

DHYAANI INC

Date: 12/08/2024

To,
The Manager,
The Bombay Stock Exchange Limited,
25th Floor, PJ Towers, Dalal Street Fort,
Mumbai- 400001

SUBJECT: NOTICE OF THE 10TH ANNUAL GENERAL MEETING AND ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24.

REF: DHYAANI TRADEVENTTURES LIMITED (BSE SCRIP CODE – 543516/DHYAANITR)

Dear Sir/Ma'am,

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of 10th Annual General Meeting and Annual report for the Financial Year 2023-24, which is scheduled to be held on Wednesday 4th September, 2024 at 12:00 P.M. through Video Conferencing/Other Audio Visual Means.

The Annual General Meeting Notice is also uploaded on the Company's Website i.e. <https://www.dhyaaniinc.com/>.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Sunday, 01 st September, 2024 (09:00 A.M. IST)
End of remote e-voting	Till Tuesday, 3 rd July, 2024 (05:00 P.M IST)

You are requested to kindly take the same on record.

**FOR, DHYAANI TRADEVENTTURES LIMITED
(Formerly known as Dhyaani Tile and Marblez Limited)**

**CHINTAN NAYAN BHAI RAJYAGURU
MANAGING DIRECTOR
DIN: 08091654**

DHYAANI TRADEVENTTURES LIMITED (Formerly known as Dhyaani Tile and Marblez Limited)

420 Time Square Arcade Opp Rambaug Nr Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, 380059, Gujarat, IN
CIN: U51900GJ2014PLC081004 | cs@dhyaaniinc.com | 079-35334673 | [dhyaaniinc.com](https://www.dhyaaniinc.com)

DHYAANI TRADEVENTURES LIMITED

(Formerly known as Dhyaani Tile And Marblez Limited)

CIN: U51900GJ2014PLC081004

ANNUAL REPORT 2023-24

DHYAANI INC

CORPORATE INFORMATION

DHYAANI TRADEVENTURES LIMITED

(Formerly known as Dhyaani Tile And Marblez Limited)

CIN: U51900GJ2014PLC081004

BOARD OF DIRECTORS

- ✚ Mr. Chintan Nayan Bhai Rajyaguru, Chairman & Managing Director
- ✚ Mr. Nayankumar Labhshanker Rajyaguru, Executive Director
- ✚ Mrs. Ilaben Nayanbhai Rajyaguru, Non-Executive Director
- ✚ Mr. Keval Dipakkumar Dave, Non-Executive Independent Director
- ✚ Mr. Ashish Agarwal, Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL (KMP)

- ✚ Ms. Khushbu Bharkatya, Company Secretary & Compliance Officer
- ✚ Ms. Alpaben Bhanubhai Thummar, Chief Financial Officer

COMMITTEES OF BOARD OF DIRECTORS

Audit Committee

Mr. Keval D. Dave	Chairman
Mr. Ashish Agarwal	Member
Mr. Chintan Nayan Bhai Rajyaguru	Member

Nomination & Remuneration Committee

Mr. Ashish Agarwal	Chairman
Mr. Keval D. Dave	Member
Mrs. Ilaben Nayanbhai Rajyaguru	Member

Stakeholder's Relationship Committee

Ms. Ilaben Nayanbhai Rajyaguru	Chairman
Mr. Keval D. Dave	Member
Mr. Ashish Agarwal	Member

REGISTERED OFFICE

420, Times Square Arcade,
Opp. Rambaug, Thaltej-Shilaj Road,
Ahmedabad – 380059, Gujarat, India

REGISTRAR & TRANSFER AGENT**KFIN TECHNOLOGIES LIMITED**

Selenium Tower-B, Plot 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Serilingampally, Hyderabad – 500 032, Telangana
Tel: +91 40 6716 2222

Fax: +91 40 2343 1551

Website: www.kfintech.com

JOINT STATUTORY AUDITORS**M/s J. Singh & Associates, Chartered Accountants**

505/506/507, Hubtown Viva, Fifth Floor, Shanskarwadi,
Western Express Highway, Between Andheri & Jogeshwari (East),
Mumbai - 400060

Email: amitleena30@hotmail.com

Firm Registration No.: 110266W

M/s S D P M & Co.

1016-1018, Anand Mangal-III, Opp. Core House,
Apollo City Centre Lane, Nr. Parimal Cross Road
Ambawadi, Ahmedabad – 380015

Email: info@sdco.co.in – ca.sdco@gmail.com

SECRETARIAL AUDITORS**Mukesh J. & Associates, Company Secretaries**

503, Suyojan Complex, Swastik Cross Road,
Navrangpura, Ahmedabad, Gujarat-380009

Email: mjassociates.pcs@gmail.com

Firm Registration No.: S2021GJ796900

BANKER

HDFC Bank Limited

WEBSITE

www.dhyaaniinc.com

TABLE OF CONTENTS

Notice of 10th Annual General Meeting
Board's Report and Annexures
Management Discussion and Analysis Report
Independent Auditors' Report
Balance Sheet
Profit and Loss Statement
Cash Flow Statement
Notes to financial statements

DHYAANI
TRADEVENTTURES LIMITED

(Formerly known as Dhyaani Tile And Marblez Limited)

CIN: U51900GJ2014PLC081004

Regd. Office: 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059,
Gujarat, India

Tel: 079-35334673 **Email:** cs@dhyaniinc.com **Website:** www.dhyaniinc.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DHYAANI TRADEVENTTURES LIMITED (FORMERLY DHYAANI TILE AND MARBLEZ LIMITED) WILL BE HELD ON WEDNESDAY, 04TH SEPTEMBER, 2024, AT 12:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2024, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2024 together with the Report of the Board of Directors and Auditors' thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mrs. Ilaben Nayanbhai Rajyaguru (DIN: 08091655) who retires by rotation and being eligible, offers herself for reappointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Ilaben Nayanbhai Rajyaguru (DIN: 08091655), who retires by rotation, at this Annual General Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the company, liable to retire by rotation.

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

3. RE-APPOINTMENT OF JOINT STATUTORY AUDITOR OF THE COMPANY

To re-appoint M/s S D P M & Co. (Firm Registration no. 126741W) as Joint Statutory Auditor of the for further period of 4 (Four) Financial Years who shall hold office till the conclusion of 14th Annual General Meeting to be held in the year 2028.

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as recommended by the Audit committee and Board of Directors of the company, consent of the Members of the Company be and is hereby accorded to appoint M/s S D P M & Co, Chartered Accountants, Ahmedabad (Firm Registration no. 126741W) as one of the Joint Statutory Auditors of the Company for a period of 4 (Four) years, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 14th Annual General Meeting to be held in year 2028 and that they shall conduct the Statutory Audit for the period ended 31st March, 2028 on such terms and remuneration as may be determined by the Board of directors of the company in consultation with the auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board of directors be and are hereby authorized to delegate such powers and/or authority to any one or more of the, Managing Director, Chief Financial Officer, Company Secretary or any other person / official to do such other acts and deeds required to give effect to the aforesaid resolutions.”

SPECIAL BUSINESS

4. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT, pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the authorized share capital of the company from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each to Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 equity shares of Rs. 10/- each;

RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things including filing of forms and delegating powers to officers and/ or employees of the company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors of
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)

Sd/-
Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654

Place: Ahmedabad
Date: 12/08/2024

NOTES FOR MEMBERS' ATTENTION:

I. GENERAL INFORMATION:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Corporate Members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
4. In compliance with the "MCA Circulars" and SEBI Circular dated May 13, 2022 read with SEBI circular dated January 5, 2024, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website www.dhyaaniinc.com and website of stock exchange i.e. BSE Limited at www.bseindia.com and also available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) at www.evoting.nsdl.com .
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, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
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. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting (issued by the Institute of company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its Members through remote e-voting platform provided by the NSDL to cast their votes.
9. The Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@dhyaaniinc.com on or before August 26, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

II. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

- I. The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 29th August, 2024 to Wednesday, 4th September, 2024 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, August 28, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cutoff date, shall treat this Notice as intimation only.
- II. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, August 28, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- III. The remote e-voting will commence on 9.00 A.M. (IST) on Sunday, 1st September 2024 and will end on 5.00 P.M. (IST) on Tuesday, 3rd September, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Wednesday, August 28, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- IV. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- V. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, August 28, 2024.

VI. The Company has appointed M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

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

A) Login method for e-Voting 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.	<p>1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px auto; width: fit-content;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. III. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting

	option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 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 email ids for e-voting for the resolutions set out in this notice:

- a) 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 (cs@dhyaaninc.com).
- b) 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 (cs@dhyaaninc.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 for Individual shareholders holding securities in demat mode.**
- c) 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.
- d) 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.

For and on behalf of the Board of Directors of
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)

Sd/-
Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654

Place: Ahmedabad
Date: 12/08/2024

EXHIBIT TO THE NOTICE

**BRIEF PROFILE OF DIRECTOR RETIRING BY ROTATION/ SEEKING
APPOINTMENT/REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Details of Directors as required in Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards-II on General Meetings.

A. MRS. ILABEN NAAYANBHAI RAJYAGURU

Director Identification No.	08091655
Date of Birth	26/04/1971
Brief resume and nature of expertise in specific functional areas	Mrs. Ilaben Nayanbhai Rajyaguru, aged 50 years is Non-Executive Director of the company. She has completed studies till second year graduation in commerce from N.C. Bodiwala Collage of Commerce affiliated with Gujarat University. She is associated with the company since July 15, 2021.
Shareholding in Dhyaani Trdeventtures Limited as on 31/03/2024	NIL
Names of listed entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	Other Directorship- 0 Other Committee Membership- NIL
Names of the listed entities from which the person has resigned in the past three years	NA
Disclosure of Relationships between Directors inter-se	She is Mother of Mr. Chintan Nayanbhai Rajyaguru, the Managing Director of the company and wife of Mr. Nayanbhai Rajyaguru, Executive Director of the company.

**Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship across all Listed Companies including this company.*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under section 102 of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item No. 3:

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

At present the Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- each out of which the paid-up share capital of the Company is Rs. 4,25,60,000/- (Rupees Four Crore Twenty-Five Lakh and Sixty Thousand Only) divided into 42,56,000 (Forty-Two Lakh Fifty-Six Thousand Only) equity shares of Rs. 10/- each. The Company proposes to increase its authorized share capital to Rs. 18,00,00,000 /- (Rupees Eighteen Crores Only) consisting of 1,80,00,000 (One Crore Eighty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each to facilitate fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

For and on behalf of the Board of Directors of
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)

Sd/-
Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654

Place: Ahmedabad

Date: 12/08/2024

DIRECTORS' REPORT

To,
The Members,
DHYAANI TRADEVENTURES LIMITED,
(Formerly Known as Dhyaani Tile and Marblez Limited)
Ahmedabad

Your Directors have pleasure in presenting the 10th Annual Report of the Company with the audited statements of accounts for the year ended 31st March, 2024.

1. FINANCIAL RESULTS:

(₹. In Lakhs)

Particulars	For the Year 2023-24	For the Year 2022-23
Revenue from Operations	2966.86	922.53
Net Profit/Loss before Depreciation & amortization	102.99	(5.06)
Less: Depreciation	1.78	1.67
Less: Finance Cost	-	-
Net Profit /Loss Before Extra-Ordinary Item & Tax	101.21	(6.73)
Current Tax	32.56	0.98
Net Profit/Loss for the year	68.64	(7.71)

2. STATE THE COMPANY'S AFFAIRS AND OPERATIONS:

Company is engaged in dealing in all kinds of agri-inputs and commodities, like wheat, different varieties of rice, moong, tuver, rajma etc. During the year, your Company had a turnover of ₹ 2966.86 lakhs as compare to the total turnover of ₹ 922.53 lakhs recorded for the previous year and the net profit for the current year is ₹ 68.64 lakhs compared to loss of ₹ 7.71 lakhs as recorded in the previous year.

3. CHANGE IN NATURE OF BUSINESS:

During the year under Report, the company has changed its main object and business operation to trading in agro products, fertilizers and tobacco products.

The shareholders in its meeting held on 18th November, 2023 approved the change in object of the company.

4. TRANSFER TO RESERVES:

The Board of Directors has carried profit of ₹ 68.64 lakhs to reserve account.

5. DIVIDEND:

Your Directors feel it is prudent to plough back the profit in the interest of the growth of the Company. Keeping in view the requirement of the funds in future, your Directors have not recommended any dividend for the year ended 31st March, 2024.

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

There is no dividend declared in the previous year and hence no amount required to transfer to Investor Education and Protection Fund.

7. FIXED DEPOSITS:

The Company neither has accepted nor invited any deposit from the public, within the meaning of section 73 of the Companies, Act, 2013 and the Rules made thereunder.

8. SHARE CAPITAL:**THE AUTHORIZED SHARE CAPITAL:**

The Authorised Share Capital of the Company is Rs. 500,00,000/-(Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity share of Rs.10/- (Ten) each.

ISSUED, SUBSCRIBED & PAID-UP CAPITAL:

During the year, the company has allotted 27,36,000 Bonus Equity shares on December 14, 2023, the Trading Approval of which has been received on December 19, 2023.

Therefore, as on March 31, 2024 the Paid-up Equity Shares of the Company was Rs.4,25,60,000 (Four Crores Twenty Five Lakhs Sixty Thousand) divided into 42,56,000 (Forty Two Lakhs Fifty Six Thousand) Equity Shares of Rs.10/- (Ten) each.

Further, the Board of Directors in its meeting held on 28th February, 2024 approved the offer and issuance of fully paid-up equity shares of the Company, by way of a rights issue (the "Rights Issue").

9. LISTING OF SHARES ON BSE –SME PLATFORM:

The equity shares of the Company are traded on SME exchange of Bombay Stock Exchange (BSE SME) since listing of equity shares on 12th April, 2022.

10. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

The material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report are mentioned as below:

- I. Mr. Chintan Nayan Bhai Rajyaguru, Promoter and Managing director of the company has sold his 98000 Equity Shares on 26/06/2024, 98000 Equity shares on 27/06/2024, 1,96,000 Equity shares on 28/06/2024, 47600 Equity shares on 01.07.2024 and 1,96,000 on 02.07.2024.
- II. The company has filed Draft Letter of Offer with Bombay Stock Exchange (BSE) for issuance of Equity Shares on right basis for an amount of up to Rs. 30 Crores on 9th July, 2024.

11. CHANGE OF NAME OF THE COMPANY:

The name of the company has been changed to “Dhyaani Tradeventtues Limited” pursuant to shareholders’ approval dated 18th November, 2023.

The fresh Certificate of Incorporation pursuant to the name change received on 21st December, 2023.

12. DEMATERIALIZATION OF COMPANY’S SHARES:

Your company has provided the facility to its shareholders for dematerialization of their shareholding by entering into an agreement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The ISIN number allotted to the company is INEOK5F01014.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of executive, non-executive and independent Directors including one woman Director. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

Composition of Board/KMP as on 31.03.2024:

SI No	Name	DIN	Designation	Date of Appointment/Change in Designation
1	Mr. Chintan Nayan Bhai Rajyaguru	08091654	Managing Director	06.01.2022
2	Mr. Nayankumar Labhshanker Rajyaguru	08997548	Executive Director	09.08.2021

3	Mrs. Ilaben Nayanbhai Rajyaguru	08091655	Non – Executive Director	09.08.2021
4	Mr. Keval Dipakkumar Dave	08631601	Independent Director	08.06.2022
5	Mr. Ashish Agarwal	06904914	Independent Director	08.06.2022
6	Ms. Alpa Thummar	-	Chief Financial Officer	15.11.2021
7	Ms. Khushbu Bharakatya	-	Company Secretary	29.05.2023

All the Directors of the Company have confirmed that they have not disqualified from being appointed a director in terms of section 164 of the Companies Act, 2013

14. EXTRACT OF ANNUAL RETURN

The Companies (Management and Administration) Amendment Rules, 2020 has done away the requirement of attaching extract of Annual Return in Form MGT-9 to Board's Report. The annual return in Form MGT-7 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at www.dhyaaniinc.com.

15. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

As Company does not have any Subsidiaries or Associates Companies or Joint ventures, it is not required to give disclosure in Form AOC-1 Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014.

16. MEETINGS OF BOARD

During the financial year 2023-24, there were Ten (10) Board Meetings in the company.

All the meetings of Board of Directors of the Company are scheduled well in advance and the Board meets at least once in a quarter to review the quarterly performance and the financial results. Agenda of the meeting were prepared and all necessary papers were circulated to Members of the Board in advance.

Independent Directors' Meeting

The Independent Directors met on 06th November, 2023 and reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairman of the company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity, and timeliness of the flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

17. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors based on inputs from the directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. Also, the Chairman was also evaluated on the key aspects of his role.

In the separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committee and individual director was also discussed.

18. COMMITTEES OF BOARD:

A. AUDIT COMMITTEE:

The Board of Directors has constituted Audit Committee comprising of three directors including two Independent Director and all having financial literacy.

The Composition of committee is as follow:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Keval D. Dave	Independent Director	Chairman
Mr. Ashish Agarwal	Independent Director	Member
Mr. Chintan Nayan Bhai Rajyaguru	Chairman & Managing Director	Member

The Functioning and terms of reference of the Audit Committee the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Section 177 and all other applicable provisions of the Companies Act, 2013.

B. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors has constituted Nomination and Remuneration Committee comprising of three directors including two Independent Director and one Non-executive director and all having financial literacy.

The Composition of committee is as follow:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Ashish Agarwal	Independent Director	Chairman
Mr. Keval D. Dave	Independent Director	Member
Mrs. Ilaben Nayanbhai Rajyaguru	Non-Executive Director	Member

The Functioning and terms of reference of the Nomination and Remuneration Committee the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Section 178 and all other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at https://www.dhyaaniinc.com/Home/policies_and_programs

C. STAKEHOLDER RELATIONSHIP COMMITTEE

The Board of Directors has constituted Stakeholder Relationship Committee comprising of three directors including two Independent Director.

The Composition of committee is as follow:

Name of the Member	Nature of Directorship	Designation in Committee
Mrs. Ilaben Nayanbhai Rajyaguru	Non-Executive Director	Chairperson
Mr. Keval D. Dave	Independent Director	Member
Mr. Ashish Agarwal	Independent Director	Member

19. MANAGERIAL REMUNERATION

The Particulars as required to disclose under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2022-23 are disclosed in **Annexure-I**, which formed part of the report.

20. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT, NOMINATION, REMUNERATION AND FORMAL EVALUATION

Pursuant to provisions of Section 178 (1) of the Companies Act, 2013, the Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, nomination, appointment and remuneration of Directors suitably containing the criteria determining qualifications, positive attributes and independence of a Director. The policy is attached as **Annexure-II** to the report.

The policy is also uploaded on the Company's website at www.dhyaaniinc.com.

21. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

During the year under review, your company has appointed the Internal Auditors of the Company to evaluate and manage the efficacy and adequacy of Internal Controls and to ensure that adequate systems which are placed in the company, are adhered with time to time checks and to ensure that the compliance procedures and policies are adhered. Moreover, during the year, such controls were tested and accordingly, no reportable material weaknesses in the operations of the company were observed.

22. DECLARATION BY INDEPENDENT DIRECTORS

(Pursuant to Provisions of section 149(6) of the Companies Act 2013)

All independent directors have given declarations confirming that they meet the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

23. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2023-24, the Board of Directors state:

1. In the preparation of the annual accounts for the financial year ended 31st March 2024, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis; and
5. The Directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. STATUTORY AUDITORS

M/s. J Singh & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for period of Five years from the conclusion of the 6th Annual General Meeting till the conclusion of the 11th Annual general Meeting of the Company to be held in the year 2025.

Further, M/s S D P M & CO, Chartered Accountants, Ahmedabad has been appointed as the Joint Statutory Auditors of the company for the conducting Joint Audit for the period of Financial Year 2023-24 and board of directors are proposing their re-appointment in this Annual General Meeting for a period of 4 consecutive years, who shall hold office till the conclusion of 14th Annual General Meeting to be in the year 2028.

The Report given by the Joint Statutory Auditors on the financial statement for the financial year ending on 31st March, 2024 of the Company is part of this Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, if any, and needs no further explanation.

25. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

26. SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014, the Board of Directors appointed M/s Mukesh J. & Associates, Company Secretaries, Ahmedabad, Gujarat (**Firm Registration No. – S2021GJ796900**) to conduct Secretarial Audit of the Company for Financial Year 2023-24. The Report of the Secretarial Audit Report is set out in an annexure as '**Annexure -III**' to this report.

With regard to observations of the Secretarial Auditor for non-compliances/ delayed compliance of some provisions of the Companies Act, 2013 and Listing Regulation, it is stated that the Board of Directors has taken note of the same and will strive for timely compliance with the applicable provisions with utmost diligence.

27. INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, The Board of Directors, has appointed M/s. I B & Associates, Chartered Accountants, (FRN - 022701C) Ahmedabad as Internal Auditors of the Company for the Financial Year 2023-24.

28. MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

Under Section 148 of the Companies Act, 2013, the Central Government has prescribed maintenance and audit of cost records vide the Companies (Cost Records and Audit) Rules, 2014 to such class of companies as mentioned in the Table appended to Rule 3 of the said Rules. The Company does not fall under Maintenance and audit of cost records and accordingly maintenance of cost records and audit provisions are not applicable to the Company.

29. DISCLOSURE ON FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE ACT

There were no offences involving an instance of fraud reported by the Auditors of the Company under sub-section (12) of Section 143 of the Act for the year ended March 31, 2024.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

31. RELATED PARTY TRANSACTIONS:

All the transactions entered into with related parties as defined under the Companies Act, 2013 and the Listing Regulation, if any, during the year were on an arm's length price basis and in the ordinary course of business. Such transactions have been approved by the Audit Committee. The Board of Directors of the Company has formulated the Policy on Related Party Transactions.

32. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. Conservation of Energy

a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.

b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.

B. Technology Absorption

a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.

b. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

C. The Particulars of Foreign Exchange and Outgo for the year under review are:
(Rs. in Lakhs)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2024	YEAR ENDED 31 ST MARCH, 2023
FOREIGN EXCHANGE EARNING	NIL	NIL
FOREIGN EXCHANGE OUTGO	NIL	NIL

33. CORPORATE GOVERNANCE:

Regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Para C of Schedule V relating to Corporate Governance Report, shall not apply to company listed on SME Exchange. The Company being a company listed on BSE SME Platform, preparation of corporate governance report is not applicable.

34. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Listing Obligation and Disclosure Requirement Regulation, 2015 of the SEBI, Management Discussion and Analysis Report are annexed as **Annexure-IV** herewith and form part of this Report.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The provisions for Corporate Social Responsibility Committee and Corporate Social Responsibility activities are not applicable to the Company.

36. ESTABLISHMENT OF VIGIL MECHANISM:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has adopted a Whistle-Blower Policy/ Vigil mechanism, which provides a formal mechanism for all employees of the Company to make protected disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. During the year under review, no employee of the Company has been denied access to the Audit Committee.

37. DIRECTORS TRAINING AND FAMILIARIZATION

The Company undertakes and makes necessary provision of an appropriate induction programme for new Director(s) and ongoing training for existing Directors. The new Director(s) are introduced to the Company culture, through appropriate training programmes. Such kind of training programmes helps develop relationship of the directors with the Company and familiarize them with Company processes. The management provides such information and training either at the meeting of Board of Directors or at other places.

The induction process is designed to:

- Build an understanding of the Company's processes and
- Fully equip the directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expectations from them.

38. RISK MANAGEMENT POLICY

The Board reviews the risks associated with the Company every year while considering the business plan. Considering the size of the Company and its activities, it is felt that the development and implementation of a Risk management policy is not relevant to the Company and in the opinion of the Board there are no risks which may threaten the existence of the Company.

39. FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with Ind AS prescribed under the Companies Act, 2013 as amended from time to time and other relevant provisions of the Act.

40. SECRETARIAL STANDRAD OF ICSI

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

41. SHARES

i) BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

ii) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

iii) PREFERENTIAL ALLOTMENT

The Company has not made preferential allotment during the year under review.

iv) BONUS SHARES

The Company has issued 27,36,000 Bonus Equity shares on December 14, 2023.

v) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

42. SEXUAL HARASSMENT POLICY:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2022-23, no complaints were received by the Company related to sexual harassment.

43. GENERAL DISCLOSURE

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (sweat equity shares) to employees of the Company under ESOS.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company operations in future.

44. APPRECIATION:

Your Directors wish to place on record their sincere appreciation and gratitude for the valuable support and co-operation received from the Customers and Suppliers, various Financial Institutions, Banks, Government Authorities, Auditors and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

**FOR ON BEHALF OF THE BOARD
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)**

**Sd/-
CHINTAN NAYAN BHAI RAJYAGURU
MANAGING DIRECTOR
DIN: 08091654**

**Sd/-
NAYANKUMAR LABHSHANKER RAJYAGURU
DIRECTOR
DIN: 08997548**

Date: 12/08/2024

Place: Ahmedabad

Annexure-I

Annexure to the Report of Board of Directors Statement of Disclosure of Remuneration under
Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and
Remuneration of Managerial Personnel) Rules, 2014

1) **A. Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2023-24:**

S. No.	Name of Director	DIN	Designation	Ratio of remuneration of each Director to median remuneration of Employees
1.	Mr. Chintan Nayan Bhai Rajyaguru	08091654	Managing Director	120.4:1

B. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2022-23: NIL

C. Percentage increase in the median remuneration of employees in the financial year: NIL

D. Number of permanent employees on the rolls of company: 5

E. Average increase made in the salaries of employees other than the managerial personnel in the financial year: NIL

F. Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Sd/-

Chintan Nayan Bhai Rajyaguru

Chairman

(DIN: 08091654)

Place: Ahmedabad

Date: 12/08/2024

REMUNERATION POLICY FOR DIRECTORS, KMPS AND OTHER EMPLOYEES

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors in its duly held board meeting dated 15th November 2021.

Our Policy on the Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel provides a framework based on which our human resources management aligns their recruitment plans for strategic growth of the Company.

DEFINITIONS:

“**Act**” means Companies Act, 2013 and rules framed there under, as amended from time to time.

“**Board of Directors**” or **Board**, in relation to the company, means the collective body of the Directors of the Company.

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

“**Company**” means “Dhyaani Tradeventures Limited (Formerly Known as Dhyaani Tile & Marblez Limited)”

“**Managerial Personnel**” means Managerial Personnel or Persons, applicable under Section 196 and other applicable provisions of the Companies Act, 2013

“**Policy**” or “**This policy**” means Nomination and Remuneration Policy.

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

“**Key Managerial Personnel**” means an individual as defined under Section 2(51) and Section 203 of Companies act, 2013:

- the Chief Executive Officer or the Managing Director or the Manager;
- the Company Secretary;
- the Whole Time Director;
- the Chief Financial Officer;
- such other officer, not more than one level below the directors who is in the whole-time employment, designated as key managerial personnel by the Board; and
- such other person as may be prescribed by the Company from time to time.

“**Senior Managerial Personnel**” mean officers/ personnel of the listed entity who are members of its core management team excluding the Board of Directors and normally this shall comprise all members of management one level below the chief executive director/managing director/whole time

director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

PURPOSE:

Pursuant to the Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the applicable provisions of SEBI (LODR) Regulations, 2015, the Board of Directors shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate the performance, remuneration of Directors, Key Managerial Personnel, etc.

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted the “Nomination and Remuneration Committee” of the Board on 15th November 2021. This is in line with the requirements under the Companies Act, 2013.

APPLICABILITY:

This Policy is applicable to all Directors, Key Managerial Personnel and Senior Managerial Personnel and such other officer as may be prescribed by the Board of the Company.

OBJECTIVE:

The objective of the Policy is to ensure that:

- i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and;
- iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- i) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- ii) To formulate criteria for evaluation of Independent Directors and the Board.
- iii) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy.
- iv) To carry out evaluation of Director’s performance.
- v) To recommend to the Board the appointment and removal of Directors and Senior Management.

- vi) To recommend to the Board, Policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- vii) To specify the manner for effective evaluation of performance of the Board, its committees and Individual Directors to be carried out by the Board, by the Nomination and Remuneration Committee or by independent external agency and review its implementation and compliance.
- viii) To devise a policy on Board diversity, composition, size.
- ix) Succession planning for replacing Key Executives and overseeing.
- x) To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- xi) To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/ her appointment, as per Company's Policy.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

- 1) **Chairman/ Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time under the terms of the applicable provisions of the law. No re-appointment shall be made earlier than one year before the expiry of term.
- 2) **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- 3) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per the applicable provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the requisite approvals obtained from the Members of the Company and from other concerned authorities, if required as per the applicable provisions.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

2) Remuneration to Non- Executive/ Independent Directors:

a) The Non-Executive/ Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

b) All the remuneration of the Non-Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.
- e) The Nomination and Remuneration Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy and subject to the compliance w.r.t. SEBI LODR Regulations, to the extent it is applicable to the Company.

b) The Nomination and Remuneration Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

DISCLOSURE

Certified copy of this Policy shall be placed on Company's website viz., www.dhyaaniinc.com for public view and silent features of this Policy and any changes therein, shall be disclosed in the Board's report along web address of this policy.

IMPLEMENTATION

- i) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- ii) The Committee may delegate any of its powers to one or more of its members.

AMENDMENT TO THE POLICY:

The Board of Directors on its own and/ or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when required. In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities, not being consistent with the provisions of this Policy, which are extracted from applicable provisions of Companies Act and SEBI (LODR) Regulations, 2015, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc. However, to bring the effects of such amendment(s), clarification(s), circular(s), etc. Committee may recommend such changes in this Policy to the Board for the approval in the meeting of the Board of Directors.

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
DHYAANI TRADEVENTURES LIMITED,
(Formerly known as Dhyaani Tile And Marblez Limited)
420 Time Square Arcade Opp. Rambaug
Nr. Rajiv Plaza Thaltej-Shilaj Road, Thaltej
Ahmedabad GJ 380059

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DHYAANI TRADEVENTURES LIMITED (CIN: U51900GJ2014PLC081004)** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct of statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, 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 the Company for the financial year ended on March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, there being no Overseas Direct Investment and External Commercial Borrowings; *Not applicable for the period under review.*
- (v) The following Regulations and Guidelines are 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; *The Company has complied with the Regulations during the period under review.*
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations'); *The Company has complied with the Regulations during the period under review.*
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *The Company has complied with the Regulations during the period under review.*
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; *Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;*
 - e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; *The Company has complied with the Regulations during the period under review.*
 - f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: *Not applicable as there was no reportable event during the financial year under review.*
 - g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not applicable as there was no reportable event during the financial year under review.*
 - h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not applicable as there was no reportable event during the financial year under review.*
- (vi) As informed to us, there are no laws that are specifically applicable to the Company based on its sector/industry.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

We further report that, there were no actions/events in pursuance of:

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (b) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

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

1. Some forms are filed after the due date of event with applicable additional fees.
2. The company is tagged as SDD Non-Compliant.
3. Corporate Identification Number (CIN) of the company is not updated in Master Data of MCA- after getting listed on BSE.
4. As per the Regulation 45(3) of (Listing Obligations and Disclosures Requirement) Regulations, 2015 the listed entity, in the explanatory statement to the notice seeking shareholders' approval for change in name, shall include a certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1).

The company had erroneously missed to attach the certificate with Notice seeking shareholders' approval. However the company has ratified the same by attaching the certificate under Regulation 45(1) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 with Notice of Next Extra Ordinary General Meeting as suggested by Stock Exchange.

5. Pursuant to the Regulation 30(6) of SEBI(LODR) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023., the listed entity is required to submit the proceedings of the general meeting to the stock exchange with 12 hours of conclusion of General Meeting.

However, the company has submitted proceedings of 9th Annual General Meeting in delayed manner within 24 hours, instead of 12 hours.

Besides that, the Company needs to streamline and update the website of the Company in compliance with the requirement of SEBI (LODR Regulations) 2015

We further report that:

The Board of Directors of the Company is duly constituted with the proper balance of the 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.

The majority decision is carried unanimously while the dissenting members' views if any are captured and recorded as part of the Minutes.

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

We further report that during the audit period under review, the company has allotted 27,36,000 Bonus Equity shares on December 14, 2023, the Trading Approval of which has been received on December 19, 2023.

Apart from the above-stated Corporate actions, there were no specific events/actions were having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

Note: Our appointment was made by the Board of Directors in the meeting held on 8th January, 2024. Further, the secretarial audit and the Certification on this Form MR-3 have been done on basis of the documents made available to us in the electronic form by the Secretarial Team of the Company.

**For, MUKESH J & ASSOCIATES,
Company Secretaries
(ICSI Unique Code S2021GJ796900)**

Sd/-

**Mukesh Jiwnani
Proprietor
ACS No: 29793
COP No: 23381**

Place: Ahmedabad

Date: 12/08/2024

UDIN: A029793F000949910

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

Annexure A

To,
The Members,
DHYAANI TRADEVENTTURES LIMITED,
(Formerly known as Dhyaani Tile And Marblez Limited)
420 Time Square Arcade Opp Rambaug
Nr Rajiv Plaza Thaltej-Shilaj Road, Thaltej
Ahmedabad GJ 380059

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

1. The maintenance of secretarial records 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 a test basis to ensure those 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 has also compliance with Tax Laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events, etc.
5. Compliance with the provisions of corporate laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. As regards the books, papers, forms, reports, and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form No. MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns, and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns, and documents.
7. 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 **Mukesh J & Associates,**
Company Secretaries
(ICSI Unique Code S2021GJ796900)

Sd/-

Mukesh Jiwnani
Proprietor

ACS No: A29793

COP No: A23381

UDIN: A029793F000949910

Date: 12/08/2024

Place: Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMY OVERVIEW:

The global economy continues to recover slowly from the blows of the pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis. In retrospect, the resilience has been remarkable. Despite the disruption in energy and food markets caused by the war, and the unprecedented tightening of global monetary conditions to combat decades-high inflation, the global economy has slowed, but not stalled. Yet growth remains slow and uneven, with growing global divergences. The global economy is limping along, not sprinting.

Global activity bottomed out at the end of last year while inflation—both headline and underlying (core)—is gradually being brought under control. But a full recovery toward pre-pandemic trends appears increasingly out of reach, especially in emerging market and developing economies. According to our latest projections, global growth will slow from 3.5 percent in 2022 to 3 percent this year and 2.9 percent next year, a 0.1 percentage point downgrade for 2024 from our July projections. This remains well below the historical average. Headline inflation continues to decelerate, from 9.2 percent in 2022, on a year-over-year basis, to 5.9 percent this year and 4.8 percent in 2024. Core inflation, excluding food and energy prices, is also projected to decline, albeit more gradually than headline inflation, to 4.5 percent in 2024.

Figure 1.1. Incomplete Recovery: Scarring from the Shocks of 2020–22
(Percent; deviation in 2023 from pre-pandemic projections)

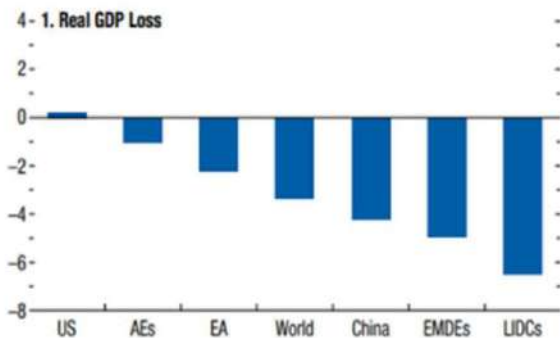
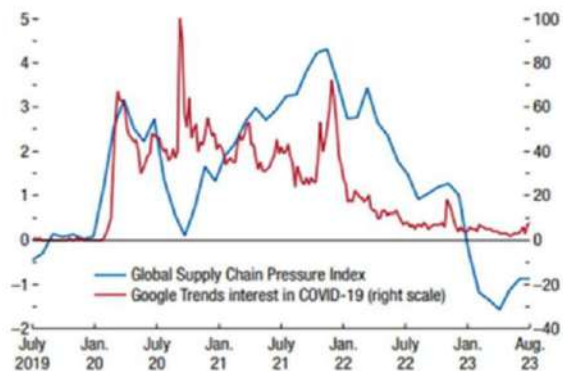
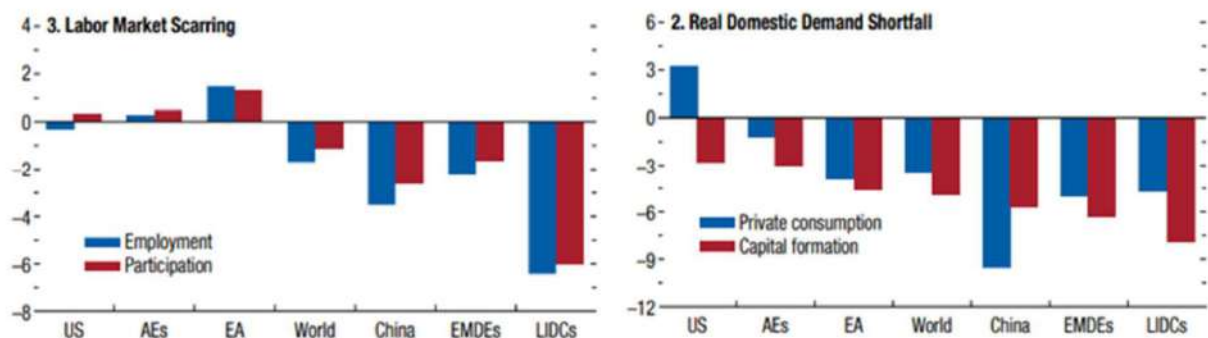


Figure 1.2. The COVID-19 Shock: Returning to Normal
(Standard deviations from average value; index, 100 = highest point worldwide during 2008–23, on right scale)



As a result, projections are increasingly consistent with a “soft landing” scenario, bringing inflation down without a major downturn in activity, especially in the United States, where the forecast increase in unemployment is very modest, from 3.6 to 3.9 percent by 2025. But important divergences are appearing. The slowdown is more pronounced in advanced economies than in emerging market and developing ones. Within advanced economies, the US surprised on the upside, with resilient consumption and investment, while euro area activity was revised downward. Many emerging market economies proved quite resilient and surprised on the upside, with the notable exception of China, facing growing headwinds from its real estate crisis and weakening confidence.

Three global forces are at play. First, the recovery in services is almost complete. Over the past year, strong demand for services supported service-oriented economies—including important tourism destinations such as France and Spain— relative to manufacturing powerhouses such as China and Germany. High demand for labour-intensive services also translated into tighter labour markets, and higher and more persistent services inflation. But services activity is now weakening alongside a persistent manufacturing slowdown, suggesting services inflation will decrease in 2024 and labour markets and activity will soften.



Second, part of the slowdown is the result of the tighter monetary policy necessary to bring inflation down. This is starting to bite, but the transmission is uneven across countries. Tighter credit conditions are weighing on housing markets, investment, and activity, more so in countries with a higher share of adjustable-rate mortgages or where households are less willing, or able, to dip into their savings. Firm bankruptcies have increased in the US and the euro area, although from historically low levels. Countries are also at different points in their hiking cycles: advanced economies (except Japan) are near the peak, while some emerging market economies, such as Brazil and Chile, have already started easing. Third, inflation and activity are shaped by the incidence of last year’s commodity price shock. Economies heavily dependent on Russian energy imports experienced a steeper increase in energy prices and a sharper slowdown. Some of our recent work shows that the pass through from higher energy prices played a large role in driving core inflation upward in the euro area, unlike in the United States, where core inflation pressures reflect instead a tight labor market.

Despite signs of softening, labor markets in advanced economies remain buoyant, with historically low unemployment rates helping to support activity. So far, there is scant evidence of a “wage-price spiral,” and real wages remain below pre pandemic levels. Further, many countries experienced a sharp—and welcome—compression in the wage distribution. Some of this compression reflects the higher amenity value of flexible and remote work schedules for high earners, reducing wage pressures for that group.

(Source - <https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023> - World Economic Outlook October 2023)

AGRICULTURAL SECTOR

India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for ~55% of India’s population. India has the world’s largest cattle herd (buffaloes), the

largest area planted for wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. The agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with a means of sustenance.

Consumer spending in India will return to growth in 2021 post the pandemic-led contraction, expanding by as much as 6.6%. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

Food grain production in India touched 330.5 million metric tonnes (MT) in 2022-23 (3rd Advance Estimate). India is the world's 2nd largest producer of food grains, fruits and vegetables and the 2nd largest exporter of sugar. A total of 521.27 LMT rice has been anticipated for procurement for the upcoming KMS 2023-24, up from 496 LMT produced during the previous KMS 2022-23.

The Agriculture and Allied industry sector witnessed some major developments, investments, and support from the Government in the recent past. Between April 2000-March 2024, FDI in agriculture services stood at US\$ 3.08 billion.

According to the Department for Promotion of Industry and Internal Trade (DPIIT), the Indian food processing industry has cumulatively attracted a Foreign Direct Investment (FDI) equity inflow of about US\$ 12.58 billion between April 2000-March 2024. This accounts for 1.85% of total FDI inflows received across industries.

OPPORTUNITIES AND THREATS

Several challenges are being faced by the agricultural sector in India.

- The sector is plagued by the problem of low productivity due to outdated farming techniques, lack of proper irrigation facilities, and inadequate use of fertilizers and pesticides that led to lower yields and lower profits for farmers.
- The agriculture sector is vulnerable to the impact of climate change, which has resulted in erratic weather patterns, prolonged droughts, and floods, affecting the production and availability of crops and leading to higher prices for consumers.
- A lack of infrastructure in rural areas, including poor roads, inadequate storage facilities, and limited access to credit have made it difficult for farmers to transport their produce to markets and resulted in a lack of investment in the sector.
- A lack of awareness among farmers about the use of modern technology and best practices in the field has limited their ability to adopt new farming techniques and improve their yields.
- The agriculture sector in India is dominated by small and marginal farmers with limited access to inputs and resources, making it difficult for them to compete with larger players in the market.

India is an agrarian economy with a vast potential for agricultural development. Several opportunities can be leveraged to promote sustainable and inclusive growth in the agricultural sector.

- India's large and growing population creates a massive demand for food and agri products. This demand can be met by increasing agricultural productivity and improving the supply chain.
- India has a diverse range of agro-climatic zones, which makes it possible to cultivate a variety of crops, giving ample opportunities for an increase in the income of farmers through diversification.
- A growing trend toward organic farming and sustainable agriculture has a vast potential to make India a global leader in organic farming and tap into the growing demand for organic products worldwide.
- An additional income for farmers through agro-forestry and agro-tourism, a booming sector, if capitalized, will promote sustainable land use practices.
- The Government of India has launched several initiatives to promote agricultural development, such as the Pradhan Mantri Fasal Bima Yojana, Pradhan Mantri Krishi Sinchai Yojana, and the e-NAM (National Agriculture Market) initiative. These initiatives offer farmers with opportunities to access insurance, irrigation facilities, and market information to enhance their productivity and income.

FUTURE OUTLOOK

1. *Enhancing our customer base*

Our Company is customer satisfaction oriented company and strives to maintain good relationship with the customers. We continuously strive to increase the sales in the existing states and customers. However we aim at widening our distribution network so as to enhance our geographical presence and consequently our customer base. We also aim to take the maximum advantage of the location of the company by reaching to the un-explored or less explored sea faced areas of the country which has direct connectivity to the current location of the company. We have started exploring international markets by undertaking export assignments.

2. *Improving functional efficiencies*

Our company intends to improve efficiencies to achieve cost reductions and have a competitive edge over our peers. We believe that this can be achieved through continuous process improvement, customer service and technology development.

3. *To increase brand visibility*

The market for our products is highly competitive on account of both the organized and unorganized players. Our market goodwill is significantly dependent on brand recall and our ability to compete effectively would significantly depend on our ability to promote and develop our brand. We propose to increase the number of channel partners/dealers in order to broaden our reach. We believe greater visibility of our brand would ensure brand retention in the minds of the customers and would in effect further enhance our reach.

RISKS AND CONCERNS

The risk associated with the products of the Company is always a cause of concern for the Company. The general risk associated with the competition from large organization as well as from the unorganized and small-scale organizations affects the domestic market to a large extent. Your company is confident of performing better in spite of such business risks.

INTERNAL CONTROL SYSTEMS

The Company does not have any formal internal audit system. The internal policies of the Company ensure efficient use and protection of assets and resources, compliance with policies and reliability of the financial and operational reports. The management is taking steps to introduce the internal audit system commensurate with the size and nature of the business of the company. The Audit Committee of the Board of Directors deals with the adequacy of internal controls and budgeting functions.

FINANCIAL PERFORMANCE

During the year under review, the company has achieved revenue from operations of Rs. 29,66,86,000/- and earned profit amounting to Rs.68,64,000/-as compared to the previous Financial Year 2022-2023 where the Revenue from Operations was Rs. 92,25,300/- and incurred Loss of Rs. 1,90,14,100/-. The Basic and Diluted Earnings per share of the company as on 31st March, 2024 stands at 1.61/-.

HUMAN RESOURCES

The Company continued to have cordial and harmonious relations with its employees during the year under review.

FOREIGN CURRENCY RISKS

Volatility in global economies have become the new common in recent times and since company has less exposure to foreign revenue, risk is low in our case. However, the company has a defined policy for managing its foreign exchange exposure minimizing the currency risk which results in stable earnings.

FINANCIAL RATIOS

Sr. No.	Particulars	FY 2023-24	FY 2022-23
1	Debtors Turnover Ratio	0.98	0.45
2	Inventory Turnover Ratio	134.60	0.92
3	Interest Coverage Ratio	6.58	NA
4	Current Ratio	1.05	1.08
5	Debt Equity Ratio	0.61	0.02

Return on Net Worth

Financial Year	FY 2023-24	FY 2022-23
Return on net worth		

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report describing the Company's objective, expectations or predictions may be "forward – looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets, changes.

INDEPENDENT AUDITOR'S REPORT**To The Members of Dhyaani Tradeventtures Limited
Report on the Audit of Ind AS Financial Statements****Opinion**

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2024, and its financial performance including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Ind AS 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 Ind AS 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 Ind AS financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for 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 and other information in the Company's annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with companies (Indian Accounting Standards) Rules, 2015, as amended.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, We are required to draw attention in our auditor's report to the related disclosures in the Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that We identify during our audit.

We also provide those charged with governance with a statement that We have complied with relevant ethical requirements regarding independence, and to communicate with them

all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended 31st March, 2024 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.

Report on Other Legal and Regulatory Requirements

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

2. (A) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the 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**".

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigations as at the end of the year;
 - 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.
 - 1) The management has represented that, to the best of its knowledge and belief, as disclosed in Note no 28 (h) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

 - 2) The management has represented that, to the best of its knowledge and belief, as disclosed in Note no. 28 (h) to the financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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; and

 - 3) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. During the year company has not declared or paid any dividend so section 123 of Companies Act 2013 is not applicable.

- vi. Based on our examination which included test checks, performed by us on the Company, have used accounting software for maintaining their respective books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with.
- h. According to the information and explanation given to us, during the current year, no remuneration is paid by the company to its directors hence section 197(16) of Companies Act, 2013 is not applicable.

For, S D P M & Co.
Chartered Accountants
FRN : 126741W

For J Singh & Associates
Chartered Accountants
FRN : 110266W

Sunil Dad
Partner
M.No. 120702
UDIN: 24120702BKHIGO8383

Amit J Joshi
Partner
M.No. 120022
UDIN : 24120022BKAVAT8131

Date : 10/06/2024
Place : Ahmedabad

Date : 10/06/2024
Place : Ahmedabad

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

(i) **In respect of its Property Plant & Equipment & Intangible Assets:**

- a. (A) The Company has maintained proper records showing full particulars including quantitative details and the situation of Property Plant & Equipment. (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not possess any Intangible assets. Hence, paragraph 3(i)(a)(B) of the Order is not applicable.
- b. Majority of the assets have been physically verified by the management according to a program designed to cover substantial items, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the fixed assets during the year, no material discrepancies between the book records and physical inventory are 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 Company does not possess any immovable properties. Hence, paragraph 3(i)(c) of the Order is not applicable.
- d. The Company has not revalued its Property Plant & Equipment (including Right of Use assets) or Intangible Assets or both during the year ended March 31, 2024.
- e. There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

- (ii) a. We have been informed that, inventories have been verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable

with regard to the size of company. According to information and explanations given to us by the management, no material discrepancy was noticed on such verification.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any working capital loans during any point of time of the year from banks or financial institutions. Hence, paragraph 3(ii)(b) of the Order is not applicable.

(iii) **In respect of the loans secured or unsecured to the Companies, Firms, Limited Liability Partnership or other parties:**

a. During the year the Company has not provided security or guarantee to companies, firms, Limited Liability Partnerships or any other parties.

b. The company has not granted unsecured loan to the Companies in the nature of loans.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made except in case of interest free loan given to Companies covered in the register maintained under section 189 of the Act, which in the opinion of management, is not prejudicial to the interest of the Company.

(v) In our opinion and according to the information and explanations given to me, the Company has not accepted any deposit or amounts which are deemed to be deposits, and hence the provisions of Section 73 and 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted are not applicable to the Company. Therefore, the provision of Clause (v) of paragraph 3 of the Order is not applicable to the Company. According to the information and explanations given to me, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) In respect of statutory dues:

a. According to the records of the Company, the Company is generally regular in

depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable.

- b. There are no dues in respect of Income Tax, Sales tax, service tax or duty of customs or duty of excise or GST that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanation given to me, the Company has not surrendered or disclosed any transaction previously unrecorded in the books of accounts as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.
- (ix) a. The company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- b. The Company is not declared as a wilful defaulter by any bank or financial institutions or government or any government authority.
- c. The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- d. On an overall examination of the financial statements of the Company, no funds raised on short term basis have been used 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, associates or joint ventures.

- f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company did not raise any money by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence, paragraph 3 (x)(b) of the Order is not applicable.
- (xi) a. Based on the audit procedures performed and representation obtained from management we report that, no case of material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.
- b. During the year, no report under section 143(12) of the companies act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT-4 as prescribed under the rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government.
- c. In our opinion and according to the explanation and information given to me, there is no whistle-blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to me, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii)(a)(b)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us, the company did not have internal audit system for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (xvii) According to the information and explanation given to us and based on our examination of books of accounts, there has been no cash losses incurred by the Company during the financial year 2022-23.
- (xviii) There has been no resignation from of the Statutory Auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans and based on our examination of evidence supporting the assumptions nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the balance sheet date 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 audit report and We neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) The provision of Section 135 of the Companies Act, 2013 about the Corporate Social Responsibility (CSR) is not applicable to the Company. Thus the paragraph 3 (xx) of the Order is not applicable.
- (xxi) The reporting under clause 3(xxi) of the order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For, S D P M & Co.
Chartered Accountants
FRN : 126741W

For J Singh & Associates
Chartered Accountants
FRN : 110266W

Sunil Dad
Partner
M.No. 120702
UDIN: 24120702BKHIGO8383

Amit J Joshi
Partner
M.No. 120022
UDIN : 24120022BKAVAT8131

Date : 10/06/2024
Place : Ahmedabad

Date : 10/06/2024
Place : Ahmedabad

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

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 Dhyaani Tradeventures Limited ("the Company") as of 31st March, 2024 in conjunction with our audit of the Ind AS 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 the 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 have 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 Ind AS 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 Ind AS 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 Ind AS 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, merge, or disposition of the Company's assets that could have a material effect on the Ind AS 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 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, S D P M & Co.
Chartered Accountants
FRN : 126741W

For J Singh & Associates
Chartered Accountants
FRN : 110266W

Sunil Dad
Partner
M.No. 120702
UDIN: 24120702BKHIGO8383

Amit J Joshi
Partner
M.No. 120022
UDIN : 24120022BKAVAT8131

Date : 10/06/2024
Place : Ahmedabad

Date : 10/06/2024
Place : Ahmedabad

DHYAANI TRADEVENTURES LIMITED
(Formerly known as Dhyaani Tile and Marblez Limited)
CIN: U51900GJ2014PLC081004

420, Times Square Arcade, Opp Rambaug, Nr Rajiv Plaza, Thaltej - Shilaj Road, Thaltej, Ahmedabad - 380059

Statement of Standalone Assets and Liabilities as at 31st March 2024

(Rs. In Lakhs)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	1.1	6.69	7.87
(b) Financial Assets			
(i) Loans	1.2	645.55	260.53
(c) Other Non Current Assets	1.3	1.05	1.05
(2) Current Assets			
(a) Inventories	1.4	20.61	20.61
(b) Financial assets			
(i) Trade receivables	1.5	3,042.06	2,047.63
(ii) Cash and cash equivalents	1.6	11.41	163.49
(c) Other current assets	1.7	22.83	18.11
TOTAL ASSETS		3,750.20	2,519.29
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	1.8	425.60	152.00
(b) Other Equity	1.9	69.35	274.31
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.10	303.22	9.32
(b) Deferred tax liabilities (Net)		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(i) Trade payables	1.11	2,887.77	2,055.35
(b) Other current liabilities	1.12	3.83	0.45
(c) Provisions	1.13	27.86	27.86
(d) Current tax liabilities (Net)	1.14	32.56	-
TOTAL EQUITY AND LIABILITIES		3,750.20	2,519.29

Contingent Liabilities and commitments 3.5

The accompanying Notes are integral part of these Financial Statements.

As per our report of even date attached.

For S D P M & Co.

Chartered Accountants

FRN : 126741W

For J Singh & Associates

Chartered Accountants

FRN : 110266W

For Dhyaani Tradeventures Limited

Chintan Rajyaguru

Managing Director

DIN : 08091654

Naayanbhai Rajyaguru

Director

DIN : 08997548

Sunil Dad

Partner

M.No. 120702

UDIN : 24120702BKHIG08383

Amit J Joshi

Partner

M.No. 120022

UDIN : 24120022BKAVAT8131

Khushbu Bharakatya

Company Secretary

Alpaben Thummar

Chief Financial Officer

Place : Ahmedabad

Date : 10/06/2024

Place : Ahmedabad

Date : 10/06/2024

DHYAANI TRADEVENTTURES LIMITED
(Formerly known as Dhyaani Tile and Marblez Limited)

CIN: U51900GJ2014PLC081004

420, Times Square Arcade, Opp Rambaug, Nr Rajiv Plaza, Thaltej - Shilaj Road, Thaltej, Ahmedabad - 380059

Statement of Profit and loss for the year ended 31st March, 2024

(Rs. In Lakhs)

Particulars	Note No.	2023-2024	2022-2023
Revenue from operations	2.1	2,966.86	922.53
Other income	2.2	15.48	21.32
Total Income		2,982.33	943.85
<u>Expenses</u>			
Purchases of Stock - in - Trade	2.3	2,774.18	864.85
Changes in inventories Stock in trade	2.4	-	2.49
Employee benefit expenses	2.5	14.90	13.38
Finance Cost	2.6	18.14	0.10
Depreciation & amortization expenses	1.1	1.78	1.67
Other Expenses	2.7	56.59	68.09
Total Expenses		2,865.59	950.59
Profit before exceptional items & tax		116.75	(6.73)
Exceptional Items	2.8	15.54	-
Profit/(Loss) before tax		101.21	(6.73)
Less: Tax expenses			
(1) Current tax			
of Current year		32.56	0.98
(2) Deferred tax		-	-
(3) Excess/(short) provision of Income Tax		-	-
Profit for the period	A	68.64	(7.71)
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
B. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	B	-	-
Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)	(A+B)	68.64	(7.71)
Earning per equity share (Face Value of Rs. 1/- each)	2.9		
(1) Basic		1.61	(0.51)
(2) Diluted		1.61	(0.51)

The accompanying Notes are integral part of these Financial Statements.

As per our report of even date attached

For S D P M & Co.
Chartered Accountants
FRN : 126741W

For J Singh & Associates
Chartered Accountants
FRN : 110266W

For Dhyaani Tradeventtures Limited

Chintan Rajyaguru
Managing Director
DIN : 08091654

Naayanbhai Rajyaguru
Director
DIN : 08997548

Sunil Dad
Partner
M.No. 120702
UDIN : 24120702BKHIGO8383

Amit J Joshi
Partner
M.No. 120022
UDIN : 24120022BKAVAT8131

Khushbu Bharakatya
Company Secretary

Alpaben Thummar
Chief Financial Officer

Place : Ahmedabad
Date : 10/06/2024

Place : Ahmedabad
Date : 10/06/2024

DHYAANI TRADEVENTURES LIMITED
(Formerly known as Dhyaani Tile and Marblez Limited)

CIN: U51900GJ2014PLC081004

420, Times Square Arcade, Opp Rambaug, Nr Rajiv Plaza, Thaltej - Shilaj Road, Thaltej, Ahmedabad - 380059

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2024

(Rs. In Lakhs)

Particulars	31/03/2024	31/03/2023
A. Cash Flow from Operating Activities		
<i>Net Profit before tax and extraordinary Items</i>	116.75	(6.73)
<i>Adjustments for</i>		
Extraordinary Items	-15.54	-
Depreciation and amortization expense	1.78	1.67
Interest & Dividend Income	-15.48	-21.32
Interest and Borrowing cost	18.14	2.81
Operating profit before working capital changes	105.65	(23.57)
<i>Adjustments for</i>		
Decrease/ (Increase) in Other Non Current Assets		-
Decrease/ (Increase) in Trade and other receivables	-994.43	(0.20)
Decrease/ (Increase) in Other Current Assets	-389.74	2.33
Decrease/ (Increase) in Inventories	-	2.49
Increase/ (Decrease) in Trade and other payables	832.43	(0.90)
Increase/ (Decrease) in Other Financial Liabilities and provisions	3.38	-
<i>Cash Generated from operations</i>	(442.71)	(19.84)
Adjustment for extraordinary items	-	-
Net Cash From Operating Activities	(442.71)	(19.84)
B. Cash Flow From Investing Activities		
Interest & Dividend Income	15.48	21.32
Purchase of Assets	(0.60)	(2.31)
Net Cash from Investing Activities	14.87	19.01
C. Cash flow From Financing Activities		
Proceeds from Borrowings	293.90	-
Issue of Share capital	-	2.45
Financial Expenses	(18.14)	(2.81)
Net Cash used in Financing Activities	275.76	(0.36)
<i>Net Increase in Cash & Cash Equivalents</i>	(152.07)	(1.20)
<i>Opening Balance of Cash & Cash Equivalents</i>	163.49	164.68
Closing Balance of Cash & Cash Equivalents	11.41	163.49

As per our report of even date attached.

For S D P M & Co.
Chartered Accountants
FRN : 126741W

For J Singh & Associates
Chartered Accountants
FRN : 110266W

For Dhyaani Tradeventures Limited

Chintan Rajyaguru
Managing Director
DIN : 08091654

Naayanbhai Rajyaguru
Director
DIN : 08997548

Sunil Dad
Partner
M.No. 120702
UDIN : 24120702BKHIGO8383

Amit J Joshi
Partner
M.No. 120022
UDIN : 24120022BKAVAT8131

Khushbu Bharakatya
Company Secretary

Alpaben Thummar
Chief Financial Officer

Place : Ahmedabad
Date : 10/06/2024

Place : Ahmedabad
Date : 10/06/2024

DHYAANI TRADEVENTTURES LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

A. Equity Share Capital	(Rs. In Lakhs)
Particulars	Amount
Balance as at April 1, 2022	104.00
Changes in Equity Share Capital during the year	48.00
Balance as at March 31, 2023	152.00
Balance as at April 1, 2023	152.00
Changes in Equity Share Capital during the year	273.60
Balance as at March 31, 2024	425.60

B. Other Equity	(Rs. In Lakhs)		
Particulars	Securities Premium	Retained Earnings	Total
Current Reporting Period			
Balance as at beginning of the current reporting period	196.80	77.51	274.31
Changes in accounting policy/prior period items	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-
Issue of bonus shares	-196.80	(76.80)	(273.60)
Total Comprehensive Income for the current year	-	68.64	68.64
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance at the end of the current reporting period	-	69.35	69.35
Previous Reporting Period			
Balance as at beginning of the previous reporting period	-	85.22	85.22
Changes in accounting policy/prior period items	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-
Total Comprehensive Income for the current year	196.80	(7.71)	189.09
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance at the end of the previous reporting period	196.80	77.51	274.31

DHYAANI TRADEVENTTURES LIMITED

(CIN: U51900GJ2014PLC081004)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

A. Company Overview

Dhyaani Tradeventtures Limited ("the Company") is public limited company and domiciled in india and is incorporated as per the provisions of the Companies Act 2013 with its registered office located at 420, Times Square Arcade, Thaltej Shilaj Road, Ahmedabad - 380059. The Company is listed on the Bombay Stock Exchange (BSE). The company engage in the trading business of commodities.

B. Significant Accounting Policies

B.1 Basis of Preparation and Presentation

B.1.1 Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements up to year ended March 31, 2024 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. Previous period figures in the financial statements have been restated in Ind AS.

B.1.2 Basis of Measurement

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value at the end of each reporting period, as explained in relevant schedule notes.

B.1.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

B.1.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive

B.2 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

B.2.1 Sale of Goods

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the products sold.

Revenue is exclusive of excise duty and is reduced for estimated customer returns, commissions, rebates and discounts and other similar allowances.

B.2.2 Other Operating Revenue

Other Operating Revenue comprises of income from ancillary activities incidental to the operations of the company and is recognised when the right to receive the income is established as per the terms of contracts.

B.2.3 Dividend and Interest income

Dividend income is recognized when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably).

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (provided that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably).

B.3 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

B.4 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax:

Current tax is determined on taxable profits for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 including other applicable tax laws that have been enacted or substantively enacted.

Provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and TDS/TCS receivables.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India.

MAT Credit Entitlement, is classified as unused tax credits under deferred tax by way of a credit to the statement of profit and loss.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

B.5 Property, Plant and Equipment

Cost:

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures 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.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the written down method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and

Loss as per the requirements of Schedule II of the Act. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Cost of lease-hold land is amortized equally over the period of lease.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss.

B.6 Impairment Losses

At the end of each reporting period, the Company determines whether there is any indication that its assets (property, plant and equipment, intangible assets and investments in equity instruments in subsidiaries carried at cost) have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount 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 immediately in profit or loss.

B.7 Inventories

Inventories are taken as verified, valued and certified by the management. Inventories are stated at lower of cost and net realisable value.

Cost of inventories is determined as follows:

Shares - At lower of cost or net realizable value

B.8 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for possible obligations which will be confirmed only by future events not within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized since this may result in the recognition of income that may never be realized.

B.9 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

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

Financial assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Classification of financial assets

The financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial assets on initial recognition.

After initial recognition:

(i) Financial assets (other than investments) are subsequently measured at amortised cost using the effective interest method.

Effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Income on such debt instruments is recognised in profit or loss and is included in the "Other Income".

The Company has not designated any debt instruments as fair value through other comprehensive income.

(ii) Financial assets (i.e. investments in instruments other than equity of subsidiaries) are subsequently measured at fair value.

Such financial assets are measured at fair value at the end of each reporting period, with any gains (e.g. any dividend or interest earned on the financial asset) or losses arising on re-measurement recognised in profit or loss and included in the "Other Income".

Investments in equity instruments of subsidiaries

The Company measures its investments in equity instruments of subsidiaries at cost in accordance with Ind AS 27. At transition date, the Company has elected to continue with the carrying value of such investments measured as per the previous GAAP and use such carrying value as its deemed cost.

Impairment of financial assets:

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The Company applies the expected credit loss model for recognising impairment loss on financial assets (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the Company expects to receive).

De-recognition of financial assets:

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

Financial liabilities and equity instruments

Equity instruments

Equity instruments issued by the Company are classified as equity in accordance with the substance and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs".

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing

financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

B.10 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

C. Critical Accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgments, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the key estimates that have been made by the Management in the process of applying the accounting policies:

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

Allowance for doubtful trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc.

Individual trade receivables are written off when the management deems them not to be collectable.

DHYAANI TRADEVENTTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

Note: 1.1 - Property, Plant and Equipment

(Rs. In Lakhs)

Particulars	Computers & Printers	Furniture & Fixtures	Total
Gross Carrying Amount			
Deemed Cost as on April 01, 2022	1.94	5.30	7.24
Additions	1.79	0.52	2.31
Disposal	-	-	-
As on March 31, 2023	3.72	5.82	9.55
Additions	-	0.60	0.60
Disposal	-		
As on March 31, 2024	3.72	6.43	10.15
Accumulated Depreciation			
As on April 01, 2022	-	-	-
Depreciation charged during the year	1.04	0.63	1.67
Accumulated Depreciation on disposal	-	-	
As on March 31, 2023	1.04	0.63	1.67
Depreciation charged during the year	1.18	0.60	1.78
Accumulated Depreciation on disposal	-		
As on March 31, 2024	2.22	1.24	3.46
Net Carrying Amount			
As on April 01, 2022	1.94	5.30	7.24
As on April 01, 2023	2.68	5.19	7.87
As on March 31, 2024	1.50	5.19	6.69

DHYAANI TRADEVENTTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

1.2 Non -Current Financial Assets - Loans

(Rs. In Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
(Unsecured, Considered Good)		
(1) Loans & Advances		
- To Corporates	645.55	260.53
- To Others	-	-
Total	645.55	260.53

1.3 Other Non Current Assets

(Rs. In Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
Deposits (Unsecured, Considered Good)		
- Security Deposits	1.05	1.05
Total	1.05	1.05

1.4 Inventories

(Rs. In Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
<i>(As verified, valued and certified by management)</i>		
Stock in Trade	20.61	20.61
Total	20.61	20.61

1.5 Trade Receivables

(Rs. In Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
Trade Receivables - Unsecured		
Considered good	3,042.06	2,047.63
Considered Doubtful	-	-
	3,042.06	2,047.63
Less: Allowance for Doubtful Receivable	-	-
Total	3,042.06	2,047.63
Age analysis of trade receivables		
Outstanding for more than six months from the date they are due	1,974.57	2,047.63
Others	1,067.49	-
	3,042.06	2,047.63

1.6 Cash & Cash Equivalents

(Rs. In Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
Cash on Hand <i>(as certified by the management)</i>	0.40	0.01
Balance With Banks		
- In Current Accounts	11.01	163.48
- In Deposit Accounts	-	-
Total	11.41	163.49

1.7 Other Current Asset

(Rs. In Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
Balance With Government Authorities	22.83	18.11
Total	22.83	18.11

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

1.8 EQUITY SHARE CAPITAL

A. Share Capital

(Rs. In Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Number	Amount	Number	Amount
Authorized Share Capital				
5,000,000 Equity shares, Re. 10/- par value	50,00,000.00	500.00	15,20,000.00	152.00
	50,00,000.00	500.00	15,20,000.00	152.00
Issued, Subscribed and Fully Paid Up Shares				
4,256,000 Equity shares, Re. 10/- par value	42,56,000.00	425.60	15,20,000.00	152.00
	42,56,000.00	425.60	15,20,000.00	152.00

B. The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2024:

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	15,20,000.00	152.00	15,20,000.00	152.00
Add: Shares issued during the year	27,36,000.00	273.60	-	-
Less : Shares bought back (if any)	-	-	-	-
Share outstanding at the end of the year	42,56,000.00	425.60	15,20,000.00	152.00

C. Terms/rights attached to equity shares

(A) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting . During the year ended March 31, 2024, the amount per share of dividend recognised as distributions to equity share holders was Rs. NIL.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

D. The details of shareholders in the company:

Name of the shareholder	As at 31st March, 2024		As at 31st March, 2023	
	Number	% of holding	Number	% of holding
Promoters				
Chintan Rajyaguru	16,96,800.00	39.87	9,76,000.00	64.21
Other than Promoters				
Pluris Fund Limited	-	-	94,000.00	6.18
Somani Ventures and Innovations	-	-	80,000.00	5.26
GKPR Tradex	-	-	82,000.00	5.39

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

1.9 Other Equity (Rs. In Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
Security Premium	-	196.80
Retained Earnings	69.35	77.51
Total	69.35	274.31

Refer Statement of changes in Equity for additions/deletions in each reserve

Notes

I. Retained Earnings are the profits that the company has earned till date, less any transfer to general reserves, dividends or other distributions paid to the shareholders.

1.10 Non Current Financial Liabilities - Borrowings (Rs. In Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
Secured Borrowings		
I. Loans from bank and financial institution	-	-
Unsecured Borrowings		
II. Loans		
- From Directors	38.52	9.32
- From Corporates	264.71	-
Total	303.22	9.32

1.11 Trade Payables (Rs. In Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
Total Outstanding dues of Micro, small and Medium Enterprises	-	-
Total Outstanding dues of creditors other than Micro, Small and Medium Enterprises	2,887.77	2,055.35
Total	2,887.77	2,055.35

Note:

1. Trade payables are subject to confirmation from parties concerned.

The information as required to be disclosed pursuant under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	31/03/2024	31/03/2023
Amount Remaining unpaid		
Principal	-	-
Interest	-	-
Interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
Interest remaining due and payable (pertaining to prior years), until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act 2006	-	-

1.12 Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
a) Statutory Dues Payable	2.78	0.45
b) Audit Fees Payable	1.05	-
Total	3.83	0.45

1.13 Short Term Provisions

(Rs. In Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
Provision for Income Tax	27.86	27.86
Total	27.86	27.86

1.14 Current Tax Liabilities

(1) Components of Income Tax Expense

The major component of Income Tax Expense for the year ended on March 31, 2024 and March 31, 2023 are as follows:

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Statement of Profit and loss		
Current Tax		
Current Income Tax	32.56	-
Adjustment of tax relating to earlier periods	-	-
Deferred Tax		
Deferred Tax Expense	-	-
MAT Credit Entitlement	-	-
	32.56	-
Income Tax Expense as per the statement of profit and loss	32.56	-

(2) Reconciliation of effective Tax

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax from continuing and discontinued operations	101.21	(6.73)
Applicable Income Tax Rate	32.1760%	0.0000%
Income Tax Expense	32.56	-
<i>Adjustment for :</i>		
Other Temporary Differences	-	-
Difference of Depreciation	-	-
MAT Credit Entitlement	-	-
Tax Expense/(benefit)	-	-
Effective Tax Rate	0.0000%	0.0000%

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

2.1 Revenue From Operations		(Rs. In Lakhs)	
Particulars	2023-2024	2022-2023	
Sales of Commodities	2,966.86	922.53	
	2,966.86	922.53	
2.2 Other Income		(Rs. In Lakhs)	
Particulars	2023-2024	2022-2023	
Interest Income	15.47	21.27	
Interest on Income tax Refund	-	0.03	
Other Income	0.00	0.01	
	15.48	21.32	
2.3 Purchase of Stock in Trade		(Rs. In Lakhs)	
Particulars	2023-2024	2022-2023	
Purchase			
Import	-	-	
Indeginous	2,774.18	864.85	
	2,774.18	864.85	
2.4 Changes in Inventories of Stock in Trade		(Rs. In Lakhs)	
Particulars	2023-2024	2022-2023	
Inventory at the beginning	20.61	23.10	
Inventory at the end	20.61	20.61	
	-	2.49	
2.5 Employee Benefit Expenses		(Rs. In Lakhs)	
Particulars	2023-2024	2022-2023	
Salaries, Wages and Bonus	13.65	10.92	
Bonus Expenses	0.81	2.46	
Employee's Insurance Expense	0.17	-	
Staff Welfare Expenses	0.27	0.01	
	14.90	13.38	
2.6 Finance Cost		(Rs. In Lakhs)	
Particulars	2023-2024	2022-2023	
Interest Expense			
On Loan	18.14	-	
On Late Payment	-	0.10	
	18.14	0.10	

2.7 Other Expense

(Rs. In Lakhs)

Particulars	2023-2024	2022-2023
Selling and distribution expenses :		
Advertisement and sales promotion Expenses	0.71	1.04
Administrative Expenses :		
Annual Listing fees	0.25	0.25
Audit Fees	-	-
Statutory and Tax	2.10	-
Internal	-	-
Consultancy Charges	-	0.21
Depository Charges	-	0.10
Donations	-	10.40
Electricity Expense	0.44	0.53
IPO Related Expenses	-	6.07
Miscellaneous Expenses	1.57	1.24
Office Expense	2.57	1.39
Legal & Professional Charges	7.32	10.40
Bank charges	0.17	0.01
Printing & Stationery	0.16	1.07
Computer Maintenance charges	0.13	0.99
Rates, Rents & Taxes	5.00	4.22
Telephone Expenses	1.57	1.20
Repairs and Maintenance	1.26	2.44
Travelling & conveyance	7.33	8.38
Subscription Expense	0.07	-
Director Remuneration	15.30	18.00
Software Expenses	0.12	0.14
ROC Fees	9.48	-
Registrar and Share Transfer Charges	0.50	-
Annual Custody Fees	0.09	-
Expense related Bonus Issue	0.22	-
Default in payment of statutory dues	0.23	-
	56.59	68.09

2.8 Exceptional Items

(Rs. In Lakhs)

Particulars	2023-2024	2022-2023
Payment of Interest on GST (proceedings)	15.54	-
	15.54	-

2.9 Earning per Share

(Rs. In Lakhs)

Particulars	2023-2024	2022-2023
Basic	1.61	(0.51)
Diluted	1.61	(0.51)
Face Value of each Equity Share	10	10
Profit for the year attributable to Equity Shareholders	68.64	(7.71)
Weighted average number of equity shares used in the calculation of earnings per share	42,56,000.00	15,20,000.00

Note 3.1 : Capital Management

For the purpose of the company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objectives of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual planning and budgeting and corporate plan for working capital, capital outlay and longterm product and strategic involvements. The funding requirements are met through internal accruals and a combination of both long-term and short-term borrowings.

The Company monitors the capital structure on the basis of total debt (long term and short term) to equity and maturity profile of the overall debt portfolio of the Company.

Particulars	(Rs. In Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Total Debt (Inclusive of current maturities of long term debt)	303.22	9.32
Total Equity	494.95	426.31
Debt Equity Ratio	0.61	0.02

Note 3.2 : Financial Risk Management

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational/ financial performance. These include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk

The Board of Directors reviews and approves risk management framework and policies for managing these risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings. In line with the overall risk management framework and policies, the management monitors and manages risk exposure through an analysis of degree and magnitude of risks.

(i) Market Risk

Market risk is the risk that changes in market prices, liquidity and other factors that could have an adverse effect on realizable fair values or future cash flows to the Company. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates as future specific market changes cannot be normally predicted with reasonable accuracy.

(a) Foreign Currency Risk Management:

The Company undertakes transactions denominated in foreign currencies and thus it is exposed to exchange rate fluctuations. The Company actively manages its currency rate exposures, arising from transactions entered and denominated in foreign currencies, and uses derivative instruments such as foreign currency forward contracts to mitigate the risks from such exposures. The company does not use derivative instruments to hedge risk exposure.

(b) Interest Rate Risk Management:

The Company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. The Company's risk management activities are subject to management, direction and control under the framework of risk management policy of interest rate risk. The management ensures risk governance framework for the company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. For the company's total borrowings, the analysis is prepared assuming that amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total Borrowings	303.22	9.32

(ii) Credit Risk

Credit risk refers to the risk that a counterparty or customer will default on its obligation resulting in a loss to the company. Financial instruments that are subject to credit risk principally consist of Loans, Trade and Other Receivables, Cash and Cash Equivalents, Investments and Other Financial Assets.

Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in independent markets. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate. The average credit period are generally in the range of 14 days to 90 days. Credit limits are established for all customers based on internal rating criteria.

Age analysis of Trade Receivables

(Rs. In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Gross Trade Receivables		
Due Less than 6 Months	1,067.49	-
Due greater than 6 Months	1,974.57	2,047.63
Allowance for doubtful debts	-	-
Net Trade Receivables	3,042.06	2,047.63

(iii) Liquidity Risk

The Company monitors its risk of shortage of funds through using a liquidity planning process that encompasses an analysis of projected cash inflow and outflow.

The Company's objective is to maintain a balance between continuity of funding and flexibility largely through cash flow generation from its operating activities and the use of bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

Note 3.3 : Categories of Financial Assets and Liabilities

(Rs. In Lakhs)

Particulars	As at March 31,	
	2024	2023
Financial Assets		
a. Measured at Cost:		
Investment		
Equity shares (Unquoted)	-	-
b. Measured at amortised cost:		
Cash and Cash Equivalents (including other bank balances)	11.41	163.49
Trade Receivables	3,042.06	2,047.63
Financial Liabilities		
a. Measured at amortised cost:		
Borrowings	303.22	9.32
Trade payables	2,887.77	2,055.35

Note 3.4 : Related Party Transactions

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below

(A) Particulars of related parties and nature of relationships**I. Companies/ partnership firms over which Key Management Personnel and their relatives are able to exercise**

Gandhinagar Leasing & Finance Limited

II. Key Management Personnel

Chintan Rajyaguru

Khushbu Bharakatya

(B) Related Party transactions and balances

The details of material transactions and balances with related parties (including those pertaining to discontinued operations) are given below:

	(Rs. In Lakhs)	
a) Transaction during the year	As at March 31, 2024	As at March 31, 2023
Salary Paid		
Foram Ajmeri - CS	-	4.95
Khushbu Bharakatya	1.50	-
	1.50	4.95
Remuneration Paid		
Chintan Rajyaguru	15.30	18.00
	15.30	18.00

	(Rs. In Lakhs)	
b) Balances at the end of the year	As at March 31, 2024	As at March 31, 2023
Loan Received		
Chintan Rajyaguru	38.52	-
	38.52	-

Note 3.5: Contingent Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Disputed Income Tax Liability	-	-
Disputed Sales Tax Liabilities	-	-

Note 3.6 : Other Information

	(Rs. In Lakhs)	
Particulars	As at March 31, 2024	As at March 31, 2023
1. Auditor's Remuneration		
Included under other Expenses		
(i) For Financial Audit	2.10	1.05
(ii) For Taxation Matters	-	-

Note 3.7 : Other Notes

1. Outstanding Balance of unsecured loans, borrowings, trade receivables, trade payables and any other outstanding balances including all squared up accounts are subject to confirmation and reconciliation.

2. Previous Year Figures have been regrouped, rearranged, recalculated and reclassified whenever required and opening balance as per previous auditor certified.

3. Ratios

Particulars	F.Y. 2023-2024	F.Y. 2022-2023
(A) Current Ratio	1.05	1.08
(B) Debt-Equity Ratio	0.61	0.02
(C) Return of Equity Ratio	0.14	(0.02)
(D) Net Capital Turnover Ratio	5.99	2.16
(E) Net Profit Ratio	0.02	(0.01)
(F) Return of Capital Employed	0.24	(0.02)

4. Additional Regulatory Information

a) The Company does not have any benami property where any proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.

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 entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

d) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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 (Ultimate Beneficiary) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.

e) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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.

f) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income tax Act, 1961.

g) The Company has not traded or invested in crypto currency or virtual currency during the year under review.

h) There are no charges or satisfaction which are yet to be registered with Registrar of Companies beyond the statutory period.

i) The Company has no transactions with the Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Note 1.5 (a) : Trade Receivable ageing schedule

(Rs. In Lacs)

F.Y. 2023-2024	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1067.49181	1974.569954	-	-	-	3,042.06
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

(Rs. In Lacs)

F.Y. 2022-2023	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	2047.633794	-	-	-	2,047.63
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note : 1.11 (a) Trade Payables ageing schedule

(Rs. In Lacs)

F.Y. 2023-2024	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2,063.73	824.05	-	-	2,887.77
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

(Rs. In Lacs)

F.Y. 2022-2023	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	917.08	1,138.27	-	-	2,055.35
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-