

40th Annual Report 2021-2022

NIDHI GRANITES LIMITED

REGISTERED OFFICE:

503, MADHU INDUSTRIAL PARK,
MOGRA CROSS ROAD, NEXT TO
APOLLO CHAMBERS, ANDHERI EAST
MUMBAI - 400 069.

CIN: L51900MH1981PLC025677

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COMPANY INFORMATION**BOARD OF DIRECTORS****Executive Director**

Mr. Darpan Shah	Managing Director
Non-Executive Director	
Ms. Shreya Pandya	Director
Mr. Devan Pandya	Chairperson and Director
Mr. Amit Sinkar	Independent Director
Mr. Amit Patankar	Independent Director

CHIEF FINANCIAL OFFICER

Ms. Kavita Shah

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Krutika Shinde

❖ **STATUTORY AUDITORS****M/s. Jogin Raval & Associates,****Chartered Accountants**

B- 101/102, Shree Sai Tower CHS, Sodawala Lane

Nutan Nagar, Borivali West, Mumbai 400092.

❖ **REGISTERED OFFICE**

503, Madhu Industrial Park, Mogra Cross road,

next to Apollo Chambers, Andheri East, Mumbai 400069

❖ **REGISTRAR & SHARE TRANSFER AGENTS**

Universal Capital Securities Private Limited 21,

C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083.

Email id: info@uniseq.in.

NOTICE

NOTICE is hereby given that the **40th** Annual General Meeting of the members of **Nidhi Granites Limited** will be held on **Saturday, September 24, 2022 at 11.00 a.m.** at the registered office of the Company at 503, Madhu Industrial Park, Mogra Cross road, next to Apollo Chambers, Andheri East, Mumbai 400069 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and the statutory auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the reports of the statutory auditors thereon.
- 2) To appoint a director in place of Mr. Devan Pandya (DIN: 09065430), who retires by rotation and being eligible, offers himself for re-appointment.

**For and on behalf of the Board
For Nidhi Granites Limited**

Sd/-

**Darpan Shah
Managing Director**

Place: Mumbai

Date: August 23, 2022

Regd. Office:

503, Madhu Industrial Park,

Mogra Cross Road,

Next to Apollo Chambers, Andheri East,

Mumbai - 400 069.

CIN: L51900MH1981PLC025677

Email: nglindia2021@gmail.com

Website: www.nidhigranites.com

NOTES:

1. In terms of Section 152 of the Companies Act, 2013, Mr. Devan Pandya (DIN: 09065430), retires by rotation at this meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The details of a Director proposed to be re-appointed as required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, are annexed to the notice.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself on a poll and the proxy need not be a member of the company.**
3. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. The instruments appointing proxy as per the format including in the annual report should be lodged with the Company at its registered office not less than 48 hours of commencement of the meeting i.e., by 11.00 a.m. Thursday, September 22, 2022.
5. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged with the Company during normal business hours (10.00 a.m. IST to 6.30 p.m. IST) at the registered office of the Company, provided that a requisition for the same from a member is received in writing not less than 3 days before the commencement of the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative along with their specimen signature to attend and vote on their behalf at the meeting.
7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
8. All the documents referred to in the Notice will be available for inspection by the members between 11.00 a.m. and 1.00 p.m. on all working days from the date hereof upto Saturday, September 24, 2022 i.e., the date of the 40th Annual General Meeting, at the registered office of the Company.
9. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 (Annexed to the Report) with the Company's Registrars and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective depository participant.

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for longer periods. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.
11. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form so as to be able to freely transfer them and participating corporate actions such as buyback. Members can contact the Company or Company's Registrar and Share Transfer Agent, Universal Capital Securities Pvt. Ltd. for assistance in this regard.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
13. A member who is desirous of getting any information as regard to the business to be transacted at the meeting is requested to write to the Company his queries at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
14. Members/Proxies and authorized signatories should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such members are advised to bring the relevant identity card to attend the Annual General Meeting.
15. Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the depository participant. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in DEMAT form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
16. A route map showing directions to reach the venue of the 40th Annual General Meeting is given at the end of the notice as per the requirements of Secretarial Standard - 2 on General Meeting.

- 17. The Company’s Equity shares are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 and the Company has paid the Annual Listing Fees to the said Stock Exchange for the year 2021-2022.
- 18. Members are requested to send all communication relating to shares to the Company’s Registrar and Share Transfer Agent at Universal Capital Securities Pvt. Ltd. 21, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai-400083.

19. E –Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by the Companies (Management and Administration) Rule, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the stated items of business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“remote e-voting”) to its Members. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secured manner.

- (i) **The voting period starts from 9.00 a.m. on Tuesday, September 20, 2022 and ends at 5.00 p.m. on Friday, September 23, 2022.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 17, 2021** may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (iii) Now click on “**Shareholder**” to cast your votes
- (iv) 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, excluding the special characters.
- (v) Next enter the **image Verification Code** as displayed and click on Login.
- (vi) In case you have voted before on CDSL’s e-voting system, enter your existing password.
- (vii) 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 physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number which is

	<p>mentioned in address label as sr. no affixed on Annual Report, in the PAN field.</p> <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first characters of the name in CAPITAL letters. e.g. If your name is Manoj Kumar with sequence number 1 then enter MA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the Number of Shares in the Dividend Bank details field.

- (viii) After entering above details appropriately, click on **“SUBMIT”**.
- (ix) Members holding shares in Physical form will then reach directly the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding share in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **“Electronic Voting Sequence Number”** (EVSN) for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the **“RESOLUTION FILE LINK”** if you wish to view the entire AGM Notice.
- (xiv) 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.
- (xv) Once you **‘CONFIRM’** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking in **“Click here to print”** option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on forgot password & enter the details

- as prompted by the system.
- (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. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xix) You are advised to cast your vote only through one mode (E-voting or through Ballot paper at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Poll would be rejected.
- (xx) **Note for Non-Individual Shareholders and Custodians:**
- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are requested to log on to www.evotingindia.com and registered themselves as Corporate.
 - 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 or send to the Scrutinizer through e-mail to scrutinizer@dholakia-associates.com.
- (xxi) 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 or Mr. Rakesh Dalvi, Manager, (022-23058542) (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- (xxii) Members, who have not registered their e-mail addresses with the Company, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by e-mail.
- (xxiii) The Results shall be declared after the AGM of the Company within two working days. (See Reg 44 of LODR) The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL www.evotingindia.com within two working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
20. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

21. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
22. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.
23. Mr. Nrupang B. Dholakia or in his absence Mr. Vishvesh G Bhagat, of Dholakia & Associates LLP, Company Secretaries in whole time practice has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
25. The scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The scrutinizer shall within two working days from conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by him in writing.
26. The result along with the scrutinizers report shall be communicated to BSE Limited www.bseindia.com as well as on the website of the Company at www.nidhigranites.com.
27. Beneficial Owners holding shares in electronic/demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, Universal Capital Securities Pvt. Ltd.

ANNEXURE TO ITEM NO. 2 TO THE NOTICE OF THE AGM

As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings, brief profile of the Directors retiring by rotation/ seeking appointment/ re-appointment at the ensuing Annual General Meeting, is given below:

Name of the Director	Mr. Devan Pandya
Date of Birth	11/04/1975
Date of Appointment	19/02/2021
Qualifications	CA
Expertise in specific functional areas	Accounts, Audit and Taxation
Directorship in other Companies	
Chairperson/Member of the Committees of the Board of Directors of the Company	Nil
Chairperson/Member of the Committees of the Board of Directors of the other Companies in which He/she is a Director	NIL
No. of shares in the Company	2,40,842
Inter-se Relationship between Directors	Husband of Ms. Shreya Pandya, Director
Director Identification Number	09065430

**For and on behalf of the Board
For Nidhi Granites Limited**

Sd/-

**Darpan Shah
Managing Director**

Place: Mumbai

Date: August 23, 2022

Regd. Office:

503, Madhu Industrial Park,

Mogra Cross Road,

Next to Apollo Chambers, Andheri East,

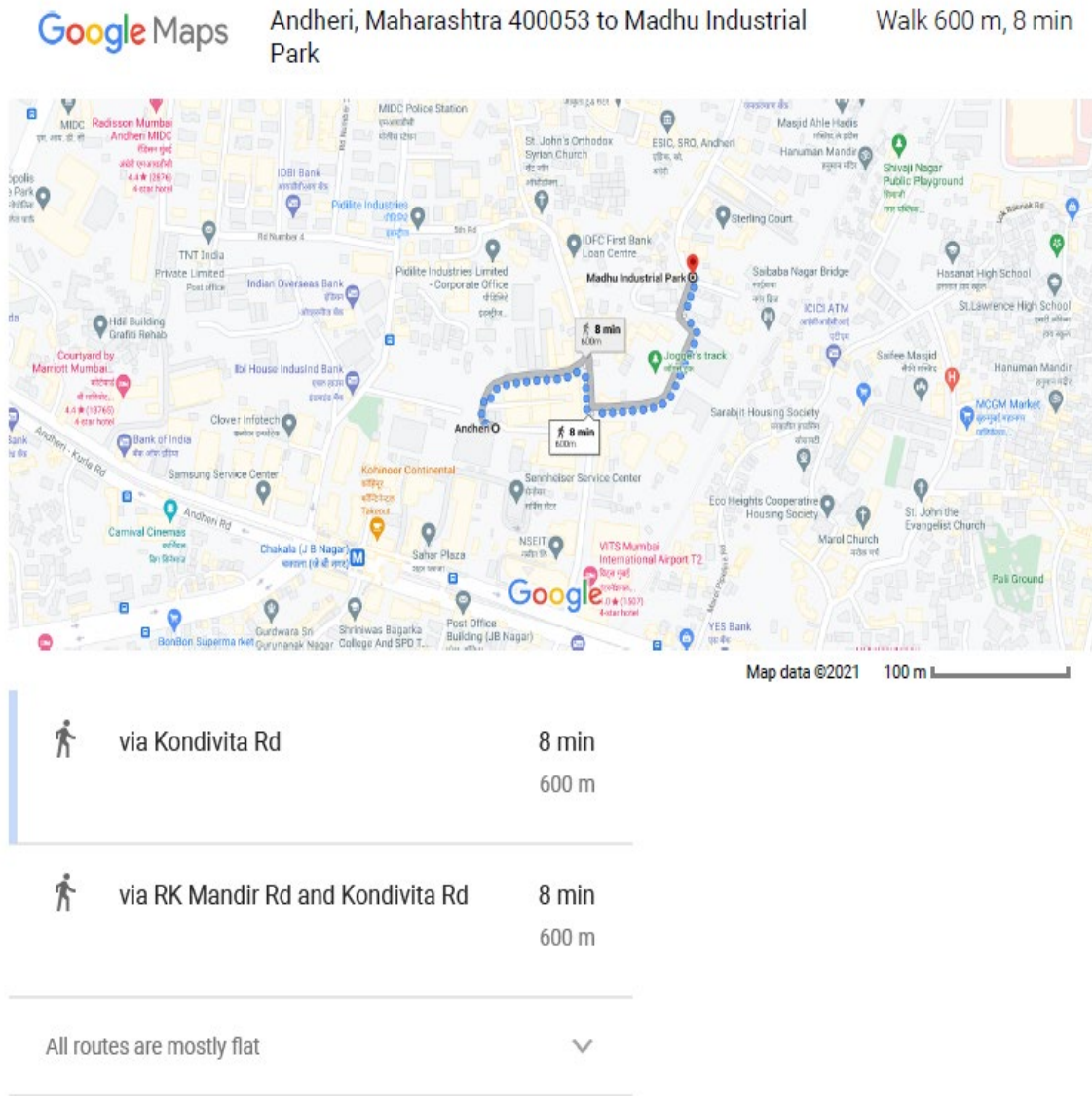
Mumbai - 400 069.

CIN: L51900MH1981PLC025677

Email: nglindia2021@gmail.com

Website: www.nidhigranites.com

The Route Map to the AGM venue is given below:



NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

BOARD'S REPORT

Dear Members,

The Board of Directors present their 40th Annual Report on the business and operations of your Company along with the audited financial statements for the financial year ended on 31st March, 2022.

The Financial Statement, Auditors' Report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

1. FINANCIAL RESULTS

(Amount in Rupees)

Particulars	Standalone		Consolidated	
	Financial Year ended 31 st March, 2022	Financial Year ended 31 st March, 2021	Financial Year ended 31 st March, 2022	Financial Year Ended 31 st March, 2021
Revenue from Operations (Share Trading)	0	6,030	15,80,38,480	6,030
Other Income	10,81,286.67	15,38,858	14,03,290	15,38,860
Total Income	10,81,286.67	15,44,888	15,94,41,770	15,44,890
Total Expenditure	17,58,101.23	13,77,866	15,16,68,650	13,77,870
Gross Profit/(Loss) before Depreciation and Tax	(6,76,814.56)	1,67,022	77,73,120	1,67,020
Less: Depreciation	-	-	27,37,640	-
Profit/(Loss) before tax	(6,76,814.56)	1,67,022	50,35,490	1,67,020
Less: Taxation	-	32,135	18,00,000	32,140
Add: Income Tax adjustment of prior year	-	-	-	-
Less: Prior period expenses	(6,76,814.56)	(5,48,246)	162540	(30,900)
Deferred Tax Charges			27380	(548250)

NIDHI GRANITES LIMITED

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Less: MAT Credit Entitlement	-	(30,899)	-	-
Profit/(Loss) for the year	(6,76,814.56)	7,14,032	30,45,570	7,14,030

2. RESERVES

The Company has not transferred any amount to General Reserves.

3. PERFORMANCE AND AFFAIRS OF THE COMPANY

The year under review was not satisfactory for the company. As we all know the world economy faced global recession which is still continuing and because of which economic activities slowed down. India, being now global player, also experiences the global economic slowdown but its impact was not so much harsh as experienced by the developed nations. However, your Company is exploring various avenues for undertaking new projects.

4. DIVIDEND

Directors do not recommend any dividend for the current year under review in view of the loss incurred by the Company.

5. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company on 31st March, 2022 and on the date of this report.

6. PROMOTERS

There were no changes in the promoters of the Company during the financial year.

7. CHANGE(S) IN THE NATURE OF BUSINESS

There were no material changes with regard to the nature of business of the Company.

8. PUBLIC DEPOSITS

During the financial year under review, the company has not accepted any deposits from public and shareholders and as such, no amount on account of principal on deposits from public was outstanding as on the date of the Balance Sheet.

NIDHI GRANITES LIMITED

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9. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Your Company has incorporated subsidiary Company- SPNP Paper and Pack Private Limited ("the Subsidiary") on 10th March, 2021. The Company has subscribed to 40,00,000 Equity Share of Rs.10/- each in the subsidiary company.

The First Financial Year of the Subsidiary in accordance with section 2(41) of The Companies Act, 2013 has ended on 31st March 2022, hence the consolidation of financials of the subsidiary shall be applicable from 31st March 2022. The company is not having any associate and joint venture company.

10. BOARD MEETINGS

During the Financial year, total 8 (Eight) meetings of the Board of Directors were held on 3rd May, 2021, 29th May, 2021, 16th July, 2021, 19th August, 2021, 12th November, 2021, 27th December, 2021, 11th February, 2022 and 24th February, 2022. The attendance record of all Directors is as under:

Name of the Directors	No. of Board Meetings		Attendance at last AGM held on 29 th September 2021
	Held	Attended	
Mr. Darpan Shah	8	8	Yes
Mr. Devan Pandya	8	8	Yes
Mrs. Shreya Pandya	8	8	Yes
Mr. Rajesh Chheda (Resigned w.e.f 15 th June 2021)	8	2	No
Mr. Vineetkumar Mishra (Resigned w.e.f 15 th June 2021)	8	2	No
Mr. Amit Sinkar (appointed w.e.f 15 th June, 2021)	8	6	Yes
Mr. Amit Patankar (appointed w.e.f 15 th June, 2021)	8	6	Yes

The proceedings were properly recorded and signed in the minutes book maintained for the purpose. The maximum gap between any two meetings was less than 120 days.

During the year the Annual General Meeting (AGM) was held on 29th September, 2021 and the proceedings of the meetings were properly recorded and signed in the Minutes Book maintained for the purpose.

NIDHI GRANITES LIMITED

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11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Directors and Key Managerial Personnel

1. Mr. Rajesh Raichand Chheda (DIN:03406572) and Mr. Vineetkumar Shatrughna Mishra (DIN:06789301) resigned from the Directorship with the close of business hours of 15th June, 2021.
2. Mr. Amit Sinkar (DIN:09203235) and Mr. Amit Patankar (DIN:09203130) were appointed as an Additional Directors in the category of Non-Executive and Independent Director of the Company w.e.f. 15th June, 2021 for a term of five years.
3. Ms. Nehashree Rathi resigned as Company Secretary and Compliance Officer of the Company with the close of Business hours of 9th August, 2021.
4. Ms. Krutika Shine was appointed as Company Secretary and Compliance Officer of the Company w.e.f 19th August, 2021

(ii) Directors retire by rotation

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Darpan Shah, Managing Director, Mr. Devan Pandya, Additional Director and Chairperson and Ms. Shreya Pandya, Additional Director of the Company, are directors who are liable retire by rotation at Annual General Meeting and Mr. Devan Pandya, who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment. Details of the Director proposed to be re-appointed at the ensuing Annual General Meeting, as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations 2015”) and SS - 2 (Secretarial Standards on General Meetings) are provided in the Notice convening the 40th Annual General Meeting of the Company.

(iii) Declaration by Independent Directors(s)

The Company has generally complied with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the provisions of section 149(6) of the Companies Act, 2013, the Company has also obtained declarations from all the Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

Annual Evaluation of Board

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance and other Directors. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Company, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, promotion of participation by all directors and developing consensus amongst the directors for all decisions.

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12. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that: -

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the Directors have 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 31st March, 2022 and of the loss of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down proper systems for financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. COMMITTEES AND POLICIES OF THE COMPANY

(1) Audit Committee

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015. The Audit Committee comprises of:

1. Mr. Darpan Shah – Managing Director
2. Mr. Amit Sinkar- Independent Director (w.e.f 15th June 2021)
3. Mr. Amit Patankar – Independent Director (w.e.f 15th June, 2021)
4. Rajesh Chheda- Independent Director (upto 15th June, 2021)
5. Mr. Vineetkumar Mishra- Independent Director (upto 15th June, 2021)

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The scope and terms of reference of the Audit Committee have been amended in accordance with the Act. Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee meetings.

The Audit Committee met Five (5) times during the year on 29th May, 2021, 16th July, 2021, 19th August, 2021, 12th November, 2021 and 11th February, 2022

Name of the Member	No of Meetings attended
Mr. Darpan Shah	5
Mr. Amit Sinkar	4
Mr. Amit Patankar	4
Mr. Rajesh Chheda	1
Mr. Vineetkumar Mishra	1

(2) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of:

1. Mrs. Shreya Pandya–Director
2. Mr. Amit Sinkar- Independent Director (w.e.f 15th June 2021)
3. Mr. Amit Patankar – Independent Director (w.e.f 15th June, 2021)
4. Rajesh Chheda- Independent Director (upto 15th June, 2021)
5. Mr. Vineetkumar Mishra- Independent Director (upto 15th June, 2021)

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The Nomination and Remuneration Committee met Two (2) times during the year on 28th May, 2021 and 19th August, 2021.

Name of the Member	No of Meetings attended
Mrs. Shreya Pandya	2
Mr. Amit Sinkar	1
Mr. Amit Patankar	1
Mr. Rajesh Chheda	1
Mr. Vineetkumar Mishra	1

NIDHI GRANITES LIMITED

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(3) Risk Management Policy

The Board of Directors of the Company during the year have designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigations are considered in the annual/strategic business plans and in periodic management reviews. At present there is no identifiable risk which, in the opinion, of the Board may threaten the existence of the Company.

(4) Whistle Blower/ Vigil Mechanism

Your Company has established a whistle Blower/Vigil Mechanism pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with the Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 through which its Employees and Directors can report the genuine concern about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisions. No case was reported to the Audit Committee during the year under review.

(5) Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 is not applicable to your Company.

14. LISTING OF SHARES AND DEPOSITORIES

Your Company's shares are listed on BSE Limited (BSE). Your Directors wish to state that the Equity Shares of your Company are compulsorily traded in the dematerialized form. Presently Equity Shares held by Promoters are in electronic/dematerialized form.

15. CORPORATE GOVERNANCE AND REPORT THEREON

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V is not applicable to the Company as the paid-up share capital is less than INR 10 Crores and net worth is also less than INR 25 Crores as on the last day of previous financial year. Hence, Corporate Governance Report is not furnished.

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16. STATEMENT SHOWING THE DETAILS OF EMPLOYEES OF THE COMPANY PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employees of the Company is in receipt of remuneration prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

17. ANNUAL RETURN

Annual Return for the financial year ended 31st March, 2022 is available on the website of the Company i.e. www.nidhigranites.com.

18. AUDITORS

(i) STATUTORY AUDITOR

The Statutory Auditors of your Company namely, M/s. Jogin Raval & Associates, Chartered Accountant were appointed for a period of five years at the Annual General Meeting held on September 29, 2021. Auditors have to confirmed their eligibility and submitted the Certificate in writing that they are not disqualified to hold office of the Statutory Auditor. There were no reservations / qualifications or adverse remarks contained in Auditor's Report. .

(ii) SECRETARIAL AUDITOR

Pursuant to provision of Section 204 of the Act and the rules framed there under, the Board has appointed Dholakia & Associates LLP, Company Secretaries in whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2021-22. The Report of the Secretarial Audit Report is annexed herewith as "**Annexure A**".

(iii) COST AUDITOR

The Company is not required to appoint Cost Auditor as it is not required to submit cost audit report pursuant to the provisions of the Companies (Cost Record and Audit) Rules, 2014.

(iv) INTERNAL AUDITOR

The Company has appointed Mr. D. N. Joshi., Chartered Accountant having **RN NO: 17226** as an Internal Auditor of the Company for the Financial year 2021-2022.

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19. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the internal Auditor of the Company for inefficiency or inadequacy of such controls.

20. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

(i) Details of loans, guarantees and securities

The company has not granted other any loans or given guarantees during the financial year ended March 31, 2022.

(ii) Details of investments

The details of Investments covered under the provisions of section 186 of the Companies Act, 2013 are disclosed in the financial statements. During the year, the company has invested an amount of Rs. 4,00,00,000/- in SPNP Paper and Pack Pvt Ltd ("SPNP") by virtue of which the company hold 100% of the equity shares of SPNP and accordingly SPNP is the subsidiary of the company.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

There is no transaction entered into/contracts or arrangement with related party during the financial year.

22. HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Your Company has complied with all the applicable environmental laws and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker/employee protection and safety.

23. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of being environmentally clean and has safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliance of environmental regulations and preservation of natural resources. There was no accident during the year.

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24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are given as under:

Energy Conservation: N.A.

Technology Absorption: N.A.

Foreign Exchange Earnings and outgo: Nil

25. INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business, size and complexity of its operations are in place. It has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

26. GREEN INITIATIVES

Pursuant to Sections 101 and 136 of the Companies Act, 2013, the Company has been transmitting Annual Report through electronic mode (e-mail) to all the shareholders who have registered their e-mail addresses with the Company or with the Depository to receive Annual Report through electronic mode. This will help reduce consumption of paper.

27. SECRETARIAL STANDARDS

It is hereby confirmed that the Company has generally complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

28. GENERAL DISCLOSURES

During the year, the company has issued 32,50,000 share warrants of Rs 29/- each to promoters and non-promoters. The company has received amount of Rs. 2,35,62,500/- during the quarter against these warrants, being 25% of the total value (Rs. 7.25/- per warrant).

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

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1. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.
2. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.
3. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.
4. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 hence no information is furnished.
5. No order has been passed by any regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

29. ACKNOWLEDGEMENT

Your Directors wish to thank Bankers, Government authorities and various stakeholders, for their co-operation, support and valuable guidance to the Company. Your Directors also wish to place on record their appreciation for the committed services of all the Employees of the Company.

**For and on behalf of the Board
For Nidhi Granites Limited**

Sd/-

**Devan Pandya
DIN: 09065430
Chairperson**

Place: Mumbai

Date: 23rd August, 2022

Regd. Office:

503, Madhu Industrial Park,

Mogra Cross Road,

Next to Apollo Chambers, Andheri East,

Mumbai - 400 069.

CIN: L51900MH1981PLC025677

Email: nglindia2021@gmail.com

Website: www.nidhigranites.com

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report discusses and analyses the business performance for the year ended 31st March, 2022.

1) INDUSTRY STRUCTURE AND DEVELOPMENT

The Company is facing challenges in its core business activities and in order to deploy its resources productively, the Company has started focusing in the business activities pertaining to Trading in securities.

2) OUTLOOK

The Company's business prospects are closely linked to the economic environment prevailing locally and globally. Given the challenging market environment and stiff competition, it is difficult to make an optimistic prediction for business prospect in the coming year.

3) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control and Internal Audit Systems commensurate with its size and nature of business. To make the internal control system more effective and project specific, a comprehensive internal audit manual is in place with guidelines for internal auditors.

4) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review the Company has suffered a loss of Rs. 6,76,815 - (previous year profit of Rs. 7,14,033 /-) after providing depreciation.

5) RISK AND CONCERNS

The Company recognizes that managing business risk is an integral part of generating substantial and sustainable shareholder value. This positive interpretation of risk reflects the new understanding of the connection between well managed risk and improved performance. Hence the Management has always been proactive on risk identification and its mitigation.

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6) CAUTIONARY STATEMENT

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the Members updated on changes in these factors except as may be statutorily required from time to time.

**For and on behalf of the Board
For Nidhi Granites Limited**

**Sd/-
Devan Pandya
Chairman**

**Place: Mumbai
Date: 23rd August, 2022
DIN: 09065430**

**Regd. Office:
503, Madhu Industrial Park,
Mogra Cross Road,
Next to Apollo Chambers, Andheri East,
Mumbai - 400 069.
CIN: L51900MH1981PLC025677
Email: nglindia2021@gmail.com
Website: www.nidhigranites.com**

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ANNEXURE-A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Issued in Pursuance to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with modifications as deemed necessary, without changing the substance of format given in MR-3]

To,

**The Members,
Nidhi Granites Limited.
503, Madhu Industrial Park,
Mogra Cross Road, Next to Apollo Chambers,
Andheri East, Mumbai - 400069**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nidhi Granites Limited (CIN L51900MH1981PLC025677)** (hereinafter called 'the Company') for the financial year ended 31st March, 2022. 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.

A. In expressing our opinion, it must be noted that-

- i. 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.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances 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 of our opinion.
- iii. We have not verified correctness and appropriateness of financial records and books of accounts of the Company.
- iv. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

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- v. The compliance and provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the online verification of procedures on test basis.
 - vi. 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.
- B.** Based on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-process (duly evolved) and compliance mechanism in place to the extent and as applicable to the Company in the manner and subject to the reporting made hereinafter:
- C.** We have conducted the examination of the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 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. The Company has not undertaken any of the activities during the audit period as envisaged under the provisions of 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;
 - VA. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ('SAST Regulations');
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. 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.

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- iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations).

- VB. The Company has not undertaken any of the activities during the audit period as envisaged under the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and hence are not relevant for the purpose of audit: -
 - a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
 - b. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August 2021) and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August 2021);
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 16th August 2021) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 17th August 2021);
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (up to 9th June 2021) and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June 2021).

- VI. As informed by the Management, to overcome the business challenges in its domain area of operations namely as traders and distributors in dyes chemicals, textiles auxiliary, the company has carried out investment activities during the financial year and as such no Special Acts are applicable to the Company during the period under audit as envisaged in the format of Audit Report under the Act.

- D. We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards in respect of Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) as amended from time to time issued by The Institute of Company Secretaries of India;
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In terms of 31A(8)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the BSE Limited (Bombay Stock

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Exchange) accorded an electronic approval (through email) to the Company for re-classification of its promoters effective 1st April, 2021.

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

E. We further report that--

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013;
- II. Adequate notice is generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance for meetings 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;
- III. Majority decision is carried through and there was no instance of any director expressing any dissenting views;
- IV. The Company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India as it holds not less than 90% of its net assets in the form of investment in equity shares in group companies. However, the Company is exempted from registration with RBI in terms of Section 45NC of the RBI Act 1934, as the Company has an asset size of less than 100 crores.

F. We further report that the Company needs to strengthen its systems and process commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

G. A.(i) During the year, the Company has incorporated SPNP Paper and Pack Pvt. Ltd ("SPNP") of which the Company holds 100% equity shares and accordingly SPNP is the wholly owned subsidiary of the Company.

(ii) During the year the wholly owned subsidiary of the Company viz; SPNP Paper and Pack Pvt Ltd ("SPNP") has acquired 100 % equity shares from the existing shareholders of Fine Papyrus Private Limited (FPPL) and consequently FPPL became the wholly owned subsidiary of SPNP and step-down wholly owned subsidiary of the Company.

B. Following events have taken place during the year which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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- a) The Company has increased the Authorized Share Capital from Rs. 1,00,00,000 (Rupees One Crore Only) (10,00,000 equity shares of Rs.10/- each) to Rs. 5,00,00,000 (Rupees Five Crore Only) (50,00,000 equity shares of Rs.10/- each).
- b) The Company has issued 32,50,000 convertible share warrants of face value of Rs. 10/- each to Promoters and Non-Promoters on preferential basis at a price of Rs. 29/- each [including premium of Rs. 19/- per warrant]. Further, the Company has received amount of Rs. 2,35,62,500/- against these warrants, being 25% of the total value (Rs. 7.25/- per warrant). The share warrants and equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to preferential issues.

Except the above, none of following events has taken place which had bearing on the Company's affairs

- I. Redemption/buy back of securities
- II. Major decision taken by the members in pursuance to section 180 of the Companies Act, 2013.
- III. Merger/Amalgamation/Reconstruction, etc.
- IV. Foreign Technical Collaborations.

**For DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)**

Place: Mumbai

Sd/-

Date: August 23, 2022

CS Nrupang B. Dholakia

UDIN: F010032D000831930

Designated Partner

FCS-10032 CP No. 12884

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Independent Auditor's Report

To the Members of
Nidhi Granites Ltd
Mumbai

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of Nidhi Granites Ltd ("the Company"), which comprise the balance sheet as at 31st March 2022, the statement of profit and loss (including Other Comprehensive Income), the statement of changes in equity and the statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

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CIN- L51900MH1981PLC025677

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity 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 Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that the company did not pay any remuneration to its directors during the year. Hence reporting as per Section 197(16) is not required.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NIDHI GRANITES LIMITED

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- (ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year

For Jogin Raval & Associates
Chartered Accountants
ICAI’s Firm Registration No 122197

Sd/-
CA Jogin K. Raval
Proprietor
M No. 122197
25th May, 2022
Mumbai
UDIN: 22122197AJOKJQ1967

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

Annexure 'A' To The Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Nidhi Granites Ltd** of even date).

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2022, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The company does not have any immovable property. Accordingly, clause 3(i)(c) of the Order is not applicable.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has reclassified its inventory under current investments, hence this clause is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company
- (iii) The Company has not provided any guarantee or security or granted any loans or advances, secured or unsecured to companies, firms, Limited Liability Partnerships or any other

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- parties. Accordingly, the provisions of clauses (3) (iii)(a), (c), (d), (e) and (f) of the Order are not applicable. The Company has made investments in companies during the year.
- (b) According to the information and explanations given to us, in our opinion the investments made during the year are, prima facie, not prejudicial to the interest of the company
- (iv) In our opinion and according to the information and explanation given to us, there were no transactions attracting the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities. Accordingly, the provisions of clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As informed to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, for any activities of the company. Accordingly, the provisions of clause 3(vi) of the Order is not applicable
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including income-tax, goods and services tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of provident fund, employees' state insurance, sales tax, value added tax, duty of customs and duty of excise.
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us, there are no material dues of income tax, service tax, goods and service tax, cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) The company does not have any loans or borrowings. Accordingly, clause 3(ix)(a),(b),(c) and (d) of the Order are not applicable

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- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act)
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with sections 177 and section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv)(a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have not considered, the internal audit reports issued during the year under audit

NIDHI GRANITES LIMITED

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- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non- cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (c) The Company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India as it holds not less than 90% of its net assets in the form of investment in equity shares in group companies. However, the company is exempted from registration with RBI in terms of Section 45NC of the RBI Act 1934, as the company has an asset size of less than 100 crores.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any other CICs
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the company has incurred cash loss of Rs. 6,94,606/- in the current financial year. The company had earned profit of Rs. 1,67,203/- in the immediately preceding financial year.
- (xviii) The previous statutory auditors of the company have resigned during the year. The outgoing auditors did not raise any issues, objections or concerns and we have obtained no objection certificate from the outgoing auditors for our appointments as statutory auditors of the company
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

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(xx) The provisions of subsection (1) of Section 135 of the Companies Act, 2013 is not applicable to the company. Hence reporting under clause 3(xx)(a) and (b) of the order is not applicable to the company.

For Jogin Raval & Associates

Chartered Accountants

ICAI's firm registration number: 128586W

Sd/-

CA Jogin Raval

Proprietor

Membership Number: 122197

25th May, 2022

Mumbai

UDIN: 22122197AJOKJQ1967

Annexure "B" To The Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Nidhi Granites Ltd**)

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

We have audited the internal financial controls over financial reporting of **Nidhi Granites Ltd** ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

NIDHI GRANITES LIMITED

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jogin Raval & Associates

Chartered Accountants

ICAI's Firm's Registration No. 128586W

Sd/-

CA. Jogin K. Raval

Proprietor

M No. 122197

25th May, 2022

Mumbai

UDIN: 22122197AJOKJQ1967

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

BALANCE SHEET AS AT 31ST MARCH, 2022

Balance sheet as on 31st March, 2022			(Rs. '000)	
Particulars	Note No	31st March 2022	31st March 2021	
		(₹)	(₹)	
Assets				
Non-current assets				
Property, Plant and Equipment	2	10.12	10.12	
Financial assets				
Investments	3	42,579.75	-	
Current assets				
Inventory	4	-	17.34	
Financial assets				
Investments	5	1.33	-	
Cash and cash equivalents	6	1,413.29	21,241.08	
Short term loans and advances	7	75.67	22.79	
Other current asset	8	98.34	-	
	Total	44,178.50	21,291.34	
Equity and liabilities				
Shareholder's funds				
Equity share capital	9	7,500.00	7,500.00	
Share warrants	10	23,562.50	-	
Other equity	11	13,020.81	13,697.63	
Current liabilities				
Financial liabilities				
Trade payables	12	25.63	86.66	
Other current liabilities	13	22.05	7.05	
Provisions	14	47.50	-	
	Total	44,178.50	21,291.34	
Notes on significant accounting policies and				
Additional information to the financial statements				
	1 - 22			

For Jogin Raval & Associates

Chartered Accountants

ICAI's firm Registration Number: 128586W

Sd/-

Jogin Raval

Proprietor

Membership number: 122197

Place : Mumbai

Date : 25.05.2022

For and behalf of the board

Nidhi Granites Limited

Sd/-

Devan Pandya

Director

(DIN: 09065430)

Sd/-

Kavita Shah

CFO

(PAN: AGMPK7212L)

Sd/-

Darpan Shah

Director

(DIN: 07650896)

Sd/-

Krutika Shinde

Company Secretary

(PAN: GZXP59051R)

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022

Statement of profit and loss for the year ended 31st March, 2022			(Rs. '000)	
Particulars	Note No	31st March 2022	31st March 2021	
		(₹)	(₹)	
Income				
Income from operations	15	-	6.03	
Other income	16	1,081.29	1,538.86	
Total revenue		1,081.29	1,544.89	
Expenditure				
Change in Inventories	17	-	4.41	
Depreciation and amortisation	2	-	-	
Other expenses	18	1,758.10	1,373.46	
Total expenditure		1,758.10	1,377.87	
Profit/(Loss) before tax	(I - II)	(676.81)	167.02	
Tax expense				
Current tax		-	32.14	
Deferred tax		-	(548.25)	
Current tax expense relating to prior years		-	(30.90)	
		-	(547.01)	
Profit/(Loss) for the year from continuing operations		(676.81)	714.03	
Other comprehensive income				
A)	(i) Items that will not be reclassified to profit and loss	-	-	
	(ii) Income tax relating to Items that will not be reclassified to profit and loss	-	-	
B)	(i) Items that will be reclassified to profit and loss	-	-	
	(ii) Income tax relating to Items that will be reclassified to profit and loss	-	-	
Other comprehensive income for the year, net of tax			-	-
Total comprehensive income/(loss) for the year			(676.81)	714.03
Earnings per share				
Basic and diluted				
Computed on the basis of total profit from continuing operations	20.3	(0.90)	0.95	

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

Notes on significant accounting policies and				
Additional information to the financial statements	1 - 22			

As per our report of even date

For Jogin Raval & Associates

Chartered Accountants

ICAI's firm Registration Number: 128586W

Nidhi Granites Limited

Sd/-
Jogin Raval
Proprietor
Membership number: 122197

Sd/-
Devan Pandya
Director
(DIN: 09065430)

Sd/-
Darpan Shah
Director
(DIN: 07650896)

Place : Mumbai
Date : 25.05.2022

Sd/-
Kavita Shah
CFO
(PAN :AGMPK7212L)

Sd/-
Krutika Shinde
Company Secretary
(PAN : GZXPS9051R)

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

CASHFLOW STATEMENTS FOR THR YEAR ENDED 31ST MARCH, 2022

		(Rs. '000)	
		31st March 2022	31st March 2021
		(₹)	(₹)
Cash flows from operating activities			
Net profit before tax		(676.81)	167.02
<u>Adjustments for</u>			
Non Cash Item/Items required to be disclosed separately			
Loss/(Profit) on sale of Investment		-	(1,225.31)
Interest Income		(0.05)	(251.87)
Dividend Income		-	(61.68)
Net Loss / (Gain) on Financial Assets measured through FVTPL		(1,081.24)	-
Operating profit before working capital changes		(1,758.10)	(1,371.84)
<u>Changes in working capital:</u>			
Inventories		17.34	4.41
Short term loans and advances		(52.88)	-
Other current assets		(98.34)	-
Trade payables		(61.02)	(73.62)
Provisions		47.50	(91.93)
Other current liabilities		15.00	-
Profit generated from operations		(1,890.49)	(1,532.97)
Tax paid (net of refunds)		-	(24.03)
Net Cash lost from operating activities		(1,890.49)	(1,557.00)
		(i)	
Cash flows from investing activities			
Net cash generated from investing activities			
Investment in subsidiary		(40,000.00)	-
Investment in other companies (at cost)		(1,498.51)	-
Interest received		0.05	251.87
Dividend/ Others received		-	61.68
(Purchase)/Sale of Investment		(1.33)	21,909.12
Net Cash generated from investing activities		(41,499.79)	22,222.66
		(ii)	
Cash flows from financing activities			
Proceeds from issue of share warrants		23,562.50	-

NIDHI GRANITES LIMITED

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Money received in Calls in Arrears		-	2.30
Net cash generated from financial activities	(iii)	23,562.50	2.30
Net change in cash and cash equivalents	(i+ii+iii)	(19,827.79)	20,667.96
Cash and cash equivalents at the beginning of the year		21,241.08	573.12
Cash and cash equivalents at the end of the year		1,413.29	21,241.08
Notes forming part of the financial statement	1 - 22		

As per our report on even date

Chartered Accountants

ICAI's firm Registration Number: 128586W

Sd/-
Jogin Raval

Proprietor

Membership number:
122197

Place : Mumbai
Date : 25.05.2022

**For and on behalf of the Board of Directors of
Nidhi Granites Limited**

(CIN : L51900MH1981PLC025677)

Sd/-
Devan Pandya

Director

(DIN: 09065430)

Sd/-
Kavita Shah
CFO
(PAN :AGMPK7212L)

Sd/-
Darpan Shah

Director

(DIN: 07650896)

Sd/-
Krutika Shinde
Company Secretary
(PAN :
GZXP59051R)

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	Equity share capital	Share warrants	(Rs. '000)		
			Reserves and surplus		
			General Reserve	Retained earnings	Total
Balance as at 1.4.2020	7,500.00	-	10,000.00	2,983.60	2,983.60
Profit for the year	-	-	-	714.03	714.03
Other comprehensive income for the year	-	-	-	-	-
Balance as at 31.3.2021	7,500.00	-	10,000.00	3,697.63	3,697.63
Add : Warrants issued during the year	-	23,562.50	-	-	-
Profit for the year	-	-	-	(676.81)	(676.81)
Other comprehensive income for the year	-	-	-	-	-
Balance as at 31.3.2022	7,500.00	23,562.50	10,000.00	3,020.82	3,020.82

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2022

1. Basis of preparation and significant accounting policies:

1.1 Basis of preparation:

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Significant accounting, judgments, estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes

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CIN- L51900MH1981PLC025677

aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Summary of Significant accounting policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle held primarily for the purpose of trading
- Expected to be realized in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

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c) Income taxes

Income tax expense comprises of current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961.

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

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases, used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

d) Provisions, Contingent liabilities, Contingent assets and Commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate.

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

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e) Inventories

Inventories are valued at cost or net realizable value whichever is lower.

f) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management. Depreciation has been provided on written down value method in accordance with section 198 of the Companies Act, 2013 at the rates specified in schedule II to the Companies Act, 2013, on pro-rata basis with reference to the period of use of such assets.

g) Finance cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred

h) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

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

- Financial assets at amortized cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)

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Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represent solely payments of principal and interest on the principal amount outstanding

Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

Financial Assets measured at fair value through profit and loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL). Expected Credit Losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For Trade Receivables the Company applies simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed.

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For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii. Financial liabilities

Initial recognition and measurement

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost

The Company's financial liabilities include trade payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortized cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

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iii. Offsetting of financial instruments

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

j) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period adjusted for bonus elements and share split in equity shares, if any, issued during the year.

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2022

Note - 2 Property, plant and equipment		(Rs. '000)
Particulars	Tangibles	
	Office Equipments	
Balance as on 1st April 2021		358.18
Additions		-
Disposals		-
Balance as on 31st March 2022		358.18
Accumulated depreciation as on 1st April 2021		348.06
Depreciation charge for the year		-
Adjustments/reversal on disposal of asset		-
Accumulated depreciation as on 31st March 2022		348.06
Net Carrying amount as at 31st March 2022		10.12
Balance as on 1st April 2020		358.18
Additions		-
Disposals		-
Balance as on 31st March 2021		358.18
Accumulated depreciation as on 1st April 2020		348.06
Depreciation charge for the year		-
Adjustments/reversal on disposal of asset		-
Accumulated depreciation as on 31st March 2021		348.06
Net Carrying amount as at 31st March 2021		10.12

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Note - 9 Equity share capital								(Rs. '000)	
Particulars								31 March, 20 22	31 March, 20 21
(a) Authorised									
50,00,000 (PY 10,00,000) equity shares of ₹ 10/- each with voting rights								50,000	10,000
(During the year, the company has increases authorised share capital from 10,00,000 share to 50,00,000 shares)								50,000	10,000
(b) Issued , subscribed and paid up									
7,50,000 equity shares of ₹ 10/- each with voting rights								7,500	7,500
								7,500	7,500
Notes:									
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period									
Issued, subscribed and paid up									
Particulars	Opening Balance	Fres h issu e	Bon us	ESO P	Conver sion	Reducti on	Forfeitur e	Closing balance	
Equity shares with voting rights									
Year ended 31 March, 2022									
- Number of shares	7,50,000	-	-	-	-	-	-	7,50,000	
- Amount (₹)(in'000s)	7,500	-	-	-	-	-	-	7,500	
Year ended 31 March, 2021									
- Number of shares	7,50,000	-	-	-	-	-	-	7,50,000	
- Amount (₹)(in'000s)	7,500	-	-	-	-	-	-	7,500	
(ii) The company has only one class of shares having par value of Rs. 10/- per share. Each holder of share is entitled to one vote per share.									
(iii) Details of shares held by each shareholder holding more than 5% shares:									

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Class of shares/Name of shareholder					31 March,2022		31 March,2021		
					Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
Equity shares with voting rights									
Devan Narendra Pandya					2,40,842	32.11%	2,40,842	32.11%	
Darapan Shah					2,60,348	34.71%	2,60,348	34.71%	
(iv) Details of shares held by promoters									
Class of shares/Name of shareholder					March, 2022		March, 2021		% change during the year
					Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
Equity shares with voting rights									
Devan Narendra Pandya					2,40,842	32.11%	2,40,842	32.11%	Nil
Darapan Shah					2,60,348	34.71%	2,60,348	34.71%	Nil

	31st March 2022	31st March 2021
		(Rs. '000)
Note - 3 Investments		
-In equity shares of subsidiary company (measured at cost)		
Unquoted, fully paid up		
SPNP Paper and Pack Pvt Ltd (Refer note 19.9)		
40,00,000 (P.Y. Nil) equity shares of face value of Rs. 10 each	40,000.00	-
-In equity shares of other companies (measured at fair value through profit and loss)		

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Quoted, fully paid up		
Phoenix Township Ltd		
85,000 (P.Y. Nil) equity shares of face value Rs. 10 each	2,579.75	-
	42,579.75	-
Note - 4 Inventories		
Stock in Trade	-	17.34
	-	17.34
Note - 5 Current investment		
Investments measured at fair value through profit and loss		
Investment in securities	1.33	-
	1.33	-
Note - 6 Cash and cash equivalents		
Cash on hand	24.10	24.10
Balance with schedule banks		
- In current account	1,378.19	21,216.98
Other bank balances		
Deposits with original maturity of more than 3 months and remaining maturity of less than 12 months	11.00	-
	1,413.29	21,241.08
Note - 7 Short term loans and advances		
Income tax paid	24.82	22.79
Accrued interest	0.05	-
Other loans and advances	50.80	-
	75.67	22.79
Note - 8 Other current assets		
Balance with statutory authorities	98.34	-
	98.34	-
Note - 10 Share warrants		
32,50,000 Share warrants of Rs 29/- each , Rs. 7.25/- paid up	23,562.50	-
	23,562.50	-
Note - 11 Other equity		
General Reserve		
Balance as per last financial statement	10,000.00	10,000.00

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Less: Utilised during the year	-	-
Balance as per current financial statement	10,000.00	10,000.00
Surplus/(Deficit) in statement of profit and loss		
Balance as per last financial statement	3,697.63	2,983.60
Less: Set off during the year on account of reduction of capital	-	
Add: Profit/(loss) for the year	(676.81)	714.03
Net surplus/(Deficit) in statement of profit and loss	3,020.81	3,697.63
	13,020.81	13,697.63
Note - 12 Trade payables		
Sundry creditors (Refer note 22 for ageing schedule)		
- Micro enterprises and small enterprises	-	-
- Other than micro enterprises and small enterprises	25.63	86.66
	25.63	86.66
Note - 13 Other current liabilities		
Statutory Dues	22.05	7.05
	22.05	7.05
Note - 14 Provisions		
Provision for others	47.50	-
	47.50	-
Note - 15 Revenue from Operations		
Sale of Shares	-	6.03
	-	6.03
Note - 16 Other income		
Profit/Loss on Sale of Investment	-	1,225.31
Dividend Income		
From mutual fund investments measured at FVTPL	-	61.68
Interest Income from fixed Deposits	0.05	251.87
Fair value gain on financial instruments at fair value through profit or loss	1,081.24	-
	1,081.29	1,538.86
Note - 17 Changes in Inventory		

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Opening Stock	-	21.75
Less: Closing Stock	-	17.34
	-	4.41
Note - 18 Other expenses		
Payment to auditor	105.76	82.60
Advertisement Expenses	69.08	106.26
Bank Charges	2.36	1.24
Interest For Late Payment of TDS	0.87	0.70
Legal And Professional Fees	364.75	445.50
Postage and Courier Expenses	4.82	-
ROC Charges	400.75	8.40
Printing and Stationary Expenses	2.47	9.78
Website Development	10.16	12.28
Share Transfer & Registrar Charges	125.20	94.56
Custodian Charges	40.21	21.24
Listing Fees	566.40	354.00
Other Statutory Compliance Expenses	-	213.20
Securities Transaction Tax	4.97	0.07
Miscellaneous Expenses	60.31	23.62
	1,758.10	1,373.46
Payment to auditor		
As auditor - for statutory audit (including limited review)	-	23.60
Audit Fees	98.26	59.00
For certification work	7.50	-
	105.76	82.60

Note 19 Disclosures under Accounting Standards					
Related party transactions					
<u>Description of relationship</u>	<u>Names of related parties</u>				
Key Management Personnel (KMP)	Mr. Devan Pandya				
	Mr. Darpan Shah				
	Mrs. Shreya Pandya				
	Mr. Amit Sinkar (Appointed w.e.f 15th June, 2021)				
	Mr. Amit Patankar (Appointed w.e.f 15th June, 2021)				
	Mrs. Kavita Shah (CFO)				

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Entities where control exists									
Wholly owned subsidiary		SPNP Paper and Pack Pvt Ltd							
Note: Related parties have been identified by the Management.									
Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022:									
(Rs. '000)									
Particulars	KMP		Relatives of KMP		Entities where control exists		Total		
	Mar-2022	Mar-2021	Mar-2022	Mar-2021	Mar-2022	Mar-2021	Mar-2022	Mar-2021	
Transactions during the year									
Investment in shares									
SPNP Paper and Pack Pvt Ltd	-	-	-	-	40,000.00	-	40,000.00	-	
Issue of warrants									
Mr Devan Pandya	7,895.25	-	-	-	-	-	7,895.25	-	
Mr Darpan Shah	7,830.00	-	-	-	-	-	7,830.00	-	

Note - 20 Additional information to the financial statements				
<u>Note</u>	<u>Particulars</u>			
			31-Mar-22	31-Mar-21
			(Rs. '000)	(Rs. '000)
20.1	Contingent liabilities and commitments (to the extent not provided for)			
(i)	Contingent liabilities			
	(a) Claims against the Company not acknowledged as debt		Nil	Nil
	(b) Guarantees		Nil	Nil
20.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006			

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	Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provision of this Act is not expected to be material.			
20.3	Earnings per share (EPS)			
	The following reflects the profit and share data used in the basic and diluted EPS computations:			
			31-Mar-22	31-Mar-21
			(Rs. '000)	(Rs. '000)
	Total (continuing) operations for the year			
	Profit/(loss) after tax		(676.81)	714.03
	Net profit/(loss) for calculation of basic/diluted EPS	(A)	(676.81)	714.03
	Weighted average number of equity shares in calculating basic EPS	(B)	750	750
	Earnings per share (EPS) (basic/diluted)	(A/B)	(0.90)	0.95
	Particulars		31-Mar-22	31-Mar-21
			(Rs. '000)	(Rs. '000)
20.4	Value of imports calculated on CIF basis		Nil	Nil
20.5	Expenditure in foreign currency		Nil	Nil
20.6	Earnings in foreign exchange		Nil	Nil
20.7	The balances appearing under trade payables, short term loans and advances, and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation.			
20.8	In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.			
20.9	During the year, the company has invested an amount of Rs. 4,00,00,000/- in SPNP Paper and Pack Pvt Ltd ("SPNP") by virtue of which the company hold 100% of the equity shares of SPNP and accordingly SPNP is the subsidiary of the company.			
20.10	During the year under consideration, there is no tax effect of timing difference resulting from the recognition of items in the financial statements and in estimating its current tax provision. Hence, no provision for deferred tax is made. Further, as a matter of prudence, in the absence of any virtual certainty, the company has not created deferred tax asset on accumulated losses.			

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20.11	Since the Company has less than prescribed number of employees, it recognises gratuity and leave salary expense on payment basis and no liability for the same has been ascertained and provided in the accounts. Hence, the company is not required to comply with the provisions of IND AS-19 "Employee Benefits".
20.12	The Company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India as it holds not less than 90% of its net assets in the form of investment in equity shares in group companies. However, the company is exempted from registration with RBI in terms of Section 45NC of the RBI Act 1934, as the company has an asset size of less than 100 crores.
20.13	The company's financial assets constitute more than 50% of the total assets, however the income from such financial assets does not constitute 50% of the Gross income. As such, the company's business cannot be classified as Financial activity. Accordingly, the company is not required to obtain registration from RBI in pursuance of Section 45-IA of the RBI Act, 1934
20.14	During the year, the company has issued 32,50,000 share warrants of Rs 29/- each to promoters and non promoters. The company has received amount of Rs. 2,35,62,500/- during the quarter against these warrants, being 25% of the total value (Rs. 7.25/- per warrant).
20.15	Previous year's accounts were audited by other firm of Chartered Accountants.
20.16	During the year, the company has reclassified investment in shares from Inventories (Ind AS 2) to current investments (IND AS 109) at value appearing as on date of last balance sheet. During the current year, the same have been valued as current investments at fair value as per Ind AS 109. The impact of above on profit and loss for current period is Nil
20.17	Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

Note - 21 Analytical ratios							
Sr. No	Ratio	Numerator	Denominator	Mar-22	Mar-21	Variance	Reason for variance
1	Current ratio	Current assets	Current liabilities	16.69	227.10	-93%	The company has invested surplus funds lying in cash and cash equivalent for investment in subsidiary company during the year resulting in reduction in current ratio

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2	Return on equity (ROE)	Net profit after tax	Average Shareholder's equity	-0.02	0.03	-161%	Variation is on account of increase in shareholder's fund on account of issue of share warrants and corresponding decrease in profit as compared to last year
3	Debt - equity ratio	Since, the company does not have any debts, these ratios have not been calculated					
4	Debt Service coverage ratio						
5	Trade Receivable turnover ratio	Since, the company has not undertaken any trading activities and has nil sales and purchases during the period, these ratios have not been calculated					
6	Trade Payable turnover ratio						
7	Inventory turnover ratio						
8	Net profit ratio						
9	Net capital ratio						
10	Return on capital employed (ROCE)/Return on investment (ROI)	Earnings before interest and tax (EBIT)	Capital Employed	-0.02	0.01	-295%	Variation is on account of increase in shareholder's fund on account of issue of share warrants and corresponding decrease in profit as compared to last year

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22	Trade Payable ageing schedule						
1) FY 2021-22							
Particulars		Outstanding for following periods				Total	
		Less than 1 Year	1-2 Year	2- 3 year	More than 3 year		
	MSME	-	-	-	-	-	
	Others	25.63	-	-	-	25.63	
1) FY 2020-21							
Particulars		Outstanding for following periods				Total	
		Less than 1 Year	1-2 Year	2- 3 year	More than 3 year		
	MSME	-	-	-	-	-	
	Others	86.66	-	-	-	86.66	

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Independent Auditor's Report

To the Members of

Nidhi Granites Ltd

Mumbai

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Nidhi Granites Ltd (hereinafter referred to as "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31st March 2022, the consolidated statement of profit and loss (including Other Comprehensive Income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, the consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

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The Holding Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are also responsible for overseeing the financial reporting process of the group.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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- We communicate with those charged with governance of the Holding Company and such other Companies included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matter

We did not audit the financial statements and other financial information, in respect of 1 step down subsidiary, whose financial statements include total assets of ` 545.13 lakhs as at March 31, 2022, total revenues of ` 1,532.54, total net profit after tax of Rs.45.01 lakhs and net cash outflows of ` 10.05 for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this step down subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report(s) of such other auditors. Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

3. As required by Section 143 (3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - j. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - k. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flow statement dealt with by this Report are in agreement with the

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relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- l. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- m. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the group companies is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- n. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” which is based on the auditors’ reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- o. With respect to the other matters to be included in the Auditor’s report in accordance with the requirements of Sec 197(16) of the Act as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- p. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - vi. The Group does not have any pending litigations which would impact its financial position.
 - vii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - viii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 - ix. (i) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited

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under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

x. The Group has not declared or paid any dividend during the year

4. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Jogin Raval & Associates
Chartered Accountants
ICAI’s Firm Registration No 122197

Sd/-

CA Jogin K. Raval

Proprietor

M No. 122197

25th May, 2022

Mumbai

UDIN: 22122197AJOKQA4688

Annexure “B” To The Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Nidhi Granites Ltd**)

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

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We have audited the internal financial controls over financial reporting of **Nidhi Granites Ltd** (“the Company”) and its subsidiary companies as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

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statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jogin Raval & Associates

Chartered Accountants

ICAI's Firm's Registration No. 128586W

Sd/-

CA. Jogin K. Raval

Proprietor

M No. 122197

25th May, 2022

Mumbai

UDIN: 22122197AJOKQA4688

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

CONSOLIDATED BALANCE SHEET FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

Particulars	Note No	31st March 2022	31st March 2021
		(₹)	(₹)
Assets			
Non-current assets			
Property, Plant and Equipment	2	6,645.73	10.12
Right of use assets	3	2,478.01	-
Financial assets			
Investments	4	2,579.75	-
Other non current assets	5	537.88	
Current assets			
Inventory	6	9,348.99	17.34
Financial assets			
Investments	7	1.33	-
Trade receivables	8	43,697.14	-
Cash and cash equivalents	9	14,731.15	21,241.08
Short term loans and advances	10	1,441.05	22.79
Other current asset	11	727.21	-
	Total	82,188.25	21,291.34
Equity and liabilities			
Shareholder's funds			
Equity share capital	12	7,500.00	7,500.00
Share warrants	13	23,562.50	-
Other equity	14	16,766.21	13,697.63
Non current liabilities			
Financial liabilities			
Lease liabilities	15	569.19	-
Deferred tax liabilities		302.88	-
Current liabilities			
Financial liabilities			
Borrowings	16	7,257.16	-
Trade payables	17	17,894.97	86.66
Lease liability	18	1,912.39	-
Other current liabilities	19	3,864.20	7.05
Provisions	20	2,558.75	-
	Total	82,188.25	21,291.34
Notes on significant accounting policies and			
Additional information to the financial statements			
		1 - 33	
As per our report of even date			

NIDHI GRANITES LIMITED

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For Jogin Raval & Associates

Chartered Accountants

ICAI's firm Registration Number: 128586W

Sd/-

CA Jogin Raval

Proprietor

Membership number: 122197

Place : Mumbai

Date : 25th May, 2022

For and behalf of the

board

Nidhi Granites Limited

Sd/-

Devan Pandya

Director

(DIN: 09065430)

Sd/-

Kavita Shah

CFO

(PAN :AGMPK7212L)

Sd/-

Darpan Shah

Director

(DIN:
07650896)

Sd/-

Krutika

Shinde

Company

Secretary

(PAN :
GZXPS9051R)

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. '000)			
	Note No	31st March 2022	31st March 2021
		(₹)	(₹)
Income			
Income from operations	21	1,58,038.48	6.03
Other income	22	1,403.29	1,538.86
Total revenue		1,59,441.77	1,544.89
Expenditure			
Purchase and direct expenses	23	1,38,409.09	-
Change in Inventories	24	(4,460.84)	4.41
Employee benefit expense	25	8,517.88	-
Financial costs	26	1,073.72	1.24
Depreciation and amortisation	3 and 4	2,737.64	-
Other expenses	27	8,128.79	1,372.21
Total expenditure		1,54,406.29	1,377.87
Profit/(Loss) before tax	(I - II)	5,035.49	167.02
Tax expense			
Current tax		1,800.00	32.14
Deferred tax		27.38	(548.25)
Current tax expense relating to prior years		162.54	(30.90)
		1,989.92	(547.01)
Profit/(Loss) for the year from continuing operations		3,045.57	714.03
Other comprehensive income			
A)	(i) Items that will not be reclassified to profit and loss	-	-
	(ii) Income tax relating to Items that will not be reclassified to profit and loss	-	-
B)	(i) Items that will be reclassified to profit and loss	-	-
	(ii) Income tax relating to Items that will be reclassified to profit and loss	-	-

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Other comprehensive income for the year, net of tax	-		-
Total comprehensive income/(loss) for the year	3,045.57		714.03
Earnings per share			
Basic and Diluted			
Computed on the basis of total profit from continuing operations	29.3	4.06	0.95
Notes on significant accounting policies and Additional information to the financial statements	1 - 33		

As per our report of even date

**For Jogin Raval & Associates
Chartered Accountants**

ICAI's firm Registration Number: 128586W

**For and on behalf of the Board of Directors of
Nidhi Granites Limited**

(CIN : L51900MH1981PLC025677)

Sd/-

CA Jogin Raval

Proprietor

Membership number: 122197

Place : Mumbai

Date : 25th May, 2022

Sd/-

Devan Pandya

Director

(DIN: 09065430)

Sd/-

Darpan Shah

Director

(DIN: 07650896)

Sd/-

Kavita Shah

CFO

(PAN :AGMPK7212L)

Sd/-

Krutika Shinde

**Company
Secretary**

(PAN :
GZXPS9051R)

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

		(Rs. '000)	
		31st March 2022	31st March 2021
		(₹)	(₹)
Cash flows from operating activities			
Net profit before tax		5,035.49	167.02
<u>Adjustments for</u>			
Non Cash Item/Items required to be disclosed separately			
Depreciation		2,737.64	
Loss/(Profit) on sale of Investment		-	(1,225.31)
Finance cost		1,073.72	
Interest Income		(0.05)	(251.87)
Dividend Income		-	(61.68)
Net Loss / (Gain) on Financial Assets measured through FVTPL		(1,081.24)	-
Operating profit before working capital changes		7,765.56	(1,371.84)
<u>Changes in working capital/operating liability:</u>			
Inventories		(4,443.49)	4.41
Trade receivables		(7,245.67)	-
Short term loans and advances		2,756.66	-
Other current assets		(33.55)	-
Trade payables		607.24	(73.62)
Provisions		158.75	(91.93)
Lease liability		569.19	
Deferred tax liability		162.54	
Other current liabilities		3,587.93	-
Profit generated from operations		3,885.15	(1,532.97)
Tax paid (net of refunds)		(1,989.92)	(24.03)
Net Cash lost from operating activities		1,895.24	(1,557.00)
		(i)	
Net cash generated from investing activities			
Sale/purchase of fixed assets		(5,016.72)	
Investment in subsidiary		(25,047.00)	-
Investment in other companies (at cost)		(1,498.51)	-
Interest paid		(1,073.72)	
Interest received		0.05	251.87
Dividend/ Others received		-	61.68
(Purchase)/Sale of Investment		(1.33)	21,909.12
Net Cash generated from investing activities		(32,637.23)	22,222.66
		(ii)	
Cash flows from financing activities			
Proceeds from fresh issue of capital		-	
Proceeds from issue of share warrants		23,562.50	-
Repayment of borrowings		(539.75)	
Money received in Calls in Arrears		-	2.30
Net cash generated from financial activities		23,022.75	2.30
		(iii)	
Net change in cash and cash equivalents		(7,719.24)	20,667.96
		(i+ii+iii)	

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Cash and cash equivalents at the beginning of the year			22,450.40		573.12
Cash and cash equivalents at the end of the year			14,731.16		21,241.08
Notes forming part of the financial statement	1 - 33				

As per our report on even date

**Chartered
Accountants**

ICAI's firm Registration Number:
128586W

Sd/-

CA Jogin Raval

Proprietor

Membership number: 122197

Place : Mumbai

Date : 25th May, 2022

**For and on behalf of the Board of Directors
of Nidhi Granites Limited**

(CIN :

L51900MH1981PLC025677)

Sd/-

Devan Pandya

Director

(DIN: 09065430)

Sd/-

Kavita Shah

CFO

(PAN :AGMPK7212L)

Sd/-

Darpan Shah

Director

(DIN:
07650896)

Sd/-

Krutika Shinde

**Company
Secretary**

(PAN :
GZXPS9051R)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	Equity share capital	Share warrants	(Rs. '000)		
			Reserves and surplus		
			General Reserve	Retained earnings	Total
Balance as at 1.4.2020	7,500.00	-	10,000.00	2,983.60	2,983.60
Profit for the year	-	-	-	714.03	714.03
Other comprehensive income for the year	-	-	-	-	-
Balance as at 31.3.2021	7,500.00	-	10,000.00	3,697.63	3,697.63
Add : Warrants issued during the year	-	23,562.50	-	-	-
Profit for the year	-	-	-	3,045.57	3,045.57
Other comprehensive income for the year	-	-	-	-	-
Balance as at 31.3.2022	7,500.00	23,562.50	10,000.00	6,743.20	6,743.20

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NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2022

1. Basis of preparation and significant accounting policies:

1.1 Basis of preparation:

The consolidated financial statements (CFS) are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Significant accounting, judgments, estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements

1.3 Basis of consolidation

The consolidated financial statements have been prepared on the following basis:

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and ceases to be consolidated when the Group loses control of the subsidiary. Fully consolidated means recognition of like items of assets, liabilities, equity, income and expense. Thereafter the portion of net profit or loss and equity is segregated between the Group's share and share of non-controlling stake holders. Inter-company transactions, balances and unrealised gains on transactions between the Group companies are eliminated. Unrealised losses are also eliminated if there is a profit on ultimate sale of goods. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies. The carrying amount of the

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parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary. The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

Associates and Joint ventures

Associates include all entities where the Group has the power to exercise a significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint ventures. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities required unanimous consent of parties sharing control. Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor.

Investment in Associates and Joint Ventures has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates and Joint Ventures. Investments in joint operations are accounted using the Proportionate Consolidation Method as per Ind AS 111 – Joint Arrangements. The Group accounts for its share of post-acquisition changes in net assets of associates and joint ventures, after eliminating unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures.

1.4 Summary of Significant accounting policies

k) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

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- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified period of twelve months as its operating cycle.

l) Business Combination

Business Combinations are accounted for using the acquisition method of accounting, except for common control transactions which are accounted using the pooling of interest method that is accounted at carrying values. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at their acquisition date i.e. the date on which control is acquired. Contingent consideration to be transferred is recognised at fair value and included as part of cost of acquisition. Transaction related costs are expensed in the period in which the costs are incurred.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

The excess of the fair value of consideration over the identifiable net asset acquired is recorded as goodwill, if the consideration is lower, the gain is recognised directly in equity as capital reserve.

Common control business combination: Business combinations involving entities or businesses that are controlled by the group are accounted using the pooling of interest method

m) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

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n) **Income taxes**

Income tax expense comprises of current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961.

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

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases, used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

o) **Provisions, Contingent liabilities, Contingent assets and Commitments**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate.

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

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p) Inventories

Inventories are valued at cost or net realizable value whichever is lower

q) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management. Depreciation has been provided on written down value method in accordance with section 198 of the Companies Act, 2013 at the rates specified in schedule II to the Companies Act, 2013, on pro-rata basis with reference to the period of use of such assets.

r) Finance cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred

s) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

t) Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

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

- Financial assets at amortized cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)

Financial Assets measured at Amortised Cost (AC)

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A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represent solely payments of principal and interest on the principal amount outstanding

Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

Financial Assets measured at fair value through profit and loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL). Expected Credit Losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For Trade Receivables the Group applies simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed.

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For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii. Financial liabilities

Initial recognition and measurement

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost

The Group's financial liabilities include trade payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortized cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

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iii. Offsetting of financial instruments

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

u) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period adjusted for bonus elements and share split in equity shares, if any, issued during the year.

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2022

Note - 2 Property, plant and equipment					(Rs. '000)
Particulars	Tangibles				Total
	Plant and Machinery	Furniture and Fixtures	Computers	Office Equipments	
Balance as on 1st April 2021	6,967.03	11.75	158.39	825.70	7,962.87
Additions	-	-	-	372.64	372.64
Disposals	-	-	-	-	-
Balance as on 31st March 2022	6,967.03	11.75	158.39	1,198.34	8,335.51
Accumulated depreciation as on 1st April 2021	660.30	1.85	52.07	403.99	1,118.21
Depreciation charge for the year	465.51	1.18	36.94	67.94	571.57
Adjustments/reversal on disposal of asset	-	-	-	-	-
Accumulated depreciation as on 31st March 2022	1,125.81	3.03	89.01	471.93	1,689.78
Net Carrying amount as at 31st March 2022	5,841.22	8.72	69.39	726.41	6,645.73
Balance as on 1st April 2020	-	-	-	358.18	358.18
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as on 31st March 2021	-	-	-	358.18	358.18
Accumulated depreciation as on 1st April 2020	-	-	-	348.06	348.06
Depreciation charge for the year	-	-	-	-	-

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Adjustments/reversal on disposal of asset	-	-	-	-	-
Accumulated depreciation as on 31st March 2021	-	-	-	348.06	348.06
Net Carrying amount as at 31st March 2021	-	-	-	10.12	10.12
Note - 3 Right of Use assets					
Particulars				Land	Total
Balance as on 1st April 2021				-	-
Additions				4,644.08	4,644.08
Disposals				-	-
Balance as on 31st March 2022				4,644.08	4,644.08
Accumulated depreciation as on 1st April 2021				-	-
Depreciation charge for the year				2,166.07	2,166.07
Adjustments/reversal on disposal of asset				-	-
Accumulated depreciation as on 31st March 2022				2,166.07	2,166.07
Net Carrying amount as at 31st March 2022				2,478.01	2,478.01
Balance as on 1st April 2020				-	-
Additions				-	-
Disposals				-	-
Balance as on 31st March 2021				-	-
Accumulated depreciation as on 1st April 2020				-	-
Depreciation charge for the year				-	-
Adjustments/reversal on disposal of asset				-	-
Accumulated depreciation as on 31st March 2021				-	-
Net Carrying amount as at 31st March 2021				-	-

Note - 12 Equity share capital			(Rs. '000)
Particulars	31 March,202 2		31 March,202 1
(a) Authorised			
50,00,000 (PY 10,00,000) equity shares of ₹ 10/- each with voting rights	50,000		10,000

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(During the year, the company has increases authorised share capital from 10,00,000 share to 50,00,000 shares)		50,000		10,000				
(b) Issued , subscribed and paid up								
7,50,000 equity shares of ₹ 10/- each with voting rights		7,500		7,500				
		7,500		7,500				
Notes:								
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period								
Issued, subscribed and paid up								
Particulars	Opening Balance	Fresh issue	Bonu s	ESOP	Conversion	Reduction	Forfeiture	Closing balance
Equity shares with voting rights								
Year ended 31 March, 2022								
- Number of shares	7,50,000	-	-	-		-	-	7,50,000
- Amount (₹)	7,500	-	-	-	-	-	-	7,500
Year ended 31 March, 2021								
- Number of shares	7,50,000	-	-	-	-	-	-	7,50,000
- Amount (₹)	7,500	-	-	-	-	-	-	7,500
(ii) The company has only one class of shares having par value of Rs. 10/- per share. Each holder of share is entitled to one vote per share.								
(iii) Details of shares held by each shareholder holding more than 5% shares:								
Class of shares/Name of shareholder		31 March,2022		31 March,2021				
		Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares			
Equity shares with voting rights								

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Devan Narendra Pandya			2,40,842	32.11%	2,40,842	32.11%
Darapan Shah			2,60,348	34.71%	2,60,348	34.71%
(iv) Details of shares held by promoters						
Class of shares/Name of shareholder	31 March,2022		31 March,2021		% change during the year	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares		
Equity shares with voting rights						
Devan Narendra Pandya	2,40,842	32.11%	2,40,842	32.11%	Nil	
Darapan Shah	2,60,348	34.71%	2,60,348	34.71%	Nil	

(Rs. '000)		
	31st March 2022	31st March 2021
Note - 4 Investments		
-In equity shares of other companies (measured at fair value through profit and loss)		
Quoted, fully paid up		
Phoenix Township Ltd		
85,000 (P.Y. Nil) equity shares of face value Rs. 10 each	2,579.75	-
	2,579.75	-
Note - 5 Other non current assets		
Security deposits	537.88	-
	537.88	-
Note - 6 Inventories		
Stock in Trade	9,348.99	17.34
	9,348.99	17.34
Note - 7 Current investment		
Investments measured at fair value through profit and loss		
Investment in securities	1.33	-
	1.33	-
Note - 8 Trade receivables		

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Sundry Debtors (Refer note 30 for ageing schedule)			
	- Unsecured, considered good	43,697.14	-
		43,697.14	-
Note - 9 Cash and cash equivalents			
Cash on hand		228.82	24.10
Balance with schedule banks			
	- In current account	14,491.34	21,216.98
Other bank balances			
Deposits with original maturity of more than 3 months and remaining maturity of less than 12 months		11.00	-
		14,731.15	21,241.08
Note - 10 Short term loans and advances			
Income tax paid		1,187.71	22.79
Accrued interest		0.05	-
Other loans and advances		253.30	-
		1,441.05	22.79
Note - 11 Other current assets			
Balance with statutory authorities		727.21	-
		727.21	-
Note - 13 Share warrants			
32,50,000 Share warrants of Rs 29/- each , Rs. 7.25/- paid up		23,562.50	-
		23,562.50	-
Note - 14 Other equity			
General Reserve			
Balance as per last financial statement		10,000.00	10,000.00
Less: Utilised during the year		-	-
Balance as per current financial statement		10,000.00	10,000.00
Gain on bargain purchase			
		3,364.94	-
Surplus/(Deficit) in statement of profit and loss			
Balance as per last financial statement		3,697.63	2,983.60
Add: Profit/(loss) for the year		(296.36)	714.03
Net surplus/(Deficit) in statement of profit and loss		3,401.27	3,697.63

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		16,766.21	13,697.63
Note - 15 Lease liabilities			
Lease liabilities - Non current		569.19	-
		569.19	-
Note - 16 Borrowings			
Borrowings from banks and financial institutions		7,257.16	-
		7,257.16	-
Note - 17 Trade payables			
Sundry creditors (Refer note 31 for ageing schedule)			
	- Micro enterprises and small enterprises	-	-
	- Other than micro enterprises and small enterprises	17,894.97	86.66
		17,894.97	86.66
Note - 18 Lease liabilities			
Lease liabilities - current		1,912.39	-
		1,912.39	-
Note - 19 Other current liabilities			
Statutory Dues		993.68	7.05
Others		2,870.53	-
		3,864.20	7.05
Note - 20 Provisions			
Provision for taxation		2,400.00	-
Provision for others		158.75	-
		2,558.75	-
Note - 21 Revenue from Operations			
Sale of goods		1,58,038.48	-
Sale of Shares		-	6.03
		1,58,038.48	6.03
Note - 22 Other income			
Profit/Loss on Sale of Investment		-	1,225.31
Dividend Income			
	From mutual fund investments measured at FVTPL	-	61.68
Interest Income from fixed Deposits		0.05	251.87

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Fair value gain on financial instruments at fair value through profit or loss	1,081.24	-
Subsidy received	303.97	-
Discount	18.04	-
	1,403.29	1,538.86
Note - 23 Purchases and direct expenses		
Purchase of products	1,26,309.12	-
Direct expenses	12,099.97	-
	1,38,409.09	-
Note - 24 Changes in Inventory		
Opening Stock	4,888	21.75
Less: Closing Stock	9,348.99	17.34
	(4,460.84)	4.41
Note - 25 Employee benefit expenses		
Salaries and bonus	3,724.01	-
Directors remuneration	4,680.00	-
Staff welfare expenses	113.87	-
	8,517.88	-
Note - 26 Financial cost		
Bank charges	116.60	1.24
Finance charges/Interest	869.88	-
Loan processing charges	87.24	-
	1,073.72	1.24
Note - 27 Other expenses		
Payment to auditor	280.76	82.60
Advertisement Expenses	69.08	106.26
Business promotion expenses	106.88	-
Bad debts	1,886.04	-
Commission	2,030.00	-
Discount	33.73	-
Donation	50.00	-
Insurance expenses	37.10	-
Power and fuel expenses	66.18	-
Repairs and Maintenance	127.40	-
Interest For Late Payment of TDS	3.68	0.70
Factory expenses	11.20	-

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Legal And Professional Fees	787.37	445.50
Office expenses	97.91	-
Note - 27 Other expenses (Contd)		
Postage and Courier Expenses	91.05	-
ROC Charges	1,002.75	8.40
Printing and Stationary Expenses	53.16	9.78
Website Development	10.16	12.28
Travelling and conveyance	200.96	-
Stock exchange and registrar charges	731.81	683.00
Securities Transaction Tax	4.97	0.07
Miscellaneous Expenses	446.63	23.62
	8,128.79	1,372.21
Payment to auditor		
As auditor - for statutory audit (including limited review)	-	23.60
Audit Fees	233.26	59.00
For certification work	7.50	-
Others	40.00	-
	280.76	82.60

Note 28 Disclosures under Accounting Standards

Related party transactions

<u>Description of relationship</u>	<u>Names of related parties</u>	
Key Management Personnel (KMP)	Mr. Devan Pandya	
	Mr. Darpan Shah	
	Mrs. Shreya Pandya	
	Mr. Amit Sinkar (Appointed w.e.f 15th June, 2021)	
	Mr. Amit Patankar (Appointed w.e.f 15th June, 2021)	
	Mrs. Kavita Shah (CFO)	
Entities where control exists	Nil	

Note: Related parties have been identified by the Management.

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Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022:								
Particulars	KMP		Relatives of KMP		Entities where control exists		(Rs. '000)	
	Mar-2022	March 2021	Mar-2022	Mar-2021	Mar-2022	Mar-2021	Mar-2022	Mar-2021
			-	-	-	-	-	-
<u>Transactions during the year</u>								
Issue of warrants								
Mr Devan Pandya	7,895.25	-	-	-	-	-	7,895.25	-
Mr Darpan Shah	7,830.00	-	-	-	-	-	7,830.00	-

Note - 29 Additional information to the financial statements									
Note	Particulars	-	-	-	-	-	-	-	
						31 March, 2022	31 March, 2021		
						(Rs. '000)	(Rs. '000)		
29.1	Contingent liabilities and commitments (to the extent not provided for)								
(i)	Contingent liabilities								
	(a) Claims against the Company not acknowledged as debt					Nil		Nil	
	(b) Guarantees					Nil		Nil	
29.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006								

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	Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provision of this Act is not expected to be material.						
29.3	Earnings per share (EPS)						
	The following reflects the profit and share data used in the basic and diluted EPS computations:						
					31 March, 2022	31 March, 2021	
					(Rs. '000)	(Rs. '000)	
	Total (continuing) operations for the year						
	Profit/(loss) after tax					3,045.57	714.03
	Net profit/(loss) for calculation of basic/diluted EPS				(A)	3,045.57	714.03
	Weighted average number of equity shares in calculating basic EPS				(B)	750	750
	Earnings per share (EPS) (basic/diluted)				(A/B)	4.06	0.95
	Particulars				31 March, 2022	31 March, 2021	
		-	-	-	(Rs. '000)	(Rs. '000)	
29.4	Value of imports calculated on CIF basis					Nil	Nil
29.5	Expenditure in foreign currency					Nil	Nil
29.6	Earnings in foreign exchange				Nil	Nil	
29.7	The balances appearing under trade payables, short term loans and advances, and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation.						
29.8	In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.						
29.9	Since the Company has less than prescribed number of employees, it recognises gratuity and leave salary expense on payment basis and no liability for the same has been						

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	ascertained and provided in the accounts. Hence, the company is not required to comply with the provisions of IND AS-19 "Employee Benefits".						
29.10	Previous year's accounts were audited by other firm of Chartered Accountants.						
29.11	During the year, the company has reclassified investment in shares from Inventories (Ind AS 2) to current investments (IND AS 109) at value appearing as on date of last balance sheet. During the current year the same have been valued as current investments at fair value as per Ind AS 109. The impact of above on profit and loss for current period is Nil						
29.12	During the year 2021-22, the company has invested in SPNP Paper and Pack Pvt Ltd resulting in such entity becoming wholly owned subsidiary of the company. Since the same has become wholly owned subsidiary with effect from current year, consolidated figures are reported for the current financial year (FY 2021-22) whereas only standalone figures of Nidhi Granites Ltd are reported for the previous financial year						
29.13	During the year 2021-22, SPNP Paper and Pack Pvt Ltd ("Subsidiary Company") acquired control over Fine Papyrus Private Limited ("Step down subsidiary") by way of acquisition of 100% equity shares of the company. Accordingly, the financial statements of the step down subsidiary have been included in the consolidated financial statements. Further, since the control is acquired with effect from current year, consolidated figures are reported for the current financial year (FY 2021-22) whereas only standalone figures of Nidhi Granites Ltd are reported for the previous financial year						
29.14	During the year, the company has issued 32,50,000 share warrants of Rs 29/- each to promoters and non promoters. The company has received amount of Rs. 2,35,62,500/- during the quarter against these warrants, being 25% of the total value (Rs. 7.25/- per warrant).						
29.15	Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.						
30	Trade Receivable ageing schedule						
	Particulars	Outstanding for following periods					Total
		Less than 6 Months	6 months - 1 Year	1-2 Year	2-3 Year	More than 3 Year	
	Undisputed trade receivable - considered good	42,139.02	1,030.29	144.52	219.51	163.81	43,697.14
31	Trade Payable ageing schedule						

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	1) FY 2021-22					
	Particulars	Outstanding for following periods				Total
		Less than 1 Year	1-2 Year	2- 3 year	More than 3 year	
	MSME	-	-	-	-	-
	Others	17,877.13	17.84	-	-	17,894.97
	1) FY 2020-21					
	Particulars	Outstanding for following periods				Total
		Less than 1 Year	1-2 Year	2- 3 year	More than 3 year	
	MSME	-	-	-	-	-
	Others	86.66	-	-	-	86.66

3	Enterprises consolidated as subsidiary in accordance with Indian Accounting Standard 110
2	- Consolidated Financial Statement

	Name of enterprise	Country of incorporation	% of ownership interest			
	1. SPNP Paper and Pack Pvt Ltd	India	100			
	2. Fine Papyrus Pvt Ltd	India	100			
	(a 100% subsidiary of SPNP Paper and Pack Pvt Ltd)					

3	Additional Information, as required under Schedule III to the Companies Act, 2013, of
3	Enterprises Consolidated as Subsidiaries / Associates / Joint Ventures

	Name of enterprise	Net assets (Total assets minus total liabilities)		Share in profit and loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of consolid	Amount (Rs. In '000s)	As a % of consolidate	Amount (Rs. In '000s)	As a % of consolidate	Amount (Rs. In '000s)	As a % of consolidate	Amount (Rs. In '000s)

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		ated net assets		d net assets		d net assets	'000s)	d net assets	
Parent									
1. Nidhi Graites Ltd	92.17%	44,083 .31	-22%	(676.81)	-	-	-22%	(676.8 1)	
Subsidiaries									
1. SPNP Paper and Pack Pvt Ltd	-1.63%	(778.7 4)	-26%	(778.74)	-	-	-26%	(778.7 4)	
2. Fine Papyrus Pvt Ltd	9.46%	4,524. 13	148%	4,501.12	-	-	148%	4,501. 12	
Total	100%	47,828 .71	100%	3,045.57	-	-	100%	3,045. 57	

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Form No. SH-13 - Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To,

(Name of the Company) _____

(Address of the Company) _____

_____ Pin code _____

I/We _____

_____ residing

at _____

_____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) Particulars of the Securities (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.	
				From	To

2) Particulars of Nominee

Name:		Date of Birth:	
Father's Mother/Spouse Name:		Occupation:	Nationality:
Email id:		Phone No.	
Relationship with security holder:	Address:		
	Pin Code:		

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Signature of Nominee:

3) In case Nominee is a Minor

Date of birth: _____	Date of attaining Majority: _____	Name of guardian: _____
Address of guardian: _____		

1) Particulars of Nominee in case Minor Nominee dies before attaining age of Majority.

Name: _____	Date of Birth: __/__/__
Father's Mother/Spouse Name: _____	Occupation: _____
	Phone No.: _____
Address: _____	
Pin code: _____	
E-mail id: _____	
Relationship with security holder: _____	
Relationship with the Minor Nominee: _____	

Name of the Security Holder(s)

Signature

- 1.
- 2.
- 3.

Name of witness:

Signature of Witness with date Address of witness: ____

_____ Pin code _____

Place

Date:

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder[s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act, 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. Universal Capital Securities Private Limited, 21, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai-400083. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also, in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. Affixing photograph of the Nominee is not mandatory and if affixed the nominee should sign across the photograph.
12. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

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Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company:

Registered Address of the Company:

I/We hereby cancel the nomination(s) made by me/us in favour of _____
_____ (name(s) and address of the
nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of
_____ a
s nominee in respect of the below mentioned securities in whom shall vest all rights in respect
of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

- i. Name :
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail Id. & Telephone No. :
- vii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority :

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- iii. Name of guardian:
- iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY–

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id. & Telephone No. :

- (a) Relationship with the security holder(s) :
- (b) Relationship with the minor nominee :

Name(s) and Address of Security holder(s):

Signature(s)

Name and Address of Witness:

Signature(s)

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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: L51900MH1981PLC025677

Name of the company: Nidhi Granites Limited

Registered Office: 503, Madhu Industrial Park, Mogra Cross road, next to Apollo
Chambers, Andheri East, Mumbai 400069.

Tel: (022) 6491040/6485481, Email: - nglindia2021@gmail.com

Name of the

Member (s):

Registered Address:

E- mail

I/We, being the member (s) hold _____ Shares of the Company, hereby appoint

1. Name:

Address:

E-mail id:

Signature _____ or failing him/her

2. Name:

Address:

E-mail id:

Signature _____ or failing him/her

3. Name:

Address:

E-mail Id:

Signature _____ or failing him/her

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 40th Annual General Meeting of the Company, to be held on the Saturday, 24 September, 2022 at 11.00 a.m. at the registered office of the Company at 503, Madhu Industrial Park, Mogra Cross road, next to Apollo Chambers, Andheri East, Mumbai 400069 or at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- 1) To receive, consider and adopt
 - c. the Audited Financial Statements of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and the statutory auditors thereon.
 - d. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the reports of the statutory auditors thereon.
- 2) To appoint a director in place of Mr. Devan Pandya (DIN: 09065430), who retires by rotation and being eligible, offers himself for re-appointment.

Signed this _____ Day of

_____ 2022 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.

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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

40th Annual General Meeting on September 24, 2022

I hereby record my presence at the fortieth **Annual General Meeting** of the Company held on **Saturday, September 24, 2022 at 11:00 a.m.** at the registered office of the Company at **503, Madhu Industrial Park, Mogra Cross road, next to Apollo Chambers, Andheri East, Mumbai 400069.**

Name of the Member (IN BLOCK LETTERS): _____

Reg. Folio No. / Demat ID: _____

No. of Shares held: _____

Name of Proxy (IN BLOCK LETTERS): _____

Signature of the Member/Proxy

NOTES

1. Kindly sign and handover the attendance slip at the entrance of the meeting hall.
2. Members/Proxy holders are requested to bring their copy of the Annual Report for reference at the Meeting.

REMOTE E-VOTING PARTICULARS

REVEN (Remote E-voting Event Number)	USER ID	PASSWORD