

RONI HOUSEHOLDS LIMITED

Directors' Report



To

The Members,

Your Directors have pleasure in presenting the Second Annual Report of Roni Households Limited (Formally known as “Roni Household Private Limited”) along with the Audited Financial Statements for the year ended 31st March, 2019

1. Financial Summary or performance of the company:

PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Total Income	7,80,45,520	4,29,69,705
Profit before Tax	27,62,178	10,50,184
Less: Tax	-	(2,70,422)
Add: Deferred Tax (Assets)/ Liabilities	5,49,704	-
Profit after tax	33,11,881	7,79,762
Add: Balance brought forward	7,79,762	-
Net Profit available for appropriation	40,91,643	7,79,762

2. State of Company's affairs:

Registered Office: Plot No. F - 55, Addl. MIDC Area, Ajanta Road, Jalgaon - 425003, Maharashtra.
info@ronihouseholds.com

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The Company has reported total income of ₹ 7,80,45,520 for the current year as compared to ₹ 4,29,69,705 in the previous year. The Net Profit for the year under review amounted to ₹ 33,11,881 in the current year as compared to ₹ 7,79,762 in the previous year.

3. Transfer to reserves:

The Company has not transferred any amount to General Reserve. However the Company has retained the current year profit in the accumulated Profit and Loss account

4. Dividend:

In a view of the requirements of own funds for expansion of business of the company, the Directors of the company does not recommended dividend for the Financial Year ended 31st March, 2019.

5. Share Capital:

The paid up Equity Share Capital as on March 31, 2019 was ₹ 4,33,59,460 divided into 43,35,946 equity shares of Re 10/- each. During the year under review, the Company has issued 38,25,946 equity shares mentioned in detail as follows:

Sr. No.	Date of Allotment	No. of Equity Shares	Face Value (In Rs.)	Premium (In Rs.)	Total Consideration (In Rs.)
1	20/04/2018	143946	10	-	14,39,460
2	19/05/2018	1082000	10	-	1,08,20,000
3	22/05/2018	11,00,000	10	10	2,20,00,000
4	28/11/2018	15,00,000	10	10	3,00,00,000

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6. Material Changes between the date of the Board report and end of financial year:

There have been no 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 related and the date of the report.

7. Details of Initial Public Offer:

During the year the Company has issued 15,00,000 equity shares of Rs. 10/- each at a price of Rs. 20 each aggregating to Rs. 3,00,00,000/- through IPO. The equity shares of the company are listed on BSE SME Stock Exchange with effect from 03rd December, 2018.



8. Provision of financial assistance to the employees of the company for the purchase of its own shares.

The company has not provided any financial assistance to its employees as per section 67 of the Companies Act, 2013. And employees of the company do not exercise any voting right in the company directly or indirectly.

9. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

10. Subsidiary Company:

As on March 31, 2019, the Company does not have any subsidiary.

11. Statutory Auditor & Audit Report:

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M/s. Raju & Prasad, Chartered Accountants having Firm Registration No. 003475S was appointed as a Statutory Auditors at the Annual General Meeting of the Company held on 15th September, 2018 for the period of 5 years starting from 1st April, 2018 till the AGM of the company to be held in calendar year 2023.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

12. Change in the nature of business :

There is no change in the nature of the business of the company

13. Details of Change in composition of Directors or key managerial personnel;

In accordance with the provisions of Section 152 of the Act, Mr. Manohar Sirwani, Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting. Brief profile of Mr. Manohar Sirwani has been given in the Notice convening the Annual General Meeting.

Further during the financial year following changes took place in the Composition of Board of Directors of the Company:

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Sr. No.	Name of Director	Date of changes in Composition	Appointment/ Resignation/ Change in Designation	Designation
1	Mr. Shailesh Suresh Bajaj	15/07/2018	Resignation	Director
2	Mr. Manohar Sirwani	15/07/2018	Appointment	Director
3	Mr. Shailesh Suresh Bajaj	27/09/2018	Appointment	Independent Director
4	Mr. Arvind Durgashankar Pande	27/09/2018	Appointment	Independent Director
5	Mrs. Nidhi Sirwani	01/09/2018	Appointment	CFO
6	Mr. Harish Sirwani	28/09/2018	Change in Designation	Managing Director
7	Mrs. Nidhi Sirwani	28/09/2018	Change in Designation	Whole-time Director
8	Mr. Mehul Kumar Harilal Shah	01/10/2018	Appointment	Company Secretary

14. Deposits:

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2019. There were no unclaimed or unpaid deposits as on March 31, 2019.

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15. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as “Annexure - A”.

16. Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure - B” to this report and is also available on the Company’s website at www.ronihouseholds.com

17. Related Party Transactions

All Related Party Transactions entered by the Company during the financial year were in the ordinary course of business and at arm’s length basis given in the notes to the Financial Statements.

Form AOC-2 is annexed herewith as “Annexure - C” to this report.

18. Corporate Social Responsibility:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

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19. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company has appointed M/s. Nitin S. Sharma & Associates, a Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as Annexure 'D' and forms an integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.



20. Particulars of Employee:

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies(Appointment and Remuneration of Managerial Personnel)Rules, 2014 in respect of employees of the is given in an "Annexure E" and forms part of this Report.

21. Number of meeting of the Board:

During the year 2018-19, the Board of Directors met 12 times.

22. Directors' Responsibility Statement:

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

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- i. In the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. Declaration by Independent Directors

All Independent Directors have furnished declarations in accordance with the provisions of Section 149 (7) of the Companies Act, 2013 regarding meeting the criteria of Independence as provided under Section 149 (6).

24. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:

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Pursuant to provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee carried out evaluation of every Director's performance and the Board has carried out formal annual evaluation of its own performance and that of its Committees and individual Directors has been made. Further, the evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated.

The Directors were satisfied with the evaluation results, which reflect the overall engagement of the Board and its Committees and on the basis of the Report of the said evaluation, the present term of appointment of Independent Directors shall be continued with the Company.

25. Audit Committee

The Company has constituted Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Committee comprises of Mr. Shailesh Bajaj, Mr. Arvind Pande, Mr. Nidhi Sirwani as members of the Committee.

26. Establishment of Vigil Mechanism

The Company has adopted a Whistle Blower Policy for Directors and Employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism.

The Whistle Blower Policy has been posted on the website of the Company.

27. Disclosure with respect to Directors' and Key Managerial Personnels' remuneration.

The company has complied with the provisions of section 197(12), 197(14) and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

28. Particulars of loans, guarantees or investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

29. Internal Control Systems ,their Adequacy and Internal Auditor

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The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

The scope of the Internal Audit as defined in the Internal Audit Charter covers the evolution of Internal Control System. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee. The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the Report of Internal Auditor, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

30. Risk management policy

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

31. Prevention of Sexual Harassment of Women at Workplace

The Company has in place a policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and the Company. During the year under review, there was no complaint of any sexual harassment at work place.

32. Acknowledgments:

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Government of India, Government of Maharashtra and Gujarat, and the Bankers to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

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For and on behalf of the Board of Directors

Place: Jalgaon

Date: 30th May, 2019

Harish Manohar Sirwani



Chairman DIN: 07844075

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