

8th September, 2023

To,
Bombay Stock Exchange Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001.

Sub: Annual Report for the F.Y. 2022-23

Ref: Scrip Code : 504378
Scrip ID : NYSSACORP

Dear Sir/Madam,

With reference to captioned subject and pursuant to regulation 34 of SEBI LODR, 2015 please find attached copy of 42nd Annual Report for the F.Y. 2022-23 for your records and information.

Thanking you,

Yours faithfully,

For Nyssa Corporation Limited

Nikita Poddar
Company Secretary
M. No. A59406

**Nyssa Corporation
Limited**

**42nd Annual Report
(2022-23)**

NYSSA CORPORATION LIMITED

42nd Annual Report (2022-23)

BOARD COMMITTEES:

Mr. Prasanna Shirke	-	Whole Time Director
Mrs. Shubhada Shirke	-	Non Executive Director (Women Director)
Mr. Kamlesh Tiwari	-	Non Executive Independent Director (Resigned from 09.08.2023)
Ms. Sonal Atal	-	Non Executive Independent Director (w.e.f. 30.09.2021)
Mr. Hemant Narayan Gokhale	-	Non Executive Independent Director (w.e.f. 11.08.2023)
Ms. Nikita Poddar	-	Company Secretary and Compliance Officer

BOARD COMMITTEES:

a) Audit Committee:

Mr. Kamlesh Tiwari	-	Chairperson
Mr. Prasanna Shirke	-	Member
Mrs. Sonal Atal	-	Member

b) Nomination and Remuneration Committee:

Mr. Kamlesh Tiwari	-	Chairperson
Mrs. Sonal Atal	-	Member
Mr. Shubhada Shirke	-	Member

c) Stakeholders Relationship Committee

Mr. Kamlesh Tiwari	-	Chairperson
Mrs. Prasanna Shirke	-	Member
Mrs. Sonal Atal	-	Member

REGISTERED OFFICE

002, Gulmohar Complex, Opp. Anupam Cinema,
Station Road, Goregaon (E),
Mumbai 400063, Maharashtra, India
Tel. No.: 022-26865205
Website www.nyssacorporationltd.com;
Email: nyssacorp@gmail.com

AUDITORS

M/s. G P Sharma & Co. LLP,
A/ 702-703, Crystal Plaza,
New Link Road, Andheri (West),
Mumbai – 400 053
Tel. No.: 022-2673 3728
Email: gpsharma_2006@yahoo.co.in
Website: www.gpsharma.com

REGISTRAR & SHARE TRANSFER

LINKINTIME (INDIA) PRIVATE LIMITED
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai - 400 083
Tel: 022-49186000
Tel: 022- 22052224 / 22066860
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

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NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Members of Nyssa Corporation Limited will be held at Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063 on Saturday, 30th September, 2023 at 9.00 AM (IST), pursuant to approval obtained from requisite authorities to transact the following businesses

Ordinary Business:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditor's thereon.

2. Appointment of Mr. Prasanna Shirke (DIN:07654053) as director liable to retire by rotation:

To appoint a Director in place of Mr. Prasanna Shirke (DIN: **07654053**) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. Appointment of Mr. Hemant Gokhale (DIN: 00948846) as an Independent Director

To consider and, if thought fit, pass the following resolutions as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and basis the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Hemant Gokhale (DIN: 00948846), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company w.e.f. August 11, 2023, to hold office up to the date of the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years with effect from August 11, 2023 to August 10, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Hemant Gokhale be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

**For and on behalf of the Board of Directors
Nyssa Corporation Limited**

sd/-

**Prasanna Shirke
Whole Time Director
DIN: 07654053**

**Place: Mumbai
Date: September 7, 2023**

Registered Office:

Office No: 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon (East), Mumbai - 400063,
Maharashtra, India.

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. If a person is appointed as proxy for more than fifty members, he shall choose any fifty members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the Proxy fails to do so, the Company shall consider only the first fifty proxy received in respect of such person as valid.

2. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 23rd September, 2023 to Saturday, 30th September, 2023** (both days inclusive).
4. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - M/s Link Intime India Pvt. Ltd, for assistance in this regard.
5. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively."
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case he shares are held in electronic form and in case the shares are held in physical form to: Linkintime (India) Private Limited, Unit: Nyssa Corporation Limited, Share Transfer Agent C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India. Ph. 022 - 49186000 | email: rnt.helpdesk@linkintime.co.in
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. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
9. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

11. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM. Also shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
12. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.
14. The Annual Report 2022-23, the Notice of the 42ndAGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode of dispatch.
15. Members may also note that the Notice of the 42ndAGM and the Annual Report 2022-23 will be available on the Company's website www.nyssacorporationltd.com.
15. If the members have any queries on the Audited Accounts, Boards' Report & Auditor's Report, the same should be forwarded to the company in writing at its registered office at least 3(three) days before the meeting so that the same can be replied at the time of Annual General Meeting to the members' satisfaction.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
17. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
18. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
19. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
20. Members are requested to bring their copies of the reports to Annual General Meeting.
21. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
22. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
23. 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. **Friday, 22nd September, 2023**.
24. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
25. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to: Linkintime (India) Private Limited, Unit: Nyssa Corporation Limited, Share Transfer Agent C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India. Ph. 022 - 49186000 | email: rnt.helpdesk@linkintime.co.in

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 as amended from time to time, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means (“e-Voting”) and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- ii. The Remote E-voting facility will commence from **9.00 AM (IST) Wednesday, 27th September, 2023 and will end at 5.00 PM (IST) on Friday, 29th September, 2023**. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the **Friday, 22nd September, 2023**.
- iv. The Board of Directors at their meeting held on September 7, 2023 has appointed Mr. Deep Shukla, Practicing Company Secretary (*Membership No. FCS 5652*) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper, if any, at the AGM in a fair and transparent manner.
- v. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (*three*) days from the conclusion of the AGM make a consolidated Scrutinizer’s report and submit the same to the Chairman of the meeting.
- vi. In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the demat account holders (including public non-institutional shareholders/retail shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants. Demat account holder shall be able to cast their vote without having register again with the e-voting service providers.
- vii. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** (Remote e-voting and e-voting at the AGM) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) 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 URL for users to login to Easi/Easiest are: https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on cut off date i.e. **Friday, 22nd September, 2023** shall also follow then procedure stated herein for login details.

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

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

Instructions to corporates, institutional investors, custodians and shareholders holding shares in physical mode: (Remote e-voting and e-voting at the AGM):

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on “Shareholders” module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iii) Next enter the Image Verification as displayed and Click on Login.
- iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- v) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the date of Birth as recorded in your demat account or in the company records for the said demat amount or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant Nyssa Corporation Limited on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Facility for Non - Individual Shareholders and Custodians -Remote Voting:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- a. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For and on behalf of the Board of Directors

sd/-
Prasanna Shirke
Whole Time Director
DIN: 07654053

Date: September 7, 2023

Place : Mumbai

Registered Office:

Office No: 002, Gulmohar Complex,
Opposite Anupam Cinema,
Station Road, Goregaon (East),
Mumbai - 400063, Maharashtra, India.

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

Special Business:

Item 3: Appointment of Mr. Hemant Gokhale (DIN: 00948846) as an Independent Director

Mr. Hemant Gokhale (DIN: 00948846), was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from August 11, 2023. He holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the association of Mr. Hemant Gokhale would be beneficial to the Company.

Accordingly, it is proposed to appoint Mr. Hemant Gokhale as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mr. Hemant Gokhale is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director.

The Company has also received declaration from Mr. Hemant Gokhale that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Hemant Gokhale fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information of Mr. Hemant Gokhale whose appointment as Independent Directors is proposed at Item No. 3, is provided in the “Annexure I” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mr. Hemant Gokhale and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Annexure to Notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting
[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Mr. Prasanna Yadav Shirke	Mr. Hemant Gokhale
DIN	07654053	00948846
Date of Birth	20/11/1968	December 21, 1957
Actual date of Appointment	10/11/2016	29/04/1999
Expertise in Specific Functional Area	General Administration, Accounts and Finance.	Plant Operations, Sales and Marketing, Quality Control, Overall Management and Administration
Qualification	Diploma in Civil and Electrical Installation	Bachelors in Science
Relationships between directors inter-se	---	---
List of other Indian Listed Limited Companies in which	---	---
Directorship held [along with listed entities from which the person has resigned in the past three years] as on March 31, 2023	Nil	Nil
Member of the Committee of Board of other Indian Listed Limited as on March 31, 2023	Nil	Nil
Shareholding of Directors (As on March 31, 2023)	---	
Relationship between Directors inter-se	Husband of Mrs. Shubhada Shirke (<i>Director of the Company</i>)	Nil

DIRECTORS' REPORT

Dear Members,

On behalf of the Board of Directors of the Company it gives me immense pleasure to present the 42nd Annual Report of **Nyssa Corporation Limited** ("**The Company**") along with the Balance Sheet, Profit & Loss Account and Cash Flow Statements, for the Financial Year ended 31st March, 2023.

Financial Results:

The key highlights of financial performance of the Company for the FY 2021-22 and 2022-23 are given below:

[Amount in INR.]

Particulars	Standalone		Consolidated	
	2021-22	2022-23	2021-22	2022-23
Revenue from operations	14,90,07,977	4,70,10,800	17,02,26,277	5,30,60,800
Other Income	83,72,081	81,87,694	65,33,561	78,84,320
Total Revenue	15,73,80,058	5,51,98,494	17,67,59,838	6,09,45,120
Total Expenses	13,11,50,218	4,52,38,969	15,05,11,426	5,09,82,532
Net Profit/(Loss) Before Tax	2,62,29,841	99,59,525	2,62,48,412	99,62,588
Provision for tax				
- Current Tax (Income Tax)	68,00,000	25,00,000	68,00,000	25,00,000
- Earlier Year Tax (Short / Excess Provision of tax)	(26,99,436)	48,630	(26,99,436)	48,630
- Deferred Tax (Liability)/Assets	(519)	(329)	(519)	(329)
- MAT credit entitlement	-	-	-	-
Profit/(Loss) for the period from Continuing Operations	2,21,29,796	74,11,224	2,21,48,368	74,14,287
Other Comprehensive Incomes				
(i) Items that will not be reclassified to Profit or Loss	-	-	-	-
(ii) Tax relating to items that will not be reclassified to profit or loss	-	-	-	-
Other Comprehensive Incomes for the year, net of tax	-	-	-	-
Total Comprehensive Income for the Period	2,21,29,796	74,11,224	2,21,48,368	74,14,287
Earnings per Equity Share (Basic and Diluted)	0.74	0.25	0.74	0.25

Review of Operations

Standalone

During the year under review, the Company has posted Total Revenue of INR. 5,51,98,494/- during the current financial year as against INR. 15,73,80,058/- for the corresponding previous year.

Further, the Company earned Total Comprehensive Income INR. 74,11,224/- during the current financial year as against total Comprehensive Income of INR. 2,21,29,796/- for the corresponding previous year.

Consolidated

During the year under review, the Company has posted Total Revenue of INR.6,09,45,120/- as against INR. 17,67,59,838/- for the corresponding previous year.

Further, the Company earned total Comprehensive Income INR. 74,14,287/- as against Total Comprehensive Income of INR. 2,21,48,368/- for the corresponding previous year.

Share Capital

The Authorised Share Capital of the Company as on 31st March, 2023 is INR. 5,20,00,000/- divided into 5,20,00,000 Equity Shares of INR. 1/- each.

Issued, Subscribed and Paid-up Equity Share Capital of the Company is INR. 3,00,00,000/- comprising of 3,00,00,000 Equity shares of INR. 1/- each.

During the year under review, the Company has not issued any equity shares.

State of Affairs and Future Outlook

We are working tirelessly to create an environment of innovation and learning. This objective enables us to help our customers across the world to gain the affordable products at agreed price, also we are a growing organization, with products supply across the India which create a slew of real estate assets that will create fixed rental income to take care of fixed administrative and other expenses to run the operations.

Dividend

In order to conserve the resources for the further growth of the Company, your Directors think fit not to recommend any dividend for the year under review.

Transfer to Reserves

The Board of Directors has decided to retain the entire amount of profits in the profit and loss account.

Management Discussion and Analysis

The Management Discussion and Analysis as required in terms of the Listing Regulations is annexed to the report as **Annexure I** and is incorporated herein by reference and forms an integral part of this report.

Directors and Key Managerial Personnel

1. In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mr. Prasanna Shirke (DIN: 07654053), Director of the Company, retires by rotation and being eligible; offers herself for re-appointment at the forthcoming 42nd Annual General Meeting. The Board recommends the said reappointment for shareholders' approval.
2. * DIN Status of Mr. Kamlesh Tiwari (DIN: 02679805) is deactivated due to non-filing of Form DIR-3 KYC and also he is resigned from the post of directorship with effect from 09th August, 2023.
3. Based on the recommendation of the Nomination and Remuneration Committee and approval of the same by the Board at its meeting held on August 11, 2023, Hemant Narayan Gokhale (DIN: 00948846), Independent Director was appointed for a first term of five years with effect from August 11, 2023 to August 10, 2028, resolution in this behalf is set out at Item No 3 of the Notice of Annual General Meeting, for Members' approval.

Further, Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are:

Sr. No	Name of KMP	Designation
1.	Mr. Prasanna Shirke	Whole Time Director
2.	Ms. Nikita Ashok Poddar	Company Secretary

Disqualification by ROC u/s 164 (2) of Companies Act, 2013

All the directors of the Company have confirmed that they satisfy the fit and proper criteria as prescribed under the applicable regulations and that they are not disqualified from being appointed as directors in terms of Section 164(2) of the Companies Act, 2013.

Declaration by Independent Directors

The Independent Director(s) of the Company have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management.

Board Meetings

Dates for Board Meetings are well decided in advance and communicated to the Board and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. The information as required under Regulation 17(7) read with Schedule II Part A of the LODR is made available to the Board. The agenda and explanatory notes are sent to the Board in advance.

The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda and also on the occasion of the Annual General Meeting ('AGM') of the Shareholders.

Further, Committees of the Board usually meet on the same day of formal Board Meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and noting.

During the financial year **05 (Five) Board Meetings** were held on 25th May, 2022, 13th August, 2022, 07th September, 2022, 14th November, 2022 and 13th February, 2023.

The gap between any two Board meetings during this period did not exceed one hundred and twenty days.

Attendance details of Directors for the year ended 31st March, 2023 are given below:

Name of the Directors	Designation	No. of Board Meetings attended
Mr. Kamlesh Tiwari	Non Executive Independent Director	05
Mrs. Shubhada Shirke	Non Executive Non Independent Director	05
Mr. Prasanna Shirke	Whole-time Director	05
Ms. Sonal Atal	Non Executive Independent Director	05

Discussions with Independent Directors

The Board's policy is to regularly have separate meetings with Independent Director, to update them on all business related issues, new initiatives and changes in the industry specific market scenario. At such meetings, the Executive Directors and other Members of the Management make presentations on relevant issues.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/ SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Directors expressed satisfaction with the evaluation process.

Audit Committee

Your Company has formed an Audit Committee as per the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee possess strong knowledge of accounting and financial management.

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the statutory auditor and notes the processes and safeguards employed by each of them.

During the Financial Year 2022-23, **04 (Five) meetings of the Committee** were held on 25th May, 2022, 13th August, 2022, 14th November, 2022 and 13th February, 2023.

Further during the year under review, there were no changes in the Composition of the Committee. Details of the composition of the Committee and attendance during the year are as under:

Sr.No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	04
2	Mr. Prasanna Shirke	Member, Executive Director	04
3	Mrs. Shubhada Shirke	Member, Non-Executive Director	04

The Audit Committee is functional as per the provision of Section 177 of Companies Act, 2013 and Rules made thereunder and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee of the Company shall perform such roles and duties as mentioned in Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Company has formed a Nomination & Remuneration Committee to lay down norms for determination of remuneration of the executive as well as non-executive directors and executives at all levels of the Company. The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

During the Financial Year 2022-23, **04 (Five) meetings of the Committee** were held on 25th May, 2022, 13th August, 2022, 14th November, 2022 and 13th February, 2023

Further during the year under review, there were no changes in the Composition of the Committee. Details of the composition of the Committee and attendance during the year are as under:

Sr.No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	04
2	Mr. Prasanna Shirke	Member, Executive Director	04
3	Mrs. Shubhada Shirke	Member, Non-Executive Director	04

Nomination and Remuneration Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors. This policy also lays down criteria for selection and appointment of Board Members. The Board of Directors is authorized to decide Remuneration to Executive Directors. The Remuneration structure comprises of Salary and Perquisites. Salary is paid to Executive Directors within the Salary grade approved by the Members. The Nomination & Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

In terms of requirements prescribed under Section 178 of the Companies Act, 2013, the Nomination and Remuneration Policy *inter-alia* providing the terms for appointment and payment of remuneration to Directors and Key Managerial Personnel is annexed to this report as **Annexure II**.

During the year, there have been no changes to the Policy.

Particulars of Managerial Remuneration

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company is enclosed as **Annexure III** and forms an integral part of this report.

Further, there were no such employees, pursuant to Section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Stakeholders Relationship Committee

Your Board has constituted a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders etc. The Committee reviews Shareholder's / Investor's complaints like non-receipt of Annual Report, Physical Transfer/ Transmission/Transposition, Split/ Consolidation of Share Certificates, Issue of Duplicate Share Certificates, etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

The total numbers of complaints received during the year were NIL and there was no pending complaint as on 31st March, 2023.

During the Financial Year 2022-23, **04 (Five) meetings of the Committee** were held on 25th May, 2022, 13th August, 2022, 14th November, 2022 and 13th February, 2023

Details of the composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	04
2	Mr. PrasannaShirke	Member, Executive Director	04
3	Mrs. ShubhadaShirke	Member, Non-Executive Director	04

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 of the profit and loss of the company for that period;
- (c) 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;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) 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.

Annual Return:

Pursuant to Notification dated 28th August, 2020 issued by Ministry of Corporate Affairs as published in the Gazette of India on 28th August, 2020 the details forming part of Annual Return is not required to be furnished herewith to this report. However the annual return shall be made available on the website of the Company.

Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any subsidiary / Associate company and has not entered into joint venture with any other company.

Further, the Company is a partner of M/s. Mark Developers, Partnership firm and has a profit sharing ratio of 99.00%.

During the year, the Board of Directors reviewed the affairs of said entity. We have, in accordance with applicable Accounting Standards read with the Companies Act, 2013, prepared consolidated financial statements of the Company and all its entity(ies), which form part of the Integrated Report.

Auditors

(i) Statutory Auditors'

At 40th Annual General Meeting held on 30th September, 2021, M/s G P Sharma & Co. LLP(FRN No. 109957W/W100247),Chartered Accountants were appointed as statutory auditor of the Company till the conclusion of 45th Annual General Meeting to be held in the financial year 2025-26.

(ii) Secretarial Audit

In terms of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Practicing Company Secretary, to undertake Secretarial Audit of the Company for the F.Y 2022-23. The Secretarial Audit Report is enclosed as **Annexure IV** to this report.

Explanation(s)/ Comment(s) pursuant to Section 134(3)(f)(i)&(ii), if any, of The Companies Act, 2013:

- **Pursuant to Section 134(3)(f)(i)**

There are no adverse remarks/Qualifications made in Statutory Report issued by Statutory Auditor of the Company.

- **Pursuant to Section 134(3) (f) (ii)**

- *1. The appointment of Chief Financial Officer was yet to be made during the aforesaid Audit period;*

- **Board's Reply:** *The company is in process to appoint CFO.*
- *2. As informed by the management, the company is in process to file form with ROC for appointment of Internal Auditor;*
- **Board's Reply:** *The Company is in process to appoint Internal Auditor.*

Annual Secretarial Compliance Report

Mr. Kavita Raju Joshi, Practicing Company Secretaries, have been appointed to give Annual Secretarial Compliance Certificate. The Annual Compliance Certificate is enclosed as **Annexure V** to this report.

Internal Audit & Controls

The Company has in place adequate internal financial controls with reference to the financial statement. The Audit Committee of the Board periodically reviews the internal control systems with the management and Statutory Auditors.

Employees' Stock Option Plan

The Company has not provided stock options to any employee.

Vigil Mechanism

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligation and Disclosure Regulations) 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The employees of the Company are made aware of the said policy at the time of joining the Company.

Risk Management Policy

The Company has laid down the procedure to inform the Board about the risk assessment and minimization procedures. These procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

The Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

Corporate Governance Report

We ensure that, we evolve and follow the corporate governance guidelines and best practices sincerely, not only to boost long-term shareholder value, but also to respect minority rights. We consider it as our inherent responsibility to disclose timely and accurate information regarding our operations and performance, as well as the leadership and governance of the Company.

Pursuant to the Listing Regulations, the Corporate Governance Report along with the Certificate from a Practicing Chartered Accountants, regarding compliance of conditions of Corporate Governance, is annexed as **Annexure VI** and forms part of this Report.

Deposits

The Company has neither accepted nor renewed any fixed deposits during the year under review under Section 76 of the Companies Act, 2013. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on 31st March, 2023.

Loans & Guarantees

Details of loans granted, guarantees provided and investments made by the Company under the provisions of Section 186 of the Companies Act, 2013, are provided in standalone financial statement under Notes 3 & 4 under Notes forming part of financial statement.

Related Party Transactions

During the financial year 2022-23, your Company has entered into various arrangement / transactions with related parties as defined under the IND – AS, all of them are in the ordinary course of business. However, pursuant to the provisions of Section 178, 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, omnibus approval of the Audit Committee was sought for entering into the related party transactions.

During the year, the Company had not entered into any contract, arrangement or transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

In accordance with the Indian AS 24, the related party transactions are disclosed under Schedule 1 Notes to Accounts Point 2 of the Financial Statements.

Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(a) Conservation of Energy:

Even though its operations are not energy-intensive, significant measures are taken to reduce energy consumption by using energy-efficient equipment. The Company regularly reviews power consumption patterns across all locations and implement requisite improvements/changes in the process in order to optimize energy/ power consumption and thereby achieve cost savings. Energy costs comprise a very small part of the Company's total cost of operations. However, as a part of the Company's conservation of energy programme, the management has appealed to all the employees/workers to conserve energy.

(b) Absorption of Technology:

1) *The efforts made towards technology absorption:*

In this era of competition, in order to maintain and increase the clients and customers, we need to provide best quality services to our clients and customers at minimum cost, which is not possible without innovation, and adapting to the latest technology available in the market for providing the services.

2) *Benefits derived as a result of the above efforts:*

As a result of the above, the following benefits have been achieved:

- a) Better efficiency in operations
- b) Reduced dependence on external sources for technology for developing new products and upgrading existing products.

3) *The Company has not imported any technology during the year under review.*

4) *The Company has not expended any expenditure towards Research and Development during the year under review.*

(5) Foreign Exchange Earnings and Outgo:

During the year, the total foreign exchange used was NIL and the total foreign exchange earned was NIL.

Transfer of Amounts to Investor Education and Protection Fund

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Corporate Social Responsibility

The Company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee and frame a policy thereof.

Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment at workplace (Prevention, prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year ended 31st March 2023, Company has not received any complaint of harassment.

Listing with Stock Exchange

The shares of the Company are listed on BSE only.

Secretarial Standards

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

Significant and Material Orders passed by the Regulators or Courts or Tribunals

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

Material Changes and Commitments Affecting the Financial Position of the Company:

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

Personnel

The spirit of trust, transparency and teamwork has enabled the Company to build tradition of partnership and harmonious industrial relations. Your Directors record sincere appreciation of dedication and commitment of employees to achieve excellence in all areas of business.

Others

1. No equity shares were issued with differential voting rights as to dividend voting or otherwise.
2. The Company has not resorted to buy back of equity shares during the year under review
3. No fraud was reported by the auditors of the Company under Section 143(12) of the Act to the Audit Committee.

Acknowledgement

The Directors would like to thank all shareholders, customers, bankers, suppliers and everybody else with whose help, cooperation and hard work the Company is able to achieve the results. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

On behalf of the Board of Directors

Place: Mumbai
Date: September 7, 2023

Registered Office:

Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

sd/-	sd/-
Prasanna Shirke	Shubhada Shirke
Whole Time Director	Director
DIN: 07654053	DIN: 07654041

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global Economy

In 2022, the global economy faced a series of turbulent challenges. High inflation rates, the most significant in several decades, led to tightened financial conditions in most regions. Additionally, Russia's invasion of Ukraine had a lasting impact on economic activity. The rapid spread of COVID-19 in China also hampered growth during the year.² However, the recent reopening of economies has paved the way for a rapid recovery. Global governing bodies have undertaken various initiatives to mitigate existing economic risks. Monetary policies are anticipated to focus on restoring price stability, while fiscal policies aim to alleviate cost pressures while maintaining a suitably tight stance. In addition, structural reforms can play a crucial role in lowering inflation by enhancing productivity and addressing supply-side constraints.² These collective measures are expected to support economic stability and reduce the impact of prevailing risks. As per the latest International Monetary Fund (IMF) estimates published in January '23, the global economy is projected to grow at 2.9% in 2023 (vs estimated 3.4% in 2022) and 3.1 % in 2024.¹ In 2022, Middle East and Central Asia have been the highest contributor to the global real GDP, while Emerging and Developing Asia are expected to be the highest contributors in 2024. Euro area is estimated to grow at 1.6% in 2024, whereas United States and Latin America are expected to grow at 1.0% and 2.1% respectively in 2024.³

Indian Economy

The Indian economy has staged a full recovery, ahead of many nations and has positioned itself to ascend to the pre-pandemic growth path in FY23. However, India must also cope with the challenge of controlling inflation. Fortunately, actions taken by the government and RBI along with decline in global commodity prices has led retail inflation levels reaching to 5.7% in December '22 and 5.66% in March '23, which are within the RBI upper tolerance target of 6%.⁴ As per IMF, India's real GDP grew at 6.8% in 2022 (estimates)⁵ and expected to grow at 5.9% in 2023 and 6.3% in 2024, with resilient domestic demand despite external headwinds. As per CEIC, India's per capita GDP reached USD 2,301 in March '22, an all-time high resulting in a significant increase in demand driven by consumption.⁷ Industrial production also increased supported by persistent demand conditions. For the first half of FY23, the Industrial Sector's overall Gross Value Added (GVA) increased by 3.7%, above the 2.8% average⁹ growth seen in the first half of the previous decade. In 2023, nearly 15% of the world's growth is forecasted to come from India.⁵ These growth projections are partially based on the economy's resiliency, which can be observed in how quickly private consumption rebounded, while the government's capital expenditure, which surged by 63.4% in the first eight months of FY23 was also a major contributor.⁹ India will also be able to maintain a positive growth-interest rate differential owing to the government's policy of capital expenditure led growth, which will result in a sustainable debt to GDP over the long term. To connect India to international supply chains, the Production Linked Incentive (PLI) programmes were created with an expected investment of 4 lakh crore during FY22–27.⁶ As per the Indian Brand Equity Foundation (IBEF) In FY22, investments under PLI programmes totalled INR 47,500 Crs, which reached 106% of the year's set objective.¹⁰ Due to PLI initiatives, production/sales of 3.85 lakh crore and the creation of 3.0 lakh jobs have been registered.¹⁰ The Indian economy has also begun to prosper from more formalisation, greater financial inclusion, and economic possibilities brought forth by technologically driven economic reforms.

Indian Real Estate Sector

Real estate sector in India is expected to reach USD 1 trillion in market size by 2030, up from USD 200 Bn in 2021 and contribute 13% to the country's GDP by 2025 Indian Real Estate Sector Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs. India's real estate sector saw over 1,700 acres of land deals in top eight cities in the first nine months of FY22. Foreign investments in the commercial real estate sector were at USD 10.3 Bn from 2017-2021. As of February 2022, Developers expect demand for office spaces in SEZs to shoot up after the replacement of the existing SEZs act. As per ICRA estimates, Indian firms are expected to raise roughly USD 48 Bn through infrastructure and real estate investment trusts in 2022, as compared with raised funds worth USD 29 Bn to date.

Budget Impact on The Indian Real Estate Sector

Budget 2023-24 could be a watershed moment for the real estate industry. The Finance Minister has announced measures of growth and progress, built on the foundations of Amrit Kaal, a 25-year plan to transition India from 75 to 100 years of independence. The sector will reap dividends from the growth-oriented fiscally 'balanced' budget proposals like enhanced capital expenditure in infrastructure, that is 33% increase in capex funds to INR 10 lakh Crs to elevate the urban planning substratum, boost the paradigms of infrastructural connectivity, and notch up holistic development in multiple corridors, and improve multimodal connectivity between mass urban transport, rail, and air network underscores Indian government's

concerted focus on infrastructure development that will open up hinterlands across geographies. These coupled with the emphasis on systematic development of megacities as well as tier II and tier III cities for the future will prompt real estate players to seek land parcels in the periphery for RE developments, especially in the commercial space. In its effort to have a robust financial sector, strong public finances, and provide a cushion against global headwinds, the government fixed the fiscal deficit for 2023-24 at 5.9% of GDP well below the 6.4% budgeted for 2022-23. The announcement reassured sovereign credit rating agencies. It will heighten investment activities across all business sectors which will help the real estate sector to maintain stability. Over the last decade, various government policies and initiatives have directly or indirectly contributed to the development of the Indian RE sector:

Real estate (Regulation and Development Act) RERA: With the introduction of RERA, the largely unorganised RE sector was brought within the ambit of the regulator, making the developer /builder/ promoter/agents accountable and answerable, thereby bringing in transparency. This has increased confidence amongst the customers and investors.

Smart Cities Mission: The objective of the smart cities mission is to promote cities that provide core infrastructure and give its citizens a decent quality of life, and a clean and sustainable environment through the application of ‘Smart’ solutions, thus requiring the adoption of technology to deliver energy-efficient and sustainability-focused solutions.

Pradhan Mantri Awas Yojana (PMAY): This initiative aims at providing ‘housing for all’. The government has also given infrastructure status to ‘affordable housing’, thus enabling developers to raise funds, including external commercial borrowings. Interest subvention provided under the PMAY has increased the demand for affordable homes.

Monetisation of non-core real estate: In 2022, the government set up the National Land Monetisation Corporation to monetise non-core real estate assets held by public sector enterprises. **Make in India:** The ‘Make in India’ initiative has boosted the creation of manufacturing facilities, resulting in the emergence of suburban areas and, consequently, housing colonies/projects. **Foreign Direct Investment (FDI):** FDI policy has been considerably liberalised, permitting foreign investment in under-construction projects and for the operation of completed projects, subject to certain conditions. **Real Estate Investment Trusts (REITs):** SEBI introduced REITs as an investment vehicle in 2014 to raise funds from investors to acquire, own and operate revenue-generating real estate assets directly or through special purpose vehicles. REITs are publicly listed, highly regulated, and provide a steady return to investors. The introduction of REITs enabled developers to monetise revenue-generating real estate assets and utilise the funds for the further development of new assets.

Ease In Housing Finance: In order to boost affordable real estate, housing loans up to USD 54,306 in metro cities were included in priority sector lending by the RBI in June 2019. Loans under priority sector lending are relatively cheaper. Housing loans account for more than half of retail loans.

Land Acquisition Bill: In December 2014, the Government passed an ordinance amending the Land Acquisition Bill which is intended to speed up the process for industrial corridors, social infra, rural infra, housing for the poor and defence capabilities.

Amendment to the Benami Transactions Act: Benami transactions were common in the real estate sector. However, an amendment to the existing Benami Transactions Act gave teeth to the act, making it more stringent. The act further enhanced India’s status as an investment destination by instilling professionalism, accountability, and greater transparency in transactions.

Residential Real Estate Sector: India’s Housing Market growth to expected to continue with 9% rise in FY24 sales. The growth is supported by a steady and healthy demand, although factors such as a potential global recession and inflation may slightly dampen the demand soon. However, the market is expected to withstand any pressure due to supply consolidation and improved affordability compared to historical standards. According to data from Liases Foras, residential sales in the top eight cities in India, including Mumbai, Bengaluru, Chennai, Hyderabad, NCR, Pune, Ahmedabad, and Kolkata, increased by 18% in 2022-23, reaching 392 Mn Sq.ft. This growth was driven by consistent and healthy demand, as well as renewed interest and improved perceptions from homebuyers following the pandemic.

The sector witnessed a significant number of new and improved product launches to meet market demand, resulting in a reasonable balance between demand and price. New launches increased by 60% compared to the previous year, reaching 551 Mn Sq.ft. in 2022-23. Top 7 cities recorded new launches of around 1.09 Lakh units in Q1 2023 against 89,100 units in Q1 2022 and 92,900 units in Q4 2022, indicating a rise of 23% on annual basis and a rise of 18% from the previous quarter. Key cities contributing to new launches in Q1 2023 included MMR (Mumbai Metropolitan Region), Hyderabad, Pune, NCR and Bengaluru, together accounting for 89% supply addition. MMR witnessed the highest volume of new launch activity in the current quarter, accounting for 34% of the total new supply across the top 7 cities. Kolkata comprised the lowest share of 5% launches amongst the top 7 cities in India. The NCR market witnessed the highest price surge, which had previously undergone a correction and stagnation due to low demand. Hyderabad, Mumbai, Kolkata, and Bengaluru followed suit with incremental trends in housing prices.

CHANGES IN KEY FINANCIAL RATIOS:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:

S. No.	Key Financial Ratio		FY 2022-23	*FY 2021-22
1.	Debtors Turnover Ratio	Times	0.27	-
2.	Inventory Turnover Ratio	Times	0.21	4.94
3.	Interest Coverage Ratio	Times	5482.33	618.24
4.	Current Ratio	Times	2.01	2.52
5.	Debt Equity Ratio	Times	-	-
6.	Operation Profit Margin	%	21.19	17.63
7.	Net Profit Margin	%	13.43	14.85
8.	Change in Return on Net Worth	%	2.67	8.22

**Previous year's Figures have been regrouped / rearranged wherever necessary*

ACCOUNTING TREATMENT:

The Company has duly complied with the prescribed Accounting Standards and have not followed any alternative method.

DISCUSSION ON FINANCIAL PERFORMANCE OF THE COMPANY:

The financial performance of the Company has declined in the year under review.

Standalone

During the year under review, the Company has posted Total Revenue of INR. 5,51,98,494/- as against for the corresponding previous year of INR. 15,73,80,058/-.

Further, the Company earned Total Comprehensive Income INR. 74,11,224/- as against total Comprehensive Income of INR. 2,21,29,796/- for the corresponding previous year.

Consolidated

During the year under review, the Company has posted Total Revenue of INR. 6,09,45,120/- as against for the corresponding previous year of INR. 17,67,59,838/-.

Further, the Company earned total Comprehensive Income INR. 74,14,287/- as against Total Comprehensive Income of INR. 2,21,48,368/- for the corresponding previous year.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

The Company providing training programs to employees to improve the knowledge and skills of employees to match the various changes in the industry. These improvements will positively affect the productivity of workers, which can increase the profits and efficiency of an organization. Some of the things employees may learn through training include work ethics, human relations and safety.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in the government regulations, tax laws, statutes and other incidental factors as applicable to the Company.

On behalf of the Board of Directors

sd/-

Prasanna Shirke

Whole Time Director

DIN: 07654053

sd/-

Shubhada Shirke

Director

DIN: 07654041

Place: Mumbai

Date: September 7, 2023

Registered Office:

Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon (East), Mumbai 400063, Maharashtra, India.

NOMINATION AND REMUNERATION POLICY

CONSTITUTION OF COMMITTEE

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- To formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To develop a succession plan for the Board and to regularly review the plan.
- To assist the Board in fulfilling responsibilities.
- To Implement and monitor policies and processes regarding principles of corporate governance.

APPLICABILITY

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

DEFINITIONS

“**Act**” shall mean the Companies Act, 2013 and the Rules made thereunder, including the modifications, amendments, clarifications, circulars or re-enactment thereof.

“**Board**” means Board of Directors of the Company.

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

“**Company**” means NYSSA Corporation Limited.

“**Directors**” mean Directors of the Company.

“**Independent Director**” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Companies Act, 2013 and includes –

- Managing Director, or Executive Director or manager and in their absence, a whole- time director; (includes Executive Chairman)
- Company Secretary;
- Chief Financial Officer; and
- Such other officer as may be prescribed.

“**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.

“**Senior Management**” Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

ROLE AND POWER OF THE COMMITTEE

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Policy for appointment and removal of Director, KMP and Senior Management

(i) Appointment criteria and qualifications

- a. 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 to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c. 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

(ii) Term / Tenure

- a. 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. No re-appointment shall be made earlier than one year before the expiry of term.
- b. 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.
 - No Independent Director shall hold office for more than two consecutive terms, 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014

or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- 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.
- c. Evaluation
 - The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).
- d. Removal
 - Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
- e. 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 relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

(i). General:

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required;
- The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act;
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director;
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(ii). Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the

Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(iii). Remuneration to Non- Executive / Independent Director:

- Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

- Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

- Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

MEMBERSHIP

- The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- Chairman of the Committee shall be an Independent Director;
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee;
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman;
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

MINUTES OF COMMITTEE MEETING

- Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

IMPLEMENTATION

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

AMENDMENTS 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 deemed fit.

AMENDMENTS IN THE LAW

- Any subsequent amendment/modification in the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.

On behalf of the Board of Directors

Place: Mumbai

Date: September 7, 2023

Registered Office:

Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

sd/-	sd/-
Prasanna Shirke	Shubhada Shirke
Whole Time Director	Director
DIN: 07654053	DIN: 07654041

Particulars of Employee

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23;
- ii. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary of the Company in the financial year 2022-23

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2022-23	% increase/ decrease in remuneration in the Financial Year 2022-23	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors			
*Mr. Kamlesh Tiwari (ID)	-	-	-
Ms. Sonal Atal (ID)	29000/-	-	0.24
Mrs. Shubhada Shirke (NED)	-	-	-
B. Key Managerial Personnel			
Mr. Prasanna Shirke (WTD)	-	-	-
Ms. Nikita Poddar (CS)	192000/-	-	1.60

Legends: WTD- Whole Time Director, ID - Independent Director, NED - Non-Executive Director, CFO - Chief Financial Officer; . CS- Company Secretary

Notes: * DIN Status of Mr. Kamlesh Tiwari is inactive due to non-filing of Form DIR-3 KYC.

Median remuneration of all the employees of the Company for the financial year 2022-23 is INR. 1,20,000/-

- iii. **The percentage increase in the median remuneration of employees in the financial year 2022-23.**

Particulars	Financial Year 2022-23 (INR.)	Financial Year 2022-23 (INR)	Increase (%)
Median remuneration of all employees	1,20,000/-	1,20,000/-	Nil

- iv. **The number of permanent employees on the rolls of Company.**

There were 6 permanent employees on the rolls of Company as on March 31st, 2023.

- v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

- vi. **Affirmation that the remuneration is as per the Remuneration Policy of the Company**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

sd/-	sd/-
Prasanna Shirke	Shubhada Shirke
Whole Time Director	Director
DIN: 07654053	DIN: 07654041

Place: Mumbai

Date: September 7, 2023

Registered Office:

Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(2)(a) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Name of the Employees	Designation / Nature of Duties	Remuneration Received (Rs.) P.A.	Qualification	Experience in years	Age in Years	Date of Commencement of employment	Last employment held	% of share holding
			Not Applicable					

- B. Names of other employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh during the FY22-23 or not less than rupees eight lakh and fifty-thousand per month (if employed for part of the FY22-23): NA**
- C. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NA**

On behalf of the Board of Directors

Place: Mumbai
Date: September 7, 2023

Registered Office:
Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

sd/-	sd/-
Prasanna Shirke	Shubhada Shirke
Whole Time Director	Director
DIN: 07654053	DIN: 07654041

SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2023

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

To

The Members

NYSSA CORPORATION LIMITED

Regd. Office: Office No: 002, Gulmohar Complex,
Opp. Anupam Cinema, Station Road, Goregaon (E)
Mumbai - 400 063, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NYSSA CORPORATION LIMITED** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 ('*Audit Period*') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, (*subject to the observations/qualification mentioned in this report*) in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('*the Act*') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('*SCRA*') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*Not Applicable to the Company during the Audit Period*);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('*SEBI Act*') :—
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*to the extent applicable*);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (*Not Applicable to the Company during the Audit Period*);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not Applicable to the Company during the Audit Period*);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable to the Company during the Audit Period*);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*Not Applicable to the Company during the Audit Period*);and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*Not Applicable to the Company during the Audit Period*);
- (vi) No other laws were specifically applicable during the audit period.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited along with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable for respective periods;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *subject to following observations/qualifications*:

- *The appointment of Chief Financial Officer was yet to be made during the aforesaid Audit period;*
- *As informed by the management, the company is in process to file form with ROC for appointment of Internal Auditor;*
- *The Company's is in process of updating website;*
- *The Company is in process of filing ACTIVE Form INC- 22A with the Ministry of Corporate Affairs;*

I further report that:

- 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.
- All the resolutions were passed with consent of majority of Directors.

I further report that:

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

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

sd/-
Kavita Raju Joshi
Practising Company Secretary
Membership Number: 9074
COP No: 8893
UDIN: F009074E000843921
Peer review No. 2159/2022

Place: Mumbai
Date: August 22, 2023

To
The Members
NYSSA CORPORATION LIMITED

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

sd/-

Kavita Raju Joshi
Practising Company Secretary
Membership Number: 9074
COP No: 8893
UDIN: F009074E000843921
Peer review No. 2159/2022

Place: Mumbai
Date: August 22, 2023

SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

Annual Secretarial Compliance Report of “**Nyssa Corporation Limited**” for the year ended March 31, 2023

I, Kavita Raju Joshi, Practising Company Secretary have conducted the Secretarial Compliance Audit of the applicable SEBI Regulation and the circular/guidelines issued thereunder for the Financial year ended March 31, 2023 of **Nyssa Corporation Limited** (“the listed entity”). The Audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Nyssa Corporation Limited [CIN: L70101MH1981PLC024341]** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other relevant document(s)/ filing, which has been relied upon to make this certification,

for the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, are:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ; *[Not applicable during the review period]*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 *(to the extent applicable)*;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *[Not applicable during the review period]*
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *[Not applicable during the review period]*
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *[Not applicable during the review period]*
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *[Not applicable during the review period]*
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *(to the extent applicable)*;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended;
- (k) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008; *[Not applicable during the review period]*
- (l) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder.

We hereby report that, during the review period the compliance status of the listed entity is appended below:

Additional Affirmations

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> We have conducted a review of the compliance of listed entity in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	-
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	No	The Company having the functional website and they are in a process to update the content on the website of the Company
4	<u>Disqualification of Director:</u> None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.	Yes	DIN of Mr. Kamlesh Ramraj Tiwari's was Deactivated due to non-filing of DIR-3 KYC
5	To examine details related to Subsidiaries of listed entity:(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6	<u>Preservation of Documents:</u> As per the confirmations given by the listed entity, and on our test check basis, it is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.	Yes	-
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations	Yes	-
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ratified/rejected by the Audit committee.	Yes	As explained by the management, the Company do not have such transactions as specified in SEBI LODR
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder	Yes	-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under Page 5 of 7 SEBI Regulations and circulars/ guidelines issued thereunder.	No	NSE has imposed a fine Rs. 2,17,120 (Including GST) for Non-compliance with the constitution of nomination and remuneration committee as per Regulation 19 of SEBI LODR. As explained by the Management they have filed a waiver application paying a fee of Rs. 11,800/-
12	<u>Additional Non-compliances, if any:</u> Additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	No	1. The appointment of Chief Financial Officer and Internal Auditor was yet to be made during the aforesaid Audit period 2. The Company's is in process of updating website

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No ' or 'NA '

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Composition on constitution of nomination and remuneration committee	19	Shortfall for appt of Independent Director	Fine	Fine of Rs. 2,17,120 (Including GST)	Non-compliance with the constitution of nomination and remuneration committee	2,17,120	The Company has in a place the Nomination and remuneration Committee	As explained by the Management they have filed a waiver application paying a fee of Rs. 11,800/-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
				Not Applicable						

REPORT ON CORPORATE GOVERNANCE

Introduction

Corporate Governance is not merely the compliance of a set of regulatory laws and regulations but is a set of good and transparent practices that enable an organization to perform efficiently and ethically to generate long term wealth and create value for all its stakeholders. It goes beyond building and strengthening the trust and integrity of the Company by ensuring conformity with the globally accepted best governance practices. The Securities and Exchange Board of India (SEBI) observes keen vigilance over governance and fulfillment of these regulations in letter and spirit, which entails surety towards sustainable development of the Company, enhancing stakeholders' value eventually.

Company's Philosophy on Corporate Governance

Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal expectations. Your Company has committed to bring about the good corporate governance practices. It strongly believes in attaining transparency, accountability and equity, in all its operations, and in its interaction with stakeholders including shareholders, employees, the government and the lenders. The Company keeps itself abreast with the best governance practices on the global front, at the same time conforming to the recent amendments.

The Company believes in adopting the best practices in the areas of Corporate Governance. Even in a strong competitive business environment, the Management and Employees of the Company are committed to value transparency, integrity, honesty and accountability which are fundamental core values of Corporate Governance.

A report on Corporate Governance in accordance with Part C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("hereinafter referred as SEBI (LODR) Regulations, 2015), is outlined below:

Board of Directors

The Board of Directors ("the Board") facilitates effective fulfillment of the Board's tasks and provides leadership and guidance to the Company's management and helps in supervising the performance of the Company and helps achieving goals. The Board plays a crucial role enhancing and protecting the reputation of the organization are expected to exercise their duties in the best interests of shareholders and to maximize wealth.

The Board comprises of the members distinguished in various fields such as management, finance, law and marketing. This provides reliability to the Company's functioning and the Board ensures a critical examination of the strategies and operational planning mechanisms adopted by the management across the globe.

The Company has an optimum combination of Directors on the Board and is in conformity with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2023, the Board comprised of 4 Directors out of which 2 are Non-Executive & Independent Directors; 1 is Executive Directors and 1 is Non-Executive & Non-Independent Director.

Agenda papers of the Boards and its Committee meetings are circulated to the Directors well in advance of the meetings, supported with significant information as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for an effective and well-informed decision making during the meetings.

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business. During the Financial Year 2022-2023, **05 (Five) Board Meetings** were held on 25th May, 2022, 13th August, 2022, 07th September, 2022, 14th November, 2022 and 13th February, 2023. Time gap between any two meetings was not more than 120 days.

Details of the composition, category of the Directors, their attendance at the Board Meetings held during the year & at the last Annual General Meeting is as under:

Name of the Directors	Category	No. of Board Meetings Attended During the year	No. of Equity Shares held as on March 31, 2023	Attendance at previous AGM Held on 30th September, 2022 (Y-Yes, N-No)	Directorship in other Companies (including section 8 Company)	Chair-person	Member
Mr. Prasanna Shirke	Whole Time Director	5	0	Y	-	-	-
Mrs. Shubhada Shirke	Non Executive Director (Women Director)	5	0	Y	-	-	-
Ms. Sonal Atal	Non Executive Independent Director (w.e.f. 30.09.2021)	5	0	N	-	-	-
Mr. Kamlesh Tiwari	Non Executive Independent Director	5	0	N	-	-	-

Directorship in other listed entities as on March 31, 2023:

Name of the Directors	Category	Directorship in other listed Entities During the year	Category of Directorship
Mr. Prasanna Shirke	Whole Time Director	Nil	NA
Mrs. Shubhada Shirke	Non Executive Director (Women Director)	Nil	NA
Ms. Sonal Atal	Independent Director	1	NA
Mr. Kamlesh Tiwari	Independent Director	Nil	NA

The Board periodically reviews the compliance report of all laws applicable to the Company. All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all Companies in which they are Directors.

The particulars of Directors, who are proposed to be re-appointed at the ensuing AGM, are given in the Notice convening the AGM.

Further, there are no inter-se relationships between our Board Members except Mr. Shubhada Prasanna Shirke and Mr. Prasanna Yadav Shirke being relative and promoter of the Company.

Audit Committee

The Audit Committee comprises of experts specializing in accounting / financial management. During the Financial Year 2022-2023, 4 (Four) Meetings were held on 25th May, 2022, 13th August, 2022, 14th November, 2022 and 13th February, 2023. The time gap between any two meetings was not more than 4 months and the Company has complied with all the requirements as mentioned under the Listing Agreement/SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Details of the composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	04
2	Mr. Prasanna Shirke	Member, Executive Director	04
3	Mrs. Shubhada Shirke	Member, Non-Executive Director	04

The terms of reference of the Audit Committee are in order to cover the matters specified under revised Regulation 17(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This Committee has powers and roles comprising of Financial Reporting and disclosure, recommendation of appointment/removal of Auditors, reviewing of company's results, evaluation of Independent Directors performances.

Nomination and Remuneration Committee

The Committee's constitution and terms of reference are in compliance with provisions of section 178 of the Companies Act, 2013, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

During the Financial Year 2022-23, **04 (Five) meetings of the Committee** were held on 25th May, 2022, 13th August, 2022, 14th November, 2022 and 13th February, 2023

Details of composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	04
2	Mr. Prasanna Shirke	Member, Executive Director	04
3	Mrs. Shubhada Shirke	Member, Non-Executive Director	04

This Committee has powers to recommend/ approve remuneration, Identification of Persons who are qualified to become director, Recommend to the board their appointment and removal, approve remuneration of Non Executive Directors.

The performance evaluation criteria for independent directors are defined in Performance Evaluation Policy, which is available on our website www.nyssacorporationltd.com.

Remuneration Policy for Key Managerial Personnel and other Employees of the Company

As per listing regulation the Company is required to frame Remuneration Policy for Key Managerial Personnel and Other employees. The Nomination and Remuneration Committee are responsible for Identifying suitable person eligible to become director and recommend to the Board their appointment and removal. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce.

Details of remuneration paid to Directors and Key Managerial Personnel are as under:

(In Rs.)

Sr. No.	Name of Directors and KMP	Designation	Fixed Salary per annum			Comm- ission	Sitting Fees	Total
			Basic	Perqu- isite/Allo- wance	Total Fixed Salary			
1	Mr. Prasanna Yadav Shirke	Whole-time Director	-	-	-	-	-	-
2	Mrs. Shubhada Prasanna Shirke	Director	-	-	-	-	-	-
3	Ms. Sonal Atal	Independent Director	-	-	-	-	29000/-	29000/-
4	Mr. Kamlesh Tiwari	Independent Director	-	-	-	-	-	-
5	Mr. Nikita Ashok Poddar	Company Secretary	192000/-	-	192000/-	-	-	192000/-

Further, there is no pecuniary relationship or transactions of the non-executive director's vis-à-vis the Company. None of the Executive Directors are eligible for payment of any severance fees.

Stakeholders' Relationship Committee

The terms of reference are in line with Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews Shareholder's/ Investor's complaints like non-receipt of Annual Report, physical transfer/ transmission/transposition, split/ consolidation of share certificates, issue of duplicate share certificates etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

During the Financial Year 2022-23, **04 (Five) meetings of the Committee** were held on 25th May, 2022, 13th August, 2022, 14th November, 2022 and 13th February, 2023

Details of the composition of the Committee and attendance during the year are as under:

Sr. No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	04
2	Mr. Prasanna Shirke	Member, Executive Director	04
3	Mrs. Shubhada Shirke	Member, Non-Executive Director	04

The details of complaints received and resolved during the Financial Year ended March 31, 2023 are given in the Table below. The complaints relate to non-receipt of annual report, dividend, share transfers, other investor grievances, etc.

Details of complaints received and resolved during the Financial Year 2022-23:

Particulars	Number of Compliant
Opening as on April 1, 2022	-
Received during the year	-
Resolved during the year	-
Closing as on March 31, 2023	-

General Body Meetings

Financial Year	Date	Location of the Meeting	Time	Special Resolution (s) Passed
2019-20	31 st December, 2020	Mewad Bhawan, Sonawala Road, Sonawala Estate, Goregaon (East), Mumbai - 400 063, Maharashtra, India	09.00 A.M	01
2020-21	30 th September, 2021	Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063	09:00A.M	01
2021-22	30 th September, 2022	Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063	09:00A.M	00

No Special Resolution was passed by the Company last year through Postal Ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing a Special Resolution through Postal Ballot.

Training for Board Members

Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to conduct familiarization programme enabling the Independent Directors of the Company to understand the Company's business in depth that would facilitate their active participation in managing the Company.

The Company has adopted a system to familiarize its Independent Directors with the Company, to make them aware of their roles, rights & responsibilities in the Company, and nature of the industry in which the Company operates business model of the Company, etc.

Performance Evaluation

The performance evaluation process is a constructive mechanism for improving board effectiveness, maximizing strengths and tackling weaknesses, leading to an immediate improvement in performance throughout the organization. The Board of the Company has carried out the annual performance evaluation of its own performance, the Directors individually including the Chairman of the Board as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee on parameters such as attendance and participation in the Meetings, preparedness for the meetings, understanding of the Company & the external environment in which it

operates, contribution to strategic direction, raising of valid concerns to the Board, constructive contribution to issues, active participation at meetings and engaging with & challenging the management team without confronting or obstructing the proceeding of the Board and its Committee meetings of which the Director is a member pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors at its meeting. The Directors expressed their satisfaction with the evaluation process.

Disclosures

I. Related Party Transactions

The transactions with related parties as per Accounting Standard AS-18 are set out in Notes to accounts under Schedule 1 Notes to Accounts Point 2 forming part of financial statements. Further, no transactions were entered into with Related Parties as defined under Section 188 the Companies Act, 2013. Further, there were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

II. Managing Director Certification

Certification on financial statements pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been obtained from the Managing Director of the Company. Extract of the same is given at the end of this Report.

III. Code of Conduct for Directors

The Board has laid down Codes of Conduct for Executive Directors and for Non-Executive/ Independent Directors of the Company. The Codes of Conduct have been circulated to the Board and the compliance of the same has been affirmed by them. A declaration signed by the MD in this regard is given at the end of this Report.

IV. Subsidiary Companies

The Company does not have any subsidiary / Associate company and has not entered into joint venture with any other company.

V. Risk Management & Internal Control

The board has ultimate responsibility for risk management and internal control, including for the determination of the nature and extent of the principal risks it is willing to take to achieve its strategic objectives and for ensuring that an appropriate culture has been embedded throughout the organization. The Company has implemented a comprehensive 'Enterprise Risk Management' framework in order to understand the risks they are exposed to, put controls in place to counter threats, and effectively pursue their objectives and further to anticipate, identify, measure, mitigate, monitor and report the risks, details of which are given in the Risk Management section under 'Management Discussion and Analysis Report' which forms part of this Annual Report. The team presents their key audit findings of every quarter to the Audit Committee. The management updates the members about the remedial actions taken or proposed for the same. The suggestions and comments from the Committee members are vigilantly incorporated and executed by the Company.

VI. Independent Directors

The Independent Directors of the Company have the option and freedom to meet and interact with the Company's Management as and when they deem it necessary. They are provided with necessary resources and support to enable them to analyze the information/data provided by the Management and help them to perform their role effectively.

VII. Compliance with mandatory / discretionary requirements under Regulation 27 read with Schedule II Part E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has complied with all mandatory requirements under Regulation 27 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance with non mandatory recommendations under Regulation 27 and Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

- Separate posts of Chairman and CEO: The Company has separate post for Whole-time Director;
- Modified opinion in Audit Report: The Company has moved to unmodified audit opinion regime
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

VIII. 14.8 Review of Directors' Responsibility Statement:

The Board in its report has confirmed that the annual accounts for the financial year ended 31st March, 2023 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

IX. Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended 31st March, 2023.

X. Recommendation by Committee:

The Board has accepted all recommendations made by its committees during the financial year ended 31st March, 2023.

XI. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part, given below:

Nature of Payments	Amount (Rs. In Lakhs)
Statutory Audit	0.35
Tax Audit	-
Other Services including reimbursement of expenses	-
Total	0.35

XII. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of Complaints
a.	Complaints filed during the financial year	Nil
b.	Complaints disposed of during the financial year	Nil
c.	Complaints pending as on end of the financial year	Nil

XIII. Disclosure of the compliance with Corporate Governance:

The Company has complied with the Regulations 17-20, 22-23, 24A, 25-27 and Clauses (b) to (i) of sub regulations (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, during the financial year ended 31st March, 2023. Regulations 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

Means of Communication

The quarterly and annual financial results are normally published in Financial Express (English) and Lokmat (Marathi) newspapers. The following information is promptly uploaded on the Company's website viz. www.nyssacorporationltd.com.

General Shareholder Information**i. Annual General Meeting**

Day, Date & Time : Saturday, 30th September, 2023 at 09.00 AM (IST)

Venue : Through VC or OAVM

ii. Financial year : April 1, 2023 to March 31, 2024

Financial Calendar (Tentative) – Financial Year 2023-24

1st Quarter : On or before 15th August, 2023

2nd Quarter : On or before 15th November, 2023

3rd Quarter : On or before 15th February, 2024

4th Quarter : On or before 30th May, 2024

iii. Dividend

In order to conserve the resources for the further growth of the Company, your Directors think fit not to recommend any dividend for the year under review.

iv. Listing with Stock Exchange:

The Company confirms that it has paid the Annual Listing Fees for the year 2023-24 to BSE, where the Company's Equity Shares are listed.

v. Stock Code / Symbol

BSE Security Code : 504378
ISIN in (NSDL and CDSL) : INE812K01027
Corporate Identity Number (CIN) : L70101MH1981PLC024341

vi. Market Price Data

The market price data i.e. monthly high and low prices of the Company's shares on BSE Limited (BSE) are given below:

Month	*BSE	
	Share Price (Rs.)	
	High	Low
Apr-2022	7.76	6.21
May-2022	7.00	5.40
Jun-2022	6.02	6.79
Jul-2022	5.68	6.50
Aug-2022	5.15	6.25
Sep-2022	5.19	9.90
Oct-2022	7.98	8.56
Nov-2022	7.05	7.19
Dec-2022	6.59	7.20
Jan-2023	6.78	7.30
Feb-2023	5.80	5.87
Mar-2023	5.00	5.00

Source: BSE Website

vii. Performance in comparison

The company Fully Paid Share Price versus BSE Sensex



viii. Registrar & Transfer Agent

Link Intime India Private Limited
 C-101, 247 Park, L.B.S.Marg, Vikhroli West,
 Mumbai – 400083, Maharashtra, India.
 Tel No.: 022 - 4918 6270
 E-mail: rnt.helpdesk@linkintime.co.in

ix. Share Transfer System

Share Transfers in physical form can be lodged with Link Intime India Pvt Ltd. The transfers are normally processed within 15 days from the date of receipt if the documents are complete in all respects.

x. Distribution of shareholding

No. of Equity Shares Held	No. of Shareholders	% age of Shareholders	No. of Shares held	% age of Shareholding
0-50	11207	79.84	1250299	4.17
501-1000	1186	8.45	994005	3.31
1001-2000	699	4.98	1061908	3.54
2001-3000	254	1.81	654233	2.18
3001-4000	134	0.95	481555	1.61
4001-5000	116	0.83	546585	1.82
5001-10000	183	1.30	1370705	4.57
10001 & Above	258	1.84	23640710	78.80
TOTAL	14037	14037	30000000	100.00

xi. Shareholding Pattern as on 31st March, 2023:

Sr. No.	Category	Total No. of Shares held (of Re. 1/- each)	% of Total Shareholdings
1.	Promoter Group	7952580	26.51
2.	Financial Institutions / Banks	0.00	0.00
3.	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	11715714	39.05
4.	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1565528	5.22
5.	Ltd Liability Partnership	5877	0.02
6.	Hindu Undivided Family	872773	2.91
7.	Non Resident Indians	127699	0.43
8.	Clearing Member	68865	0.23
9.	Bodies Corporate	7690964	25.64
	Total	30000000	100.00

xii. Top 10 Shareholders as on March 31, 2023

SN	For Each of the Top 10 Shareholders	Shareholding as on 31 st March, 2023	
		No. of shares	% of total shares of the company
1.	Nirshilp Commodities And Trading Private Limited	555000	1.85
2.	Manoj Jain HUF	514239	1.71
3.	Valecha Investment Private Ltd.	429000	1.43
4.	Seminary Tie-Up Private Limited	415000	1.38
5.	Priteshkumar H Shah	383226	1.28
6.	Hasmukhbhai Manilal Shah	373880	1.24
7.	Superline Trading Private Limited	360000	1.20
8.	Graceunited Real Estate Private Limited	317170	1.06
9.	Religare Finvest Ltd	214000	0.71
10.	Balveer Singh Choudhary	213865	0.71

xiii. Dematerialization of Shares and Liquidity

According to the requirements of the Securities & Exchange Board of India (SEBI) the shares of the company are to be compulsorily traded in a dematerialized form. Consequently the company had written to its shareholders advising them that they had the option of converting their shareholdings from the physical form to the electronic form. As of 31st March, 2023, a total number of 29996000 shares, representing 99.99% of the total shares of the company have been dematerialized.

xiv. Address for Correspondence

Office No - 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road, Goregaon (East), Mumbai – 400063, Maharashtra, India.

xv. Plant Location

On behalf of the Board of Directors

Place: Mumbai
Date: September 7, 2023

sd/- sd/-
Prasanna Shirke Shubhada Shirke
Whole Time Director Director
DIN: 07654053 DIN: 07654041

Registered Office:
Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

CERTIFICATION FROM THE WHOLE-TIME DIRECTOR AND DIRECTOR:

In terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the BSE , I hereby certify as under:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

There have been no

- i. Significant changes in internal control over financial reporting during the year;
- ii. Significant changes in accounting policies during the year;
- iii. Instances of fraud of which we have become aware and the involvement therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

On behalf of the Board of Directors

Place: Mumbai
Date: September 7, 2023

sd/-	sd/-
Prasanna Shirke	Shubhada Shirke
Whole Time Director	Director
DIN: 07654053	DIN: 07654041

Registered Office:
Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Nyssa Corporation Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nyssa Corporation Limited**[CIN:L70101MH1981PLC024341] having Registered Office Office No: 002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E) Mumbai - 400 063, Maharashtra, India(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number(DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that *except Mr. Kamlesh Ramraj Tiwari (DIN:02679805), whose DIN was deactivated due to non-filing DIR-3 KYC*, none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	DIN No./PAN	Names of Directors/ KMP	Date of Appointment
1.	07654053	Mr. Prasanna Yadav Shirke	10/11/2016
2.	07654041	Mrs. Shubhada Prasanna Shirke	10/11/2016
3.	09308801	Ms. Sonal Atal	30/09/2021
4.	BBIPP2707D	Ms. Nikita Ashok Poddar	22/10/2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: August 22, 2023

sd/-
Kavita Raju Joshi
Practising Company Secretary
Membership Number: 9074
COP No: 8893
UDIN: F009074E000843921
Peer review No. 2159/2022

DECLARATION BY THE WHOLE-TIME DIRECTOR ON 'CODE OF CONDUCT'

I hereby confirm that:

The Company has obtained from all the members of the Board and senior management, affirmation that they have complied with the Code of Conduct as applicable to them.

On behalf of the Board of Directors

sd/-

Prasanna Shirke

Whole Time Director

DIN: 07654053

Place: Mumbai

Date: September 7, 2023

Registered Office:

Office No. 002, Gulmohar Complex,
Opposite Anupam Cinema, Station Road,
Goregaon(East), Mumbai 400063,
Maharashtra, India.

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

UNDERSECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**To,
The Members of
Nyssa Corporation Limited**

I have examined the compliance with the conditions of Corporate Governance by Kanani Industries Limited ('the Company') for the year ended March 31, 2023, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended March 31, 2023, *except the followings*:

- *The appointment of Chief Financial Officer was yet to be made during the aforesaid Audit period;*
- *As informed by the management, the company is in process to file form with ROC for appointment of Internal Auditor;*
- *The Company's is in process of updating website;*
- *The Company is in process of filing ACTIVE Form INC- 22A with the Ministry of Corporate Affairs;*

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

sd/-

Kavita Raju Joshi

Practising Company Secretary

Membership Number: 9074

COP No: 8893

UDIN: F009074E000843921

Peer review No. 2159/2022

Place: Mumbai

Date: August 22, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of
Nyssa Corporation Limited

Report on the Audit of the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Nyssa Corporation Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income) the Cash Flow Statement for the year then ended and Statement of changes in Equity and a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ('The Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its Profit, Cash flows and changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

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

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue Recognition <ul style="list-style-type: none">Revenue of the Company is from sale of shares of companies listed on Stock Exchanges. Revenue is a key performance indicator of the company	<p>Our audit work included, but was not restricted to, performing the following procedures:</p> <ul style="list-style-type: none">We assessed the appropriateness of the Company's revenue recognition policies, by comparing with applicable accounting standards.We obtained an understanding of the process and assessed the design, implementation and operating effectiveness of the management's key controls in relation to revenue recognition. We also tested the Company's controls over timing revenue recognition.We also tested on sample basis whether revenue transactions around the year end have been recognised in appropriate period on the basis of contracts.We also reviewed the appropriateness of presentation of these events in the 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 Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors are 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 Board of Directors 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 Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the 'Order'), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to information and explanation given to us, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
3. Further to our comments in Annexure 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 of the accompanying standalone financial statements.
 - 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 standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act,
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, , none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31st March, 2023 and the operating effectiveness of such controls, refer to our separate report in **Annexure B**; and
 - 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. There are no pending litigations of the Company and accordingly, no disclosure of the impact on its financial position as at 31st March, 2023;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2023;.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2023.
 - iv. a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities including foreign entities ('intermediaries') with the understanding whether recorded in writing or otherwise that the intermediaries shall whether directly or indirectly lend or invest in any other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries;

- b. The Management has represented to the best of its knowledge and belief no funds have been received by the Company from any person or the 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 parties (Ultimate Beneficiaries') or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries
- c. Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has to their notice that has caused them to believe that the management representations under sub clause (a) and (b) contain any material misstatements.
- v. The Company has not declared any dividend during the year under review.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For G P Sharma & Co LLP
Chartered Accountants
Firm number: 109957W / W100247

sd/-

Utkarsh Sharma
Partner
M.No. 147906
UDIN: 23147906BGUNSJ1184

Place : Mumbai
Date: May 30, 2023

Annexure - A to the Independent Auditors' Report

Annexure – A referred to in the Independent Auditors' Report of even date to the members of Nyssa Corporation Limited on the standalone financial statements for the year ended 31st March, 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. In respect of fixed assets, according to the information and explanation given to us :
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant & Equipment.
 - (B) No Intangibles are owned by the Company.
 - (b) According to the information and explanation given to us, the Company has a regular program of physical verification of its Property Plant & Equipment by which Property Plant & Equipment are verified in reasonable intervals. In accordance with this program, certain Property Plant & Equipment were verified during the year and no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, no immovable properties are held by the Company and accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
 - (d) The Company has not revalued its Property, Plant and Equipment or Intangible assets during the year ended 31st March, 2023.
 - (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. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- ii. In respect of inventories :
 - (a) The management has conducted physical verification of inventory at reasonable intervals during the year. The procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business. The company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification as compared to book records.
 - (b) According to the information and explanation given to us, the Company does not have any working capital limits from banks or financial institutions during the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments or provided any guarantee or security to companies, firms, limited liability partnership or any other parties during the year. The Company has granted unsecured loans to companies in respect of which the requisite information is as below.
 - (a) As per the information and explanations given to us the Company has made investments and provided loans, as below:

Particulars	Investments (Rs. In Lacs)	Loans (Rs. In Lacs)
Aggregate amount granted during the year		
Partnership Firm	(102.90)	Nil
Others	Nil	65.00
Balance outstanding as at balance sheet date		
Partnership Firm	285.02	Nil
Others	63.80	1539.34

- (b) As informed, in respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans and loans having opening balances, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans and loans having opening balances, there is no amount which is overdue for more than ninety days.

- (e) There were no loans which fell due during the year and were renewed or extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
 - (f) As informed to us by the Company, no loans were granted during the year to related parties under Section 2(76) of the Act, which are repayable on demand or where no schedule for repayment of principal and interest has been stipulated by the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has complied with Sections 185 and 186 of the Companies Act, 2013 (“the Act”).
 - v. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act from the public. Thus, Clause (v) of Para 3 of the Order is not applicable to the Company.
 - vi. We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section (1) of section 148 of the Companies Act, 2013 for any of the services rendered by the Company. Accordingly, the provisions of paragraph 3(vi) of the Order are not applicable to the company
 - vii. (a) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including income tax, and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, Goods & services tax, duty of customs, employees’ state insurance and duty of excise.
 - (b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, and other material statutory dues were in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanation given to us, there is no disputed income tax or goods and service tax or duty of customs or duty of excise or cess which have not been deposited on account of any dispute.
 - viii. As per the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
 - ix. (a) According to the records of the Company examined by us and information and explanation given to us, there are no borrowings of the Company. Accordingly, the requirement to report on clause 3(ix)(a) of the Order is not applicable to the Company.
 - (b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
 - (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) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
 - (e) According to the explanations given to us, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) According to the explanations given to us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
 - x. (a) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, Clause 3 (x) of Para 3 of the Order are not applicable to the Company.
 - (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company
 - xi. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.
 - xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of Para 3 of the Order is not applicable to the Company.

- 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 and details of such transactions have been disclosed in the financial statements under “Related Party Disclosure” as required by the applicable accounting standards
- xiv. (a) In our opinion and based on our examination, the company has not appointed an internal auditor for the year.
(b) In the absence of an internal auditor, no internal auditor reports were available for consideration during the 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. (a) As informed, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 since business advances amounting to INR 627.80 lakhs have been inadvertently included under loans. Accordingly, reporting under clauses 3(xvi)(a) of the Order are not applicable to the Company. We have relied on the representations made by the Company
(b) As informed by the Company, the Company has not has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company
(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. According to the information and explanations given to us, the company has not incurred any cash losses in the financial year and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed to the financial statements, 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 the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our examination of the financial statement of the company the provisions of Section 135 of the Act is not applicable to the Company and hence, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For G P Sharma & Co LLP
Chartered Accountants
Firm number: 109957W / W100247

sd/-

Utkarsh Sharma
Partner
M.No. 147906
UDIN: 23147906BGUNSJ1184
Place : Mumbai
Date: May 30, 2023

Annexure - B to the Independent Auditor's Report

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

In conjunction with our audit of the standalone financial statements of Nyssa Corporation Limited ('the Company') as of 31 March 2023 we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditors' Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('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 ICAI. 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 with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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 statement and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

For G P Sharma & Co LLP**Chartered Accountants****Firm number: 109957W / W100247**

sd/-

Utkarsh Sharma**Partner****M.No. 147906****UDIN: 23147906BGUNSJ1184****Place : Mumbai****Date: May 30, 2023**

BALANCE SHEET AS ON 31ST MARCH, 2023

(Amount in Lakhs)

Particulars	Note Ref	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	0.04	0.10
(b) Other Intangible Assets		-	-
(c) Financial Assets			
(i) Investments	3	348.82	437.19
(ii) Loans	4	1,955.49	1,592.96
(iii) Other Financial Assets		-	-
(d) Deferred Tax Assets (Net)	5	0.04	0.02
(e) Other non-current assets	6	168.32	243.80
		2,472.71	2,274.07
(2) Current Assets			
(a) Inventories	7	99.32	202.06
(b) Financial Assets			
(i) Trade Receivables	8	127.39	127.39
(ii) Cash & Cash Equivalents	9	16.34	14.14
(iii) Loans	10	211.65	209.05
(c) Current Tax Assets (Net)	11	24.91	6.58
(d) Other Current Assets	12	134.00	134.00
		613.61	693.23
TOTAL ASSETS		3,086.31	2,967.30
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	300.00	300.00
(b) Other Equity	14	2,480.32	2,392.50
TOTAL EQUITY		2,780.32	2,692.50
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities		-	-
(b) Deferred Tax liability (Net)	-	-	-
		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	15	149.20	146.05
(b) Other Current Liabilities	16	156.80	128.75
		306.00	274.80
TOTAL EQUITY AND LIABILITIES		3,086.31	2,967.30
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For and on Behalf of the Board

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSJ1184

sd/-

Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2023

(Amount in Lakhs)

Particulars	Note Ref	F. Y. 2022-23	F. Y. 2021-22
I. Revenue from Operations	17	470.11	1,490.08
II. Other Income	18	81.88	83.72
III. Total Income (I +II)		551.98	1,573.80
IV. Expenses:			
Cost of Land, Plots & Constructed Properties & Development Rights	19	77.00	2.48
Purchase of Stock-in-Trade	20	159.77	1,123.03
Change in inventories of finished goods & work in progress	21	102.74	85.65
Employee Benefit Expense	22	10.12	12.42
Financial costs	23	0.02	0.43
Depreciation & Amortisation	24	0.05	0.05
Other Expenses	25	102.69	87.45
IV. Total Expenses		452.39	1,311.50
V. Profit before tax	(III - IV)	99.60	262.30
VI. Tax Expense:			
(1) Current Tax			
- Income Tax		25.00	68.00
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		0.49	(26.99)
(3) Deferred Tax		(0.01)	(0.01)
(4) MAT Credit entitlement			0.00
VI. Profit/(Loss) for the period from Continuing Operations	(V - VI)	74.12	221.30
VII. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		0.00	0.00
(ii) Tax relating to items that will not be reclassified to profit or loss	0.00	0.00	
Other Comprehensive Income for the year, net of tax		0.00	0.00
IX. Total Comprehensive Income for the period (VII+VIII)	(VI + VII)	74.12	221.30
X. Earning per equity share (Basic and Diluted)		0.25	0.74
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

For and on Behalf of the Board

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSJ1184

sd/-

Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount in Lakhs)

	31.03.2023	31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax and extra ordinary items	99.60	262.30
Add: Other Comprehensive Income	13.70	
Items that will not be reclassified to profit or loss	-	-
Adjustment For :		
Share of (profit)/loss from investment in partnership firm	(3.03)	(18.39)
Profit / Loss on sale of Assets	-	-
Depreciation/amortization on continuing operation	0.05	0.05
Interest expenses	-	0.41
Operating profit before working capital changes	110.31	244.37
Movement in Working Capital :		
Increase/(decrease) in Inventory	102.74	85.65
Increase/(decrease) in Trade receivables	-	-
Increase/(decrease) in Short Term Loan & Advances	(2.60)	45.02
Increase/(decrease) in Current Liabilities	28.05	(0.93)
Increase/(decrease) in Trade Payable	3.15	(9.30)
Increase/(decrease) in Other Current Assets	-	55.00
Direct taxes paid (net of refunds)	(43.81)	(22.90)
Net Cash Flow from Operating Activities(A)	197.83	396.91
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments /withdrawl in Partnership Firm	99.87	177.85
Investment in Shares	(11.50)	(50.11)
Sale proceeds of Fixed Assets	-	-
Share of (profit)/loss from investment in partnership firm	3.03	18.39
Net Cash Flow from Investing Activities(B)	91.40	146.13
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed (Repayment) from long term borrowing	-	-
Increase in Advances Given	(287.05)	(601.40)
Interest Paid	-	(0.41)
Net Cash Flow from Financing Activities(C)	(287.05)	(601.80)
Net increase/(decrease) in cash & cash equivalents(A+B+C)	2.19	(58.76)
Cash and Cash equivalents (Opening Balance)	14.14	72.91
Cash and Cash equivalents (Closing Balance)	16.34	14.14

Previous year figure have been regrouped/ reclassified wherever necessary.

As per our Report of even date

For and on Behalf of the Board

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSJ1184

sd/-

Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2023

Equity Share Capital

Equity share capital of face value Rs. 1.00 each	No. of Shares	(Amount in Lakhs)
Balance as at April 1, 2022	300.00	300.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2023	300.00	300.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2023	300.00	300.00

(Amount in Rs.)

Other equity	Reserves and Surplus			Other Comprehensive Income	
	Capital Reserve	Securities Premium	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2022	10,24,970	4,27,50,000	17,33,45,018	-	21,71,19,988
Profit for the period	-	-	2,21,29,796	-	2,21,29,796
Other Comprehensive Income for the year	-	-	-	-	-
Balance as on 31st March 2023	10,24,970	4,27,50,000	19,54,74,814	-	23,92,49,784
Profit for the period	-	-	74,12,231	-	74,12,231
Other Comprehensive Income for the year	-	-	-	13,69,620	13,69,620
Balance as on 31st March 2023	10,24,970	4,27,50,000	20,28,87,045	13,69,620	24,80,31,635

Significant Accounting Policies & Notes on Accounts

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

For and on Behalf of the Board

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSJ1184

sd/-

Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

NON-CURRENT ASSETS**NOTE 2 : PROPERTY, PLANT & EQUIPMENTS**

(Amount in Lakhs)

Particulars	Computer & Printer	Fingerprint Biometric System	Camera	Water Dispenser	Air Conditioner	Total
Gross Block						
As on 01/04/2022	-	-	-	-	0.27	0.27
Additions/Adjustment	-	-	-	-	-	-
As on 31/03/2023	-	-	-	-	0.27	0.27
Accumulated Depreciation						
As on 01/04/2022	-	-	-	-	0.18	0.18
For the year 2022-23	-	-	-	-	0.05	0.05
As on 31/03/2023	-	-	-	-	0.23	0.23
Net Block as on 31/03/2022	-	-	-	-	0.10	0.10
Net Block as on 31/03/2023	-	-	-	-	0.04	0.04

NOTE 3 : FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2023	As at March 31, 2022
Investments in Equity Instruments		
(i) Unquoted Equity Shares		
Shree Vindhya Paper (4000 Shares)	-	2.20
S-Ancial Technologies Private Limited	63.80	50.11
Total (i)	63.80	52.31
(ii) Investment in Partnership Firm (at Cost)		
Mark Developers (99%)	285.02	384.89
Total (ii)	285.02	384.89
Total (i+ii)	348.82	437.19

Investment in Partnership Firm	Partner Name	Share of Partner March 31, 2023 and March 31, 2022
Mark Developers	Nyssa Corporation Ltd	99.00%
	Ronak Shah	1.00%

NOTE 4 : FINANCIAL ASSETS - LOANS

Particulars	As at March 31, 2023	As at March 31, 2022
Loans and Advances: (Unsecured, Considered Good)	1,955.49	1,592.96
Total	1,955.49	1,592.96

NOTE 5 : DEFERRED TAX LIABILITY (NET)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets on Account of:		
Depreciation	0.04	0.02
Total	0.04	0.02

NOTE 6 : OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
Other Business Advances	163.00	240.00
Duties & Taxes Refundable	5.32	3.80
Total	168.32	243.80

CURRENT ASSETS**NOTE 7 : FINANCIAL ASSETS - INVENTORIES**

Particulars	As at March 31, 2023	As at March 31, 2022
Finished Good	99.32	202.06
Work in Progress	-	-
Total	99.32	202.06

NOTE 8 : FINANCIAL ASSETS - TRADE RECEIVABLES

Particulars	As at March 31, 2023	As at March 31, 2022
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date they are due for payment	127.39	127.39
	-	-
Less: Provision for doubtful Debts	-	-
Total	127.39	127.39

NOTE 9 : FINANCIAL ASSETS - CASH AND CASH EQUIVALENT

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Bank		
- Current account	13.92	11.05
Cash in hand	2.42	3.09
Fixed Deposit with Bank	-	-
Total	16.34	14.14

NOTE 10 : FINANCIAL ASSETS - LOANS

Particulars	As at March 31, 2023	As at March 31, 2022
Loans & Advance	211.65	209.05
Total	211.65	209.05

NOTE 11 : CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2023	As at March 31, 2022
Tax Assets (Net of Provision of tax)	24.91	6.58
Total	24.91	6.58

NOTE 12 : OTHER CURRENT ASSETS

(Amount in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Business Advances	134.00	134.00
Total	134.00	134.00

ANNEXURE 2 : TRADE PAYABLES

Particulars	Outstanding For Following Periods From Due Date of Payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	3.05	4.17	25.00	113.84	146.05
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	3.05	4.17	25.00	113.84	146.05

ANNEXURE 3 : TRADE RECEIVABLES

Particulars	Outstanding For Following Periods From Due Date of Payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	-	-	107.85	-	19.54	127.39
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
	-	-	107.85	-	19.54	127.39

NOTE 13 : EQUITY SHARE CAPITAL

(Amount in Lakhs)

	As at March 31, 2023		As at March 31, 2022	
A. Authorised:				
52,000,000 equity shares of Rs. 1/- each (Previous Year 52,000,000 equity shares of Rs. 1/- each)	520.00	520.00	520.00	520.00
Total	520.00	520.00	520.00	520.00
B. Issued, Subscribed & Fully Paid-up:				
3,00,00,000 equity shares of Rs. 1/- each (Previous Year 30,000,000 equity shares of Rs. 1/- each)	300.00	300.00	300.00	300.00
Total	300.00	300.00	300.00	300.00

Disclosures:

(Amount in Lakhs)

(i) Details of Shareholding in excess of 5%

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of Shares held	%	Number of Shares held	%
Rekha Ruia	30.00	10.00	30.00	10.00
Shailja Ruia	30.00	10.00	30.00	10.00

(ii) Details of Shareholding by Promoters

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of Shares held	%	Number of Shares held	%
Rekha Ruia	30.00	10.00	30.00	10.00
Shailja Ruia	30.00	10.00	30.00	10.00
Ravindrakumar Ruia	6.44	2.15	6.44	2.15
Innocent Infrastructure Private Limited	13.09	4.36	13.09	4.36
Sushilkumar Nevatia	0.00	0.00	0.00	0.00
Total	79.53	26.51	79.53	26.51

NOTE 14: OTHER EQUITY

(Amount in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Capital reserve	10.25	10.25
(b) Security Premium	427.50	427.50
(c) Retained Earnings	2,028.87	1,954.75
(d) Other Comprehensive Income	13.70	-
Total	2,480.32	2,392.50

The Company has only one class of equity shares having a par value of Rs.1 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 ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would 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.

CURRENT LIABILITIES

(Amount in Lakhs)

NOTE 15 : FINANCIAL LIABILITIES - TRADE PAYABLES

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payable: Others	149.20	146.05
Total	149.20	146.05

NOTE 16: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
Other Liabilities	126.36	126.36
Statutory Liabilities	30.44	2.39
Total	156.80	128.75

NOTE 17 : REVENUE FROM OPERATIONS

Particulars	F.Y. 2022-23	F.Y. 2021-22
Sale of Shares	470.00	1,490.00
Total	470.00	1,490.00

NOTE 18 : OTHER INCOME

Particulars	F.Y. 2022-23	F.Y. 2021-22
Profit/(Loss) from Partnership Firm-Mark Developers	3.03	18.39
Dividend Received	0.02	0.06
Interest Received	78.83	65.28
R/Off	0.00	0.00
Total	81.88	83.72

NOTE 19 : COST OF LAND, PLOTS & CONSTRUCTED PROPERTIES & DEVELOPMENT RIGHTS

Particulars	F.Y. 2022-23	F.Y. 2021-22
Building Material	-	0.90
Property Tax	-	1.58
TDR Cost	77.00	-
Total	77.00	2.48

NOTE 20 : PURCHASE OF STOCK

Particulars	F.Y. 2022-23	F.Y. 2021-22
Purchase	158.82	1,119.93
Add: DP Charges	0.13	0.27
Add: Securities Transaction Tax	0.58	1.77
Add: Stock Exchange Charges	0.24	1.05
Total	159.77	1,123.03

NOTE 21 : CHANGE IN INVENTORIES

Particulars	F.Y. 2022-23	F.Y. 2021-22
Inventories at the beginning of the year		
Finished goods	202.06	287.71
Inventories at the end of the year		
Finished Goods	99.32	202.06
Total	102.74	85.65

NOTE 22 : EMPLOYMENT BENEFIT EXPENSES

Particulars	F.Y. 2022-23	F.Y. 2021-22
Salaries & Wages	10.12	12.42
Total	10.12	12.42

NOTE 23 : FINANCIAL COST

Particulars	F.Y. 2022-23	F.Y. 2021-22
Interest Expense	-	0.41
Bank Charges	0.02	0.02
Total	0.02	0.43

NOTE 24 : DEPRECIATION & AMORTISATION

Particulars	F.Y. 2022-23	F.Y. 2021-22
Depreciation on Tangible assests	0.05	0.05
Total	0.05	0.05

NOTE 25 : OTHER EXPENSES

Particulars	F.Y. 2022-23	F.Y. 2021-22
Advertisement Expenses	-	0.44
Audit Fees	0.40	0.30
Balance Written off	2.35	-
Business Promotion	15.36	0.36
Electricity Expenses	-	0.40
GST Expense	0.05	5.06
Insurance Charges	-	0.07
Listing Charges	3.00	3.00
Office Expenses	7.20	18.06
Printing & Stationery Expenses	0.80	0.55
Professional & Legal Fees	31.37	23.22
Repairs & Maintenance	22.98	13.60
Rent Paid	0.18	0.72
ROC Fees	-	0.60
Share transfer Fees	1.15	0.84
Stamp Duty Charges	-	18.85
Telephone Expenses	0.02	0.10
Travelling Expenses	5.42	1.30
Appeal Fees	0.12	-
RTA Fees	0.98	-
Staff Welfare Expense	0.13	-
Donation	10.00	-
Subscription	1.18	-
Total	0.05	0.05

Schedule"1" SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS
FOR THE YEAR ENDED 31.03.2023:

1. Significant Accounting Policies:

(a) Basis of Preparation:

The financial statements have been prepared and presented in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of Companies Act, 2013. 3('the Act') (to the extent notified) read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India(SEBI). The financial statements are prepared on going concern, accrual and historical cost basis except for the following assets which have been measured at Fair Value:

(a) Non-Current Investments measured at Fair Value.

(b) Accounting 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.

(c) Classification of Assets and Liabilities as Current and Non-Current:

All Assets and Liabilities have been classified as current or noncurrent based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

(d) Revenue Recognition:

1. Income from Sale of Shares:

Sale of shares is being accounted on the basis of date of settlement of transaction.

2. Revenue from constructed properties

- i. Assets given on perpetual lease are considered sold in the year in which the agreement to sell is executed and revenue is recognized on the percentage of completion method of accounting referred to in (ii) below.
- ii. Revenue from constructed properties is recognized on the "percentage of completion method". Total sale consideration as per the agreements to sell constructed properties entered into is recognized as revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 30 per cent or more of the total estimated project cost. Project cost includes cost of land, estimated construction and development cost of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognized in the period such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

3. Property, Plant & Equipment's:

(i) Tangible Assets:

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assessment:

Asset Class	Useful lives
Furniture and fixtures	10 years
Office Equipments	5 years

(ii) **Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

4. Depreciation/ Amortization:

All Fixed assets are capitalized at cost inclusive of legal and/or installation and incidental expenses, less accumulated depreciation. The Company provides depreciation on straight line basis on the basis of useful lives of assets as specified in Schedule II to the Companies Act, 2013. Depreciation on assets sold / purchased during the year is proportionately charged.

5. Foreign Currency Translation:

Transactions in foreign currencies i.e. other than the Company's functional currency of India rupees are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

6. Borrowing Costs:

- (i) Borrowing Cost that is directly attributable to the acquisition, construction or production of qualifying asset is capitalized as part of cost of such asset.
- (ii) Borrowing cost other than those directly attributable to the acquisition, construction or production of a qualifying asset are recognized as expense in the period in which they are incurred.

7. Financial instruments:

- (i) Financial assets and liabilities are recognized when the Company becomes party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.
- (ii) Financial assets at fair value through other comprehensive income
Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.
- (iii) Financial assets at fair value through profit or loss
Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

8. Inventories:

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

9. Employee Benefits:

The Provided Fund and Gratuity is not applicable to the company in view of number of employees is less than the required as per respective act.

10. Taxation:

Tax expense comprises current and deferred tax.

- a. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and the tax Laws prevailing in the respective Tax jurisdiction where the Company operates. the tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to the items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

- b. Deferred income taxes reflect the impact of timing differences between the taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to the items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
- c. Deferred Tax Liabilities are recognized for all taxable timing differences.
- d. Deferred Tax Assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- e. The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes down the carrying amount of deferred Tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.
- f. Minimum Alternative Tax(MAT) paid in a year is charges to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is a convincing evidence that the company will pay normal income tax during the specified period.i.e.the period for which MAT credit is allowed to be carried forward.IN the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note On Accounting For Credit Available in respect of Minimum Alternative Tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement”.
- g. The company reviews the “MAT credit Entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.
- h. Current and deferred tax for the year :
Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in to her comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

11. Provisions, Contingent Liabilities and Contingent Assets:

- (i) Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.
- (ii) Contingent liability is disclosed for
 - (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
 - (b) 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.
- (iii) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realised.

12. Segment Reporting:

- (i) Business Segments have been identified on the basis of nature of products/services. The Company’s operations relate to trading of shares, Investment Activities, and construction business.
- (ii) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “unallowable”.
- (iii) Segment Assets and Segment Liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allotted to a segment on reasonable basis, have been disclosed as “unallowable”

13. Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount

of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

2) **Notes to Accounts:-**

i) The company has entered as a partner into partnership for development of land in and around Surat district of Gujarat in the name of M/s Mark Developers. The amount paid to this partnership, is classified as investment.

ii) Related Party Disclosure as per Accounting Standard 18 on “Related Party Disclosures”:

(A) Names of the related parties and description of relationship:

Enterprises where control exist :

(i) **Key Management Personnel**

(a) Mr. Prasanna Shirke

(b) Ms. Nikita Poddar

(ii) **Associates Concern**

(a) Mark Developers - Partnership Firm

(b) Innocent Infrastructure Private Limited

(B) The following transaction was carried out with related parties in the ordinary course of business :-

(Rs in Lacs)

	Mark Developers - Partnership Firm		Innocent Infrastructure Pvt. Ltd		Key Management Personnel	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Introduction/(Withdrawal) in Firm (Net)	(102.90)	177.86)	(51.00)	-	--	--
Remunerations	-	-	-	-	1.92	1.99

(C) Year End Balance

(Rs in Lacs)

Particular		Current Year	Pervious Year
Key Management Personnel	CR	NIL	NIL
Investment in Partnership Firm-Mark Developers	DR	281.98	384.88
Advances to Innocent Infrastructure Pvt. Ltd	DR	80.00	80.00

iii) In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. In the opinion of the Board of directors, the provisions for all the liabilities are adequate and not in excess of the amounts considered reasonably necessary and there are no contingent liabilities outstanding on the balance sheet date.

iv) Earnings Per Share:

Particular	Current Year (Rupees)	Previous Year (Rupees)
Face Value Per Share	1	1
Profit after tax (excluding excess/short) provision of taxation earlier years written back/(off)	74,11,224	2,21,29,796
Number of shares used in computing Basic & Diluted EPS (Calculated by using Weighted Average Method)	3,00,00,000	3,00,00,000
Earning Per Share – Basic & Diluted	0.25	0.74

- v) There are no amounts due and outstanding to be credited to investor education & protection fund as at 31st March, 2023.
- vi) The company has identified two reportable segments viz. Realty & Investment. Segments have been identified and reported taking into account nature of products & services, the differing risk and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.
- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which are relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.
 - Segment assets and segment liabilities represent assets and liabilities in respective segment. Other assets & liabilities that cannot be allocated to segment on reasonable basis have been disclosed as “Unallocable”.

2. Primary Segment Information:

S.No.	Particular	Realty		Investment	
		2022-23	2021-22	2022-23	2021-22
1	Segment Revenue				
	External Turnover	0.03	434.76	548.92	1120.66
	Less: Inter Segment				
	Net Turnover	0.03	434.76	548.92	1120.66
2	Segment Result				
	Net profit before interest & Tax	(131.02)	283.58	244.31	(39.67)
	Less: Interest	-	-	-	-
	Profit before Tax	(131.02)	283.58	244.31	(39.67)
3	Other Information				
	Capital Employed (Assets –Liabilities)	1649.69	1763.80	823.27	673.20

- vii) Auditors remuneration & expenses charges to accounts:-

	2022-23	2021-22
Statutory Audit Fees	35,400/-	35,400/-
Tax Audit Fees	-	-
TOTAL	35,400/-	35,400/-

- viii) Balances of debtors, creditors and Loan & advances are subject to confirmation.

- ix) Other statutory information:

- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 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 beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- 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:

- a. 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
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
5. The Company does not have any such 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.
 6. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
 7. The Company is not declared wilful defaulter by any bank or financial institution or lender during the year.
 8. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 9. The Company does not have any transactions with companies which are struck off.
- x) The previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSJ1184

For and on Behalf of the Board

sd/-

Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of
Nyssa Corporation Limited

Opinion

We have audited the accompanying consolidated financial statements of **Nyssa Corporation Limited** (“the Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the consolidated Balance Sheet as at March 31, 2023, the consolidated statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of changes in equity and the consolidated cash flows Statement for the year then ended, 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 consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31st March, 2023, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year then ended.

Basis for Opinion

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

Key Audit Report

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

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue Recognition <ul style="list-style-type: none">Revenue of the Company is from sale of shares of companies listed on Stock Exchanges. Revenue is a key performance indicator of the company	<p>Our audit work included, but was not restricted to, performing the following procedures:</p> <ul style="list-style-type: none">We assessed the appropriateness of the Company's revenue recognition policies, by comparing with applicable accounting standards.We obtained an understanding of the process and assessed the design, implementation and operating effectiveness of the management's key controls in relation to revenue recognition. We also tested the Company's controls over timing revenue recognition.We also tested on sample basis whether revenue transactions around the year end have been recognised in appropriate period on the basis of contracts.We also reviewed the appropriateness of presentation of these events in the financial statements.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- d. Conclude on the appropriateness of Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern
- e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- f. Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

Report on Other Legal and Regulatory Requirements

As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the auditors, to the extent available, on separate financial statements of the subsidiaries, we report that the Holding Company whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

Since Companies (Auditor's Report) Order, 2020 ('the Order') is Not Applicable to a Partnership Firm consolidated in the financial statements, the requirement to report any qualifications or adverse remarks under clause (xxi) of paragraph 3 of the Order is Not Applicable.

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- 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 consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e. On the basis of the written representations received from the directors of the Holding Company and its subsidiary, to the extent applicable and taken on record by the Board of Directors of the Holding Company and its subsidiary companies, to the extent applicable none of the directors of the Group companies covered under the Act, are disqualified as on 31st March, 2023 from being appointed as 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 Holding Company, its subsidiary companies, to the extent applicable, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in ‘**Annexure A**’;
- 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 and based on the consideration of the report of the other auditors, if any, on separate financial statements as also the other financial information of the subsidiaries in India, to the extent applicable, whose financial statements have been audited under the Act:
- i. The Group did not have any pending litigations which would impact its financial position.
 - ii. In the consolidated financial statements, the Holding Company, its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2023
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March, 2023. Further, there were no amounts which were required to be transferred to Investor Education and Protection Fund by the subsidiary companies and associate companies covered under the Act, during the year ended 31st March, 2023
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company or its subsidiaries or its associates to or in any other persons or entities including foreign entities (‘intermediaries’) with the understanding whether recorded in writing or otherwise that the intermediaries shall whether directly or indirectly lend or invest in any other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any such subsidiaries and its associates (‘Ultimate Beneficiaries’) or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented to the best of its knowledge and belief no funds have been received by the Holding Company or any such subsidiaries and its associates from any person or the 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 parties (Ultimate Beneficiaries’) or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries
 - c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The Company has not declared any dividend during the year under review.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For G P Sharma & Co LLP
Chartered Accountants
Firm number: 109957W / W100247

sd/-

Utkarsh Sharma
Partner
M.No. 147906
UDIN: 23147906BGUNSR8434

Place : Mumbai
Date: May 30, 2023

“Annexure A” to the Independent Auditors’ Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2023, we have audited the internal financial controls over financial reporting of **Nyssa Corporation Limited** (“the Holding Company”) and its subsidiary company, if any, (the Holding Company and its subsidiaries together referred to as ‘the Group’) as of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI 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 issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

We believe that the audit evidence we have obtained the audit evidence which is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, if any as aforesaid.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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 Holding Company and its subsidiary company, if any, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSR8434

Place : Mumbai

Date: May 30, 2023

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2023

(Amount in Lakhs)

Particulars	Note Ref	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	1.37	2.09
(b) Financial Assets			
(i) Investments	3	63.80	52.31
(ii) Loans	4	1,955.49	1,592.96
(iii) Other Financial Assets		-	-
(c) Deferred Tax Assets (Net)	5	0.02	0.02
(d) Other non-current assets	6	168.32	243.80
		2,189.00	1,891.18
(2) Current Assets			
(a) Inventories	7	516.80	660.60
(b) Financial Assets			
(i) Trade Receivables	8	140.15	140.15
(ii) Cash & Cash Equivalents	9	17.75	16.86
(iii) Loans	10	214.05	211.45
(c) Current Tax Assets (Net)	11	24.91	6.58
(d) Other Current Assets	12	147.70	153.70
		1,061.36	1,189.34
TOTAL ASSETS		3,250.36	3,080.51
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	300.00	300.00
(b) Other Equity	14	2,480.31	2,392.50
(c) Non-controlling Interest		0.58	0.55
TOTAL EQUITY		2,780.89	2,693.05
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	1.32	1.32
(b) Deferred Tax liability (Net)	6.10	-	-
		1.32	1.32
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	16	158.23	155.09
(b) Other Current Liabilities	17	309.92	231.06
		468.16	386.15
TOTAL EQUITY AND LIABILITIES		3,250.36	3,080.51
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For and on Behalf of the Board

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSR8434

sd/-

Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31st MARCH, 2023**

(Amount in Lakhs)

Particulars	Note Ref	F. Y. 2022-23	F. Y. 2021-22
I. Revenue from Operations	18	530.61	1,702.26
II. Other Income	19	78.84	65.34
III. Total Income (I+II)		609.45	1,767.60
IV. Expenses:			
Cost of Land, Plots & Constructed Properties & Development Rights	20	81.16	15.99
Purchase of Stock-in-Trade	21	159.77	1,123.03
Change in inventories of finished goods & work in progress	22	143.80	255.42
Employee Benefit Expense	23	10.12	15.97
Financial costs	24	0.02	0.43
Depreciation & Amortisation	25	0.29	0.38
Other Expenses	26	114.67	93.90
IV. Total Expenses		509.83	1,505.11
V. Profit before tax	(III - IV)	99.63	262.48
VI. Tax Expense:			
(1) Current Tax			
- Income Tax		25.00	68.00
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		0.49	-26.99
(3) Deferred Tax		(0.01)	-0.01
(4) MAT Credit entitlement			
VI. Profit/(Loss) for the period from Continuing Operations	(V - VI)	74.14	221.48
VII. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive Income for the year, net of tax		-	-
IX. Total Comprehensive Income for the period (VII+VIII)	(VI + VII)	74.14	221.48
Less: Minority Shares		0.03	0.19
		74.11	221.30
X. Earning per equity share (Basic and Diluted)		0.25	0.74
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For and on Behalf of the Board

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

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M.No. 147906

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Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR
ENDED 31ST MARCH, 2023**

(Amount in Lakhs)

	31.03.2023	31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax and extra ordinary items	99.63	262.48
Add: Other Comprehensive Income	13.70	
Items that will not be reclassified to profit or loss	-	-
Adjustment For :		
Depreciation/amortization on continuing operation	0.29	0.38
Profit / Loss on sale of Assets	0.42	-
Interest expenses	-	0.41
Operating profit before working capital changes	114.03	263.27
Movement in Working Capital :		
Increase/(decrease) in Inventory	143.80	255.42
Increase/(decrease) in Short Term Loan & Advances	(2.60)	42.63
Increase/(decrease) in Other Current Assets	6.00	55.00
Direct taxes paid (net of refunds)	(43.81)	(22.90)
Increase/(decrease) in Current Liabilities	78.86	9.61
Increase/(decrease) in Trade Payable	3.15	(9.00)
Net Cash Flow from Operating Activities(A)	299.42	594.03
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments in Fixed Deposit	(11.50)	(50.11)
Net Cash Flow from Investing Activities(B)	(11.50)	(50.11)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed (Repayment) from long term borrowing	-	-
Increase in Advances Given	(362.53)	(598.89)
Increase in Other Non Current Advances	75.49	(2.51)
Interest Paid	-	(0.41)
Net Cash Flow from Financing Activities(C)	(287.05)	(601.80)
Net increase/(decrease) in cash & cash equivalents(A+B+C)	0.88	(60.88)
Cash and Cash equivalents (Opening Balance)	13.86	74.74
Cash and Cash equivalents (Closing Balance)	14.73	13.86

Previous year figure have been regrouped/ reclassified wherever necessary.

As per our Report of even date

For and on Behalf of the Board

For G P Sharma & Co LLP

Chartered Accountants

Firm number: 109957W / W100247

sd/-

Utkarsh Sharma

Partner

M.No. 147906

UDIN: 23147906BGUNSR8434

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Prasana Yadav Shirke

Whole Time Director

DIN:07654053

sd/-

Shubhada Shirke

Director

DIN:07654041

sd/-

Nikita Poddar

Company Secretary

M. No. A59406

Place : Mumbai

Date: May 30, 2023

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR YEAR ENDED MARCH 31, 2023**

Equity Share Capital

Equity share capital of face value Rs. 1.00 each	No. of Shares	(Amount in Lakhs)
Balance as at April 1, 2021	300.00	300.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2022	300.00	300.00
Changes in equity share capital during the year	-	-
Balance as at March 31, 2023	300.00	300.00

(Amount in Rs.)

Other equity	Reserves and Surplus			Other Comprehensive Income	
	Capital Reserve	Securities Premium	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2022	10,24,970	4,27,50,000	17,33,45,018	-	21,71,19,988
Profit for the period	-	-	2,21,29,797	-	2,21,29,797
Other Comprehensive Income for the year	-	-	-	-	-
Balance as on 31st March 2023	10,24,970	4,27,50,000	19,54,74,815	-	23,92,49,785
Profit for the period	-	-	74,11,223	-	74,11,223
Other Comprehensive Income for the year	-	-	-	13,69,620	13,69,620
Balance as on 31st March 2023	10,24,970	4,27,50,000	20,28,86,037	13,69,620	24,80,30,627

Significant Accounting Policies & Notes on Accounts

The accompanying notes form an integral part of the financial statements

As per our Report of even date
For G P Sharma & Co LLP
Chartered Accountants
Firm number: 109957W / W100247

For and on Behalf of the Board

sd/-
Utkarsh Sharma
Partner
M.No. 147906
UDIN: 23147906BGUNSR8434

sd/-
Prasana Yadav Shirke
Whole Time Director
DIN:07654053

sd/-
Shubhada Shirke
Director
DIN:07654041

sd/-
Nikita Poddar
Company Secretary
M. No. A59406

Place : Mumbai
Date: May 30, 2023

NON-CURRENT ASSETS
NOTE 2 : PROPERTY, PLANT & EQUIPMENTS

Particulars	Computer & Printer	Fingerprint Biometric System	Camera	Water Dispenser	Air Conditioner	Furniture	Television	Organic Waste Machine	Total
Gross Block									
As on 01/04/2022	0.20	-	-	-	0.52	0.81	0.19	3.80	5.52
Additions	-	-	-	-	-	-	-	-	-
Adjustments	(0.00)	-	-	-	(0.14)	(0.28)	(0.07)	-	(0.49)
As on 31/03/2023	0.20	-	-	-	0.38	0.52	0.12	3.80	5.04
Accumulated Depreciation									
As on 01/04/2022	0.20	-	-	-	0.34	0.52	0.12	2.24	3.43
For the year 2022-23	-	-	-	-	-	-	-	0.23	0.23
Adjustments	-	-	-	-	-	-	-	-	-
As on 31/03/2023	0.20	-	-	-	0.34	0.52	0.12	2.48	3.67
Net Block as on 31/03/2022	0.00	-	-	-	0.18	0.28	0.07	1.56	2.09
Net Block as on 31/03/2023	-	-	-	-	0.04	-	-	1.33	1.37

NOTE 3 : FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2023	As at March 31, 2022
Unquoted Equity Shares		
Shree Vindhya Paper(4000 Shares)	-	2.20
S-Ancial Technologies Private Limited	63.80	50.11
Total (ii)	63.80	52.31
Total(i+ii)	63.80	52.31

NOTE 4 : FINANCIAL ASSETS - LOANS

Particulars	As at March 31, 2023	As at March 31, 2022
Loans and Advances: (Unsecured, Considered Good)	1,955.00	1,593.00
Total	1,955.00	1,593.00

NOTE 5 : DEFERRED TAX LIABILITY (NET)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets on Account of: Depreciation	0.00	0.00
Total	0.00	0.00

NOTE 6 : OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
Other Business Advances	163.00	240.00
Duties & Taxes Refundable	5.00	4.00
Total	168.00	244.00

CURRENT ASSETS**NOTE 7 : FINANCIAL ASSETS - INVENTORIES**

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	517.00	661.00
Total	517.00	661.00

NOTE 8 : FINANCIAL ASSETS - TRADE RECEIVABLES

(Amount in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date they are due for payment	140.15	140.15
	-	-
Less: Provision for doubtful Debts	-	-
Total	140.15	140.15

NOTE 9 : FINANCIAL ASSETS - CASH AND CASH EQUIVALENT

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Bank		
- Current account	14.00	13.00
Cash in hand	3.00	4.00
Fixed Deposit with Bank	-	-
Total	18.00	17.00

NOTE 10 : FINANCIAL ASSETS - LOANS

Particulars	As at March 31, 2023	As at March 31, 2022
Loans & Advance	214.00	211.00
Total	214.00	211.00

NOTE 11 : CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2023	As at March 31, 2022
Tax Assets (Net of Provision of tax)	25.00	7.00
Total	25.00	7.00

NOTE 12 : OTHER CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
Other Business Advances	148.00	154.00
Total	148.00	154.00

ANNEXURE 2 : TRADE PAYABLES

Particulars	Outstanding For Following Periods From Due Date of Payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	3.35	4.47	25.32	121.95	155.09
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	3.35	4.47	25.32	121.95	155.09

ANNEXURE 3 : TRADE RECEIVABLES

Particulars	Outstanding For Following Periods From Due Date of Payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	-	-	107.85	-	32.30	140.15
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
	-	-	107.85	-	32.30	140.15

NOTE 13 : EQUITY SHARE CAPITAL

(Amount in Lakhs)

	As at March 31, 2023		As at March 31, 2022	
A. Authorised: 52,000,000 equity shares of Rs. 1/- each (Previous Year 52,000,000 equity shares of Rs. 1/- each)	520.00	520.00	520.00	520.00
Total	520.00	520.00	520.00	520.00
B. Issued, Subscribed & Fully Paid-up: 3,00,00,000 equity shares of Rs. 1/- each (Previous Year 30,000,000 equity shares of Rs. 1/- each)	300.00	300.00	300.00	300.00
Total	300.00	300.00	300.00	300.00

Disclosures:**(i) Details of Shareholding in excess of 5%**

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of Shares held	%	Number of Shares held	%
Rekha Ruia	30.00	10.00	30.00	10.00
Shailja Ruia	30.00	10.00	30.00	10.00

(ii) Details of Shareholding by Promoters

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of Shares held	%	Number of Shares held	%
Rekha Ruia	30.00	10.00	30.00	10.00
Shailja Ruia	30.00	10.00	30.00	10.00
Ravindrakumar Ruia	6.44	2.15	6.44	2.15
Innocent Infrastructure Private Limited	13.09	4.36	13.09	4.36
Sushilkumar Nevatia	0.00	0.00	0.00	0.00
Total	79.53	26.51	79.53	26.51

NOTE 14 : OTHER EQUITY

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Capital reserve	10.25	10.25
(b) Security Premium	427.50	427.50
(c) Retained Earnings	2,028.86	1,954.75
(d) Other Comprehensive Income	13.70	-
Total	2,480.31	2,392.50

The Company has only one class of equity shares having a par value of Rs.1 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 ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would 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.

NOTE 15 : FINANCIAL LIABILITIES - BORROWINGS

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured Loan	1.00	1.00
Total	1.00	1.00

CURRENT LIABILITIES**NOTE 16 : FINANCIAL LIABILITIES - TRADE PAYABLES**

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payable: Others	158.00	155.00
Total	158.00	155.00

NOTE 17 : OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023	As at March 31, 2022
Other Liabilities	279.00	229.00
Statutory Liabilities	31.00	2.00
Total	310.00	231.00

NOTE 18 : COST OF LAND, PLOTS & CONSTRUCTED PROPERTIES & DEVELOPMENT RIGHTS

Particulars	F.Y. 2022-23	F.Y. 2021-22
Sale of Shares	470.11	1,490.08
Sale of Flats & offices	60.50	212.18
FSI Sales	-	-
Total	530.61	1,702.26

NOTE 19 : OTHER INCOME

(Amount in Lakhs)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Interest Received	78.83	65.28
Dividend Received	0.02	0.06
R/off	0.00	0.00
Jobbing Profit/(Loss)	-	-
Maintenance Charges Received	-	-
Transfer Fees	-	-
Other Income	-	-
Total	78.84	65.34

NOTE 20 : COST OF LAND, PLOTS & CONSTRUCTED PROPERTIES & DEVELOPMENT RIGHTS

Particulars	F.Y. 2022-23	F.Y. 2021-22
Building Material	-	7.45
Fire Fighting Expense	-	-
Labour Charges	2.00	-
Property Tax	2.16	8.55
FSI Costing	-	-
Land Cost	-	-
TDR Cost	77.00	-
Total	77.00	2.48

NOTE 21 : PURCHASE OF STOCK

Particulars	F.Y. 2022-23	F.Y. 2021-22
Purchase	158.82	1,119.93
Add: DP Charges	0.13	0.27
Add: Securities Transaction Tax	0.58	1.77
Add: Stock Exchange Charges	0.24	1.05
Total	159.77	1,123.03

NOTE 22 : CHANGE IN INVENTORIES

Particulars	F.Y. 2022-23	F.Y. 2021-22
Inventories at the beginning of the year		
Finished goods	202.06	287.71
Work in Progress	458.54	628.32
Inventories at the end of the year		
Finished Goods	99.32	202.06
Work in Progress	417.49	458.54
Total	143.80	255.42

NOTE 23 : EMPLOYMENT BENEFIT EXPENSES

Particulars	F.Y. 2022-23	F.Y. 2021-22
Salaries & Wages	10.12	15.97
Total	10.12	15.97

NOTE 24 : FINANCIAL COST

Particulars	F.Y. 2022-23	F.Y. 2021-22
Interest Expense	-	0.41
Bank Charges	0.02	0.03
Total	0.02	0.43

NOTE 25 : DEPRECIATION & AMORTISATION

Particulars	F.Y. 2022-23	F.Y. 2021-22
Depreciation on Tangible assests	0.29	0.38
Total	0.29	0.38

NOTE 26 : OTHER EXPENSES

Particulars	F.Y. 2022-23	F.Y. 2021-22
Advertisement Expenses	-	0.44
Audit Fees	0.70	0.60
Balance Write Off	2.35	-
Business Promotion	15.36	0.36
Court Fees	-	-
DSC Charges	-	-
Brokerage Expenses	2.73	-
Electricity Expenses	8.53	5.85
GST Expense	0.05	5.06
Insurance Charges	-	0.07
Listing Charges	3.00	3.00
Office Expenses	7.20	18.65
Printing & Stationery Expenses	0.80	0.55
Professional & Legal Fees	31.37	23.22
Profit/Loss on Sale of Asset	0.42	-
Repairs & Maintenance	22.98	13.70
Rent Paid	0.18	0.72
ROC Fees	-	0.60
Share transfer Fees	1.15	0.84
Stamp Duty Charges	-	18.85
Society Formation Charges	-	-
Telephone Expenses	0.02	0.10
Travelling Expenses	5.42	1.30
Tender Charges	-	-
Appeal Fees	0.12	-
RTA Fees	0.98	-
Staff Welfare Expense	0.13	-
Donation	10.00	-
Subscription	1.18	-
Total	114.67	93.90

Schedule"1" SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS
FOR THE YEAR ENDED 31.03.2023:

1. Significant Accounting Policies:

(a) Basis of Preparation:

The Consolidated financial statements of the Group have been prepared and presented in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of Companies Act, 2013. 3('the Act') (to the extent notified) read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India(SEBI). The financial statements are prepared on going concern, accrual and historical cost basis except for the following assets which have been measured at Fair Value:

(a) Non-Current Investments measured at Fair Value.

(b) Accounting 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.

(c) Classification of Assets and Liabilities as Current and Non-Current:

All Assets and Liabilities have been classified as current or noncurrent based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

(d) Principles of Consolidation

The Consolidated Financial Results comprise of the financial statements of Nyssa Corporation Limited and its subsidiaries (Marks Developers, Partnership Firm) which are consolidated in accordance with Indian Accounting Standard 110 on Consolidated Financial Statements.

The Consolidated Financial Statements relate to Nyssa Corporation Limited ('The Company') and its Subsidiaries have been prepared on the following basis:

1. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.
2. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.
3. The excess of cost to the Company of its investments in the subsidiaries over its portion of equity of subsidiaries at the dates they become subsidiaries is recognized in the financial statements as goodwill.
4. The excess of Company's portion of equity of the subsidiaries over the cost to the Company of its investments at the dates they become subsidiaries is recognized in the financial statements as capital reserve.

(e) Revenue Recognition:

1. Income from Sale of Shares:

Sale of shares is being accounted on the basis of date of settlement of transaction.

2. Revenue from constructed properties

- i. Assets given on perpetual lease are considered sold in the year in which the agreement to sell is executed and revenue is recognized on the percentage of completion method of accounting referred to in (ii) below.
- ii. Revenue from constructed properties is recognized on the "percentage of completion method". Total sale consideration as per the agreements to sell constructed properties entered into is recognized as

revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 30 per cent or more of the total estimated project cost. Project cost includes cost of land, estimated construction and development cost of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognized in the period such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

(f) Property, Plant & Equipment's:

(i) Tangible Assets:

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assessment:

Asset Class	Useful lives
Furniture and fixtures	10 years
Office Equipments	5 years

(ii) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

(g) Depreciation/ Amortization:

All Fixed assets are capitalized at cost inclusive of legal and/or installation and incidental expenses, less accumulated depreciation. The Company provides depreciation on straight line basis on the basis of useful lives of assets as specified in Schedule II to the Companies Act, 2013. Depreciation on assets sold / purchased during the year is proportionately charged.

(h) Foreign Currency Translation:

Transactions in foreign currencies i.e. other than the Company's functional currency of India rupees are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

(i) Borrowing Costs:

- (i) Borrowing Cost that is directly attributable to the acquisition, construction or production of qualifying asset is capitalized as part of cost of such asset.
- (ii) Borrowing cost other than those directly attributable to the acquisition, construction or production of a qualifying asset are recognized as expense in the period in which they are incurred.

(j) Financial instruments:

- (i) Financial assets and liabilities are recognized when the Company becomes party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

(k) Inventories:

Inventories are valued at cost or net realizable Value-Whichever is lower.

(l) Employee Benefits:

- (i) The Provided Fund and Gratuity is not applicable to the company in view of number of employees is less than the required as per respective act.

(m) Taxation:

Tax expense comprises current and deferred tax.

- a. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and the tax Laws prevailing in the respective Tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to the items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
- b. Deferred income taxes reflect the impact of timing differences between the taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to the items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
- c. Deferred Tax Liabilities are recognized for all taxable timing differences.
- d. Deferred Tax Assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- e. The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes down the carrying amount of deferred Tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.
- f. Minimum Alternative Tax (MAT) paid in a year is charges to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is a convincing evidence that the company will pay normal income tax during the specified period.i.e.the period for which MAT credit is allowed to be carried forward.IN the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note On Accounting For Credit Available in respect of Minimum Alternative Tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement”.
- g. The company reviews the “MAT credit Entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.
- h. Current and deferred tax for the year:

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also

recognized in to her comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(n) Provisions, Contingent Liabilities and Contingent Assets:

- (i) Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.
- (ii) Contingent liability is disclosed for
 - (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
 - (b) 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.
- (iii) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.
 - (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
 - (b) 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.
- (iii) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realised.

(o) Segment Reporting:

- (i) Business Segments have been identified on the basis of nature of products/services. The Company's operations relate to trading of shares, Investment Activities, and construction business.
- (ii) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "unallowable".
- (iii) Segment Assets and Segment Liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allotted to a segment on reasonable basis, have been disclosed as "unallowable"

(p) Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

2) Notes to Accounts:-

- i) Related Party Disclosure as per Accounting Standard 18 on "Related Party Disclosures":

- (A) Names of the related parties and description of relationship:

Enterprises where control exist :

(i) Key Management Personnel

- (a) Mr. Prasanna Shirke
- (b) Ms. Nikita Poddar

(ii) Associates Concern

Innocent Infrastructure Private Limited

(B) The following transaction was carried out with related parties in the ordinary course of business :-

(Rs in Lacs)

	Innocent Infrastructure Pvt. Ltd	
	Current Year	Previous Year
Advance s/(Repayment) to Associates Concern	-	(51.00)
Remuneration to KMP	1.92	1.92

(C) Year End Balance

(Rs in Lacs)

Particular		Current Year	Pervious Year
Advances to Innocent Infrastructure Pvt. Ltd	DR	80.00	80.00

iii) In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. In the opinion of the Board of directors, the provisions for all the liabilities are adequate and not in excess of the amounts considered reasonably necessary and there are no contingent liabilities outstanding on the balance sheet date.

iv) Earnings Per Share:

Particular	Current Year (Rupees)	Previous Year (Rupees)
Face Value Per Share	1	1
Profit after tax (excluding excess/short) provision of taxation earlier years written back/(off)	74,11,223	2,21,29,797
Number of shares used in computing Basic & Diluted EPS (Calculated by using Weighted Average Method)	3,00,00,000	3,00,00,000
Earning Per Share – Basic & Diluted	0.25	0.74

iv) There are no amounts due and outstanding to be credited to investor education & protection fund as at 31st March, 2023.

v) The company has identified two reportable segments viz. Realty & Investment. Segments have been identified and reported taking into account nature of products & services, the differing risk and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which are relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.
- b) Segment assets and segment liabilities represent assets and liabilities in respective segment. Other assets & liabilities that cannot be allocated to segment on reasonable basis have been disclosed as “Unallocable”.

2. Primary Segment Information:

(Amount in Lakhs)

S.No.	Particular	Realty		Investment	
		2022-23	2021-22	2022-23	2021-22
1	Segment Revenue				
	External Turnover	60.53	646.94	548.92	1120.66
	Less: Inter Segment				
	Net Turnover	60.53	646.94	548.92	1120.66
2	Segment Result				
	Net profit before interest & Tax	(130.99)	302.16	244.31	(39.68)
	Less: Interest	-	-	-	-
	Profit before Tax	(130.99)	302.16	244.31	(39.68)
3	Other Information				
	Capital Employed (Assets –Liabilities)	1601.81	1760.36	748.09	711.80

vi) Auditors remuneration & expenses charges to accounts:-

(Amount in Rs.)

	2022-23	2021-22
Statutory Audit Fees	65,400/-	65,400/-
Tax Audit Fees	-	-
TOTAL	65,400/-	65,400/-

vii) Balances of debtors, creditors and Loan & advances are subject to confirmation.

viii) Other statutory information:

1. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
2. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
3. 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:
 - a. 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
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
4. 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:
 - a. 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
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
5. The Company does not have any such 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).
6. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
7. The Company is not declared wilful defaulter by any bank or financial institution or lender during the year.
8. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

9. The Company does not have any transactions with companies which are struck off.
- ix) The previous year's figures have been regrouped, rearranged and reclassified wherever necessary.
- x) Additional Information pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read with Section 186 (4) of the Companies Act 2013.

(Amount in Rs.)

Name of the Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount
Parent				
Nyssa Corporation Ltd	100%	27,80,30,627	100.00%	74,11,222
Subsidiary				
Mark Developers	10.27%	2,85,59,960	4.13%	3,06,437
Sub Total	110.27 %	30,65,90,587	104.13 %	77,17,659
Less : Adjustment arising out of consolidation	(10.25%)	(2,85,01,893)	(4.09%)	3,03,373
Less : Minority Interest	(0.02%)	(58,067)	(0.04%)	3,064
Total	100 %	27,80,30,627	100 %	74,11,222

As per our Report of even date
For G P Sharma & Co LLP
Chartered Accountants
Firm number: 109957W / W100247

For and on Behalf of the Board

sd/-
Utkarsh Sharma
Partner
M.No. 147906
UDIN: 23147906BGUNSR8434

sd/-
Prasana Yadav Shirke
Whole Time Director
DIN:07654053

sd/-
Shubhada Shirke
Director
DIN:07654041

sd/-
Nikita Poddar
Company Secretary
M. No. A59406

Place : Mumbai
Date: May 30, 2023

ATTENDANCE SLIP

42nd Annual General Meeting

Nyssa Corporation Limited

[CIN : L70101MH1981PLC024341]

Registered office: Office No - 002, Gulmohar Complex, opposite Anupam Cinema,
Station Road, Goregaon (East), Mumbai - 400063, Maharashtra, India.

Phone: 022-60502425 • Email: nyssacorp@gmail.com • Website: www.nyssacorporationltd.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Date	Venue	Time
30 th September, 2023	Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon (East), Mumbai - 400063,	09:00 AM (IST)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxy holder Mr./Mrs. _____ Signature _____

* *Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 42nd Annual General Meeting of the Company held on Saturday, 30th September, 2023 at 09:00 A.M (IST) at Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai – 400063.

Signature of the Member/ Proxy : _____

Note: Electronic copy of the Annual Report 2022-23 and Notice of the 42nd Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

Physical copy of the Annual Report 2022-23 and Notice of the 42nd Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

42nd Annual General Meeting
Nyssa Corporation Limited
[CIN : L70101MH1981PLC024341]

Registered office: Office No - 002, Gulmohar Complex, opposite Anupam Cinema,
 Station Road, Goregaon (East), Mumbai - 400063, Maharashtra, India.
 Phone: 022-60502425 • Email: nyssacorp@gmail.com • Website: www.nyssacorporationltd.com

Form No. MGT-11
FORM OF PROXY

Name of Member(s)	:		Email Id	:	
Registered Address	:		Folio No.	:	
	:		*DP Id.	:	
No. of Shares held	:		*Client Id.	:	

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
 * Applicable for investors holding shares in electronic form.

I/We, being a member(s) of _____ shares of **Nyssa Corporation Limited** hereby appoint:

1. Mr./Mrs. _____ Email Id: _____
 Address: _____
 _____ Signature: _____
2. Mr./Mrs. _____ Email Id: _____
 Address: _____
 _____ Signature: _____
3. Mr./Mrs. _____ Email Id: _____
 Address: _____
 _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company to be held on Saturday, 30th September, 2023 at 09:00 A.M (IST) at Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr.No.	Resolutions	No. of Shares held	For	Against
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditor's thereon.			
2.	To appoint a Director in place of Mr. Prasanna Shirke (DIN: 07654053) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Special Business: Appointment of Mr. Hemant Gokhale (DIN: 00948846) as an Independent Director			

** This is optional. Please put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of the Member(s)

1. _____
2. _____
3. _____

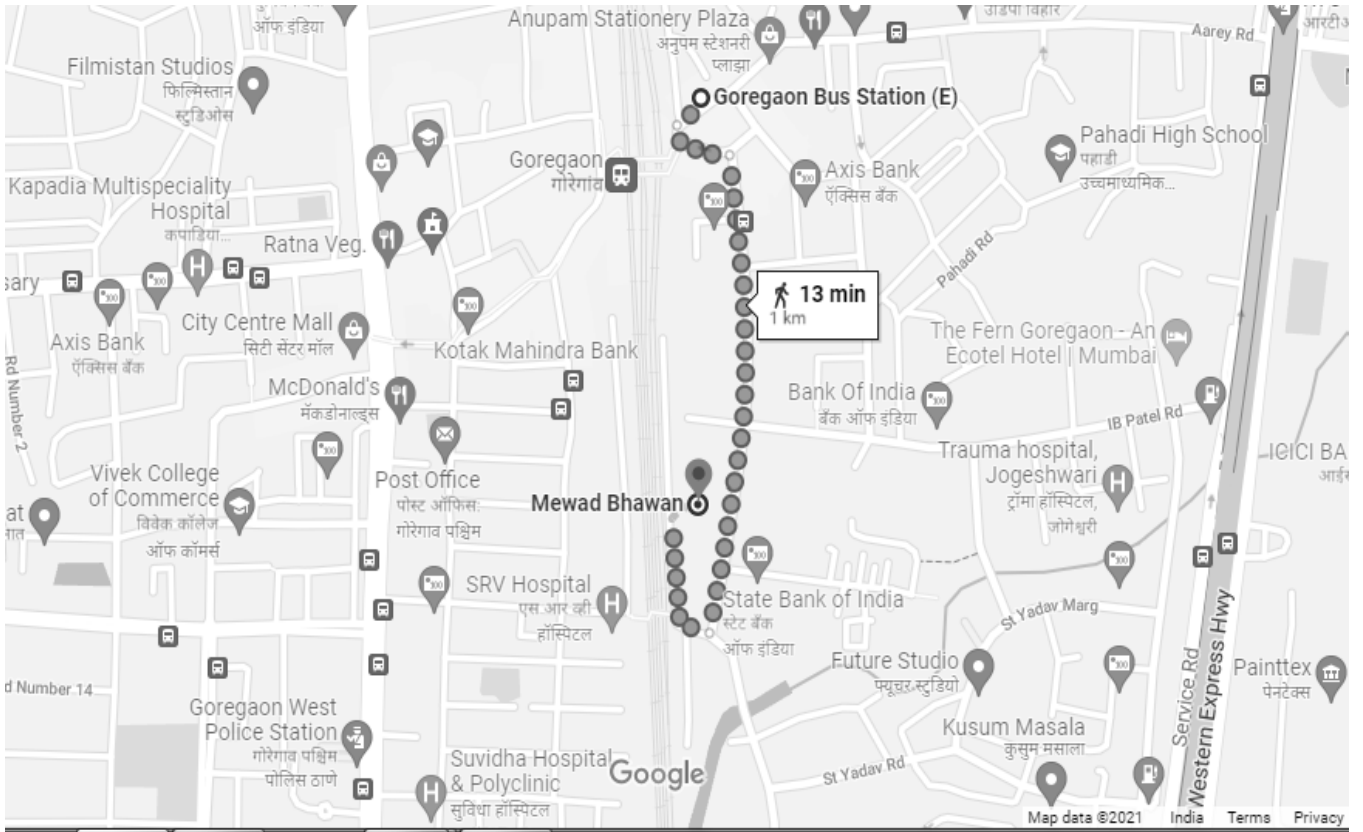
Affix One
rupee
Revenue
Stamp

Signed this _____ day of _____ 2023

Notes:

1. The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

The Route Map for the venue of AGM is given below.



BOOK - POST

If undelivered, please return to:
NYSSA CORPORATION LTD.
002, Gulmohar Complex, Opp. Anupam Cinema,
Station Road, Goregaon (East), Mumbai-400063