

Date: 2nd October, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Dear Sir / Ma'am

Sub: Submission of Annual Report for Financial Year 2022-23
Ref: Security Id: SHANGAR / Code: 540259

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the 28th Annual General Meeting of the Company to be held on Saturday, 30th September, 2023 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at the Registered Office of the Company.

Kindly take the same on your record and oblige us.

Thanking You.

For, **Shangar Decor Limited**

Samirbhai Shah
Managing Director
DIN: 00787630

wedding decor – theme decor – exhibitions – religious & corporate events

CIN No. : IL36998GJ1995PLC028139

4, Sharad Flats, Opp. Dharnidhar Derasar, B/h. Sales India, Paldi Ahmedabad-380007

Ph. No. 079-26634458 • 26622675

 shangardecorltd@hotmail.com,  info@shangardecor.com  www.shangardecor.com

SHANGAR DECOR LIMITED

28TH ANNUAL REPORT

2022-23

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Company Information

<u>Board of Directors</u>	Mr. Samirbhai Shah	Managing Director
	Mr. Saumil Shah	Non-Executive Director
	Mr. Prasanna Pandya	Independent Director
	Mr. Moulin Shah	Non-Executive Director
<u>Audit Committee</u>	Mr. Prasanna Pandya	Chairman
	Mr. Saumil Shah	Member
	Mr. Moulin Shah	Member
<u>Nomination and Remuneration Committee</u>	Mr. Prasanna Pandya	Chairman
	Mr. Saumil Shah	Member
	Mr. Moulin Shah	Member
<u>Stakeholders' Relationship Committee</u>	Mr. Moulin Shah	Chairman
	Mr. Prasanna Pandya	Member
	Mr. Saumil Shah	Member
<u>Key Managerial Personnel</u>	Mr. Samirbhai Shah	Managing Director
	Mr. Saumil Shah	Chief Financial Officer
	Ms. Gitika Mishra	Company Secretary
<u>Statutory Auditor</u>	M/s. S. D. Mehta & Co. Chartered Accountants, Ahmedabad	
<u>Secretarial Auditor</u>	M/s. Jitendra Parmar & Associates, Company Secretaries, Ahmedabad	
<u>Share Transfer Agent</u>	Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East) Mumbai - 400 011	
<u>Registered Office</u>	4 Sharad Flats, Opp-Dharnidhar temple, Ahmedabad - 380 007	

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting for the Financial Year 2022-23 of the Shareholders of **Shangar Decor Limited** will be held on Saturday, 30th September, 2023 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM) to transact the following businesses.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 and Statement of Profit and Loss together with the notes forming part thereof along with Cash Flow Statement for the financial year ended on that date, and the Reports of the Board of Directors ("The Board") and the Auditors thereon.**
- 2. To appoint a director in place of Mr. Saumil Shrenikbhai Shah (DIN: 01601299), who retires by rotation and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT, Mr. Saumil Shrenikbhai Shah (DIN: 01601299), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

- 3. To approve Borrowing Limits under Section 180 (1) (C) of the Companies Act, 2013.**

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

"RESOLVED THAT, pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from of financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time."

"RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign

and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

4. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings.

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company including deferred sales tax loans availed/to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans/borrowings/debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) /Agent(s) /Trustee(s) /State Government(s) / Agency(ies), etc.”

“RESOLVED FURTHER THAT, the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution.”

5. Power under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT, pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/acquire the securities of anybody corporate by way of subscription/purchase or otherwise up to a sum of Rs. 100 Crores (Rupees Hundred Crores Only), notwithstanding that the aggregate of the loan, guarantee or security or investments so far given/provided/made or to be given/provided/made exceeds the limits/will exceed the limits laid down by the Act.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

6. Re-appointment of Mr. Prasanna Narendra Pandya (DIN: 07025733) as an Independent Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Prasanna Narendra Pandya (DIN: 07025733), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 30th September, 2023 upto 29th September, 2028 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 30th September, 2023 upto 29th September, 2028 (both days inclusive).

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Registered Office:

4, Sharad Flats,
Opp. Dharnidhar Temple,
Ahmedabad – 380 007

Place: Ahmedabad

Date: 8th September, 2023

**By the Order of the Board of
Shangar Décor Limited**

**Sd/-
Saumil Shah
Director
DIN: 01601299**

**Sd/-
Samir Shah
Managing Director
DIN: 00787630**

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The 28th Annual General Meeting (AGM) will be held on Saturday, 30th September, 2023 at 3:00 P.M. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated May 05, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
3. This AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at shangardecorltd@hotmail.com and / or at info@accuratesecurities.com, a certified copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through

electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.bseindia.com and Company Website i.e. www.shangardecor.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. The Board of Directors has appointed Mr. Gaurav Bachani (Membership No. 61110 ACS, CP No. 22830), Ahmedabad, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
11. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
12. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. BSE Limited and be made available on its website viz. www.bseindia.com.
13. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2022-23 will be available on website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, Company Website i.e. www.shangardecor.com and on the website of NSDL at <https://www.evoting.nsdl.com/>. **Annual Report will not be sent in physical form.**
14. Members of the Company holding shares, either in physical form or in Dematerialized form, as on 8th September, 2023 will receive Annual Report for the financial year 2022-23 through electronic mode only.
15. The Register of Members and Share Transfer Books will remain closed from 23th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM).
16. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address: Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai – 400 011 Email Id: busicomp@vsnl.com.

17. In terms of the provisions of Section 152 of the Act, Mr. Saumil Shrenikbhai Shah, Director of the Company, who retires by rotation at this Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.

Mr. Saumil Shrenikbhai Shah is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to his re-appointment. The other relatives of Mr. Saumil Shrenikbhai Shah being shareholders of the Company may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

18. 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 DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded 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.
21. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
22. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice as per Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.
23. As the AGM is to be held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of AGM through email on shangardecorltd@hotmail.com and / or at info@accuratesecurities.com. The same will be replied / made available by the Company suitably.
24. The business set out in the Notice of AGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
25. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

26. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
27. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
28. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
29. The Company has set 23rd September, 2023 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting, for both E-Voting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 27th September, 2023 at 9:00 A.M. and ends on Friday, 29th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 23rd September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 23rd September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below: **Step 1: Access to NSDL e-Voting system**

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shangardecorltd@hotmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (Self attested scanned copy of PAN card), AADHAR (Self attested scanned copy of Aadhar Card) to (shangardecorltd@hotmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (shangardecorltd@hotmail.com). The same will be replied by the company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3:

The Chairman informed the Board that as per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 180(1)(c) of the Companies Act, 2013.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings requirement in future and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 3 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs. 100 Crores (Rupees Hundred Crores Only) in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 3 of this Notice.

Item No. 4:

The Chairman informed the Board that as per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company. In view of the resolution relating to borrowing powers stated in Item No. 3, the Company may have to create further charges / mortgages in favour of the lenders. Since the invocation of security / mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favour of the Institutions / Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges / mortgages.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of this Notice to enable the Board of Directors to borrow money and create charges / mortgages to secure the borrowings as mentioned in Item No. 3 of this Notice.

Item No. 5:

The Chairman informed the Board that as per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for giving loan to any person or body corporate or giving guarantee or providing security in connection with a loan to any other person or body corporate or Invest / acquire the securities of any body corporate by way of subscription / purchase or otherwise in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

As on date the aggregate amount of the investments in shares / debentures, loans and guarantee(s) / security(ies) made, given, or provided by the Company to other bodies corporate are within the

limits provided in Section 186 of the Companies Act, 2013. However, looking to the future business requirements, the Board feels prudent and desirable to have ad-hoc limit up to which Board can give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest / acquire the securities of anybody corporate by way of subscription / purchase or otherwise without further approval of Shareholders.

Therefore, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest / acquire the securities of any body corporate by way of subscription / purchase or otherwise, in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Item No. 6:

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Prasanna Narendra Pandya to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Companies Act, 2013. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Prasanna Narendra Pandya during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting has considered, approved and recommended the re-appointment of Mr. Prasanna Narendra Pandya as an Independent Directors for a second term of five years with effect from 30th September, 2023, to the Board of Directors for their approval.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 6 of the notice.

Except Mr. Prasanna Narendra Pandya, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Registered Office:

4, Sharad Flats,
Opp. Dharnidhar Temple,
Ahmedabad – 380 007

Place: Ahmedabad

Date: 8th September, 2023

**By the Order of the Board of
Shangar Décor Limited**

**Sd/-
Saumil Shah
Director
DIN: 01601299**

**Sd/-
Samir Shah
Managing Director
DIN: 00787630**

ANNEXURE

Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Item No. 2 and 6 is as under:

Name of the Director	Saumil Shrenikbhai Shah (DIN: 01601299)	Prasanna Narendra Pandya (DIN: 07025733)
Date of Birth	15/08/1977	06/11/1977
Date of first Appointment on the Board	01/11/2006	11/02/2015
Qualifications	Bachelors	Bachelors
Experience/Brief Resume/ Nature of expertise in specific functional areas;	Mr. Saumil Shah is Non-Executive Director of the Company having wide range of Experience in the industry. He associated with the Company since 2006	Mr. Prasanna Narendra Pandya is Independent Director of the Company.
Terms and Conditions of Appointment along with remuneration sought to be paid	NA	NA
Remuneration last drawn by such person, if any	Rs. 10,40,000/-	NA
No. of Shares held in the Company as on 31 st March, 2023.	5,70,000 Equity Shares	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se;	Related to Managing Director of the Company. He is also a promoter member.	Not Related
Number of Meetings of the Board attended during the year	6	6
Directorship / Designated Partner in other Companies / LLPs	NA	NA
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	NA	NA

BOARDS' REPORT

To,
The Members,

Your Directors are pleased to present the 28th Annual Report on the business and operations of the Company along with the Audited Financial Statement for the Financial Year ended on 31st March, 2023.

1. **FINANCIAL RESULTS:**

The financial performance of the Company for the Financial Year ended on 31st March, 2023 and for the previous financial year ended on 31st March, 2022 is given below:

Particulars	(Rs. In Lakhs)	
	Financial Year 2022-23	Financial Year 2021-22
Revenue from Operations	965.54	619.57
Other Income	1.18	0.31
Total Revenue	966.73	619.89
Total Expenses	938.96	611.52
Profit / Loss before Depreciation, Exceptional and Extra Ordinary Items and Tax Expenses	27.76	8.37
Less: Exceptional and Extra Ordinary Items	0	0
Profit / Loss before Tax Expenses	27.76	8.37
Less: Current Tax	7.15	3.18
Deferred Tax	0	0
Profit / Loss for the Period	20.20	5.18
Earnings Per Share (EPS)		
Basis	0.16	0.04
Diluted	0.16	0.04

2. **OPERATIONS:**

Total revenue from operations for Financial Year 2022-23 is Rs. 966.73 Lakhs as compared to total revenue from operations of Rs. 619.89 Lakhs for previous Financial Year. The Company has incurred Profit before tax for the Financial Year 2022-23 of Rs. 27.76 Lakhs as compared to Profit before tax of Rs. 8.37 Lakhs for previous Financial Year. The Net Profit after tax for the Financial Year 2022-23 is Rs. 20.20 Lakhs as compared to Net Profit after tax of Rs. 5.18 Lakhs for previous Financial Year. The Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in the future period.

3. **CHANGE IN NATURE OF BUSINESS, IF ANY:**

During the Financial Year 2022-23, there was no change in nature of Business of the Company.

4. **WEBLINK OF ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website at www.shangardecor.com.

5. **SHARE CAPITAL:**

A. AUTHORISED SHARE CAPITAL :

The authorized share capital of the Company as on 31st March, 2023 is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 1,40,00,000 (One Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each.

B. PAID-UP SHARE CAPITAL :

The paid-up share capital of the Company as on 31st March, 2023 is Rs. 6,12,02,000/- (Rupees Six Crores Twelve Lakhs Two Thousand Only) divided into 1,22,40,400 (One Crores Twenty-Two Lakhs Forty Thousand Four Hundred) equity shares of Rs. 5/- (Rupees Five Only).

6. DIVIDEND:

To conserve the resources for future prospect and growth of the Company, the Board of Directors do not recommend any dividend for the Financial Year 2022-23 (Previous year – NIL).

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the year under review, there was no unpaid or unclaimed dividend in the "Unpaid Dividend Account" lying for a period of seven years from the date of transfer of such unpaid dividend to the said account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund.

8. TRANSFER TO RESERVES:

The Profit of the Company for the Financial Year ending on 31st March, 2023 is transferred to profit and loss account of the Company under Reserves and Surplus.

9. DISCLOSURES RELATING TO HOLDING, SUBSIDIARY, ASSOCIATE COMPANY AND JOINT VENTURES:

The Company does not have any Holding / Subsidiary / Associate Company and Joint Venture.

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

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

11. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

No significant material orders has been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

12. BOARD MEETINGS:

The Directors of the Company met at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Company's policies and strategies apart from the Board Matters.

During the year under the review, the Board of Directors met 6 (Six) times viz. 30th May, 2022, 15th July, 2022, 13th August, 2022, 7th September, 2022, 14th November, 2022 and 16th February, 2023.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- a. In the preparation of the Annual Accounts, for the year ended on 31st March, 2023 the applicable accounting standards have been followed and there are no material departure from the same;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit of the company for the financial year ended on 31st March, 2023;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the Annual Accounts on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act, 2013 is not applicable to your Company as the Company does not fall under the criteria limits mentioned in the said section of the Act.

Hence, the Company has not taken voluntary initiative towards any activity mentioned for Corporate Social Responsibility.

15. COMMENT ON AUDITORS' REPORT:

There were no qualifications, reservations, adverse remarks or disclaimer made by the Auditors in their report on the financial statement of the Company for the financial year ended on 31st March, 2023. Maintenance of cost records as specified under Companies Act, 2013 is not applicable to the Company.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The Company has not given any loans, guarantees, securities covered or investments made under the provisions of section 186 of the Companies Act, 2013.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All transactions to be entered by the Company with related parties will be in the ordinary -Course of business and on an arm's length basis. However, the Company has not entered into any related party transaction, as provided in Section 188 of the Companies Act, 2013, with the related party. Hence, Disclosure as required under Section 188 of the Companies Act, 2013 is not applicable to the Company.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook as per **Annexure - 1**.

19. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls with reference to financial statement across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year, such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also

test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor's report.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

During the year, no reportable material weakness was observed.

20. RESERVES & SURPLUS:

Sr. No.	Particulars	Amount (In Lakhs)
1.	Balance at the beginning of the year	29.61
2.	Current Year's Profit	20.20
	Total	49.81

21. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY:

The Company has framed formal Risk Management framework for risk assessment and risk minimization for Indian operation which is periodically reviewed by the Board of Directors to ensure smooth operations and effective management control. The Audit Committee also reviews the adequacy of the risk management frame work of the Company, the key risks associated with the business and measures and steps in place to minimize the same.

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

The details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, is not given as the Company has not taken any major step to conserve the energy etc. Further, there was no foreign exchange earnings and outgo during the financial year 2022-23.

	Foreign exchange earnings and outgo	F.Y. 2022-23	F.Y. 2021-22
a.	Foreign exchange earnings	Nil	Nil
b.	CIF value of imports	Nil	Nil
c.	Expenditure in foreign currency	Nil	Nil
d.	Value of Imported and indigenous Raw Materials, Spare-parts and Components Consumption	Nil	Nil

23. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice and is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Act is available on the website of the Company at www.shangardecor.com.

24. SECRETARIAL STANDARDS:

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

25. REPORTING OF FRAUDS BY THE AUDITORS:

During the year under review, neither the Statutory nor the Secretarial Auditors has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

26. STATE OF COMPANY'S AFFAIRS:

Management Discussion and Analysis Report for the year under review, as stipulated in Regulation 34(2)(e) of SEBI Listing Regulations is given as a separate part of the Annual Report. It contains a detailed write up and explanation about the performance of the Company.

27. STATEMENT ON ANNUAL EVALUATION OF BOARD'S PERFORMANCE:

The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors, pursuant to the provisions of the Act and SEBI Listing Regulations. The Board sought the feedback of Directors on various parameters including:

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board / Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Chairman of the Board had one-on-one meetings with each Independent Director and the Chairman of Nomination and Remuneration Committee had one-on-one meetings with each Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board / Committee processes.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole.

In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

a) For Non-Executive & Independent Directors:

- Knowledge
- Professional Conduct
- Comply Secretarial Standard issued by ICSI Duties
- Role and functions

b) For Executive Directors:

- Performance as leader
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set investment goal
- Professional conduct and integrity
- Sharing of information with Board.
- Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

28. MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:

A. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

B. BUSINESS CONDUCT POLICY:

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the policy. The objective of the policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

29. LOANS FROM DIRECTOR / RELATIVE OF DIRECTOR:

During the year under review, the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial statement.

30. PARTICULARS OF EMPLOYEES:

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the Employees of the Company has received remuneration above the limits specified in the Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the Financial Year 2022-23.

31. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code 2016.

32. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

33. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Directors and Key Managerial Personnel of the Company are summarized below:

Sr. No.	Name	Designation	DIN / PAN
1.	Mr. Samirbhai Rasiklal Shah	Managing Director	00787630
2.	Mr. Saumil Shrenikbhai Shah	Non-Executive Director	01601299
3.	Mr. Prasanna Narendra Pandya	Independent Director	07025733
4.	Mr. Moulin Samir Shah	Non-Executive Director	08948652
5.	Ms. Gitika Mishra	Company Secretary	BFIPM7168F
6.	Mr. Saumil Shrenikbhai Shah	Chief Financial Officer	AYSPS8103J

Apart from the above changes, there were no other changes in the composition of the Board of Directors of the Company during the Financial Year 2022-23 and till the date of Board's Report. As per Companies Act, 2013, the Independent Directors are not liable to retire by rotation.

34. DECLARATION BY INDEPENDENT DIRECTORS:

Mr. Prasanna Narendra Pandya is Independent Directors of the Company have confirmed to the Board that they meet the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and are qualified to be Independent Director. They also confirmed that they meet the requirements of Independent Director as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The confirmations were noted by the Board.

35. CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, quarterly compliance report on requirement Corporate Governance is not applicable to the Company. Hence, Corporate Governance does not form part of this Board's Report.

36. DEPOSITS:

As per Section 73 of the Companies Act, 2013, the Company has neither accepted nor renewed any deposits during the financial year. Hence, the Company has not defaulted in repayment of deposits or payment of interest during the financial year.

37. FORMAL ANNUAL EVALUATION PROCESS BY BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Board has carried the evaluation of its own performance, performance of Individual Directors, Board Committees, including the Chairman of the Board on the basis of attendance, contribution towards development of the Business and various other criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

In a separate meeting of Independent Directors, the performances of Executive and Non - Executive Directors were evaluated in terms of their contribution towards the growth and development of the Company. The achievements of the targeted goals and the achievements of the expansion plans were too observed and evaluated, the outcome of which was satisfactory for all the Directors of the Company.

38. AUDITORS:

A. Statutory Auditor:

M/s. S. D. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 137193W), were appointed as the Statutory Auditors of the Company from the conclusion of 24th Annual General Meeting held in the year 2019 till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2024.

The Auditor's report for the financial year ended on 31st March, 2023 has been issued with an unmodified opinion by the Statutory Auditors and the report is part of the Annual Report.

B. Secretarial Auditor:

The Board of Directors pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed Mr. Jitendra Parmar, Proprietor of M/s. Jitendra Parmar & Associates, Company Secretaries, Ahmedabad as a Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2022-23.

The Secretarial Audit Report for the Financial Year 2022-23 is annexed herewith as Annexure - 2 in Form MR-3. There are no adverse observations in the Secretarial Audit Report which call for explanation.

39. DISCLOSURES:

A. Audit Committee:

During the year under review, meetings of members of the Audit Committee as tabulated below, was held on 30th May, 2022, 15th July, 2022, 13th August, 2022, 14th November, 2022 and 16th February, 2023 the attendance records of the members of the Committee are as follows:

The constitution of the Audit Committee is as follows:

Name	Status	No. of the Committee Meetings entitled	No. of the Committee Meetings attended
Mr. Prasanna Pandya	Chairman	5	5
Mr. Dhairyakumar Thakkar ¹	Member	1	1
Mr. Saumil Shah	Member	5	5
Mr. Moulin Shah ¹	Member	3	3

¹Mr. Dhairyakumar Thakkar had given resignation from the post of Member and Mr. Moulin Shah had been appointed as a Member of the Audit Committee w.e.f. 15th July, 2022.

B. Nomination and Remuneration Committee:

During the year under review, meetings of members of the Nomination and Remuneration Committee as tabulated below, was held on 15th July, 2022 and 7th September, 2023 the attendance records of the members of the Committee are as follows:

The constitution of the Nomination and Remuneration Committee is as follows:

Name	Status	No. of the Committee Meetings entitled	No. of the Committee Meetings attended
Mr. Dhairyakumar Thakkar ¹	Chairman	0	0
Mr. Prasanna Pandya ¹	Chairman	2	2
Mr. Saumil Shah	Member	2	2
Mr. Moulin Shah ¹	Member	1	1

¹Mr. Dhairyakumar Thakkar had given resignation from the post of Member, Mr. Prasanna Pandya Change in designation from Member to Chairman and Mr. Moulin Shah had been appointed as a Member of the Audit Committee w.e.f. 15th July, 2022.

C. Stakeholders Relationship Committee:

During the year under review, meetings of members of the Stakeholders Relationship Committee as tabulated below, was held on 15th July, 2022 and 7th September, 2022 the attendance records of the members of the Committee are as follows:

The constitution of the Stakeholders Relationship Committee is as follows:

Name	Status	No. of the Committee Meetings entitled	No. of the Committee Meetings attended
Mr. Dhairyakumar Thakkar ¹	Chairman	0	0
Mr. Moulin Shah ¹	Chairman	1	1
Mr. Saumil Shah	Member	2	2
Mr. Prasanna Pandya	Member	2	2

¹Mr. Dhairyakumar Thakkar had given resignation from the post of Chairman and Mr. Moulin Shah had been appointed as a Chairman of the Audit Committee w.e.f. 15th July, 2022.

40. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as confirmed by the Internal Complaints Committee as constituted by the Company.

41. INDUSTRIAL RELATIONS:

The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review.

42. MAINTENANCE OF COST RECORDS:

The provisions relating to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, are not applicable to the Company and accordingly such accounts and records are not required to be maintained.

43. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

Registered Office:

4 Sharad Flats,
Opp-Dharnidhar Temple
Ahmedabad - 380007

Place: Ahmedabad

Date: 8th September, 2023

Sd/-

Samirbhai Shah
Managing Director
DIN: 00787630

By the Order of the Board of
Shangar Decor Limited

Sd/-

Saumil Shah
Non-Executive Director
DIN: 01601299

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Overview of the Indian Economy:

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2023. Real GDP growth in FY 2022-23 stands at 7.2%. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilization in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalization of the tariff structure and digitization of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Khari sowing helped the agriculture sector gain momentum.

India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

B. Outlook:

In the last decade, India has been one of the fastest-growing economies, with annual growth rate averaging 6-7%. The increase in GDP can be attributed to a variety of reasons, including favorable demographics, influx of investment capital and technological efficiency and productivity gains.

C. Industry structure and development:

The growth of Company's Services is based on the push-and-pull effects of Demand and Supply determinants like the economic trends in India & Outside, growth of infrastructure. It always remains key area of the Company to provide innovative Service in design and finishing to the customers without compromising with quality. Today, per head income in India is increased which converted into purchasing power of a person. However, looking to the stability of Central Government, clear vision and mission of Government to provide Stable income to every family at possible level etc. the growth rate of this industry is expected around 7 to 8% in coming year. The population in India has the youngest persons in the world. The mixture of newness and economic productivity is result into investments in interior as well as exterior decoration. In India urbanization is the big matter which may generate more demand for Decoration Services and will result into increase in demand of associated products. The growth rate of this industry in the country is expected to increase with the people's preferences now leaning towards a safer, cleaner and more secure environment.

D. Opportunities and Threats:

Opportunities:

- **Good Brand Image:** Company has a good brand image and quality Services in the Indian market.
- **Wide Service range:** Company has very wide service coverage for social and cultural events.
- **Superiority over its competitors:** Company remains eager in providing latest designs and Service to its customers.
- **Online Services:** Company provides Online Services to its Customer. The company will take effective steps to take benefit of this opportunity.
- **Expand Market Network:** The Company continues to expand its marketing networks by appointing Consignment Agent, branches, distributors, dealers etc. in various states in all over the country.

Threats:

- **High Competition Era:** The Decor Industry has entered into the orbit of the high competition. The market fights are set to intensify with unstoppable capacity build up. The Competition from both unorganized and other organized players, leading to difficulties in improving market share.
- **Manpower:** The one of the common problem emerged for finding talent with competence or even skilled man power for Decor industries irrespective of the company Brand or Size.
- **Under cutting of price:** Due to high competitions in market, the competitors are doing price cutting of Services to compete or keep their existence in markets which is ultimate big problems for the industries.
- **New Entrance:** More and more new organized players are entering into market which will increase competition in organized sector also.

E. Segment-wise or Product-wise performance:

The Company is primarily engaged in single segment i.e. Event Management.

The Turnover of the Company for the Financial Year 2022-23 is Rs. 965.54 Lakhs.

F. Future Outlook:

The Company's outlook for the year 2023-24 is to add more products in the product range as per requirement in the market.

G. Risks and concerns:

Our growth is directly or indirectly, linked with infrastructure development and real estate industry. Any ups and downs in these industry space impacts the growth. Increasing competition may lead to dilution of market share. Operational disruption owing to several factors like pandemic or breakdown may lead to decline in production. Untimely recovery of payment from customers may impact the working capital of the Company.

H. Internal control system and their adequacy:

The Company has an independent Internal Audit function with a well-established risk management framework. The scope and authority of the Internal Audit function are derived from the Internal Audit Charter approved by the Audit Committee. The Company has engaged a reputable external firm to support the Internal Audit function for carrying out the Internal Audit reviews.

The Audit Committee meets every quarter to review and discuss the various Internal Audit reports and follow up on action plans of past significant audit issues and compliance with the audit plan. The Chairperson of the Audit Committee has periodic one-on-one meetings with the Chief Internal Auditor to discuss any key concerns.

Additionally, the following measures are taken to ensure proper control:

- Budgets are prepared for all the operational levels.
- Any material variance from budget has to be approved by the Commercial director.
- Any major policy change is approved by the managing director.
- Any deficiency in not achieving target is reviewed at management meetings.

I. Discussion on financial performance with respect to operational performance

The financial performance of the Company for the Financial Year 2022-23 is described in the report of the Board of Directors' of the Company.

J. Material developments in Human Resources/Industrial Relations front, including number of people employed

The cordial employer - employee relationship also continued during the year under the review. The Company has continued to give special attention to human resources.

K. Caution Statement:

Statements made in the Management Discussion and Analysis describing the various parts may be "forward looking statement" within the meaning of applicable securities laws and regulations. The actual results may differ from those expectations depending upon the economic conditions, changes in Govt. Regulations and amendments in tax laws and other internal and external factors.

Registered Office:

4, Sharad Flats,
Opp. Dharnidhar Temple,
Ahmedabad - 380 007

Place: Ahmedabad

Date: 8th September, 2023

By the Order of the Board Shangar Decor Limited

Sd/-
Samirbhai Shah
Managing Director
DIN: 00787630

Sd/-
Saumil Shah
Director
DIN:01601299

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
Shangar Decor Limited
4 Sharad Flats,
Opp-Dharnidhar Temple,
Ahmedabad – 380 007

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shangar Decor Limited** (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Shangar Decor Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Shangar Decor Limited** ("the Company") for the Financial Year ended on 31st March, 2023, according to the provisions of:-

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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; (Not applicable to the Company during the Audit Period).
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (This clause is not applicable to the Company during the Audit Period).
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021; (This clause is not applicable to the Company during the Audit Period).

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (This clause is not applicable to the Company during the Audit Period).
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (This clause is not applicable to the Company during the Audit Period).
- g. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (This clause is not applicable to the Company during the Audit Period).
- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- j. Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; with respect to Board and General Meetings are yet to be specified under the Act by the Institute.
- (ii) The SEBI (LODR) Regulations, 2015 entered by the Company with BSE.

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

1. *Submission of Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depository and Participant) Regulations, 2018 for the quarter Ended on 31st December, 2022 was not submitted.*
2. *Intimation of Board Meeting as per Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 31st December, 2022 was not submitted.*
3. *Outcome of the Board Meeting as per Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 31st December, 2022 was not submitted within time i.e. within 30 minutes of the closure of the meeting.*
4. *Unaudited Financial Results as per Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 31st December, 2022 was not submitted within time i.e. within 45 days from end of the quarter.*
5. *Disclosure under Regulation 30 and Regulation 31(4) of Securities and Exchange Board India (Substantial Acquisition of Shares & Takeovers) Regulation, 2011 was not made.*
6. *The Company has not maintained functional website as per Regulation 46 of the Securities and Exchange Board India (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
7. *Independent Directors of the Company had not applied for inclusion / renewal of their name in the data bank as per rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.*
8. *Non-Applicability of Large Entity Framework for the financial year ended on 31st March, 2022 was not submitted as per SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.*
9. *The Company has not appoint Women Director as per section 149 of the Companies Act, 2013 and rule 3 of the Companies (Appointment and Qualification of Directors) rules, 2014.*
10. *Composition of Audit Committee is not duly constituted as per Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
11. *During the year under review, following forms were not filed by the Company on time:*
 - *E-form DPT-3 for the Financial Year ended 31st March, 2022 as per Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014 was not filed by the Company.*

- *E-form MGT-14 for approval of financial statement, the Board's report for the Financial Year ended on 31st March, 2022 and for appointment of internal auditor and secretarial auditor was not filed as per Section 179(3) of the Companies Act, 2013.*
- *E-form MGT-7 for filing Annual Return for the Financial Year ended on 31st March, 2022 was not filed as per Section 92 of the Companies Act, 2013.*
- *E-form MGT-8 for Annual returns certified by a practicing Company Secretary for the Financial Year ended on 31st March, 2022 was not filed as per Section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014.*

We further report that the Board of Directors of the Company is not 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 Act.

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

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

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

**FOR, JITENDRA PARMAR & ASSOCIATES,
COMPANY SECRETARIES**

**JITENDRA PARMAR
PROPREITOR**

FCS No.: 11336

COP No.: 15863

FRN: S2023GJ903900

Peer Review Certificate No.: 3523/2023

UDIN: F011336E000921432

Place: Ahmedabad

Date: 2nd September, 2023

This report is to be read with our letter of even date which is annexed as Annexure - 1 and forms an integral part of this report.

To,
The Members
Shangar Décor Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR, JITENDRA PARMAR & ASSOCIATES,
COMPANY SECRETARIES**

JITENDRA PARMAR

PROPREITOR

FCS No.: 11336

COP No.: 15863

FRN: S2023GJ903900

Peer Review Certificate No.: 3523/2023

UDIN: F011336E000921432

Place: Ahmedabad

Date: 2nd September, 2023

Shangar Décor Limited

***Address:4,Sharad Flats,
Opp-Dharnidhar Temple
Ahmedabad - 380009***

AUDITOR'S REPORT

For Year Ended 31.03.2023

AUDITORS:

S. D. Mehta & Co.(Chartered Accountants)

1601, Himalaya Business Center, B/H BRTS Bus
Stand, Nr. RTO Circle, 132 FT Ring Road,
Ahmedabad-380027.

Independent Auditors' Report

To the Members of,
Shangar Decor Limited

1. Opinion

We have audited the accompanying Ind-AS financial statements of **Shangar Decor Limited (the "Company")** which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (Including Other Comprehensive Income), the statement of changes in equity, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

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 Rule 3 of 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, 2023, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key Audit matters ('KAM') 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 Auditor's Report Thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information, 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.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in the section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity 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, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors are responsible for assessing the ability of each company 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 Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are also responsible for overseeing the financial reporting process of each company.

3. Auditor's Responsibility for the audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the financial statements.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Company and such other entities included in the 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 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.

4. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section (11) of section 143 of the Companies Act, 2013 we give in the "**Annexure-A**" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- ii. As required by section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the afore said financial statements;
 - b. In our opinion proper books of account as required by law relating to preparation of the afore said financial statements have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss including other comprehensive Income, Statement of changes in equity and Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.
 - e. On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and accordance to the explanation 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. (a) The respective Managements of the Company, 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 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company, 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 received by the Company from any person or entity, including foreign entity (“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 by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company 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.

V. In Our Opinion and according to the information and explanation given to us, the company has not declare any dividend.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2023
Place: Ahmedabad
UDIN: 23032891BGTRDU6142

Shaishav Mehta
Partner
M.No.: 032891

Annexure-A to Independent Auditors' Report

Referred to in Paragraph 4(i) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. **In respect of Property, Plant and Equipment and Intangible Assets:**
 - a. The Company is maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipment.
The company does not have any intangible assets. Accordingly, reporting under clause (1)(b) of the Order is not applicable.
 - b. The Property, Plant and Equipment were physically verified by the management at regular intervals and in our opinion is reasonable having regard to the size of Company and the nature of its assets. Pursuant to the verification a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
 - d. The company has not revalued its Property, Plant and Equipment during the year. The company does not have any intangible assets.
 - e. The company doesn't have any proceedings initiated or are pending against for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there.
2.
 - a. Inventories have been physically verified by the management at reasonably regular intervals during the year.
 - b. In my opinion and according to the information and explanation given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to me, there were no material discrepancies noticed on physical verification of inventory as compared to the book of accounts.
 - d. The para of having working capital limit sanctioned in excess of Rs.5 crores is not applicable to the company as the company does not have any sanctioned working capital limit.
3. The Company has neither made any investment nor granted any loans secured or unsecured to any companies, firms or other parties covered in the register required to be maintained under section 189 of the Companies Act, 2013.
4. The Company has complied with the provisions of section 185 and section 186 of the Companies Act 2013 in respect of the loans granted, investments made and guarantees and securities provided, as applicable.
5. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
6. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

7. In respect of Statutory Dues:

- a. In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable are as under:.

Name of Statute	Nature of dues	Amount (Rs.)	Accounting Period to which the amount relates	Demand Raised By
Income Tax Act, 1961	Income Tax	22,98,390/-	2018-19	CPC, Income tax Department
Income Tax Act, 1961	Income Tax	32,89,230/-	2019-20	CPC, Income tax Department
Income Tax Act, 1961	Income Tax	13,98,846/-	2020-21	Assessing Officer, Income tax Department
Income Tax Act, 1961	Income Tax	-	2013-14	CPC, Income tax Department

- b. According to the information and explanation given to us, there were no dues of Goods and services tax, sales tax, Income tax and Cess which have not been deposited on account of any dispute.
8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9.
- a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

- d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable
- 10.
- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 11.
- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
 - 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.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14.
- a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. And hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16.

- a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20.
- a. In our opinion, as per section 135 of the Act, no amount was required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year. Accordingly, reporting under clause (xx) of the Order is not applicable to the Company.

For, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2023
Place: Ahmedabad
UDIN: 23032891BGTRDU6142

Shaishav Mehta
Partner
M.No.: 032891

Annexure-B to Independent Auditors' Report

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 **Shangar Decor Limited** ("the Company") as of 31 March 2023 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, 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, **S. D. Mehta & Co.**
Chartered Accountants
(Registration No. 137193W)

Date: 30th May, 2023
Place: Ahmedabad
UDIN: 23032891BGTRDU6142

Shaishav Mehta
Partner
M.No.: 032891

Notes to the financial statements

1. Basis of preparation of financial statements

(i) Statement of compliance and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable 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 Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements correspond to the classification provisions contained in Ind AS 1, “Presentation of Financial Statements”. For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable. All amounts included in the financial statements are reported in Indian rupees in lakhs. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

(ii) Basis of measurement

The financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- a. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
- b. Defined benefit Plans – Plan Assets

(iii) Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (a) Revenue recognition:** The Company’s contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

- (b) Impairment testing:** The Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present Value. Investments in subsidiaries are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value.
- (c) Provisions and contingent liabilities:** A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements.
- (d) Income taxes:** Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.
- (e) Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.
- (f) Property, plant and equipment:** Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

2. Significant accounting policies

(i) Functional and presentation currency

These financial statements are presented in Indian rupees in lakhs, the national currency of India, which is the functional currency of the Company.

(ii) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss. Trade Receivables that do not contain a significant financing component are measured at transaction price.

(a) Non-derivative financial instruments:

Non derivative financial instruments consist of:

- Financial assets, which include cash and cash equivalents, trade receivables, employee and other advances, investments in equity and debt securities and eligible current and noncurrent assets;
- financial liabilities, which include long and short term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

A. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand and in banks.

B. Investments

Investments in equity instruments:

The Company carries certain equity instruments which are not held for trading. The company has recorded its investment in equity instruments at its historical cost. As no reliable data was available with the company after reasonable efforts, the same has been recorded at its historical cost.

C. Trade and other payables

Trade and other payables are initially recognized at fair value. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

(b) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognise the financial asset and also recognizes a borrowing for the proceeds received. Certain financial instruments have been derecognized in event of non-holding of control over such asset and such assets were not reasonably expected to fetch any future cash inflows, and the same have been written off.

A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(c) Financial instruments by category

The carrying value and fair value of financial instruments by categories as at March 31, 2023 are as follows:

(Rs. In Lakhs)

Particulars	Amortized cost	Financial assets / liabilities at fair value through profit or loss		Financial assets / liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:							
Cash and Cash Equivalents (Refer Note no. 4.05)	24.08	-	-	-	-	24.08	24.08
Investments (Refer Note no. 4.02) - Equity Instruments	2.13	-	-	-	-	2.13	2.13
Trade Receivables (Refer Note no. 4.04)	670.98	-	-	-	-	670.98	670.98

Loans (Refer Note no. 4.06)	33.20	-	-	-	-	33.20	33.20
Total	730.39	-	-	-	-	730.39	730.39
Liabilities:							
Trade Payables (Refer Note no.4.11)	610.54	-	-	-	-	610.54	610.54
Borrowings (Refer note no. 4.10)	981.08	-	-	-	-	981.08	981.08
Total	1591.61	-	-	-	-	1591.61	1591.61

The carrying value and fair value of financial instruments by categories as at March 31, 2022 are as follows:

(Rs. In Lakhs)

Particulars	Amortized cost	Financial assets / liabilities at fair value through profit or loss		Financial assets / liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
Assets:							
Cash and Cash Equivalents (Refer Note no. 4.05)	25.82	-	-	-	-	25.82	25.82
Investments (Refer Note no. 4.02) - Equity Instruments	2.13	-	-	-	-	2.13	2.13
Trade Receivables (Refer Note no. 4.04)	618.63	-	-	-	-	618.63	618.63
Loans (Refer Note no. 4.06)	27.16	-	-	-	-	27.16	27.16
Total	673.73	-	-	-	-	673.73	673.73
Liabilities:							
Trade Payables (Refer Note no.4.11)	708.25	-	-	-	-	708.25	708.25

Borrowings (Refer note no. 4.10)	648.34	-	-	-	-	648.34	648.34
Total	1356.59	-	-	-	-	1356.59	1356.59

(iii) Equity

(a) Share capital and share premium

The authorized share capital of the Company as of March 31, 2023, is Rs. 7,00,00,000/- divided into 1,40,00,000 equity shares of Rs. 5 each and Paid up share capital of the company as of March 31, 2023 is Rs. 6,12,02,000/- divided into 1,22,40,400 equity shares. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium. Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

(b) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes including earlier years' carried forward retained earnings.

(iv) Property, plant and equipment

(a) Recognition and measurement

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment is stated at cost or deemed cost applied on transition to Ind AS, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses are capitalised. Borrowing costs incurred during the period of construction is capitalised as part of cost of qualifying asset.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

(b) Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term. Term licenses are amortized over their respective contract term. Freehold land is not depreciated. The estimated useful life of

assets are reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets are as follows:

Category	Useful life
Buildings	28 to 40 years
Plant and machinery	5 to 21 years
Computer equipment and software	2 to 7 years
Furniture, fixtures and equipment	3 to 10 years
Vehicles	4 to 5 years

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work-in-progress.

(v) Impairment

(A) Financial assets

The Company applies the expected credit loss model for recognizing trade receivables and other financial assets. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive discounted using effective interest rate.

Loss allowances for trade receivables and lease receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes in to the account historical credit loss experience adjusted for forward looking information.

(B) Property Plant and Equipment

At each balance sheet date, the Company reviews the carrying value of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have

been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

(vi) Provisions

Provisions are recognised in the balance sheet when the company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;
- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge such responsibilities.

(vii) Revenue

The Company derives revenue primarily from activities being mandap keeping, decoration contracts and turnkey projects in decoration segment.

(a) Sales Income

Revenue from products are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(b) Interest income

In absence of certainty of cash inflows of such interests, the company has not adopted amortized income model to record such income. The same has been recorded on accrual basis at simple interest rate method.

(c) Others

- Revenues are shown net of Goods and Service Tax and applicable discounts and allowances.
- The company has made investment in certain equity funds which are held for investment for a period longer than 12 months. During the year company has earned dividend income out of such investments and the same has been considered under the head Other Income.

(viii) Income tax

Tax expense for the year comprises of current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The

Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current is recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Income tax expense in the Statement of Profit and Loss is as follows: (In Lakhs)

Particulars	For the year ended March	
	2023	2022
Current Tax	7.15	3.18
Tax of Earlier Years	0.42	-

(ix) Earnings per share

Basic earnings per share is computed by dividing profit or loss for the year attributable to equity holders by the weighted average number of shares outstanding during the year. Partly paid-up shares are included as fully paid equivalents according to the fraction paid-up.

Diluted earnings per share is computed using the weighted average number of shares and dilutive potential shares except where the result would be anti-dilutive.

(x) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is ascertained on a weighted average basis. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Provisions are made to cover slow-moving and obsolete items based on historical experience of utilisation on a product category basis, which involves individual businesses considering their product lines and market conditions.

3. Notes on Transition to Ind AS

These financial statements are prepared in accordance with Ind AS. For years up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Indian GAAP (i.e. Previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS for periods ending on March 31, 2023, together with the comparative period data as at and for the year ended March 31, 2022.

5. Other Information to the Financial Statement

a. Related Party Disclosures As Per Ind AS 24

Names of related parties and description of relationship from/ to which following transactions were entered during the year:

i. The related parties are :

Names of related parties	Nature of relationship
Samir R. Shah	Director
Saumil Shah	Director
Moulin Shah	Relative of Director
Yesha Shah	Director Upto (10-Mar-2022)
Dhairya Thakkar	Director

i. The Company has the following related party transactions for the year ended March 31, 2023 and 2022:

Sr. No.	Transaction	Name of person / entity	Amount (Rs.)	
			2023	2022
1	Salary	Samir R. Shah	9,00,000	9,00,000
2	Salary	Saumil S. Shah	10,40,000	10,40,000
3	Seating Fees	Yesha Shah	-	25000
4	Seating Fees	Dhairyakumar Thakkar	-	25000

The Company has the following balances outstanding as of March 31, 2023 and March 31, 2022

Balances at the year end	Name of individual / entity	Amount (In Rs.)	
		2023	2022
Payables	Samir R. Shah	9,32,77,689	4,62,36,729
Payables	Moulin Shah	2,48,674	1,03,54,551
Payables	Saumil S. Shah	13,53,208	-

For, **S. D. Mehta & Co.**
Chartered Accountants
(FRN: 137193W)

For and on behalf of the board
Shangar Décor Limited

Shaishav D. Mehta
(Partner)
Membership No.: 032891
UDIN: 23032891BGTRDU6142
Place: Ahmedabad

Samir Shah
Managing Director
DIN: 00787630

Saumil Shah
Director
DIN: 01601299

Gitika Mishra
Company Secretary

Saumil Shah
CFO

Date: 30th May, 2023

Shangar Décor Limited					
Balance Sheet as at 31st March, 2023					
(Amount In Lakhs)					
Particulars	Note no.	As at 31st March, 2023		As at 31st March, 2022	
ASSETS					
(1) Non-current assets					
(a) Property, Plant & Equipment	4.01	1,178.51		924.42	
(b) Capital work-in-progress					
(c) Investment Property					
(d) Goodwill					
(e) Other Intangible Assets					
(f) Intangible Assets under development					
(g) Biological Assets other than bearer plants					
(h) Financial Assets :					
(i) Investments	4.02	2.13		2.13	
(ii) Trade receivables					
(iii) Loans					
(iv) Others (to be specified)					
(i) Deferred tax assets (net)					
(j) Other non-current assets					
			1,180.64		926.55
(2) Current assets					
(a) Inventories	4.03	261.28		317.02	
(b) Financial Assets :					
(i) Investments					
(ii) Trade receivables	4.04	670.98		618.63	
(iii) Cash and cash equivalents	4.05	24.08		25.82	
(iv) Bank balances other than (iii) above					
(v) Loans	4.06	33.20		27.16	
(vi) Others (to be specified)					
(c) Current Tax Assets (Net)					
(d) Other current assets	4.07	109.00		114.07	
			1,098.54		1,102.70
Total Assets			2,279.18		2,029.25
I. EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	4.08	612.02		612.02	
(b) Other Equity	4.09	49.81		29.61	
			661.83		641.63
LIABILITIES					
(1) Non-Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	4.10	981.08		648.34	
(ii) Trade Payables					
(iii) Other financial liabilities (other than those specified in item (b), to be specified)					
(b) Provisions					
(c) Deferred tax liabilities (Net)		14.50		14.50	
(d) Other non-current liabilities					
			995.58		662.84
(2) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings					
(ii) Trade payables	4.11	610.54		708.25	
(iii) Other financial liabilities (other than those specified in item (c))					
(b) Other current liabilities	4.12	8.76		6.04	
(c) Provisions	4.13	2.46		10.48	
(d) Current Tax Liabilities (Net)					
			621.77		724.78
Total Equity and Liabilities			2,279.18		2,029.25
Notes to Financial Statements	1.00				
Significant Accounting Policies	2& 3				

As per our report of even date attached herewith.

For, S. D. Mehta & Co.
Chartered Accountants
FRN: 137193W

For and on behalf of the board of
Shangar Décor Limited

Shaishav Mehta
Partner
M.No. 032891
UDIN: 23032891BGTRDU6142

Samir R Shah
Managing Director
DIN:00787630

Saumil S Shah
Director
DIN:01601299

Place: **Ahmedabad**
Date : **30-05-2023**

Gitika Mishra
Company Secretary

Saumil S Shah
Chief Financial Officer

Shangar Décor Limited

Statement of Profit and Loss for the year ended on 31st March, 2023 (Amount In Lakhs)

Particulars	Note no.	As at 31st March, 2023	As at 31st March, 2022
(I) Revenue from operations	4.14	965.54	619.57
(II) Other Income	4.15	1.18	0.31
(III) Total Income (I+II)		966.73	619.89
<u>(IV) EXPENSES</u>			
Cost of Materials Consumed		-	-
Purchase of Stock -in-Trade	4.16	315.68	307.90
Changes in Inventories of Finished goods, Work-in-Progress and by products	4.17	55.74	(32.77)
Employee Benefits Expense	4.18	27.61	30.63
Finance Costs	4.19	5.54	-
Depreciation and Amortization Expense		124.10	107.45
Other Expenses	4.20	410.30	198.31
Total Expenses (IV)		938.96	611.52
(V) Profit / (Loss) Before Exceptional Items & Tax (III-IV)		27.76	8.37
(VI) Exceptional Items			
(VII) Profit / (Loss) Before Tax (V-VI)		27.76	8.37
(VIII) Tax Expenses :			
(1) Current tax		7.15	3.18
(2) Deferred tax		-	-
(3) Income tax of earlier year		0.42	-
(IX) Profit / (Loss) for the period from Continuing Operation (VII-VIII)		20.20	5.18
(X) Profit / (Loss) from discontinued operations		-	-
(XI) Tax expense of discontinued operations		-	-
(XII) Profit / (Loss) from discontinued operations (after tax) (X-XI)		-	-
(XIII) Profit / (Loss) for the period (IX+XII)		20.20	5.18
(XIV) Other Comprehensive Income			-
Basic & Diluted (In Rs.)	4.21	0.16	0.04
Notes to Financial Statements			
Significant Accounting Policies	2		

As per our report of even date attached herewith.

For, S. D. Mehta & Co.

Chartered Accountants

FRN: 137193W

For and on behalf of the board of
Shangar Décor Limited

Shaishav Mehta

Partner

M.No. 032891

Samir R Shah

Managing Director

DIN:00787630

Saumil S Shah

Director

DIN:01601299

UDIN: 23032891BGTRDU6142

Place: Ahmedabad

Date : 30-05-2023

Gitika Mishra

Company Secretary

Saumil S Shah

Chief Financial Officer

Shangar Decor Limited

Cash flow statement for the year ended 31st March' 2023

(Amount in Lakhs)

Particulars	For the year ended 31st March,2023		For the year ended 31st March,2022	
			Amount	Amount
(A) Cash flow from operating activities				
(1) Net profit after tax and extraordinary items		20.20		5.18
ADD:(I) Depreciation Written off	124.10		107.45	
(ii) Provision for income tax	-		-	
(iii) Preliminary Expense	4.05		-	
(iv) Loss from partnership firm	-		-	
(v) Deferred Revenue Expenses	-		-	
LESS: (i) Deferred tax Asset	-		-	
		128.15		107.45
(2) Operating profit before working capital changes		148.34		112.63
Working capital changes				
Add: (i) Decrease in Current Assets (Except Cash & Cash Equivalents)	56.76		27.09	
(ii) Increase in Current Liabilities	2.72		-	
Less: (i) Decrease in Current Liabilities	105.73		99.57	
(ii) Increase in Current assets (Except Cash & Cash Equivalents)	58.39	(104.64)	82.00	(154.48)
(3) Cash generated from operating before tax		43.70		(41.85)
Less: Income Tax Paid			-	
(4) Cash flow before extraordinary items		43.70		(41.85)
Add/ (less) extraordinary items				
Net cash inflow / outflow from operating activities After tax & extraordinary items		43.70		(41.85)
(B) Cash flow from investing activities				
Add : Proceeds on account of changes in Investments	-		-	
Less : Purchase of Fixed assets & Investments	378.18		184.51	
Net Cash inflow / outflow from investing activities		(378.18)		(184.51)
(C) Cash flow from financing activities				
Add : Changes in Long term Loans & Advances	332.74		247.77	
Proceeds of Share Capital	-		-	
Less : Advances given	-		-	
Less : Repayment of Loans	-		-	
Net cash inflow / outflow from financing activities		332.74		247.77
(D) net increase / decrease in cash & cash equivalent		(1.74)		21.41
(E) Add: Cash & Cash Equivalents in the beginning of the year		25.82		4.42
(F) Cash & Cash Equivalents at the end of the year		24.08		25.82

As per our report of even date attached herewith.

For, S. D. Mehta & Co.
Chartered Accountants
FRN: 137193W

For and on behalf of the board of
Shangar Décor Limited

Shaishav Mehta
Partner
M.No. 032891

Samir R Shah
Managing Director
DIN:00787630

Saumil S Shah
Director
DIN:01601299

UDIN: 23032891BGTRDU6142
Place: Ahmedabad
Date : 30-05-2023

Gitika Mishra
Company Secretary

Saumil S Shah
Chief Financial Officer

Statement of changes in Equity for the year ended March, 2023

A		EQUITY SHARE CAPITAL		(Rs. In Lakhs)	
Particulars		As at 31/03/2023			
Balance as at April 1, 2022		612.02			
Changes in equity share capital due to prior		-			
Restated balance as at April 1, 2022		-			
Proceeds from issue of shares on exercise of		-			
Balance as at March 31, 2023		612.02			

B OTHER EQUITY (Refer Note no. 11)												
Particulars	Securities premium	Share based payments reserve	Share application money pending allotment	Capital redemption reserve	Reserve Fund (u/s 45-IC of RBI Act, 1934)	Capital reserve (on merger)/(sale of business) (net)	Retained earnings	Equity instruments through OCI	Hedging reserve	Cost of hedging reserve	Total equity	other
Balance as at April 1, 2022	-	-	-	-	-	-	29.61	-	-	-	-	29.61
Changes in accounting policies or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2022	-	-	-	-	-	-	-	-	-	-	-	-
Profit/Loss for the year	-	-	-	-	-	-	20.20	-	-	-	-	20.20
Remeasurement gain/(loss) on defined benefit obligations (net)	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	-	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	-	-	-	-	-	-	-	-
Money received on exercise of stock options by employees	-	-	-	-	-	-	-	-	-	-	-	-
Exercise of stock option by employees	-	-	-	-	-	-	-	-	-	-	-	-
Reduction of share capital in accordance with approved Scheme of Arrangement	-	-	-	-	-	-	-	-	-	-	-	-
Excess of consideration received over the carrying value of net assets transferred of PV undertaking	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from debenture redemption reserve	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	-	-	-	-	-	49.81	-	-	-	-	49.81

Statement of changes in Equity for the year ended March, 2022

A EQUITY SHARE CAPITAL		(Rs. In Lakhs)										
Particulars		As at 31/03/2022										
Balance as at April 1, 2021		612.02										
Changes in equity share capital due to prior		-										
Restated balance as at April 1, 2021		-										
Proceeds from issue of shares on exercise of		-										
Balance as at March 31, 2022		612.02										
B OTHER EQUITY (Refer Note no. 11)												
Particulars	Securities premium	Share based payments reserve	Share application money pending allotment	Capital redemption reserve	Reserve Fund (u/s 45-IC of RBI Act, 1934)	Capital reserve (on merger)/(sale of business) (net)	Retained earnings	Equity instruments through OCI	Hedging reserve	Cost of hedging reserve	Total equity	other
Balance as at April 1, 2021	-	-	-	-	-	-	24.43	-	-	-	24.43	-
Changes in accounting policies or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2021	-	-	-	-	-	-	-	-	-	-	-	-
Profit/Loss for the year	-	-	-	-	-	-	5.18	-	-	-	5.18	-
Remeasurement gain /(loss) on defined benefit obligations (net)	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	-	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-	-	-	-	-	-
Money received on exercise of stock options by employees	-	-	-	-	-	-	-	-	-	-	-	-
Exercise of stock option by employees	-	-	-	-	-	-	-	-	-	-	-	-
Reduction of share capital in accordance with approved Scheme of Arrangement	-	-	-	-	-	-	-	-	-	-	-	-
Excess of consideration received over the carrying value of net assets transferred of PV undertaking	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from debenture redemption reserve	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	-	-	-	-	-	-	29.61	-	-	-	29.61	-

SHANGAR DÉCOR LIMITED

NOTE : 4

FIXED ASSETS AS AT 31ST MARCH 2023

(Rs. In Lakhs)

PARTICULARS	Gross Block				Depreciation			Net Block	
	OPENING BALANCE	ADDITION	DED.	TOTAL	31.03.2021	DEP	31.03.2022	31.03.2022	31.3.2021
Air Conditioner	3.71	1.88	-	5.60	2.02	0.97	2.99	2.61	1.69
Computer	2.03	0.16	-	2.19	0.64	0.41	1.05	1.14	1.39
Decore Wooden	47.48	-	-	47.48	10.02	3.95	13.97	33.51	37.47
Decore Furniture@12%	29.56	15.74	-	45.30	3.96	4.18	8.14	37.16	25.60
Decore Furniture@18%	393.30	228.41	-	621.71	78.55	54.49	133.03	488.68	314.75
Decore Furniture@28%	1.24	-	-	1.24	0.31	0.12	0.43	0.81	0.93
Decore Furniture@5%	309.72	32.44	-	342.17	51.07	29.39	80.46	261.70	258.65
Decore Steel & Dome	195.83	51.24	-	247.06	19.89	10.96	30.85	216.21	175.94
Electric Fittings	0.80	-	-	0.80	0.33	0.12	0.45	0.35	0.47
Electrical Goods	26.67	19.92	-	46.59	6.97	4.08	11.05	35.54	19.70
Godown Building	36.83	7.43	-	44.26	3.65	1.91	5.56	38.70	33.18
Innova Car	0	-	-	0	0.12	0.04	0.16	0.30	0.35
Mobile Telephone	3.58	0.13	-	3.71	1.52	0.54	2.05	1.65	2.06
Mobile Telephone@28%	0.09	-	-	0.09	0.02	0.01	0.03	0.06	0.07
Motor Car Skoda Superb	1.31	-	-	1.31	0.74	0.18	0.92	0.39	0.57
Motor Car SX4	0.57	-	-	0.57	0.33	0.08	0.40	0.17	0.25
Office Building	0.35	-	-	0.35	0.25	0.04	0.28	0.07	0.10
Office Furniture	0.16	-	-	0.16	0.08	0.02	0.10	0.06	0.08
Pagoda Structure	35.04	-	-	35.04	12.74	4.04	16.78	18.26	22.30
Maruti Eco	2.67	-	-	2.67	0.67	0.25	0.92	1.75	2.00
Weight Machine	0.09	-	-	0.09	0.04	0.01	0.05	0.03	0.04
Vehicles	1.02	-	-	1.02	0.26	0.10	0.35	0.67	0.77
Vessels@18%	6.13	0.19	-	6.32	0.51	0.57	1.09	5.23	5.62
Gowdown Building-28%	0.33	0.00	-	0.33	0.02	0.02	0.04	0.30	0.31
Washing Machine	0.89	-	-	0.89	0.48	0.10	0.58	0.31	0.41
Sewing Machine	0.39	-	-	0.39	0.21	0.05	0.25	0.14	0.19
CCTV	0.54	-	-	0.54	0.07	0.06	0.13	0.41	0.46
Vessels	24.32	-	-	24.32	5.24	1.94	7.17	17.14	19.08
Tata Harrier Motor Car	0.00	20.64	-	20.64	0.00	5.49	5.49	15.15	0.00
TOTAL	1125.12	378.18	0.00	1503.31	200.71	124.10	324.80	1178.51	924.42

Non-Current Assets**4.02 Investments**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
A	Investments carried at cost/deemed cost		
(a)	Investment in Equity Shares		
1	Quoted	-	-
2	Unquoted		
	(i) Ahmedabad Co. Op. Bank Shares	1.88	1.88
	(ii) The United Co. Op. Bank Shares	0.25	0.25
	TOTAL	2.13	2.13

Current Assets**4.03 Inventories**

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Inventories	261.28	317.02
	TOTAL	261.28	317.02

4.04 Trade Receivable

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Undisputed Trade Receivables - Considers Good	670.98	618.63
2	Undisputed Trade Receivables - Considers Doubtful	-	-
3	disputed Trade Receivables - Considers Good	-	-
4	disputed Trade Receivables - Considers Doubtful	-	-
	TOTAL	670.98	618.63

Trade Receivable ageing schedule		As at 31st March, 2023	As at 31st March, 2022
(i)	Undisputed Trade Receivables - Considers Good		
	(a) Less than 6 months	101.70	290.22
	(b) 6 months to 1 Year	75.52	11.42
	(c) 1 to 2 Years	65.64	231.05
	(d) 2 to 3 Years	0.39	1.05
	(e) More than 3 Years	427.73	84.89
	Total	670.98	618.63
(ii)	Undisputed Trade Receivables - Considers Doubtful		
	(a) Less than 6 months	-	-
	(b) 6 months to 1 Year	-	-
	(c) 1 to 2 Years	-	-
	(d) 2 to 3 Years	-	-
	(e) More than 3 Years	-	-
	Total	-	-
(iii)	disputed Trade Receivables - Considers Good		
	(a) Less than 6 months	-	-
	(b) 6 months to 1 Year	-	-
	(c) 1 to 2 Years	-	-
	(d) 2 to 3 Years	-	-
	(e) More than 3 Years	-	-
	Total	-	-
(vi)	disputed Trade Receivables - Considers Doubtful		
	(a) Less than 6 months	-	-
	(b) 6 months to 1 Year	-	-
	(c) 1 to 2 Years	-	-
	(d) 2 to 3 Years	-	-
	(e) More than 3 Years	-	-
	Total	-	-
	TOTAL	670.98	618.63

4.05 Cash and Cash Equivalent

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Cash in hand	15.80	10.99
2	Balance with banks	8.29	14.83
	TOTAL	24.08	25.82

4.06 Loans

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
(a)	Other Loans		
	Considered good - Unsecured	33.20	27.16
	Credit Impaired	-	-
	Less : Allowance for credit Losses	-	-
	TOTAL	33.20	27.16

4.07 Other current assets

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Deposits	72.89	66.55
2	Balance with revenue authorities	35.01	42.72
3	Interest Receivable	0	0.14
4	Pre-paid Insurance	1.09	0.62
5	Preliminary exps. for listing fees	0	4.05
	TOTAL	109.00	114.07

Note : The balance with revenue authorities consists of TDS receivable by the company for F.Y.-2022-23 to the extent of Rs. 14.45 Lakhs and GST Receivables to the extent of Rs. 20.56 Lakhs.

The preliminary exps have been written off to the extent of Rs. 4,05,000/- being in nature of listing fees.

Equity

4.08 Share Capital

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
a)	Authorised Share Capital		
	1,40,00,000 Equity shares of Rs. 5.00/- each	700.00	700.00
		700.00	700.00
b)	Issued, Subscribed Bonus & Fully paid up capital		
	1,22,40,400 Equity shares of Rs. 5/- each fully paid up	612.02	612.02
	TOTAL	612.02	612.02

c) The reconciliation of the number of shares outstanding is set out below.

Particulars	Number of Equity Shares	Number of Equity Shares
	As at 31st March, 2023	As at 31st March, 2022
Equity shares at the beginning of the year	122.40	122.40
Add: Bonus Shares issued during the year	-	-
Equity shares Outstanding at the end of the year	122.40	122.40

d) Rights, Preferences and Restrictions

The Company has only one class of equity shares having par value of Rs.5/- per share. Each equity shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, if any, in proportion to their shareholding.

e) The details of shareholders holding more than 5% of Equity shares

Name of Shareholders	As at 31st March, 2023	% Held	As at 31st March, 2022	% Held
Parul Samir Shah	825,200	6.74	825,200	6.74
Vipul Shah	1,145,000	9.35	1,145,000	9.35

f) The details of share holding of Promoters

Name of Shareholders	As at 31st March, 2023	% Held	As at 31st March, 2022	% Held
Samir Rasiklal Shah	193,988	1.58	193,988	1.58
Saumil Shrenik Shah	570,000	4.66	570,000	4.66
Parul Samir Shah	825,200	6.74	825,200	6.74
Vipul Shah	1,145,000	9.35	1,145,000	9.35
Himani Shah	25,200	0.21	25,200	0.21
Moulin Shah	25,200	0.21	25,200	0.21
Sahil Shah	25,200	0.21	25,200	0.21

4.09 Other Equity

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
a)	Surplus / (Deficit) in Statement of Profit & Loss		
	Balance as per previous financial statements	29.61	24.43
	Add: Profit for the year	20.20	5.18
	Balance available for appropriation	49.81	29.61
	Forfeited Shares	-	-
	Net Surplus / (Deficit)	49.81	29.61

Non-Current Liabilities

4.10 Borrowings

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Unsecured loans	981.08	648.34
	TOTAL	981.08	648.34

Note : Secured loans consist of loan in form of Overdraft from Axis Bank (secured against stock and debtors) and ICICI bank (secured against motor vehicle).

Current Liabilities

4.11 Trade Payables

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Trade Payables	593.54	696.25
2	Advance from customers	17.00	12.00
	TOTAL	610.54	708.25

Trade Payables ageing schedule		As at 31st March, 2023	As at 31st March, 2022
(i)	MSME		
	(a) Less than 1 year	-	-
	(b) 1 to 2 year	-	-
	© 2 to 3 Year	-	-
	(d) More than 3 Year	-	-
	Total	-	-
(ii)	Others		
	(a) Less than 1 year	193.75	197.70
	(b) 1 to 2 year	19.76	94.14
	© 2 to 3 Year	3.51	370.80
	(d) More than 3 Year	376.52	33.61
	Total	593.54	696.25
(iii)	Disputed Dues - MSME		
	(a) Less than 1 year	-	-
	(b) 1 to 2 year	-	-
	© 2 to 3 Year	-	-
	(d) More than 3 Year	-	-
	Total	-	-
(iv)	Disputed Dues - Others		
	(a) Less than 1 year	-	-
	(b) 1 to 2 year	-	-
	© 2 to 3 Year	-	-
	(d) More than 3 Year	-	-
	Total	-	-
	Total	593.54	696.25

4.12 Other Current Liabilities

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	TDS Payable	8.31	6.02
2	EPFO Payable	0.40	0.02
3	ESIC Payable	0.06	0.00
	TOTAL	8.76	6.04

4.13 Provisions

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Other Provision	1.01	0.89
2	Provision for Taxation	1.46	9.60
	TOTAL	2.46	10.48

Note: Other provision consists of Dividend proposed for F.Y. 2018-19 Rs. 0.58 Lakhs and Professional Tax Payable of Rs. 0.43 Lakhs.

4.14 Revenue from operations

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Sales	965.54	619.57
	TOTAL	965.54	619.57

4.15 Other Income

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Dividend Income	0.13	0.10
2	kasar Vatav	0.02	0.01
3	Interest Income	1.04	0.14
4	Other Income	0.00	0.07
	TOTAL	1.18	0.31

4.16 Purchase of Stock -in-Trade

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Purchases	315.68	307.90
	TOTAL	315.68	307.90

4.17 Changes in Inventories

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Inventories at the beginning of the year	317.02	284.25
2	Inventories at the end of the year	261.28	317.02
	TOTAL	55.74	(32.77)

4.18 Employee Benefits

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Salary, Wages and Bonus	6.00	11.23
2	Director Remuneration	19.40	19.40
3	PF, ESIC, PT etc Expense	0.29	0.00
4	House Rent Allowance	1.92	0.00
	TOTAL	27.61	30.63

4.19 Finance Costs

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Bank Interest and charges	5.54	-
	TOTAL	5.54	-

4.20 Other Expenses

Sr.no.	Particulars	As at 31st March, 2023	As at 31st March, 2022
a)	Administrative Expenses		
1	Legal, Professional and Consultancy Fees	3.66	1.53
2	Professional Tax Company	-	0.02
4	Municipal Tax	12.92	-
5	Rent Expense	67.03	78.36
6	ROC/CDSL Charges	0.06	0.34
7	Kasar Vatav Expense	1.23	0.00
8	Listing Fees	8.00	1.04
9	Interest Expense	0.09	5.41
10	Insurance Exp.	1.69	0.64
11	Telephone expense	0.05	0.002
12	Travelling expense	0.67	0.45

13	Other Administrative Expenses	3.35	13.39
14	Late Fees	0.13	4.50
15	Vehicle Repairing Exp.	5.35	4.16
16	Repair & Maintainance Exp.	13.82	9.06
17	Transportation Exp.	14.11	0.02
18	Electric Exp.	18.34	10.63
19	Computer Exp.	0.27	0.10
20	Consumable Exp.	0.77	3.81
21	Conveyance Allowance	0.55	0.15
22	Employer's Contribution		0.13
23	Design Exp.	0.04	0.44
24	Director Seating Fees		0.50
25	Internet Exp.	0.05	0.12
26	Labour Exp.	40.22	0.08
27	Misc. Exp.	3.94	2.08
28	Stationery & Printing Exp.	0.45	0.56
29	Security Services/Payment Services	24.93	15.78
30	PF Admin Charges		0.06
31	Preliminary Exp	4.05	4.05
32	GST Penalty	0.03	0.40
33	A.C. Repairing Exp	0.32	0.12
34	GAS Fuel Exp.	13.21	9.62
35	Decoration Exp.	26.38	0.88
36	Fright Exp.	0.01	0.01
37	Licence Fees	37.91	22.34
38	Packing Exp.		1.07
39	Royalty Fees	8.91	2.44
40	Cleaning Exp.	1.54	0.32
41	Uniform Exp.	0.15	0.69
42	Engagement Fees for Agreement		0.11
43	Interest On TDS	0.63	0.76
44	Interest On Incometax		1.97
45	Donation Expense	0.72	-
46	Petrol Expense	2.73	-
47	Bad Debt	0.70	-
48	Godown Building repairs and maintenance	1.31	-
49	General Construction of Services of other Civil	89.23	-
b)	Selling & Distribution Expenses	0.00	0.19
1	Sales Promotion Expense	0.78	
	TOTAL	410.30	198.31

4.21 Earning Per Share

i)	Net profit after tax as per statement of profit and loss attributable to Equity Shareholders (Rs. in Lakhs)	20.20	5.18
ii)	Weighted Average number of equity shares (now each share of Rs. 5) used as denominator for calculating EPS	122.40	122.40
iii)	Basic & Diluted Earning per share (Rs.)	0.16	0.04
iv)	Face value per equity share (Rs.)	5	5

4.22 Ratio Calculation

Sr. No.	Ratio	Formula	F.Y. 2022-23	F.Y. 2021-22
1	Current Ratio	Current Ratio= Current assets/ Current liabilities	1.77	1.52
2	Debt Equity ratio	Debt/Equity= Total Liabilities / Total Shareholders' Equity	2.44	2.16
3	Debt Service Coverage Ratio	DSCR= Net Operating Income / Total Debt Service	0.10	0.08
4	Return on Equity Ratio	Return on Equity= Net Income/ Shareholders' Equity	0.03	0.01
5	Inventory turnover ratio	Inventory Turnover= COGS/ Average Value of Inventory	1.28	0.92
6	Trade Receivables turnover ratio	Receivable Turnover Ratio = Net Credit Sales / Average Accounts Receivable	1.50	1.04
7	Trade payables turnover ratio	Accounts Payable Turnover Ratio = Net Credit Purchases / Average Accounts Payable	0.48	0.43
8	Net capital turnover ratio	Working Capital Turnover=Net Annual Sales/Average Working capital	2.26	7.52
9	Net profit ratio	Net profit ratio = Net Profit/Total Sales	0.02	0.01
10	Return on Capital employed	Return on Capital employed= Earnings before Interest and tax/Capital Employed	0.05	0.01
11	Return on investment	Return on investment = Net Income / Cost of Investment	0.06	0.05