purchase | 233763 | 2.4217 |
| | | | | 23-Jun-17 | -54844 | Sell | 178919 | 1.8535 |
| | | | | 30-Jun-17 | 65000 | Purchase | 243919 | 2.5269 |
| | | | | 07-Jul-17 | 5000 | Purchase | 248919 | 2.5787 |
| | | | | 28-Jul-17 | 2998 | Purchase | 251917 | 2.6098 |
| | | | | 04-Aug-17 | 5779 | Purchase | 257696 | 2.6696 |
| | | | | 11-Aug-17 | -9782 | Sell | 247914 | 2.5683 |
| | | | | 18-Aug-17 | -4454 | Sell | 243460 | 2.5222 |
| | | | | 25-Aug-17 | 2198 | Purchase | 245658 | 2.5449 |
| | | | | 08-Sep-17 | -9991 | Sell | 235667 | 2.4414 |
| | | | | 15-Sep-17 | -2198 | Sell | 233469 | 2.4186 |
| | | | | 22-Sep-17 | 7830 | Purchase | 241299 | 2.4998 |
| | | | | 30-Sep-17 | 5469 | Purchase | 246768 | 2.5564 |

| | | | | | | | | |
|----|--|------------------------------|---------------|------------------|---------|----------|--------|----------|
| | | | | 06-Oct-17 | -25659 | Sell | 221109 | 2.2906 |
| | | | | 13-Oct-17 | -5067 | Sell | 216042 | 2.2381 |
| | | | | 20-Oct-17 | -8182 | Sell | 207860 | 2.1533 |
| | | | | 27-Oct-17 | 300 | Purchase | 208160 | 2.1565 |
| | | | | 03-Nov-17 | 8562 | Purchase | 216722 | 2.2452 |
| | | | | 10-Nov-17 | 19561 | Purchase | 236283 | 2.4478 |
| | | | | 17-Nov-17 | 15766 | Purchase | 252049 | 2.6111 |
| | | | | 24-Nov-17 | 13309 | Purchase | 265358 | 2.749 |
| | | | | 01-Dec-17 | -7779 | Sell | 257579 | 2.6684 |
| | | | | 08-Dec-17 | -2395 | Sell | 255184 | 2.6436 |
| | | | | 15-Dec-17 | -12701 | Sell | 242483 | 2.512 |
| | | | | 22-Dec-17 | 20748 | Purchase | 263231 | 2.727 |
| | | | | 29-Dec-17 | 18790 | Purchase | 282021 | 2.9216 |
| | | | | 05-Jan-18 | -6474 | Sell | 275547 | 2.8546 |
| | | | | 12-Jan-18 | -13913 | Sell | 261634 | 2.7104 |
| | | | | 19-Jan-18 | -7554 | Sell | 254080 | 2.6322 |
| | | | | 26-Jan-18 | 258 | Purchase | 254338 | 2.6348 |
| | | | | 02-Feb-18 | -7967 | Sell | 246371 | 2.5523 |
| | | | | 09-Feb-18 | -115688 | Sell | 130683 | 1.3538 |
| | | | | 16-Feb-18 | -2094 | Sell | 128589 | 1.3321 |
| | | | | 02-Mar-18 | -2439 | Sell | 126150 | 1.3069 |
| | | | | 09-Mar-18 | 3880 | Purchase | 130030 | 1.3471 |
| | | | | 16-Mar-18 | -3572 | Sell | 126458 | 1.3101 |
| | | | | 23-Mar-18 | 7920 | Purchase | 134378 | 1.3921 |
| | | | | 31-Mar-18 | -6954 | Sell | 127424 | 1.3201 |
| | At the end of the year | 127424 | 1.3201 | 31-Mar-18 | | | | |
| 7. | ADITI SRIVASTAVA | | | | | | | |
| | At the beginning of the year | 97009 | 1.005 | 31-Mar-17 | | | | |
| | Changes during the year | NIL MOVEMENT DURING THE YEAR | | | | | | |
| | | | | | | | | |
| | At the end of the year | 97009 | 1.005 | 31-Mar-18 | | | | |
| 8. | SHANKER CREDITS PVT LTD | | | | | | | |
| | At the beginning of the year | 140000 | 1.4503 | 31-Mar-17 | | | | 0 |
| | Changes during the year | | | 24-Nov-17 | -45000 | Sell | 95000 | 0.9842 |
| | | | | 15-Dec-17 | -45000 | Sell | 50000 | 0.518 |
| | | | | 19-Jan-18 | 45000 | Purchase | 95000 | 0.9842 |
| | At the end of the year | 95000 | 0.9842 | 31-Mar-18 | | | | |
| 9. | MOTILAL OSWAL FINANCIAL SERVICES LIMITED | | | | | | | |
| | At the beginning of the year | 54888 | 0.5686 | 31-Mar-17 | | | | |
| | Changes during the year | NIL MOVEMENT DURING THE YEAR | | | | | | |
| | | | | | | | | |
| | At the end of the year | 54888 | 0.5686 | 31-Mar-18 | | | | |

| | | | | | | | | |
|-----|-------------------------------------|--------------|---------------|------------------|-------|----------|--------|--------|
| 10. | COMPETENT FINMAN PVT. LTD | | | | | | | |
| | At the beginning of the year | 82523 | 0.8549 | 31-Mar-17 | | | | |
| | Changes during the year | | | 07-Apr-17 | -2 | Sell | 82521 | 0.8549 |
| | | | | 14-Apr-17 | -170 | Sell | 82351 | 0.8531 |
| | | | | 28-Apr-17 | 200 | Purchase | 82551 | 0.8552 |
| | | | | 05-May-17 | 2500 | Purchase | 85051 | 0.8811 |
| | | | | 02-Jun-17 | 100 | Purchase | 85151 | 0.8821 |
| | | | | 09-Jun-17 | 63 | Purchase | 85214 | 0.8828 |
| | | | | 16-Jun-17 | -1400 | Sell | 83814 | 0.8683 |
| | | | | 23-Jun-17 | 5 | Purchase | 83819 | 0.8683 |
| | | | | 30-Jun-17 | 501 | Purchase | 84320 | 0.8735 |
| | | | | 14-Jul-17 | 616 | Purchase | 84936 | 0.8799 |
| | | | | 21-Jul-17 | -1616 | Sell | 83320 | 0.8632 |
| | | | | 28-Jul-17 | 50 | Purchase | 83370 | 0.8637 |
| | | | | 04-Aug-17 | 200 | Purchase | 83570 | 0.8658 |
| | | | | 11-Aug-17 | 300 | Purchase | 83870 | 0.8689 |
| | | | | 18-Aug-17 | 1685 | Purchase | 85555 | 0.8863 |
| | | | | 25-Aug-17 | -476 | Sell | 85079 | 0.8814 |
| | | | | 01-Sep-17 | 6650 | Purchase | 91729 | 0.9503 |
| | | | | 08-Sep-17 | 8370 | Purchase | 100099 | 1.037 |
| | | | | 15-Sep-17 | -4920 | Sell | 95179 | 0.986 |
| | | | | 22-Sep-17 | 171 | Purchase | 95350 | 0.9878 |
| | | | | 30-Sep-17 | 6299 | Purchase | 101649 | 1.053 |
| | | | | 06-Oct-17 | -4945 | Sell | 96704 | 1.0018 |
| | | | | 13-Oct-17 | -2163 | Sell | 94541 | 0.9794 |
| | | | | 20-Oct-17 | 227 | Purchase | 94768 | 0.9818 |
| | | | | 27-Oct-17 | 2340 | Purchase | 97108 | 1.006 |
| | | | | 03-Nov-17 | -530 | Sell | 96578 | 1.0005 |
| | | | | 10-Nov-17 | 101 | Purchase | 96679 | 1.0016 |
| | | | | 17-Nov-17 | -1495 | Sell | 95184 | 0.9861 |
| | | | | 24-Nov-17 | -2105 | Sell | 93079 | 0.9643 |
| | | | | 01-Dec-17 | -8001 | Sell | 85078 | 0.8814 |
| | | | | 08-Dec-17 | 2143 | Purchase | 87221 | 0.9036 |
| | | | | 15-Dec-17 | -4772 | Sell | 82449 | 0.8541 |
| | | | | 22-Dec-17 | -130 | Sell | 82319 | 0.8528 |
| | | | | 05-Jan-18 | -2324 | Sell | 79995 | 0.8287 |
| | | | | 12-Jan-18 | -76 | Sell | 79919 | 0.8279 |
| | | | | 02-Feb-18 | -1901 | Sell | 78018 | 0.8082 |
| | | | | 09-Feb-18 | -500 | Sell | 77518 | 0.8031 |
| | | | | 16-Feb-18 | 98 | Purchase | 77616 | 0.8041 |
| | | | | 02-Mar-18 | -5073 | Sell | 72543 | 0.7515 |
| | | | | 09-Mar-18 | -9482 | Sell | 63061 | 0.6533 |
| | | | | 16-Mar-18 | 380 | Purchase | 63441 | 0.6572 |
| | | | | 23-Mar-18 | -4434 | Sell | 59007 | 0.6113 |
| | | | | 31-Mar-18 | -6000 | Sell | 53007 | 0.5491 |
| | At the end of the year | 53007 | 0.5491 | 31-Mar-18 | | | | |

v) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----|--|------|--------|---|-------------------|---|-------------------|
| | | | | No. of shares | % of total shares | No. of shares | % of total shares |
| 1 | Amit Garg | | | | | | |
| | At the beginning of the year | | | 992,400 | 10.28% | 992,400 | 10.28% |
| | Changes during the year | | | - | - | - | - |
| | At the end of the year | | | 992,400 | 10.28% | 992,400 | 10.28% |
| 2 | Ravinder Garg | | | | | | |
| | At the beginning of the year | | | 5,58,292 | 5.78% | 5,58,292 | 5.78% |
| | Changes during the year | | | - | - | - | - |
| | At the end of the year | | | 5,58,292 | 5.78% | 5,58,292 | 5.78% |
| 3 | Nitin Garg | | | | | | |
| | At the beginning of the year | | | 817,953 | 8.47% | 817,953 | 8.47% |
| | Changes during the year | | | - | - | - | - |
| | At the end of the year | | | 817,953 | 8.47% | 817,953 | 8.47% |
| 4 | Asha Garg | | | | | | |
| | At the beginning of the year | | | 16,97,131 | 17.58% | 16,97,131 | 17.58% |
| | Changes during the year | | | - | - | - | - |
| | At the end of the year | | | 16,97,131 | 17.58% | 16,97,131 | 17.58% |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for Payment. (Amt. in Lacs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 1174.09 | 3.31 | - | 1177.40 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 12.14 | - | - | 12.14 |
| Total (i+ii+iii) | 1186.23 | 3.31 | - | 1189.54 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 2002.66 | - | - | 2002.66 |
| * Reduction | (619.76) | - | - | (619.76) |
| Net Change | 1382.90 | - | - | 1382.90 |

| Indebtedness at the end of the financial year | | | | |
|---|----------------|-------------|---|----------------|
| i) Principal Amount | 2548.58 | 3.31 | | 2551.89 |
| ii) Interest due but not paid | - | - | | - |
| iii) Interest accrued but not due | 20.55 | - | - | 20.55 |
| Total (i+ii+iii) | 2569.13 | 3.31 | | 2572.44 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|-----|---|--------------------------------|-------------------|---------------------|-----------|--------------|
| | Name | Ravinder Garg | Amit Garg | Nitin Garg | Asha Garg | (Rs/Lac) |
| | Designation | Chairman & Whole-time Director | Managing Director | Whole-time Director | Director | |
| 1 | Gross salary | 6,300,000 | 6,300,000 | 6,300,000 | 900,000 | 19,800,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 6,300,000 | 6,300,000 | 6,300,000 | 900,000 | 19,800,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - | - | - |
| 2 | Stock Option | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - |
| 4 | Commission | - | - | - | - | - |
| | - as % of profit | - | - | - | - | - |
| | - others, specify | - | - | - | - | - |
| 5 | Others, please specify | - | - | - | - | - |
| | Total (A) | 6,300,000 | 6,300,000 | 6,300,000 | 900,000 | 19,800,000 |
| | Ceiling as per the Act | 6,300,000 | 6,300,000 | 6,300,000 | 900,000 | 19,800,000 |

B. Remuneration to other Directors

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|---|---|---|--------------|
| 1 | Independent Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| 2 | Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |

| | | | | |
|--------------------------------|---|---|---|---|
| Others, please specify | - | - | - | - |
| Total (2) | - | - | - | - |
| Total (B)=(1+2) | - | - | - | - |
| Total Managerial Remuneration | - | - | - | - |
| Overall Ceiling as per the Act | - | - | - | - |

C. Remuneration to Key Managerial Personnel other than MD/Manager/ WTD

| SN. | Particulars of Remuneration | Name of Key Managerial Personnel | | | |
|-----|---|----------------------------------|----------------|------------|----------|
| | | CEO | CFO | CS | Total |
| | Name | | Rajnish Mittal | Neha Dubey | |
| 1 | Gross salary | | 5,91,500 | 3,00,000 | 8,91,500 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | - others, specify | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | - | 5,91,500 | 3,00,000 | 891,500 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|-------------------------------------|--------------------------|--|-------------------------------------|---|
| A. COMPANY | | | | | |
| Penalty | Nil | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil | Nil |
| Compounding | Nil | Nil | Nil | Nil | Nil |
| B. DIRECTORS | | | | | |
| Penalty | Nil | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil | Nil |
| Compounding | Nil | Nil | Nil | Nil | Nil |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | Nil | Nil | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil | Nil | Nil |
| Compounding | Nil | Nil | Nil | Nil | Nil |

**For and on behalf of the Board of Directors
Riba Textiles Limited**

**Sd/-
Ravinder Garg
Chairman and whole-time Director
DIN 00202164**

**Place : Panipat
Date : 13.08.2018**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018

[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 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Riba Textiles Limited'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, 2018 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, 2018 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;
- (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, 2009--**Not applicable as no security issued during the year.**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999--**Not applicable as no ESOP is framed by the company during the year.**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008--**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, 2009-- **Not applicable as no delisting has taken place during the year.** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998--**Not applicable as no security was bought back during the year.**
- (vi) Following other laws as applicable to the Company:
 - a. Factories Act, 1948
 - b. Industries (Development and Regulation) Act, 1951
 - c. Water (Prevention & Control of Pollution) Act, 1974
 - d. Air (Prevention & Control of Pollution) Act, 1981
 - e. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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/ The Listing Agreements entered into by the Company with Bombay Stock Exchange(s);

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors of the Company during the period under review.

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 and 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 Shabnam Kapoor & Co.
Company Secretaries**

**Place: Delhi
Date:13.08.2018**

Sd/-
(SHABNAM KAPOOR)
Proprietor
M. No.: F4258
COP No: 4630

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.

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 Shabnam Kapoor & Co.
Company Secretaries**

Sd/

(SHABNAM KAPOOR)
Proprietor
M. No.: F4258
COP No: 4630

Place: Delhi
Date:13.08.2018

INDEPENDENT AUDITOR'S REPORT

**To the Members of
RIBA TEXTILES LIMITED
NEW DELHI**

1. Report on the Financial Statements

We have audited the accompanying financial statements of **M/s RIBA TEXTILES LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31st, 2018, Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance the 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. 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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018
- b) In the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows for the year extended on that date.

5. Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

Our opinion is not modified in respect of these matters.

6. Others Matter

Our opinion is not modified in respect of these matters.

7. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, {I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.}

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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been not delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

ASHWANI K SINDWANI & CO.
Chartered Accountants

Place: Karnal
Date: 29.05.2018

Sd/-
(Ashwani Kumar Sindwani)
Partner
M. No 506380
Firm Reg. No. : 021529N

ANNEXURE TO THE AUDITORS' REPORT

RE: M/S RIBA TEXTILES LIMITED NEW DELHI

Referred to in Paragraph (3) of our report of even date

Referred to in Paragraph (3) of our report 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, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets 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 books records and the physical fixed assets have been noticed.
- (C) The title deeds of immovable properties are held in the name of the company
- 2) The management has conducted the physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (V) of the Order are not applicable to the Company.
- 6) As informed to us, the maintenance of Cost Records has 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.
- 7) (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sale Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with appropriate authorities.
 - (b) According to information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable. There is no of dues of Income Tax, Sale Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty & Cess which have not been deposited as on March 31st, 2018.
- 8) In our opinion and according to the information and explanations given to us, the Company has not Defaulted in the repayment of dues to banks.

- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, and the information and explanations given by the management, the provisions of section 177 of the Companies Act, 2013 is not applicable. All transactions with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

ASHWANI K SINDWANI & CO.
Chartered Accountants

Place: Karnal
Date: 29.05.2018

Sd/-
(Ashwani Kumar Sindwani)
Partner
M. No 506380
Firm Reg. No. : 021529N

| M/S RIBA TEXTILES LIMITED | | | | |
|---|---------------------------------------|-----------------|----------------------------|----------------------------|
| AUDITED BALANCE SHEET AS AT 31st March, 2018 | | | | |
| (In Rupees) | | | | |
| S. No | PARTICULARS | Note No. | As at March 31,2018 | As at March 31,2017 |
| I | <u>Equity and liabilities</u> | | | |
| 1 | <u>Shareholders funds</u> | | | |
| | (a) Share capital | 3 | 96,528,700 | 96,528,700 |
| | (b) Reserves and surplus | 4 | 387,045,791 | 334,057,776 |
| | Total(1) | | 483,574,491 | 430,586,476 |
| 2 | <u>Non-current liabilities</u> | | | |
| | (a) Long term borrowings | 5 | 257,244,093 | 118,954,870 |
| | (b) Deferred tax liabilities (NET) | - | - | - |
| | (c) Other long-term liabilities | - | - | - |
| | (d) Long- term provisions | - | - | - |
| | Total (2) | | 257,244,093 | 118,954,870 |
| 3 | <u>Current liabilities</u> | | | |
| | (a) Short term borrowings | 6 | 277,104,919 | 100,419,612 |
| | (b) Trade payables | 7 | 171,531,598 | 341,129,498 |
| | (c) Other current liabilities | 8 | 25,264,076 | 18,907,027 |
| | (d) Short term provisions | 9 | 15,551,805 | 7,630,000 |
| | Total (3) | | 489,452,398 | 468,086,136 |
| | Total (1+2+3) | | 1,230,270,983 | 1,017,627,482 |
| II | <u>Assets</u> | | | |
| 1 | <u>Non - current assets</u> | | | |
| | (a) Fixed Assets | | | |
| | (i) Tangible assets | 10 | 707,284,552 | 688,009,679 |
| | (ii) Intangible assets | - | - | - |
| | (iii) Capital work-in-progress | - | 1,100,000 | 4,131,166 |
| | (b) Non-Current Investments | 11 | 250,000 | 250,000 |
| | (c) Long-Term Loans And Advances | 12 | 14,478,836 | 22,078,836 |
| | (d) Other Non-Current Assets | - | - | - |
| | Total (1) | | 723,113,388 | 714,469,681 |
| 2 | <u>Current assets</u> | | | |
| | (a) Current Investments | - | - | - |
| | (b) Inventories | 13 | 197,775,996 | 76,018,000 |
| | (c) Trade Receivables | 14 | 155,020,456 | 116,583,294 |
| | (d) Cash And Bank Balances | 15 | 11,284,112 | 4,992,813 |
| | (e) Short-Term And Advances | 16 | 71,561,018 | 40,777,576 |
| | (f) Other Current Assets | 17 | 71,516,013 | 64,786,118 |
| | Total(2) | | 507,157,595 | 303,157,801 |
| | Total (1+2) | | 1,230,270,983 | 1,017,627,482 |

Notes 1 to 28 form an integral part of Balance Sheet and statement of Profit & Loss

For and behalf of the Board of Directors

As per our report of even date attached

Sd/-
Ravinder Kumar Garg
Chairman
DIN : 00202164
Place: PANIPAT

Sd/-
Neha Dubey
CS
M.no.A46655

Sd/-
Rajnish Mittal
CFO
PAN: AQNPM3646B

Sd/-
(Ashwani K Sindwani)
(506380,PARTNER)
For and on behalf of
Ashwani K Sindwani & Co.
Chartered Accountants
Firm Reg. No. 021529N

Date : 29.05.2018

M/S RIBA TEXTILES LIMITED

AUDITED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st March, 2018

(In Rupees)

| S. No. | PARTICULARS | NOTE NO. | As at March 31,2018 | As at March 31,2017 |
|--------|---|----------|---------------------|---------------------|
| | Revenue From Operations | | | |
| 1 | Revenue From Operations | 18 | 1,481,632,878 | 1,117,903,870 |
| 2 | Other Income | 19 | 41,919,155 | 21,766,338 |
| 3 | Total Revenue(I+II) | | 1,523,552,033 | 1,139,670,208 |
| 4 | Expenses: | | | |
| A | Cost of raw material consumed | 20 | 915,950,878 | 664,664,021 |
| B | Purchase of goods and stock in trade | 21 | 36,490,796 | 48,362,044 |
| C | Changes in inventories of finished goods work in progress | 22 | (123,529,571) | (43,161,853) |
| d | Employee benefits expenses | 23 | 57,596,101 | 43,877,431 |
| e | Finance costs | 24 | 45,904,983 | 13,481,399 |
| f | Depreciation and amortization expense | 25 | 47,200,225 | 27,373,600 |
| g | Other expenses | 26 | 477,042,580 | 328,567,768 |
| | Total Expenses | | 1,456,655,993 | 1,083,164,411 |
| 5 | Profit before exceptional and Tax (3-4) | | 66,896,041 | 56,505,797 |
| 6 | Exceptional items | | - | - |
| 7 | Profit before extraordinary items and Tax(5+6) | | 66,896,041 | 56,505,797 |
| 8 | Extraordinary Items | | - | - |
| 9 | Profit Before Tax (7-8) | | 66,896,041 | 56,505,797 |
| 10 | Tax Expense | | | |
| a | Current tax | | 13,500,000 | 13,130,000 |
| b | Earlier years tax | | 408,026 | 446,504 |
| c | Deferred tax | | - | - |
| 11 | Profit for the period (9-10) | | 52,988,015 | 42,929,293 |
| 12 | Earning per equity share | | | |
| a | Basic | | 5.49 | 4.45 |
| b | Diluted | | N.A. | N.A. |

See accompanying notes forming part of the financial statements

For and behalf of the Board of Directors

As per our report of even date attached

Sd/-

Sd/-

Ravinder Kumar Garg

Chairman

DIN : 00202164

Place: Panipat

Dated: 29.05.2018

Sd/-

Neha Dubey

CS

M.no.A46655

Sd/-

Rajnish Mittal

CFO

PAN:AQNPM3646B

(Ashwani K Sindwani)

(506380,PARTNER)

For and on behalf of

Ashwani K Sindwani & Co.

Chartered Accountants

Firm Registration NO.021529N

CASH FLOW STATEMENT
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2018

(In Rupees)

| Sr. No. | Particulars | As at March 31,2018 | As at March 31,2017 |
|---|--|------------------------|------------------------|
| A. Cash flow from operating activities | | | |
| - | Net profit before Tax, interest and extraordinary items | 112,801,024 | 69,987,198 |
| | Adjustment for depreciation | 47,200,225 | 27,373,600 |
| | Other income | (41,919,155) | (21,766,338) |
| | Operating profit before working capital changes | 118,082,094 | 75,594,460 |
| | Adjustment in sundry debtors | (38,437,161) | 40,888,438 |
| | Adjustment in Inventories | (121,757,996) | (32,735,100) |
| | Adjustment in Loan and Advances | (30,783,443) | (14,925,244) |
| | Adjustment in other current assets | (6,729,895) | (15,134,685) |
| | Adjustments in Current Liabilities & provisions | 21,366,262 | 232,825,394 |
| | Cash generated from operations | (58,260,139) | 286,513,263 |
| - | Income Tax Paid | (13,908,026) | (13,576,504) |
| | Cash flow from extraordinary items | (72,168,165) | 272,936,759 |
| | Extraordinary items | - | - |
| | <u>Net cash from operating activities</u> | (72,168,165) | 272,936,759 |
| B. Cash flow from investing activities | | | |
| | Purchase of fixed Assets | (69,355,695) | (389,769,517) |
| | Capital work in progress | 3,031,166 | 23,876,034 |
| | Increase in Investments | - | - |
| | Increase in capital advances | 7,600,000 | (1,700,000) |
| | Proceeds from sale of Fixed Assets | 2,880,597 | 6,484,331 |
| | Other Income | 41,919,155 | 21,766,338 |
| | <u>Net Cash from Investing activities</u> | (13,924,776) | (339,342,814) |
| C. Cash flow from financing activities | | | |
| | Issue of Share Capital | - | - |
| | Increase in Share Premium | - | - |
| | Repayment of Secured Loans & unsecured loans | - | - |
| | Increase in Secured Loans | 138,289,223 | 77,977,027 |
| | Interest Paid | (45,904,983) | (13,481,399) |
| | <u>Net cash from financing activities</u> | 92,384,240 | 64,495,628 |
| | Net increase/(decrease) in cash & cash activities (A)+(B)+(C) | 6,291,299 | (1,910,428) |
| | Cash & cash equivalent opening balance | 4,992,813 | 6,903,240 |
| | Cash & cash equivalent closing balance | 11,284,112 | 4,992,813 |

Note:- Cash & Cash equivalents represents cash and bank balances

- a) Cash flow statement has been prepared under the 'Indirect method' as set out in Accounting Standard -3 on Cash
b) Negative figures have been shown in brackets.

For and behalf of the Board of Directors

As per our report of even Date Attached.
For Ashwani K Sindwani & Co.
Chartered Accountants

Ravinder Kumar Garg Neha Dubey Rajnish Mittal
(Chairman) (CS) (CFO)
DIN : 00202164 M.no.A46655 PAN : AQNPM3646B
PLACE :- PANIPAT
DATE : 29.05.2018

(Ashwani K Sindwani)
(Partner)
M.No. 506380
Firm Reg.no 021529N

■ **Notes forming parts of financial statements for the year ended 31st March 2018.**

1- Corporate Information:

Riba Textiles Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange (BSE). The Company is engaged in Manufacturing & Export of terry towels.

2- Significant Accounting Policies

A) Basic of Accounting & preparation of Financial Statement

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting principles in India (India GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (“the 1956 Act”) (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 (“the 2013 Act”) in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

B) Use of estimates

The preparation of the financial statements in conformity with India GAAP requires the Management to make estimates and assumption considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the period in which the results are known/ materialize.

C) . Inventories

1. Raw materials, stores and spares are valued at cost.
2. The value of work in process is taken on estimated cost of process completed.
3. Finished goods are valued at cost or net realizable value, whichever is less.

D) Depreciation on tangible fixed assets

Depreciation is provided on straight line basis over the useful life of the assets, which is stated in schedule II of Companies Act, 2013 or reassessed by the company based on technical evaluation.

E) Revenue recognition

Revenue including other income is recognized when no significant uncertainty as to it’s’ determination or realization exists.

F) Export Benefits

Export Benefits available under prevalent schemes are accrued in the year when the right to receive credit as per the terms of the scheme is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate realization/utilization of such benefits.

G) Tangible fixed assets

Fixed assets are recorded at cost of acquisition or construction. They are started at the historical cost less accumulated depreciation, amortization and impairment loss, if any.

H) Foreign currency transaction and translations

Transactions in foreign currency are recorded at the original rates of exchange in force at the time the transactions are effected. At the year-end, monetary items denominated in foreign currency and forward exchange contracts are reported using closing rates of exchange. Exchange differences arising thereon and on realization/payment of foreign exchange are accounted, in the relevant year, as income or expense.

In case of forward exchange contracts, or other financial instruments that are in substance forward exchange contracts, the premium or discount arising at the inception of the contracts is amortized as expense or income over the life of the contracts. Gains/losses on settlement of transactions arising on cancellation/renewal of forward exchange contracts are recognized as income or expense.

I) Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties. Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalized and depreciated in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Tangible Assets.

J) Employee benefits

- a) The Company contributes towards Provident Fund, Welfare fund. Fund which is defined contribution scheme. Liability in respect thereof is determined on the basis of contribution as required to be made under the statutes/rules.
- b) Gratuity Liability, a defined benefit scheme, and provision for compensated absences are accrued and provided for on the basis of actuarial valuations made at the year /period end.

K) Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

L) Taxes on income

Tax expenses comprise both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable/recoverable in respect of the taxable income/loss for the reporting period.

M) Provisions and contingencies

A provision is recognized when the Company has a present obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are not recognized in the financial statement.

N) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding at end of the year.

O) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(in Rupees)

3. Share Capital

| Particulars | As at March 31, 2018 | | As at March 31, 2017 | |
|--|----------------------|-------------|----------------------|-------------|
| | Number | Amount | Number | Amount |
| Authorised Equity shares of 10 each(with voting rights) | 15,100,000 | 151,000,000 | 15,100,000 | 151,000,000 |
| Issued Equity shares of 10 each (with voting rights) | 9,652,870 | 96,528,700 | 9,652,870 | 96,528,700 |
| Subscribed & Paid up Equity shares of 10 each (with voting rights) | 9,652,870 | 96,528,700 | 9,652,870 | 96,528,700 |
| Total | | 96,528,700 | | 96,528,700 |

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | As at March 31, 2018 | | As at March 31, 2017 | |
|--|----------------------|------------|----------------------|------------|
| | Number | Amount | Number | Amount |
| (1) Issued, Subscribed and Paid up equity shares | | | | |
| Shares outstanding at the beginning of the year | 9,652,870 | 96,528,700 | 96,52,870 | 96,52,8700 |
| Shares issued during the year | - | - | - | - |
| Shares outstanding at the end of the year | 9,652,870 | 96,528,700 | 9,652,870 | 96,528,700 |

(b) Rights, preference and restrictions attached to shares issued:

The Company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c)The detail of shareholder holding more than 5% shares:

| Name of Shareholder | As at 31 March 2018 | | As at 31 March 2017 | |
|------------------------------------|----------------------------|---------------------|----------------------------|---------------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Asha Garg | 1,697,131 | 17.58% | 1,697,131 | 17.58% |
| Anand Rathi Global Finance Limited | 1059652 | 10.98% | - | - |
| Amit Garg | 992,400 | 10.28% | 992,400 | 10.28% |
| Nitin Garg | 817,953 | 8.47% | 817,953 | 8.47% |
| Ravi Promoters Pvt Ltd | 700,000 | 7.25% | 700,000 | 7.25% |
| Bhawna Garg | 649,095 | 6.72% | 649,095 | 6.72% |
| Ravinder Garg | 558,212 | 5.78% | 558,212 | 5.78% |

(In Rupees)

| NOTE NO. | PARTICULARS | As at March 31,2018 | As at March 31,2017 |
|----------|--|------------------------|------------------------|
| 4 | Reserve & surplus: | | |
| | <u>General Reserve</u> | - | |
| | At the beginning of the accounting period | - | - |
| | Additions during the year | - | - |
| | At the end of the accounting period | - | - |
| | <u>Share Premium</u> | | |
| | At the beginning of the accounting period | 82,469,485 | 82,469,485 |
| | Additions during the year | - | - |
| | At the end of the accounting period | 82,469,485 | 82,469,485 |
| | <u>Surplus</u> | | |
| | At the beginning of the accounting period | 237,805,111 | 194,875,817 |
| | Depreciation on Fixed Assets in which useable life is over | - | - |
| | Additions during the year (Balance in statement of profit & loss a/c) | 52,988,015 | 42,929,293 |
| | Balance at the end of the year | 290,793,125 | 237,805,111 |
| | Share forfeiture | 13,783,180 | 13,783,180 |
| | Grand Total | 387,045,790 | 334,057,776 |
| 5 | Long term borrowings | | |
| | <u>Term loans-secured</u> | | |
| | From banks | 252,668,514 | 118,623,512 |
| | <u>Other loans- secured</u> | | |
| | Vehicle loans from banks | 2,380,481 | - |
| | Vehicle loans from financial institutions | 1,863,740 | - |
| | <u>Unsecured long term borrowings</u> | | |
| | Directors & promoters | 331,358 | 331,358 |
| | Others | - | - |
| | | 257,244,093 | 118,954,870 |

Term loans are secured from Exclusive first charge over fixed and moveable assets created out of bank finance and on present and future assets in the name of the company. Vehicle loan are secured by way of a charge created on the underlying vehicle & further guaranteed by the directors of the co.

| | | | |
|-----------|---|--------------------|--------------------|
| 6 | <u>Short-term borrowings:</u> | | |
| | EPC - State Bank of India -secured | 222,407,707 | 50,267,395 |
| | FBN/FBP-State Bank of India-secured | 54,697,212 | 50,152,217 |
| | | 277,104,919 | 100,419,612 |
| | Export packing credit & foreign bills purchase limit are secured by exclusive first charge on entire current assets of the Company including raw material, semi-finished goods including goods in transit, book debts & other current assets of the Company (Present & Future.) Hypothecation of bills also in case of FBP limit. | | |
| 7 | <u>Trade payables</u> | | |
| | Sundry creditors | 171,531,598 | 152,248,543 |
| | Creditors for Capital goods | - | 188,880,954 |
| | | 171,531,598 | 341,129,498 |
| 8 | <u>Other current liabilities</u> | | |
| | Payable to employees | 4,286,438 | 4,757,169 |
| | Statutory remittances payable | 5,835,027 | 2,293,351 |
| | Other payables | 8,446,003 | 6,086,902 |
| | Advance received from customers | 6,696,608 | 5,769,605 |
| | | 25,264,076 | 18,907,027 |
| 9 | <u>Short-term provisions</u> | | |
| | (a) Provisions for employee benefits | 2,051,805 | 2,500,000 |
| | (b) Provisions for taxation(net of advance tax & Tds) | 13,500,000 | 5,130,000 |
| | | 15,551,805 | 7,630,000 |
| 10 | <u>Tangible assets</u> | | |
| | As Per Annexure (ref. to below) | 707,284,552 | 688,009,679 |
| | | 707,284,552 | 688,009,679 |

Annexure
Fixed Assets
Riba Textiles Limited
DEPRECIATION CHART AS PER COMPANIES ACT

| FIXED ASSETS | GROSS BLOCK | | | | | | DEPRECIATION | | | | | | NET BLOCK | |
|--------------------------|----------------------|---------------------------|------------------|---------------------------|------------------|----------------------|--------------|---------------------|-------------------|---------------------------|-------------------------------------|----------------------|----------------------|--|
| | As at April 1, 2017 | Additions during the year | Date of Addition | Sale/Adj. during the year | Date of Deletion | As at March 31, 2018 | SLM Rate | As at April 1, 2017 | For The Year | Sale/Adj. during the year | Dep. Adjusted with Retained earning | As at March 31, 2018 | As at March 31, 2017 | |
| Land | 54,782,084 | - | - | - | - | 54,782,084 | - | - | - | - | - | 54,782,084 | 54,782,084 | |
| Building | 127,260,246 | 17,606,785 | - | - | - | 144,867,031 | - | 12,642,810 | - | - | - | 127,757,839 | 114,617,436 | |
| Plant & Machinery | 791,471,216 | 45,676,089 | - | 6,360,154 | - | 830,787,151 | - | 286,737,371 | 39,953,276.56 | 4,107,569 | - | 508,204,072 | 504,733,845 | |
| Office equipments | 7,231,433 | 340,719 | - | - | - | 7,572,152 | - | 4,804,923 | 731,776.08 | - | - | 2,035,453 | 2,426,510 | |
| Computers | 1,370,306 | 96,492 | - | - | - | 1,466,798 | - | 1,124,349 | 144,714.88 | - | - | 197,734 | 245,957 | |
| Furniture & Fixtures | 4,135,797 | 260,580 | - | - | - | 4,396,377 | - | 1,596,025 | 367,931.00 | - | - | 2,432,421 | 2,539,772 | |
| Vehicles | 14,587,076 | 5,375,030 | - | 1,449,340 | - | 18,512,766 | - | 5,923,001 | 1,536,144.00 | 821,328 | - | 11,874,949 | 8,664,075 | |
| | 1,000,838,158 | 69,355,695 | - | 7,809,494 | - | 1,062,384,359 | - | 312,828,479 | 47,200,225 | 4,928,897 | - | 707,284,552 | 688,009,679 | |
| Previous period | | 389,769,517 | - | 11,741,178 | - | 1,000,838,158 | - | - | 27,373,600 | - | - | 688,009,679 | - | |
| Capital work in progress | | 31.03.2018 | - | 31.03.2017 | - | - | - | - | - | - | - | - | - | |
| Building | | 1,100,000 | - | 4,131,166 | - | - | - | - | - | - | - | - | - | |
| Machinery | | 1,100,000 | - | 4,131,166 | - | - | - | - | - | - | - | - | - | |
| Total | | 2,200,000 | - | 8,262,332 | - | - | - | - | - | - | - | - | - | |

(Amount in Rs.)

(In Rupees)

| NOTE NO. | PARTICULARS | As at March 31,2018 | As at March 31,2017 |
|-----------|--|------------------------|------------------------|
| 11 | <u>Noncurrent investments</u> | | |
| | Share of sporting India limited | 250,000 | 250,000 |
| | | - | - |
| | | 250,000 | 250,000 |
| 12 | <u>Long term loans and advances:</u> (Unsecured considered good unless otherwise stated) | | |
| | Security deposits | 11,841,383 | 19,441,383 |
| | Capital advances | 2,637,453 | 2,637,453 |
| | | 14,478,836 | 22,078,836 |
| 13 | <u>Inventories:</u> | | |
| | Raw materials | 11,963,472 | 15,989,842 |
| | Work in process | 121,445,093 | 14,298,007 |
| | Finished & semi-finished goods | 60,748,630 | 44,366,146 |
| | Stores, spares & loose tools; | 3,618,800 | 1,364,005 |
| | | 197,775,996 | 76,018,000 |
| | (As taken, valued & Certified by management) | | |
| 14 | <u>Trade receivables:</u> (Unsecured considered good unless otherwise stated) | | |
| | Debts outstanding for a period exceeding six months from the date they are due | - | - |
| | Other debts | 275,941 | 1,890,560 |
| | Export receivable | 154,744,515 | 114,692,734 |
| | | 155,020,456 | 116,583,294 |

| | | | |
|-----------|--|----------------------|----------------------|
| 15 | <u>Cash & bank balances</u> | | |
| | Cash in hand | 1,197,252 | 646,168 |
| | Balance in bank (in current accounts) | 10,086,861 | 4,346,645 |
| | Other bank balances- | | |
| | - In Earmarked accounts | - | - |
| | Held as margin money or security against borrowing | - | - |
| | and other commitments | | |
| | | 11,284,112 | 4,992,813 |
| | | 11,284,112 | 4,992,813 |
| 16 | <u>Short term loans & advances:</u> | | |
| | (Unsecured considered good unless otherwise stated) | - | |
| | Advances to suppliers (machinery & spare parts) | 4,160,180 | 13,732,653 |
| | Advance to suppliers (raw material & finished goods) | 2,210,000 | - |
| | Balance with Customs & Taxation Department | 64,959,625 | 26,946,666 |
| | Tds Receivable | 231,213 | 98,257 |
| | | 71,561,018 | 40,777,576 |
| | | 71,561,018 | 40,777,576 |
| 17 | <u>Other current assets:</u> | | |
| | Mutual Fund | 71,516,013 | 64,786,118 |
| | | 71,516,013 | 64,786,118 |
| | | 71,516,013 | 64,786,118 |
| 18 | <u>Revenue From Operations</u> | | |
| | Sale of products | 1,372,532,586 | 1,011,783,811 |
| | Sale of services | | |
| | Other operating revenues | 109,100,293 | 106,120,060 |
| | | 1,481,632,878 | 1,117,903,870 |
| | Less: Excise duty | - | - |
| | Net revenue from operations | 1,481,632,878 | 1,117,903,870 |
| | | 1,481,632,878 | 1,117,903,870 |
| 19 | <u>Other income:</u> | | |
| | Currency Fluctuation | 29,738,106 | 18,377,171 |
| | Dividend Received | 217,975 | 113,615 |
| | Insurance Claim Received | 3,945,000 | - |
| | Interest | 1,484,773 | 675,565 |
| | STCG Debt Fund | 405,045 | 2,031,278 |
| | STCG Equity Fund | (183,005) | 6,529 |
| | STCG Loss | (9,248) | (18,212) |
| | LTCG Equity Fund | 6,299,323 | 1,462 |
| | Misc. Income | - | 578,929 |
| | Packing charges on Export sale LUT | 21,187 | |
| | | 41,919,155 | 21,766,338 |
| | | 41,919,155 | 21,766,338 |

| | | | |
|-----------|---|-----------------------------|----------------------------|
| 20 | Cost of materials consumed: | | |
| | Purchases raw materials | 911,924,508 | 653,971,863 |
| | Add: Opening balance of stock | <u>15,989,842</u> | <u>26,682,000</u> |
| | | 927,914,350 | 680,653,863 |
| | Less: Closing balance of stock | <u>11,963,472</u> | <u>15,989,842</u> |
| | Consumption of materials | <u><u>915,950,878</u></u> | <u><u>664,664,021</u></u> |
| 21 | Purchases of goods stock in trade | <u>36,490,796</u> | <u>48,362,044</u> |
| | Total Purchases | <u><u>36,490,496</u></u> | <u><u>48,362,044</u></u> |
| 22 | Changes in inventories | | |
| | Finished goods | | |
| | At the beginning of the accounting period | 44,366,146 | 68,06,800 |
| | At the end of the accounting period | <u>60,748,630</u> | <u>44,366,146</u> |
| | | <u>(16,382,484)</u> | <u>(37,559,346)</u> |
| | Work in progress | | |
| | At the beginning of the accounting period | 14,298,007 | 8,695,500 |
| | At the end of the accounting period | <u>121,445,093</u> | <u>14,298,007</u> |
| | | <u>(107,147,086)</u> | <u>(5,602,507)</u> |
| | Grand Total | <u><u>(123,529,571)</u></u> | <u><u>(43,161,853)</u></u> |
| 23 | Employee benefits expense | | |
| | Salary and wages | 53,689,820 | 39,211,734 |
| | Contribution to provident fund | 1,659,051 | 1,658,787 |
| | Contribution to other funds | 651,830 | 61,515 |
| | Bonus | 1,530,400 | 2,640,395 |
| | Gratuity | 65,000 | 305,000 |
| | Other expenses | - | - |
| | | <u>57,596,101</u> | <u>43,877,431</u> |
| 24 | Financial costs: | | |
| | Interest expenses | | |
| | Interest to bank | 38,055,631 | 74,33,763 |
| | Interest to others | 175,039 | 13,331 |
| | Other borrowing cost | <u>7,674,314</u> | <u>6,034,305</u> |
| | | <u><u>45,904,983</u></u> | <u><u>13,481,399</u></u> |

| | | | |
|---|---|-------------|------------|
| 25 | Depreciation and amortization expenses | | |
| | Depreciation | 47,200,225 | 27,373,600 |
| | | 47,200,225 | 27,373,600 |
| 26 | Other Expenses: | | |
| | Cost of materials Consumed: | | |
| | Purchases stores & packing material | 140,021,535 | 93,258,854 |
| Add: Opening balance of stock | 1,364,005 | 1,098,600 | |
| | 141,385,540 | 94,357,454 | |
| Less: Closing balance of stock | 3,618,800 | 1,364,005 | |
| | 137,766,740 | 92,993,450 | |
| Electricity & diesel exp. | 113,549,331 | 75,047,044 | |
| Freight inward | 10,214,239 | 4,829,871 | |
| Import exp. | 461,598 | 410,388 | |
| Embroidery, stitching, packing, clipping & weaving Exp. | 76,646,262 | 44,743,338 | |
| Administrative charges | 265,500 | 422,606 | |
| Computer repair & maint. | 375,086 | 215,422 | |
| Consultation charges | 1,506,759 | 999,572 | |
| Office equipments & Repair maintains | 85,152 | 390,112 | |
| Director Remuneration | 21,600,000 | 12,750,000 | |
| Festival exp. | 274,489 | 224,500 | |
| General exp. | 1,133,883 | 1,271,675 | |
| Insurance | 1,188,919 | 1,109,022 | |
| Local conveyance | 363,108 | 34,204 | |
| Advertisement exp. | 36,217 | 54,789 | |
| Payment to auditors (refer detail below) | 150,000 | 325,000 | |
| Postage & courier | 2,824,528 | 3,443,907 | |
| Printing & stationery exp. | 1,204,987 | 581,957 | |
| Repair & Maintenance | 9,545,444 | 4,910,803 | |
| Rent a/c | 1,545,000 | 1,350,000 | |
| Security service exp | 2,652,151 | 2,171,453 | |
| Fees & taxes | 1,562,892 | 4,578,281 | |
| Telephone exp. | 659,740 | 853,100 | |
| Vehicle running & repair exp. | 2,467,431 | 2,340,672 | |
| Loss on sale of tangible assets | 15,443 | 5,222,932 | |
| Commission on exports | 26,803,119 | 17,186,429 | |
| ECGC exp. | 59,758 | 58,229 | |
| Freight ,cartage(outward) & shipping Exp. | 44,009,904 | 32,976,504 | |
| Dr./Cr. w/o | (741) | (6) | |
| Sales promotion | 10,993,275 | 9,092,120 | |
| Travelling expenses | 5,668,917 | 5,050,800 | |
| Testing & inspection charges | 1,413,450 | 2,929,596 | |
| | 477,042,580 | 328,567,768 | |
| Note; | | | |
| Payments to the Auditors | | | |
| Audit fees | 150,000 | 300,000 | |
| Taxation matters | - | - | |
| Company law matters | - | 25,000 | |
| Management Services | - | - | |
| Other services | - | - | |
| Total | 150,000 | 325,000 | |

27 **ADDITIONAL INFORMATIONS**27.1 **Contingent liabilities and commitments**

(To the extent not provided for)

Contingent Liabilities

(a) Claim against the company not acknowledged

As debts;

(b) Guarantees

27.2 **CIF value of import**

| | | |
|-----------------------------|------------------|-------------------|
| Packing Material | 361,498 | 680,009 |
| Components and spare parts; | 2,007,886 | 1,972,384 |
| Capital goods; | 0 | 19,490,664 |
| Total | <u>2,369,384</u> | <u>22,143,057</u> |

27.3 **Expenditure in foreign currency**

| | | |
|---------------------------|-------------------|-------------------|
| Exhibition & fair charges | 4,903,149 | 4,499,792 |
| Travelling | 2,282,975 | 2,341,862 |
| Others | 24,422,997 | 12,015,355 |
| Total | <u>31,609,121</u> | <u>18,857,009</u> |

27.4 **Details of consumption of imported and indigenous items****Raw Materials**

| | | |
|------------|-------------|-------------|
| Indigenous | 915,950,878 | 664,664,021 |
| % Of Total | 100 | 100 |
| Imported | - | - |
| % Of Total | - | - |

Total consumption915,950,878 664,664,021**Spare parts and components**

| | | |
|------------|-------------|------------|
| Indigenous | 135,758,854 | 91,021,066 |
| % Of Total | 98.52 | 98 |
| Imported | 2,007,886 | 1,972,384 |
| % Of Total | 1.48 | 2 |

Total consumption137,766,840 92,993,55027.5 **Earning in foreign exchange**

Direct export of good calculated on FOB basis

1,356,927,871 991,483,133

(Previous year's figures have been regrouped reclassified wherever necessary to correspond with the current year' classification / disclosure)

28 Related Party Disclosures

28.1 Related Parties and transactions with them during the year as identified by the Management are given below:

- (i) Key Management personnel's
Sh. Ravinder Garg, Mr. Amit Garg, Mr. Nitin Garg, Asha Garg

On 13th April 2018, Mr. Aditya Garg son of Mr. Amit Garg, Managing Director, was appointed for the position of a Management Trainee in the Marketing Department for a period of three months with the Stipend of Rs.15000/- per month.

Details of transactions carried out with related parties in the ordinary course of business:

(Rupees in Lacs)

| Sr. No | Nature of Business | Key Management personnel's | | Enterprises over which key management personnel & their relatives are able to exercise significant influence. | | Total | |
|--------|--------------------------|----------------------------|---------|---|---------|---------|---------|
| | | 2017-18 | 2016-17 | 2017-18 | 2016-17 | 2017-18 | 2016-17 |
| (i) | Remuneration Paid | | | | | | |
| | Ravinder Garg | 63.00 | 42.00 | | | 63.00 | 42.00 |
| | Amit Garg | 63.00 | 42.00 | | | 63.00 | 42.00 |
| | Nitin Garg | 63.00 | 42.00 | | | 63.00 | 42.00 |
| | Asha Garg | 9.00 | 1.50 | | | 9.00 | 1.50 |
| (ii) | Rent Paid | | | | | | |
| | Ravinder Garg | 1.50 | 1.50 | | | 1.50 | 1.50 |
| | Amit Garg | 6.00 | 6.00 | | | 6.00 | 6.00 |
| | Nitin Garg | 6.00 | 6.00 | | | 6.00 | 6.00 |

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 26236986, Fax No.: +91 11 26465227

Form No. MGT-11**PROXY FORM**

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

CIN No. : **L18101DL1989PLC034528**
 Name of the company : **Riba Textiles Limited**
 Registered office : DD-14, Nehru Enclave, Opp. Kalkaji Post Office
 New Delhi - 110 019

| | |
|--------------------------------|--|
| Name of the Member(s) | |
| E mail ID | |
| Folio No. / DP Id Client Id No | |
| | |

I/We, being the member (s) of Riba Textiles Limited shares of the above named company, hereby appoint

| | | |
|----|----------------|-----------|
| 1. | Name | |
| | Address | |
| | E mail ID | Signature |
| | Or Failing him | |
| 2. | Name | |
| | Address | |
| | E mail ID | Signature |
| | Or Failing him | |
| 3. | Name | |
| | Address | |
| | E mail ID | Signature |
| | Or Failing him | |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting of the company, to be held on Friday, the **28th day of September, 2018 At 11.00 a.m.** at DD-14, Nehru Enclave, Opp. Kalkaji Post Office, New Delhi- 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the below:-

| Sl. No. | Resolution | For | Against |
|---------|--|-----|---------|
| 1 | Adoption of the audited Financial statements of the Company as on 31 st March 2018 and Reports of the Board of Directors and the Auditors' thereon. | | |
| 2 | Re-appointment of Mr. Amit Garg (DIN- 00202171), Managing Director, who retires by rotation. | | |
| 3 | Adoption of new format of memorandum of association as per companies act, 2013 | | |
| 4 | Adoption of new set of articles of association as per companies act, 2013. | | |
| 5 | Revision in the terms of remuneration of Mr. Ravinder Garg- Whole-time Director | | |
| 6 | Revision in the terms of remuneration of Mr. Amit Garg- Managing Director. | | |
| 7 | Revision in the terms of remuneration of Mr. Nitin Garg- Whole-time Director. | | |

Signedthis..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Riba Textiles Limited

CIN:L18101DL1989PLC034528

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

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Tel No. : +91 11 26236986, Fax No.: +91 11 26465227

ATTENDANCE SLIP

30TH ANNUAL GENERAL MEETING – 28th SEPTEMBER, 2018 AT 11:00 A.M.

| | |
|---------------------------------------|--|
| DP ID. Client Id / Regd. Folio No. | |
| No. of Shares held | |

I hereby record my presence at the 30th Annual General Meeting of the Company being held at DD-14, NEHRU ENCLAVE, OPP. Kalkaji Post Office, New Delhi – 110019 on Friday the 28th September 2018 at 11.00 AM.

Name of the Member (in BLOCK LETTERS) :

Name of the Proxy / Authorised
Representative attending* :

.....

Signature of the attending Member's/Proxy/Authorised Representative*

* strike out whichever is not applicable

Note: 1. Member/Proxy/Authorised Representative attending the meeting must complete this attendance slip and hand it over at the entrance of the hall.

2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the meeting.

Electronic voting particulars

The e-voting facility is available at the link www.evotingindia.com. The electronic voting particulars are set out as follows

| E-Voting Sequence Number (EVSN) | User Id | Password |
|------------------------------------|---------|----------|
| | | |

Riba Textiles Limited

CIN: L18101DL1989PLC034528

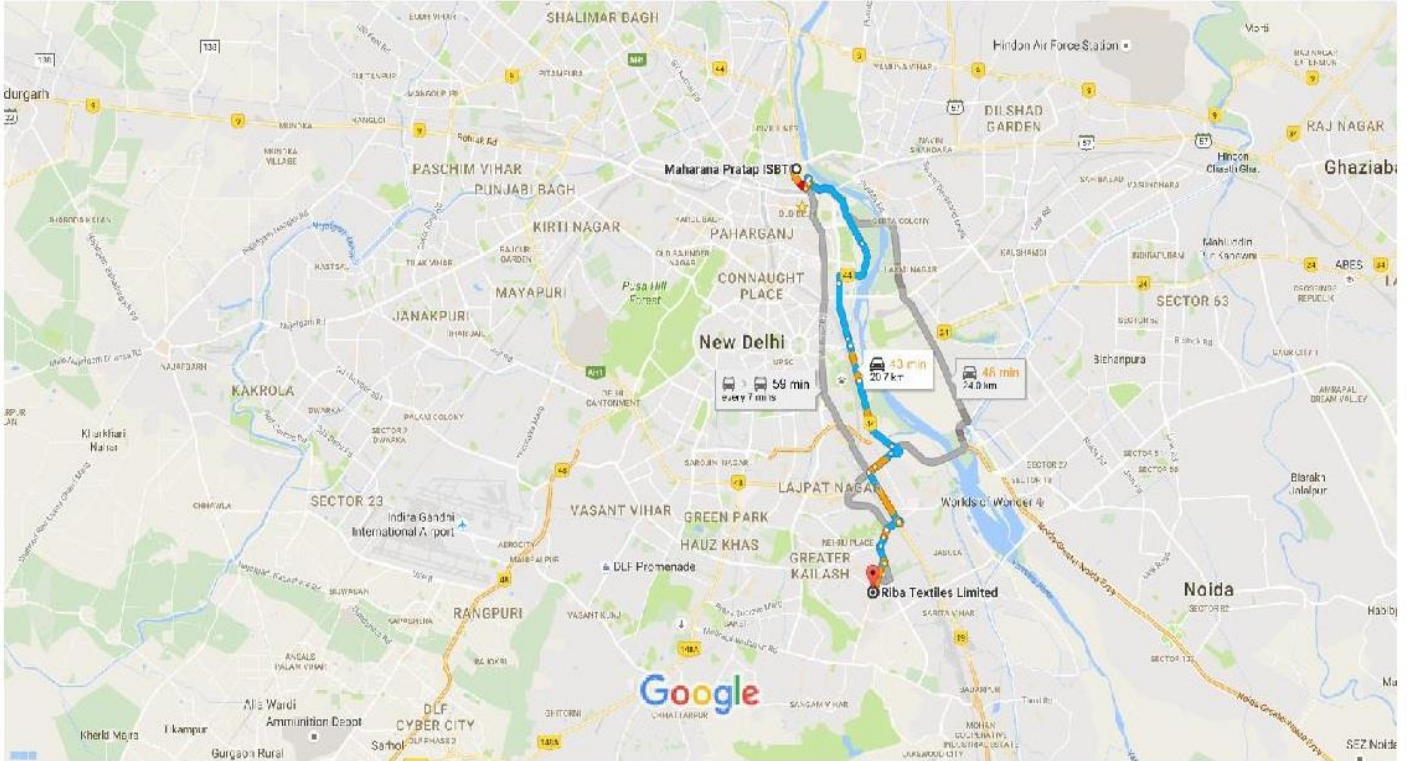
Registered Office: DD-14, Nehru Enclave, Opp. Kalka Ji Post Office, New Delhi-110019

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

Tel No. : +91 11 26236986, Fax No.: +91 11 26465227

Maharana Pratap ISBT to Riba Textiles Limited

Drive 20.7 km, 43 min



Map data ©2016 Google 2 km



via NH44

32 min without traffic

43 min

20.7 km



via Delhi Noida Direct Flyway

36 min without traffic

48 min

24.0 km



3:22 PM–4:21 PM

59 min

214CL / 246CL / 405 / 729 / 753 / 838 / 901 > 425 / 425CL / 429

riba

TEXTILES LIMITED

Contact Us:

Regd. Office

Riba Textiles Limited

DD-14, Nehru Enclave,
Near Kalkaji Post Office,
New Delhi-110019
India

Tel:- 91-11-26236986, 26213012

Fax: - 91-11-2645227

Admin Office

Riba Textiles Limited

Kishore House,
Assandh Road
Panipat-132103(Haryana)
India

Tel:- 91-180-4011986

Fax: - 91-180-2696122

Works

Riba Textiles Limited

Village Chidana
Tehsil Gohana,
Distt. Sonapat (Haryana)
India

Tel:- 91-9215398658

E-mail: riba@ribatextiles.com

www.ribatextiles.com