

Date: 23/08/2023

To,
The General Manager-Market Operations
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

Ref.: BSE Scrip Code: 543537

Sub.: Annual Report — Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Mam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of Annual Report of the Company for the financial year 2022-23.

Kindly take the same on your records.

Thanking you,
Yours faithfully

FOR SCARNOSE INTERNATIONAL LIMITED

VIMALKUMAR MISHRILAL
SHAH

Digitally signed by
VIMALKUMAR MISHRILAL
SHAH
Date: 2023.08.23
19:49:11 +05'30'

VIMAL SHAH
MANAGING DIRECTOR
DIN: 03011067

Encl.: Annual Report for F.Y. 2022-23

OFFICE

- Scarnose House A/1 & 2, Suvadha Flats, B/h Navrangpura Post Office, Off C.G. Road, AHmedabad-380009
- 503, Sun Square, Nr. Hotel Nest, Off. C.G. Road, Navarangpura, Ahmedabad, Gujarat, India, 380006.

Phone No. : +91 79 4897 5503 **Email ID :** Scarnose13@gmail.com **Website :** www.scarnose.com

Annual Report
2022-23

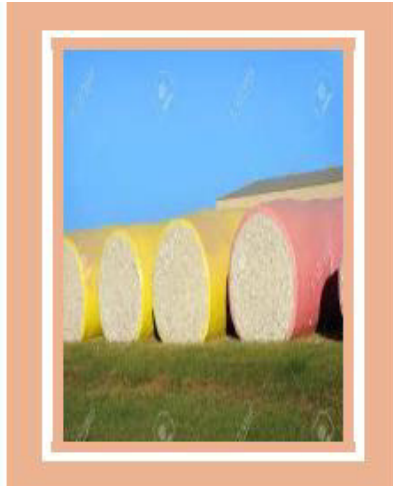
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

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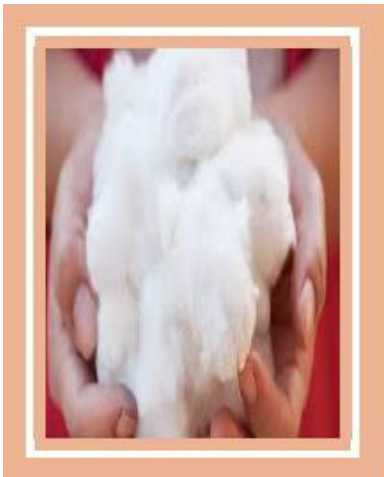
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OUR PRODUCTS

Cotton Bales:



Raw Cotton



Yarn:



Kurtis:



CHAIRMAN'S MESSAGE TO STAKEHOLDERS

Vimalkumar Shah

Managing Director



Dear Shareholders,

It gives me immense pleasure to share my view with our valued stakeholders and present 12th Annual Report for the financial year 2022-23. As it is the first annual report after listing it gives me immense pleasure to share with you that despite the challenging economic environment, I am proud to announce that we have made significant progress and achieved notable results. It has been a year of transformation and a new beginning for the company. The Company successfully came out with the Initial Public

Offering (IPO) with appreciation and support of you all and has been listed on BSE SME Platform on dated 27th June, 2022. We are fortunate and humbled by the response received for the Initial Public Offering (IPO) of the Equity Shares of Scarnose International Limited. The Company has performed very positively and has accepted the changes in the company after listing. As we all know the responsibilities and performance level became high once company gets listed on recognized stock exchange.

I would like to express my gratitude to our shareholders, customers, employees, and partners for their unwavering support and trust. It is their dedication and commitment that has enabled us to navigate through these challenging times successfully.

As we move forward, we will continue to focus on our core values, innovation, and customer-centricity. We are confident that by staying true to our vision and goals, we will achieve greater heights in the coming years.

Sd/-

Vimalkumar Shah

Managing Director

CORPORATE INFORMATION

SCARNOSE INTERNATIONAL LIMITED

CIN: U15400GJ2011PLC064911

REGISTERED OFFICE

503, Sun Square, Nr. Hotel Nest, Off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat.

Email: scarnose13@gmail.com;

Website: www.scarnose.com

Tel. No.: 079-48975503;

BOARD OF DIRECTORS

Name	(DIN)	Designation
Mr. Vimalkumar Mishrilal Shah	03011067	Managing Director
Ms. Dakshita Dadhich	09356713	Non-Executive Director
Mr. Kunjal Jayantkumar Soni	08160838	Independent Director
Mr. Hemal Patel	09344746	Independent Director

KEY MANAGERIAL PERSONNEL

Name	Designation	Name	Designation
Ms. Sanjana Parmar	CFO	Mr. Kunjal Jayantkumar Soni	Chairperson
Mr. Ankita Vivekkumar Shah	Company Secretary	Mr. Hemal Patel	Member
		Mr. Shah Vimalkumar Mishrilal	Member

AUDIT COMMITTEE

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Name	Designation	Name	Designation
Mr. Hemal Patel	Chairperson	Mr. Hemal Patel	Chairperson
Mr. Kunjal Jayantkumar Soni	Member	Mr. Kunjal Jayantkumar Soni	Member
Ms. Dakshita Dadhich	Member	Ms. Dakshita Dadhich	Member

NOMINATION & REMUNERATION COMMITTEE

AUDITORS

STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s. S V J K And Associates Chartered Accountants 813, I Square Business Park, Near Shukan Mall, Besides CIMS Hospital, Science City Road, Sola, Ahmedabad-380060, Gujarat, India. Mail ID: info.caadvisors@gmail.com	M/s. G. R Shah & Associates, Practicing Company Secretary B/406, 4 th Floor, Premium House, Near Gandhi Gram Station, Ahmedabad-380009, Gujarat, India. Mail ID: csgaurang7@gmail.com

REGISTRAR & SHARE TRANSFER AGENT

REGISTRAR & SHARE TRANSFER AGENT	BANKERS
Cameo Corporate Services Ltd Subramanian Building, 1, Club House Road, Chennai, Tamil Nadu,600002 Tel. Number: 44-40020700 Email Id: investor@cameoindia.com Website: www.cameoindia.com	IDFC First Bank Axis bank Ltd

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors hereby submits the 12th Annual report of the business and operations of your Company ("the Company"), along with the audited financial statements, for the financial year ended March 31, 2023.

FINANCIAL RESULTS:

The Company's financial performance for the year ended March 31, 2023 is summarized below:

(Amount in Lakhs)

PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
Revenue from Operations	4,106.93	9,564.58
Other Income	18.08	28.45
Total Income	4,125.01	9,593.02
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	5.70	44.67
Less: Depreciation/ Amortization/ Impairment	2.97	2.07
Profit /loss before Finance Costs, Exceptional items and Tax Expense	2.73	42.60
Less: Finance Costs	1.73	10.15
Profit /loss before Exceptional items and Tax Expense	1.00	32.45
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	1.00	32.45
Less: Tax Expense:		
Current Tax	2.22	9.86
Deferred Tax	(0.81)	1.39
Profit /loss for the year	4.34	33.43

Company's Performance:

The Key highlights pertaining to the business of the Company for the year 2022-23 and period subsequent there to have been given hereunder:

The Total Revenue from operations of the Company during the Financial year 2022-23 was Rs. 4,106.93 Lacs as against the total revenue of Rs. 9,564.58 Lacs in the previous financial year 2021-22.

The Total Expenses of the Company during the financial year 2022-23 was Rs. 4,119.32 Lacs as against the expenses of Rs. 9,548.36 Lacs in the previous financial year 2021-22.

The Profit after tax is Rs. 4.34 Lacs for the financial year 2022-23 as compared to Rs. 33.43 Lacs in the previous financial year 2021-22.

Dividend:

The Board of Directors of your Company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend during the year under review.

Your Directors have taken appropriate remedial action to mitigate the adverse circumstances for better performance and results during the current year.

Transfer to Reserves:

During the year, the Company has not apportioned any amount to other reserve. The profit earned during the year has been carried to the balance sheet of the Company.

Change in Nature of Business:

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

SHARE CAPITAL:**Authorized Capital:**

The present Authorized Capital of the Company is ₹ 3,50,00,000 /- divided into 35,00,000 Equity Shares of ₹ 10/- each. During the year under review the Company has not made any changes in the share capital of the company i.e. as on 31st March, 2023.

Issued, Subscribed & Paid-up Capital:

The present paid-up capital of the Company is ₹ 3,15,01,500/- divided into 31,50,150 Equity Shares of ₹ 10/- each. During the year under review the Company has not made any changes in the share capital of the company i.e. as on 31st March, 2023.

Alteration of Memorandum of Association:

During the year under review the Company has not made any changes in the Memorandum of Association of the company.

Alteration of Articles of Association:

During the year under review the Company has not made any changes in the Articles of Association of the company.

Sweat Equity: -

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

Employees Stock Option Scheme: -

The Company has not provided any Stock Option Scheme to the employees during the year under review.

Initial Public Offer and Listing of Equity Shares:

The Board of Directors had, in its meeting held on April 01, 2022, proposed the Initial Public Offer of 12,00,000 equity shares at such price as may be decided by the Board of Directors in consultation with the Merchant Banker. The Members of the Company had also approved the proposal of the Board of Directors in their Extra-ordinary General Meeting held on April 27, 2022.

Pursuant to the authority granted by the Members of the Company, the Board of Directors has appointed Finshore Management Services Limited as Lead Manager and Cameo Corporate Services Limited as Registrar to the Issue and Share Transfer Agent for the proposed Public Issue.

The Company had applied to BSE Limited ("BSE") for in-principle approval for listing its equity shares on the SME Platform of the BSE. BSE Limited has, vide its letter dated, June 01, 2022, granted its In-Principle Approval to the Company.

The Public Issue was opened on June 14, 2022 and closed on June 17, 2022. The Basis of Allotment was finalized by Company, Registrar to the issue and merchant banker in consultation with the BSE Limited on June 24, 2022. The Company has applied for listing of its total equity shares to BSE Limited ("BSE") and BSE Limited ("BSE") had granted its approval. The trading of equity shares of the Company commenced on June 27, 2022 at SME Platform of BSE Limited ("BSE").

The Equity Shares of the Company are listed on the BSE Limited in SME Segment. The scrip code for Equity Share is 543537. The Company confirms that the annual listing fees to the stock exchange for the financial year 2023-24 have been paid.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:-

The Company does not have any Subsidiary, Joint Venture or Associate Company as on 31st March, 2023.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**Constitution of Board:**

As on the date of this report, the Board comprises following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term & designation	Total Directorship ²	No. of Committee ¹		No. of Shares held as on March 31, 2023
				in which Director is Members	in which Director is Chairman	
Mr. Vimalkumar Mishrilal Shah	Managing Director	08/09/2021 & Managing Director	05	01	00	9,75,000
Mr. Kunjal Soni	Independent Director	06/05/2021 & Independent Director	04	03	03	30
Mr. Hemal Patel	Independent Director	02/10/2021 & Independent Director	02	01	01	0
Ms. Dakshita Dadhich	Non-Executive Director	03/02/2022 & Non-Executive Director	01	01	00	0

¹ Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.

² Excluding LLPs, Section 8 Company & struck of Companies.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 8 listed entities nor any of the Director of the Company serve as Independent Director in more than 7 listed entities.

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Board Meeting:

Regular meetings of the Board are held at least once in a quarter. Additional Board meetings are convened, as and when require, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 8 times on April 01, 2022; April 22, 2022; June 08, 2022; June 22, 2022; August 12, 2022; November 10, 2022; January 18, 2023; March 03, 2023 The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

Name of Director	Mr. Vimalkumar Mishrilal Shah	Mr. Kunjal Jayantkumar Soni	Mr. Hemal Patel	Ms. Dakshita Dadhich
Number of Board Meeting held	08	08	08	08
Number of Board Meetings Eligible to attend	08	08	08	08
Number of Board Meeting attended	08	08	08	08
Presence at the previous AGM	YES	YES	YES	YES

Independent Directors:

As per Schedule IV of the Companies Act 2013 a separate meeting of Independent Directors without the attendance of Non- Independent Directors was held on March 03, 2023 to discuss the agenda items as required under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Independent Directors reviewed the performance of non-independent directors and the Board as whole reviewed the performance of the Chairperson of the Company taking into account the views of executive and non-executive directors and assessed the quality quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

The Company has received necessary declaration from each independent director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the act.

Information on Directorate and Key Managerial Personnel (KMP):

In accordance with the provisions of Section 152 and other applicable provisions if any of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including and statutory modification(s) or re-enactment(s) thereof for the time being in force) Ms. Dakshita Dadhich (Non-Executive Director) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, have offered herself for re-appointment.

Details of Key Managerial Personnel:

In terms of Section 203 of the Companies Act, 2013, the Company has appointed Mr. Vimalkumar M. Shah, Managing Director as Key Managerial Personnel of the Company.

Further, the Company has also appointed Ms. Ankita Vivekkumar Shah as a Company Secretary and Compliance Officer of the Company and Ms. Sanjana Parmar as a Chief Financial Officer of the Company.

Performance Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance board committees and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed meaningful and constructive contribution and inputs in meetings etc. In addition the chairman was also evaluated on the key aspects of his role.

Directors' Responsibility Statement:

Pursuant to section 134(5) of the Companies Act 2013 the board of directors to the best of their knowledge and ability confirm that:

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

COMMITTEE OF BOARD:

The Board of Directors in line with the requirement of the act has formed various committees details of which are given hereunder.

A. Audit Committee:-

The Board of Directors in their meeting held on October 12, 2021 has formed audit committee in line with the provisions Section 177 of the Companies Act 2013. Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

During the year under review the Audit Committee met 4 (Four) times during the financial year 2022-23 April 22, 2022, August 12, 2022, November 10, 2022 and March 03, 2023.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Kunjal Jayantkumar Soni	Independent Director	Chairperson	04	04	04
Mr. Hemal Patel	Independent Director	Member	04	04	04
Mr. Shah Vimalkumar Mishrilal	Managing Director	Member	04	04	04

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting. Further, the Company Secretary of the Company is acting as Secretary to the Audit Committee.

Recommendations of Audit Committee wherever/whenever given have been accepted by the Board.

Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.scarnose.com.

B. Stakeholder's Grievance & Relationship Committee:

The Board of Directors in their meeting held on October 12, 2021 has formed Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

During the year under review Stakeholder's Grievance & Relationship Committee met 3 (Three) time viz on April 01, 2022, November 10, 2022, January 18, 2023. The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Hemal Patel	Independent Director	Chairperson	03	03	03
Mr. Kunjal Jayantkumar Soni	Independent Director	Member	03	03	03
Ms. Dakshita Dadhich	Non-Executive Director	Member	03	03	03

During the year the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31 2019.

C. Nomination and Remuneration Committee:

The Board of Directors in their meeting held on October 12, 2021 has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. Further the committee shall also meet as and when the need arises for review of Managerial Remuneration.

During the year under review Nomination and Remuneration Committee met 3 (Three) time viz on April 01, 2022, April 22, 2022. March 10, 2023 The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the financial year 2022-23		
			Held	Eligible to attend	Attended
Mr. Hemal Patel	Independent Director	Chairperson	03	03	03
Mr. Kunjal Jayantkumar Soni	Independent Director	Member	03	03	03
Ms. Dakshita Dadhich	Non-Executive Director	Member	03	03	03

Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.scarnose.com and is annexed to this Report as **Annexure - A**.

PUBLIC DEPOSIT:

The company has not accepted any deposits from the public. Hence the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

PARTICULARS OF LOANS GUARANTEES INVESTMENTS & SECURITY:

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

EXTRACT OF ANNUAL RETURN:

In accordance with Sections 134(3)(a) & 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, The annual return in Form No.MGT-7 for the financial year 2022-23 will be available on the website of the Company (www.scarnose.com). The due date for filing annual return for the financial year 2022-23 is within a period of sixty days from the date of annual general meeting. Accordingly, the Company shall file the same with the Ministry of Corporate Affairs within prescribed time and a copy of the same shall be made available on the website of the Company (www.scarnose.com) as is required in terms of Section 92(3) of the Companies Act, 2013

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions that were entered during the financial year ended on 31st March,2023 were on arm length basis and ordinary course of business .Particulars of contracts or arrangements with related parties of the Company referred to under Section 188(1) of the Companies Act, 2013 are given in Form AOC - 2 as “Annexure B” and the same forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As the Company does not fall under the mandatory bracket of Corporate Social Responsibility as per Section 135 of the Companies Act, 2013, the Company had not taken any initiative on Corporate Social Responsibility during the year under review.

SECRETARIAL STANDARDS OF ICSI:

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

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

PARTICULAR OF EMPLOYEES:

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

MATERIAL CHANGES AND COMMITMENT:

There are no material changes and commitments affecting the financial position of the Company have occurred between the ends of financial year of the Company i.e. March 31 2023 to the date of this Report.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

To foster a positive workplace environment free from harassment of any nature we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review there were no incidences of sexual harassment reported.

ENERGY CONSERVATION TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Disclosures pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given herewith as Annexure-D.

RISK MANAGEMENT:

A well-defined risk management mechanism covering the risk mapping and trend analysis risk exposure potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact if triggered. A detailed exercise is being carried out to identify evaluate monitor and manage both business and non-business risks.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has an effective internal control system which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditors of the Company carry out review of the internal control systems and procedures. The internal audit reports are reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company.

During the year such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

CORPORATE GOVERNANCE:

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

However, Company is complying with few of the exempted regulations voluntarily and details of same are provided in this report under the respective heading.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.

STATUTORY AUDITOR AND THEIR REPORT:

M/s. S V J K AND ASSOCIATES, Chartered Accountant Firm form Ahmedabad, Gujarat (Firm registration number: 135182W, Membership No. 193591) has appointed as Statutory Auditors at the Annual General Meeting of the Company to fill up casual vacancy caused due to resignation of M/s J S Maheshwari & Co Chartered Accountants Ahmedabad (FRN: 001318C).

M/s. S V J K AND ASSOCIATES, Chartered Accountant Firm form Ahmedabad, Gujarat (Firm registration number: 135182W, Membership No. 193591) shall hold the office as Statutory Auditor of the Company from the conclusion of 12th (Twelve) Annual General Meeting till the conclusion of 17th (Seventeen) Annual General Meeting

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act 2013.

The Auditors' Report does not contain any qualification reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

The Company has received consent letter and eligibility certificate under Sections 139 and 141 of the Act from M/s. S V J K AND ASSOCIATES, Chartered Accountant Firm form Ahmedabad, Gujarat (Firm registration number: 135182W, Membership No. 193591). As required under Regulation 33 of SEBI Listing Regulations they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board of Directors, on the proposal of audit committee, recommends their appointment as Statutory Auditor of the Company to hold office for a period of five consecutive years i.e. from the conclusion of the 12th (Twelveth) Annual General Meeting of the Company, till the conclusion of the 17th (Seventeenth) Annual General Meeting.

REPORTING OF FRAUD:

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR AND THEIR REPORT:

The Company has appointed M/s. G. R Shah & Associates, Practicing Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2022-23 is annexed to this report as an **Annexure - E**. The Secretarial Audit Report has not contained any remark.

VIGIL MECHANISM:

The provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 is not applicable to the Company during the year under review.

MAINTENANCE OF COST RECORD

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

PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Particulars of loans given, investments made, guarantees given and securities provided forms part of the notes to the financial statements.

LOANS FROM DIRECTOR/ RELATIVE OF DIRECTOR:-

During the financial year, the company entered into loan transactions with its directors / relatives of directors. The details of the loans from directors / relatives of directors, including the names of the parties involved, loan amounts, are disclosed in the notes to the financial statements.

WEBSITE:

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely "www.scarnose.com" containing basic information about the Company. The website of the Company is containing information like Policies Shareholding Pattern Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

INSOLVENCY AND BANKRUPTCY CODE:

As per CARO Report of Statutory auditor the provisions of Sec 148 of the Companies Act, 2013 relating to maintenance of cost records is not applicable to the Company.

INDUSTRIAL RELATIONS:

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

GENERAL DISCLOSURE:

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules 2014 and other applicable provisions of the act and listing regulations to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- (vii) Information on subsidiary, associate and joint venture companies.

ACKNOWLEDGEMENT:

Your directors acknowledge the dedicated service of the employees of the Company during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from banker's financial institutions business partners and other stakeholders.

Registered office:
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

**ANNEXURE - A TO DIRECTORS' REPORT:
NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in Compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Board has also constituted Nomination and Remuneration Committee (NRC) as on October 12, 2021. This policy on nomination and remuneration updated by Directors, Key Managerial Personnel and Senior Management has been formulated and approved by the Board of Directors.

1. DEFINITIONS:

- i). **"Act"** means the Companies Act, 2013 (and the rules framed thereunder).
- ii). **"Board"** means Board of Directors of the Company.
- iii). **"Director"** means a director on the Board of the Company.
- iv). **"Committee"** means the Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board.
- v). **"Company"** or **"The Company"** SCARNOSE INTERNATIONAL LIMITED.
- vi). **"Independent Director"** means a Director referred to in Section 149(6) of the Act read with regulation 16(1)(b) of the Listing Regulations.
- vii). **Key Managerial Personnel (KMP) means:**
 - a) the Chief Executive Officer or the managing director or the manager, as applicable;
 - b) the company secretary;
 - c) the whole-time director;
 - d) the Chief Financial Officer; and
 - e) such other officer as may be prescribed.
- viii). **"Senior Management"** shall mean officers/personnel of the Company who are members of its core management team excluding the Board and normally this shall comprise all members of management one level below the executive directors, including all functional heads.
- ix). **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- x). **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes prerequisites as defined under the Income Tax act, 1961.

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

2. OBJECTIVE:

The objectives of this Policy are set forth below:

- (a) to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (independent, executive and non-executive) and persons who may be appointed in Senior Management and Key Managerial Personnel positions;
- (b) to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (c) to ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (d) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management personnel and provide necessary report to the Board for further evaluation by the Board; and
- (e) to ensure that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

3. ROLE OF THE COMMITTEE:

The role of the Committee shall, inter-alia, include the following:

- I. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to, the remuneration of the Directors, Key Managerial Personnel and Senior Management personnel;
- II. formulation of criteria for evaluation of performance of Independent Directors and the Directors;
- III. devising a policy on diversity of the Board;
- IV. identifying persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- V. whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- VI. Any other functions as may be assigned by the Board from time to time.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director and recommend the same to the Board. Key Managerial Personnel other than Managing Director

shall be appointed as per the Act. Senior Management personnel shall be appointed as per the Company's policy formulated in this regard.

- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee shall have authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as a 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.

5. TERM/TENURE:

Managing Director/Whole-time Director:

The Company shall not 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.

Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board and shall 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 of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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

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

6. EVALUATION:

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

7. REMOVAL:

The Committee may recommend with reasons to be recorded in writing, removal of a Director, KMP or Senior Management personnel subject to the provisions and Compliance of the Act and the policy of the Company.

8. RETIREMENT:

The Director, KMP and Senior Management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP and Senior Management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the company.

Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission, as applicable, to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of Act or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) Committee shall make such recommendations to the Board, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Act and the Listing Regulations. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Act shall be subject to ceiling/ limits as provided under the Act or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board or the shareholders of the Company, as the case may be
- c) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i). The Services rendered are of a professional nature; and
 - ii). In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

9. IMPLEMENTATION:

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



ANNEXURE - B TO DIRECTORS' REPORT:

RELATED PARTY TRANSACTIONS

FORM NO. AOC-2 - PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL

- a) Name(s) of the related party and nature of relationship: NA
- b) Nature of contracts / arrangements / transactions: NA
- c) Duration of the contracts / arrangements / transactions: NA
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- e) Justification for entering into such contracts or arrangements or transactions: NA
- f) Date(s) of approval by the Board: NA
- g) Amount paid as advances, if any: NA
- h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 : NA

2. Details of material contracts or arrangement or transactions at arm's length basis - NIL

- a) Name(s) of the related party and nature of relationship: NA
- b) Nature of contracts / arrangements / transactions: NA
- c) Duration of the contracts / arrangements / transactions: NA
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- e) Date(s) of approval by the Board, if any: NA
- f) Amount paid as advances, if any: NA

Notes:

1. As defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 there were no Material Related Party Transaction entered during the F.Y. 2022-2023.
2. All transactions with related parties were in the Ordinary Course of Business and at arm's length basis and were specifically approved by the Audit Committee and the Board of Directors of the Company.

Registered office:
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

Annexure -C
PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase
1.	Vimalkumar Mishrilal Shah	Managing Director	Remuneration	1.85:1	Not Applicable
2.	Kunjai Jayantkumar Soni	Independent Director	Sitting Fees	-	Not Applicable
3.	Hemal Patel	Independent Director	Sitting Fees	-	Not Applicable
4.	Dakshita Dadhich	Non-Executive Director	Sitting Fees	-	Not Applicable
5.	Sanjana Parmar	Chief Financial Officer	Salary	0.57:1	0.00%
6.	Ankita Vivekkumar Shah	Company Secretary	Salary	0.23:1	0.00%

Note: Since there are employees who were appointed during part of the financial year the calculation of percentage increase is not applicable in this case.

- b) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in current financial year was increase by 116.67% over the previous financial year.

- c) The number of permanent employees on the rolls of the Company: 4 permanent Employees as on March 31, 2023.

- d) 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:

The Average 46.43% decrease was made in salary of employees. The remuneration paid to executive directors were within the limit as per approved by the shareholders of the Company.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

Registered office:
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

ANNEXURE D-TO THE DIRECTORS' REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

A. Conservation of Energy	
(i) The steps taken or impact on conservation of energy:	Installed energy-efficient lighting Turn off lights and appliances when they are not in use
(ii) The steps taken by the Company for utilising alternate sources of energy:	The Company has planned to appoint energy advisors to examine and suggest for alternate of energy if possible, using the same for working
(iii) The capital investment on energy conservation equipments:	During the year under review, Company has not incurred any capital expenditure on energy conservation equipment.

B. Technology absorption -																					
(i) The effort made towards technology absorption:	The company is planning to invest in new technology, such as software or hardware, to improve its trading operations.																				
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:	The benefit will be visible in future working.																				
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): a. The details of technology imported: b. The year of import: c. Whether the technology been fully absorbed: d. If not fully absorbed, areas where absorption has not taken place and the reasons thereof:	Not Applicable																				
(iv) Expenditure incurred on research and development:	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>a)</td> <td>Capital</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>b)</td> <td>Recurring (in Rs)</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>c)</td> <td>Total</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>d)</td> <td>Total R&D Expenditure as% of total turnover</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	Sr. No.	Particulars	2022-23	2021-22	a)	Capital	Nil	Nil	b)	Recurring (in Rs)	Nil	Nil	c)	Total	Nil	Nil	d)	Total R&D Expenditure as% of total turnover	Nil	Nil
Sr. No.	Particulars	2022-23	2021-22																		
a)	Capital	Nil	Nil																		
b)	Recurring (in Rs)	Nil	Nil																		
c)	Total	Nil	Nil																		
d)	Total R&D Expenditure as% of total turnover	Nil	Nil																		

C. Foreign exchange earning in terms of actual inflows and actual outflows		
Particulars	2022-23	2021-22
Foreign Exchange earned in terms of Actual Inflows	0	0
Foreign Exchange outgo in terms of Actual Outflows	0	0

Registered office:
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Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah Dakshita Dadhich
Managing Director Director
DIN: 03011067 DIN : 09356713

Annexure - E
SECRETARIAL AUDIT REPORT
Form No. MR-3

For the financial year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SCARNOSE INTERNATIONAL LIMITED
(Formerly known as Scarnose International Private Limited)
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura Ahmedabad 380006.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SCARNOSE INTERNATIONAL LIMITED (Formerly known as Scarnose International Private Limited)** (CIN: U15400GJ2011PLC064911) (hereinafter called "the Company"). 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, 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, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the Company has, during the audit period ended on March 31, 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, in the manner and subject to the reporting made hereinafter:

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

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder as applicable;
- 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 for the financial year ended March 31, 2023**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; **Not applicable to the company for the financial year ended March 31, 2023**
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; **Not applicable to the company for the financial year ended March 31, 2023**
 - 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 for the financial year ended March 31, 2023**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable to the company for the financial year ended March 31, 2023**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 BSE SME.

During the period under review, the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) The Company has not complied with requirement of SDD as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes if any in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent 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.
- d) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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, and regulations and guidelines.

The following event has occurred during the year which has a major bearing on the company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above:

- a) During the year, the company had issued 12,00,000 Equity shares which were issued through fresh issue at an offer price of Rs. 55 per equity shares by virtue of Initial Public Offer (IPO). The equity shares of the company were listed on SME Board of BSE Limited on 27th June, 2022.

FOR, G R Shah & Associates
Company Secretaries
Date: 18-08-2023
Place: Ahmedabad

Gaurang Shah
Proprietor
Mem No.: A38703
COP No.: 14446
UDIN: A038703E000821947
Peer Review No.: 661/2020

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

Annexure A - List of Documents Verified

1. Memorandum and Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors Meeting along with attendance register held during the period under report.
3. Minutes of General Body meetings held during the period under report.
4. Statutory registers records under the Companies Act, 2013 and Rules made there under namely:
 - Register of the Directors and the Key Managerial Personnel
 - Register of the Directors' shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members
5. Declarations received from the Directors of the Company in Form MBP-1 pursuant to the provisions of Section 184 of the Companies Act, 2013.
6. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
7. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
8. Various policies framed by the Company from time to time as required under the Companies Act, 2013.

ANNEXURE- B

To the Members,
SCARNOSE INTERNATIONAL LIMITED
(Formerly known as Scarnose International Private Limited)
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura Ahmedabad 380006.

My Secretarial audit report for the financial year 31st March, 2023 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor's Responsibility

2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. 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. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.
6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

Date: 18-08-2023
Place: Ahmedabad

FOR, G R Shah & Associates
Company Secretaries

Gaurang Shah
Proprietor
Mem No.: A38703
COP No.: 14446
UDIN: A038703E000821947
Peer Review No.: 661/2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS SCENARIO:

Financial Year 2022-23 was a year of very good performance for Scarnose International Limited. The Company would like to maintain its performance in future. The Indian's textiles sector is one of the oldest industries in Indian economy dating back several countries. The close linkage of the textile industry to agriculture (for a raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments both within India and across the world. The textiles industry has made a major contribution to the national economy in terms of net foreign exchange earnings and contribution to the GDP.

OPPORTUNITIES AND THREATS:

Opportunities:

- Technical Textiles.
- Growing domestic market.
- Large Potential Domestic and International Market.
- Vast export market to explore.
- Buyers' preference for India.

Threats:

- Competition from other developing countries especially China.
- Geographical Disadvantage.
- Political/Economic Instability.
- To male balance between price and quality.

OUTLOOK AND FUTURE PROSPECTS:

The textile industry is a well-established with showing strong features and bright future. The textile industry is capital and technology-intensive comparable with automobiles aircraft computers and heavy machinery industry. In comparison with other countries like China the cost of textile production in India is quite less. Textile sector is the oldest and largest manufacturing sector in India. The textiles' manufacturing business is a pioneer activity in the Indian manufacturing sector and it has a primordial importance in the economic life of the country which is still predominantly based on the agro-alimentary sector. The sector profitability is likely to improve gradually with players passing on increased raw material prices to end-users given the healthy demand a depreciating rupee and waning impact of the structural issues.

The future for the Indian textile industry looks promising buoyed by both strong domestic consumption as well as export demand. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

RISKS & CONCERNS:

In today's complex business environment almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Timely and effective risk management is of prime importance to our continued success.

SUBSIDIARIES/JOINT VENTURES:

The Company does not have subsidiaries associates and joint ventures companies.

HUMAN RESOURCES:

The Company's relations with the employees continued to be cordial and harmonious relations with its employees. It consider manpower as its assets and that people had been driving force for growth and expansion of the Company. The Company acknowledge that its principal assets is it employees.

FINANCIAL RESULTS:

The Company's financial performance for the year ended March 31, 2023 is summarized below:

(Amount in Lakh)

PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
Revenue from Operations	4,106.93	9,564.58
Other Income	18.08	28.45
Total Income	4,125.01	9,593.02
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	5.70	44.67
Less: Depreciation/ Amortization/ Impairment	2.97	2.07
Profit /loss before Finance Costs, Exceptional items and Tax Expense	2.73	42.60
Less: Finance Costs	1.73	10.15
Profit /loss before Exceptional items and Tax Expense	1.00	32.45
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	1.00	32.45
Less: Tax Expense:		
Current Tax	2.22	9.86
Deferred Tax	(0.81)	1.39
Profit /loss for the year	4.34	33.43

COMPANY'S PERFORMANCE:**Company's Performance:**

The Key highlights pertaining to the business of the Company for the year 2022-23 and period subsequent there to have been given hereunder:

The Total Revenue from operations of the Company during the Financial year 2022-23 was Rs. 4,106.93 Lacs as against the total revenue of Rs. 9,564.58 Lacs in the previous financial year 2021-22.

The Total Expenses of the Company during the financial year 2022-23 was Rs. 4,119.32 Lacs as against the expenses of Rs. 9,548.36 Lacs in the previous financial year 2021-22.

The Profit after tax is Rs. 4.34 Lacs for the financial year 2022-23 as compared to Rs. 33.43 Lacs in the previous financial year 2021-22

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

The Company operates in only single segment. Hence segment wise performance is not applicable.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Control system and adequacy Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmers adopted by our Company plays an important role in the risk management feedback loop in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change. Further the Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

CAUTIONARY STATEMENT:

Statement in this report describing the Company's objectives projections estimates and expectation may constitute "forward looking statement" within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumption and expectations of future events. These Statements are subject to certain risk and uncertainties. The Company cannot guarantee that these assumption and expectations are accurate or will be realized. The actual results may different from those expressed or implied since the Company's operations are affected by many external and internal factors which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments information or events.

Registered office:

503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors

SCARNOSE INTERNATIONAL LIMITED

CIN: U15400GJ2011PLC064911

Date: August 18, 2023

Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Scarnose International Limited
Ahmedabad

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Scarnose International Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended March 31, 2023 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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 matters

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

In our opinion there are no matters to report as Key Audit matters.

Information other than the financial statements and auditors' report thereon

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

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

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

When we read the above mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a

high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss A/c and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

and

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

In our opinion and to the best of our information and according to the explanation given to us, no remuneration is being paid by the Company to its directors and therefore provisions of Section 197 of the Act is not applicable.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- The Company does not have any pending litigations which would impact its financial position;
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For J S Maheshwari & Co.
Chartered Accountants
Firm Registration No. 001318C

Date: May 29 2023
Place: Ahmedabad

Dilip Maliwal
Partner
Membership No. 148387
UDIN: 23148387BGTCY1542

**“Annexure A” To the Independent Auditor's Report on the Financial Statements of Scarnose International Limited
Report on the Companies (Auditor' Report) Order, 2020, issued in terms of section 143 (11) of the Companies Act, 2013('the Act') of Scarnose International Limited ('the Company')**

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

- (i)
 - (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital work in progress and relevant details of right of use Assets.
 - B. The Company has maintained proper records showing full particulars of Intangible Assets, wherever applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a programme of verification to cover all the items of fixed assets in a phased manner of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, portion of the fixed assets were physically verified by the Management during the year. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
 - (b) During the year the company has not been sanctioned working capital loan in excess of Rs five crore hence this clause is not applicable.

- (iii) a) According to information and explanation given to us, the company has made investment and granted loan and advances in the nature of loan, provided guarantees to the persons other than associates, subsidiaries and joint ventures as follow:

Particulars	Amount in Lacs (Loans)	Amount in Lacs (Guarantee)	Amount in Lacs (Investment)
Aggregate amount of loan granted/ Guarantee provided/Investments made during the year	0.00	0.00	0.00
Balance outstanding as at balance sheet date in respect of above case	135.19	0.00	10.63

- b) According to information and explanation given to us and based on the audit procedures conducted by us, We are of the opinion that the terms and conditions of which loans have been granted by the company during the year are not prejudicial to the company's interest.
- c) According to information and explanation given to us and based on the audit procedures conducted by us, in respect of loans and advances in the nature of loans, schedule of repayment of principal and payment of interest has not been stipulated.
- d) There are no amounts of loans granted to companies which are overdue for more than ninety days.
- e) None of the loan or advance in the nature of loan, granted and has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loan given the same parties.
- f) The Company has granted Loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, to the following related parties as defined in clause (76) of section 2 of the Companies Act, 2013 as per details mentioned below.

Sr. No.	Particulars	Amount of Loan granted during the year	O/s Bal. as on 31 st March, 2023
1)	Advances granted to promoters	NIL	NIL
2)	Business Advances Granted to related parties other than promoters	NIL	NIL
3)	% of overall Business Advances granted of same nature	-	-

- (iv) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- (v) The Company has not accepted deposits or amounts which are deemed to be deposits from the public during the year and does not have any unclaimed deposits as at March 31, 2023. Therefore, the reporting requirement under clause 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and based on records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, income tax deducted at source, Goods and Service Tax and other material statutory dues, as applicable.
- (b) According to the information and explanations given to us disputed dues which have not been deposited as at 31st March, 2023, there are no disputed dues.
- (viii) (a) According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- (ix) (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, The company has not obtained any loans or borrowings from any lender hence this clause is not applicable.

- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to uset the obligations of its subsidiary.
 - (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.
- (x)
 - (a) The Company had raised fund vide issuing 12,00,000 equity shares having face value of Rs. 10/- each at a premium of Rs. 45/- equity shares aggregating to Rs. 660.00 Lakhs. The said funds were applied for the purposes for which those are raised.
 - (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Hence reporting under clause (x)(b) of the Order is not applicable to the Company.
 - (xi)
 - (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
 - (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
 - (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
 - (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
 - (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard 18 "Related Party Disclosures" specified under Section 133 of the Act.
 - (xiv)
 - (a) In our opinion the Company does not require internal audit system as per provision of Section 138 of the Companies Act, 2013. Accordingly, Paragraph 3 (xiv)(a) of the Order is not applicable.
 - (b) Since the Company is not required to have the Internal Audit System accordingly, reporting under Paragraph 3 (xiv)(b) of the Order is not applicable.
 - (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 any non-cash transactions with Directors or persons connected to directors and hence paragraph 3(xv) of the Order is not applicable.
 - (xvi)
 - (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) The Company has not 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) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - (d) According In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable
 - (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
 - (xviii) The statutory auditors of the Company has not resigned during the year hence this clause is not applicable.
 - (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not

capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, 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) There are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of Section 135 of the said Act. Accordingly, reporting under paragraph 3 Clause (xx) of the order does not arise
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For J S Maheshwari & Co.
Chartered Accountants
Firm Registration No. 001318C

Date: May 29 2023
Place: Ahmedabad

Dilip Maliwal
Partner
Membership No. 148387
UDIN: 23148387BGTCY1542

**“Annexure B” To the Independent Auditor’s on the Financial Statements of Scarnose International Limited
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act 2013 (“the Act”)**

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

We have audited the internal financial controls over financial reporting of Scarnose International Limited (“the Company”) as of 31st March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J S Maheshwari & Co.
Chartered Accountants
Firm Registration No. 001318C

Date: May 29 2023
Place: Ahmedabad

Dilip Maliwal
Partner
Membership No. 148387
UDIN: 23148387BGTCY1542

BALANCE SHEET AS AT MARCH 31, 2023:

(Amount in Lacs)

PARTICULARS	NOTE No.	As at 31.03.2023	As at 31.03.2022
I. EQUITY AND LIABILITIES:			
1. SHARE HOLDERS FUNDS :			
(a) Share Capital	'2'	315.02	195.02
(b) Reserves & Surplus	'3'	688.33	143.99
		1,003.35	339.01
2. NON-CURRENT LIABILITIES :			
(a) Long Term Borrowings		-	-
(b) Deferred Tax Liability	'4'	0.58	1.39
(c) Other Long Term Liabilities	'5'	-	1.35
(d) Long Term Provisions		-	-
		0.58	2.74
3. CURRENT LIABILITIES :			
(a) Short Term Borrowings	'6'	0.32	289.44
(b) Trade Payables	'7'		
i] Due to MSME			
ii] Due to Others		304.68	553.56
(c) Short Term Provisions	'8'	3.82	20.94
(d) Other Current Liabilities	'9'	197.62	36.57
		506.44	900.51
TOTAL		1,510.37	1,242.25
II ASSETS:			
1. NON CURRENT ASSETS:			
(a) Property, Plant & Equipments and Intangible Assets:	'10'		
i] Property, Plant & Equipments		6.16	73.92
(b) Non- Current Investments	'11'	10.63	10.63
(c) Long Term Loans & Advances	'12'	148.99	39.66
(d) Other Non- Current Assets	'13'	49.13	-
		214.91	124.21
2. CURRENT ASSETS :			
(a) Inventories	'14'	-	20.11
(b) Trade Receivables	'15'	1,040.95	969.37
(c) Cash and Cash Equivalents	'16'	45.28	11.10
(d) Short Term Loans & Advances	'17'	208.98	117.22
(e) Other Current Assets	'18'	0.25	0.25
		1,295.46	1,118.05

TOTAL		1,510.37	1,242.25
Significant Accounting Policies	'1'		

The accompanying notes are an integral part of the financial statements
In terms of our report of even date

For, J S Maheshwari & Co.

Chartered Accountants

Firm Registration No. 001318C

Dilip Maliwal

Partner

Membership No. 148387

UDIN : 23148387BGTCY1542

For and on Behalf of Board of Directors
Scarnose International Limited

Vimalkumar Shah

Managing Director

DIN: 03011067

Ankita Shah

Company Secretary

PAN: EZGPS7248M

Kunjai Soni

Director

DIN: 08160838

Sanjana Parmar

CFO

PAN: EKAPP5535B

Date: May 29, 2023

Place: Ahmedabad

Date: May 29, 2023

Place: Ahmedabad

STATEMENT OF PROFIT & LOSS FOR YEAR ENDING ON MARCH 31 2023

(Amount in Lacs)

PARTICULARS		For the	For the
	NOTE	Year Ended	Year Ended
	NO.	31.03.2023	31.03.2022
I. Revenue From Operations	'19'	4,106.93	9,564.58
II. Other Income	'20'	18.08	28.45
III. Total Income		4,125.01	9,593.02
IV. Expenses:			
Cost of Material Consumed	'21'	-	114.11
Purchase of Stock in Trade (Net)		4,050.97	9,137.09
Changes in inventories of finished goods, WIP and stock- in-trade	'22'	20.11	20.11
Employee benefits Expenses	'23'	24.88	43.52
Finance Costs	'24'	1.73	10.15
Depreciation	'10'	2.97	2.07
Other Expenses	'25'	18.65	261.52
Total Expenses		4,119.32	9,548.36
V. Profit Before Exceptional Items & Taxes		5.70	44.67
VI. Exceptional Items		-	-
VII. Profit Before Taxes (V-VI)		5.70	44.67
VIII. Tax Expenses			
(a) Current Tax		2.22	9.86
(b) Short/ excess provision written off		(0.05)	
(c) Deferred Tax		(0.81)	1.39
Total		1.36	11.24
IX. Profit /(Loss) for the year (VII-VIII)		4.34	33.43
X. Earnings per Share (Face Value of Rs.10 per Share)	'26'		
Basic / Diluted (Weighted Average Per Share)		0.15	1.76
No. of Equity Outstanding at the year end		31,50,150.00	19,50,150.00
Weighted Average No. of Equity Shares outstanding at the year end		28,60,834.93	18,94,056.00
Significant Accounting Policies	1'		
The accompanying notes are an integral part of the financial statements			
As per our report of even date			

For, J S Maheshwari & Co.
Chartered Accountants
Firm Registration No. 001318C

For and on behalf of Board of Directors
Scarnose International Limited

Dilip Maliwal
Partner
Membership No. 148387
UDIN : 23148387BGTCY1542

Vimalkumar Shah
Director
DIN: 03011067

Kunjal Soni
Director
DIN: 08160838

Ankita Shah
Company Secretary
PAN: EZGPS7248M

Sanjana Parmar
CFO
PAN: EKAPP5535B

Date: May 29, 2023

Date: May 29, 2023

Place: Ahmedabad

Place: Ahmedabad

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Rs Lacs.)

	PARTICULAR	FOR THE YEAR 2022-23		FOR THE YEAR 2021-22	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit before Taxes & Exceptional Items		5.70		44.67
	Adjustments for :				
	Depreciation	2.97		2.07	
	Interest & Other Financial Charges	1.73		10.15	
	Loss on sale of Assets	0.77			
	Gain on sale of Shares			0.27	
	Interest Received	(16.20)	10.72	10.45	2.04
	Operating Profit before Working Capital Changes		5.03		46.71
	a. Decrease / (Increase) in Inventories	20.11		20.11	
	b. Decrease / (Increase) in trade receivable	(71.58)		601.33	
	c. Increase / (Decrease) in Current Liabilities	(395.44)		633.27	
	d. (Increase) / Decrease in Other Assets	(91.76)	538.66	0.22	12.06
	Cash Generated from Operation		543.68		58.77
	Direct Taxes Paid				9.86
	Net Cash from Operating Activities		543.68		48.91
B	CASH FLOW FROM INVESTING ACTIVITIES				
	a. (Purchase) Sale of Fixed Assets	64.01		76.00	
	b. (Purchase) / Sale of non-current investment			10.63	
	c. (Increase) / Decrease in Long term loans and advances	(109.33)		1.89	
	d. (Increase) / Decrease in Short term loans and advances			96.82	
	e. (Increase) / Decrease in Other Non Current Assets	(49.14)			
	f. Gain on sale of Shares			0.27	
	g. Loss on sale of fixed assets	(0.77)			
	h. Interest & Other Income	16.20		10.45	
	Net Cash (used in) / from Investing Activities		79.04		175.15
C	CASH FLOW FROM FINANCING ACTIVITIES				
	a. Interest & Finance Cost	(1.73)		10.15	
	b. Proceeds from share issued	120.00		23.00	

	c. Proceeds from share Premium	540.00		92.02	
	d. (Repayments) / proceeds of long term borrowings	(1.35)		1.35	
	Net Cash (used in) / from Financing Activities		656.92		106.22
D	NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS		34.19		- 20.03
	Opening Cash & Cash Equivalents		11.10		31.13
	Closing Cash & Cash Equivalents		45.28		11.10
	Cash and Cash Equivalent Comprises of:				
	Cash on Hand		9.95		0.92
	Balance with the Bank		35.34		10.18
	Total		45.28		11.10

Notes

1

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Notified Accounting Standard-3 on Cash Flow Statements.

2 Previous years' figures have been regrouped/rearranged to confirm with current years' classifications.

As per our report of even date attached herewith

For, J S Maheshwari & Co.

Chartered Accountants

Firm Registration No. 001318C

For and on behalf of Board of Directors

Scarnose International Limited

Vimalkumar Shah

Managing Director

DIN: 03011067

Kunjali Soni

Director

DIN: 08160838

Dilip Maliwal

Partner

Membership No. 148387

UDIN : 23148387BGTCY1542

Ankita Shah

Company Secretary

PAN: EZGPS7248M

Sanjana

Parmar

CFO

PAN: EKAPP5535B

Date: May 29, 2023

Place: Ahmedabad

Date: May 29, 2023

Place:
Ahmedabad

Note 1: Significant Accounting Policies:

Note 1: Significant Accounting Policies:

1. Basis of Accounting & Revenue Recognition:

The Accounts are prepared under the historical cost convention applying accrual method of accounting and as a going concern, complying with the applicable Accounting Standards and the generally accepted accounting principles prevailing in the country.

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from Operations include sale of goods. Interest income, if any is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

2. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

3. Fixed Assets:

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work in progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

4. Depreciation:

Depreciation has been charged on cost of fixed assets, adopting the following methods / rates:

1. Depreciation is calculated using Straight Line Method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives prescribed in Schedule II of the Companies Act, 2013.
2. If the cost of a part of the asset is significant to the total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately for depreciation.
3. For other assets acquired / sold during the year pro-rata charge has been made from the date of first use or till the date of sale.

5. Impairment:

Impairment loss from fixed assets is assessed as at the close of each financial year and appropriate provision, if required, is considered in the accounts.

6. Segment Information:

The Company operates only in one reportable business segment namely trading in textile. Hence, there are no reportable segment under AS - 17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

7. Borrowing Cost:

Interest and other costs in connection with the borrowing of the funds to the extent related/attribution to the acquisition/construction of qualifying fixed assets are capitalized as a part of the cost of such asset up-to the date when such assets are ready for its intended use and other borrowing costs are charged to statement of Profit & Loss.

8. Inventories:

Inventories are valued at the lower of the cost & estimated net realizable value. Cost of inventories is computed on a FIFO basis. Finished goods & work in progress include costs of conversion & other costs incurred in bringing the inventories to their present location & condition. Proceeds in respect of sale of raw materials/ stores are credited to the respective heads. Obsolete, defective & unserviceable stocks are duly provided for.

9. Sales:

- a) Sales of goods are recognized on dispatches from factory or go-down or on directly on a consignment basis to customers, excluding of Goods and Service Tax and are net of trade discount.
- b) Interest Income from financial assets is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

10. Retirement benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

- a) **Provident Fund:** The management is of the opinion that Provident Fund is not applicable to the Company as number of employees are less than that as required by law.
- b) **Gratuity:** The provision of gratuity is not made by the Company. However, if payment on account of gratuity arises due to happening of any incidents as provided under the applicable provisions of law, the same will be accounted for cash basis.
- c) **Pension:-**
- d) The management is also of the opinion that the payment under Pension Act is not applicable to the Company.

11. Provision for Current and Deferred Tax:

Income tax expense is accounted for in accordance with AS 22- "Accounting for Taxes on Income" prescribed under the Companies (Accounting Standard) Rules, 2006 which includes current tax and deferred taxes.

Current taxes reflect the impact of tax on income of the previous year as defined under the Income Tax Act, 1961 as per applicable rates.

Deferred taxes reflect the impact of Current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years if any. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available.

12. Amount Due to Micro, Small and Medium Enterprises:

- (i) Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.
- (ii) The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2023 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

13. Cash and Cash Equivalents :

Cash and Cash equivalents includes cash and cheque on hand, demand deposits with banks, fixed deposits and other long term and short term highly liquid investments with original maturities of three months or less.

14. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimate, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligations or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

15. Earning Per Share:

Basic and diluted earnings per share are computed in accordance with Accounting Standard-20. Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

16. Investments:

Current investments, if any are carried at lower of cost & net realizable value. Long term (noncurrent) investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

NOTES ON FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL, 2022 TO 31ST MARCH, 2023:

(Amount in Lacs)

	As at 31.03.2023	As at 31.03.2022
2.SHARE CAPITAL :		
(a) Authorised Share Capital :		
35,00,000 (P.Y. 5,00,000) Equity Share of Rs. 10/- each	350.00	350.00
	350.00	350.00
(b) Issued, Subscribed and Paid Up:		
31,50,150 (P.Y. 19,50,150) Equity shares of Rs. 10/- each fully paid up	315.02	195.02
	315.02	195.02
(c) Reconciliation of number of Shares outstanding at the beginning and end of the year :		
Shares outstanding at the beginning of the year	19,50,150	4,20,000
Add: Shares Issued during the year		
Fresh Issue	12,00,000	15,30,150
Bonus Shares Issued	-	-
Less: Shares bought back during the year		
Other changes	-	-
Shares outstanding at the end of the year	31,50,150	19,50,150
(d) Rights, Preferences and restrictions attached to Equity Shares :		
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.		
In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by the shareholders.		
(e) Shares in the Company held by each shareholder holding more than 5% Shares:-		
Name of the shareholder	As at 31.03.2023	As at 31.03.2022
Vimal Shah		
No. of shares	9,75,000.00	9,75,000.00
% of total shareholding	30.95%	50.00%
Hitesh Loonia		
No. of shares	9,75,000.00	9,75,000.00
% of total shareholding	30.95%	50.00%
(f) Shares held by the Promoters at the end of the year:-		

Vimal Shah		
No. of shares	9,75,000.00	9,75,000.00
% of total shareholding	30.95%	50.00%
Hitesh Loonia		
No. of shares	9,75,000.00	9,75,000.00
% of total shareholding	30.95%	50.00%
3. RESERVES & SURPLUS		
(A) Securities Premium A/c		
Opening Balance	85.01	123.00
Add: Additions during the year	540.00	92.02
Less: Bonus Shares Issued	-	-130.01
Closing Balance	625.01	85.01
(B) Profit & Loss Account		
Opening Balance	58.98	25.55
Add: Net Profit for the year	4.34	33.43
Closing Balance	63.32	58.98
TOTAL (A+B)	688.33	143.99

(Amount in Lacs)

	As at 31.03.2023	As at 31.03.2022
4. DEFERRED TAX LIABILITIES		
Opening Balance of (DTA)/ DTL	1.39	-
Add/(Less): Provision for the year	-0.81	1.39
Closing Balance of (DTA) / DTL	0.58	1.39
5. OTHER LONG TERM LIABILITIES		
Rent Deposit	-	1.35
	-	1.35
6. SHORT TERM BORROWINGS		
Unsecured Loan		
Loan Repayable on Demand		
From Directors/ shareholders	0.32	244.30
Inter Corporate Deposit	-	45.14
	0.32	289.44
7. TRADE PAYABLES	304.68	553.56
Ageing Schedule of Trade Payables:		
(i) Due to Micro and Small Enterprises	-	-
(ii) Other than due to Micro and Small Enterprises		
Outstanding for less than 1 year	304.68	548.56
1-2 years	-	-

2-3 years	-	5.00
More than 3 years	-	-
(iii) Disputed dues- MSME	-	-
(iv) Disputed dues- Others	-	-
	304.68	553.56
8. SHORT TERM PROVISIONS		
(a) Provision for employee benefits		
Salary & Remuneration	1.35	1.37
Director Remuneration Payable	-	-
(b) Statutory Dues	-	9.02
(c) Others		
Provision for Tax	2.22	9.86
Provision for others	0.25	0.70
	3.82	20.94
9. OTHER CURRENT LIABILITIES		
(a) Advance From Customers	195.94	36.57
(b) Statutory Dues	1.68	-
	197.62	36.57

10. PROPERTY, PLANT AND EQUIPMENT										(Rs. In lacs)
	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at	Additio ns/ Transfe r	Deducti on/ Adjust ment	As at	Up to	During	Deduct ion/ Adjust ment	Up to	As at	As at
Name of Assets	01/04/2 022			31/03/2 023	31/03/2 022	the year		31/03/2 023	31/03/2 023	31/03/2 022
TANGIBLE ASSETS										
Building	68.84	-	68.84	-	1.64	2.00	3.64	-	-	67.19
Furniture & Fixture	5.64	-	0.64	5.00	0.36	0.53	0.06	0.83	4.17	5.28
Office Equipment	0.17	0.30	-	0.47	0.02	0.08	-	0.10	0.37	0.15
Computer	0.13	-	-	0.13	0.03	0.04	-	0.07	0.06	0.11
Air Conditioner	1.22	0.68		1.90	0.02	0.33	-	0.35	1.55	1.20
Total Tangible Assets	76.00	0.98	69.48	7.50	2.07	2.97	3.70	1.34	6.16	73.92
Previous year Ended 31/03/2022	-	75.99	-	75.99	-	2.07	-	2.07	73.92	-

(Amount in Lacs)

	As at 31.03.2023	As at 31.03.2022
11. NON CURRENT INVESTMENT		
Other Investments		
Investment in UPCCCL Bonds	10.63	10.63
	10.63	10.63
12. LONG TERM LOANS & ADVANCES		
Deposits		
(i) Inter corporate Loans/Deposits	135.19	32.46
(ii) Loans/Advance/Deposit to Directors/KMP/Related Parties		
Promoters		
Directors (Office Deposit)	7.00	7.00
KMPs	-	-
Related Parties	-	-
Other Deposits	6.80	0.20
	148.99	39.66
13. OTHER NON-CURRENT ASSETS		
Miscellaneous Expenditure not written off	49.13	-
	49.13	-

(Amount in Lacs)

	As at 31.03.2023	As at 31.03.2022
14. INVENTORIES		
Finished Goods	-	20.11
	-	20.11
15. TRADE RECEIVABLES		
(i) Undisputed Trade Receivables Considered Good		
Less than 6 months	806.50	969.37
6 months to 1 year	234.44	-
1 year to 2 years	-	-
2 years to 3 years	-	-
More than 3 years	-	-
(ii) Disputed Trade Receivables Considered Doubtful	-	-
(iii) Disputed Trade Receivables Considered Good	-	-
(iv) Undisputed Trade Receivables Considered Good	-	-
	1,040.95	969.37
16. CASH AND BANK BALANCES		
Cash and Cash Equivalents:		
- Cash in Hand	9.95	0.92
- Balance with Banks:		
In Current Account	35.34	10.18
	45.28	11.10

17. SHORT TERM LOANS & ADVANCES		
(Unsecured , Considered Good Unless Otherwise Stated):		
i) Advance recoverable in cash or in kind	-	98.13
ii) Advance Tax	4.43	12.61
iii) Advance to supplier	198.14	-
iv) Balance with Statutory Authorities	6.40	6.48
	208.98	117.22
18. OTHER CURRENT ASSETS		
Interest Receivable	0.25	0.25
Prepaid Insurance	-	-
	0.25	0.25

(Amount in Lacs)

	For the year 31.03.2023	For the year 31.03.2022
19. REVENUE FROM OPERATIONS		
(a) Sale of Products	4,103.33	9,562.78
(b) Sale of Services	3.60	1.80
	4,106.93	9,564.58
(c) Other Operating Revenues	-	-
	4,106.93	9,564.58
<u>Sale of Product Comprises:</u>		
Traded Goods	4,103.33	9,461.98
Manufactured Goods	-	100.80
	4,103.33	9,562.78
20. OTHER INCOME		
Interest Income	16.20	10.45
Misc. Income	-	0.00
Sundry Balance Written Off	0.21	0.04
Discount	1.67	17.69
Capital Gain on sale of shares		0.27
	18.08	28.45
<u>Interest Income Comprises</u>		
Interest on Deposits	15.08	9.44
Interest on Income Tax refund	0.11	-
Interest on Bonds	1.02	1.02
	16.20	10.45
21. COST OF MATERIAL CONSUMED		
Opening Stock of Raw Material	-	-
Add: Purchase during the year	-	114.11

Less: Closing Stock of Raw Material	-	-
	-	114.11
22. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
<u>Inventories at the end of the year:</u>		
Finished Goods	-	20.11
Stock in Trade	-	-
	-	20.11
<u>Inventories at the beginning of the year:</u>		
Finished Goods	20.11	-
Stock in Trade	-	-
	20.11	-
Net (increase) / decrease	20.11	20.11

(Amount in Lacs)

	For the year 31.03.2023	For the year 31.03.2022
23. EMPLOYEES BENEFITS EXPENSES		
Salary & Bonus	16.59	33.09
Director Remuneration	7.20	9.60
Staff Welfare Exp.	1.09	0.83
Staff Incentive Exp.	-	-
	24.88	43.52
24. FINANCE COSTS		
Interest expense on :		
(i) Borrowings	1.58	8.61
(ii) Others	0.16	1.48
Bank Charges	-	0.06
	1.73	10.15
25. OTHER EXPESNES:		
Work Contract & Job work Exp.	-	127.40
Power & Fuel Exp.	0.40	1.45
Audit Fees	0.25	0.60
Advertisement Exp.	2.35	2.95
Balance Written Off	-	0.02
Loss on sale of Assets	0.77	-
Business Promotion Exp.	9.14	13.13
Commission Exp.	-	60.90
Short/ excess Provision	-	0.50
Hotel, Lodging & Groceries Exp.	-	1.26
Insurance Premium Exp.	-	0.47

Internet & Communication Exp.	-	0.34
Office Exp.	-	7.48
Legal & Professional Fees	1.02	29.07
Repairs & Maintenance Exp.	1.07	5.89
Rent, Rates & Taxes	3.35	7.72
Miscellaneous Exp.	0.07	-
Loading & Travelling Exp.	0.23	1.62
Stationery & Printing Exp.	-	0.72
	18.65	261.52

26 Earning per Share:

Particulars	For the period ended	
	31.03.2023	31.03.2022
Net profit for the year after tax	4.34	33.43
Number of equity shares outstanding	31,50,150	19,50,150
Weighted average number of equity shares outstanding	28,60,835	18,94,056
Nominal value of the shares (Rs.)	10	10
Basic & Diluted Earning per share (Rs.)	0.15	1.76

27 In the opinion of the Board of Directors of the Company and to the best of their knowledge and belief all the current assets, loans & advances have a value on realisation in the ordinary course of the business at least equal to the amount at which they are stated in the Balance Sheet.

28 Related party disclosures:

Related party disclosures, as required by Accounting Standard (AS)18- "Related Party Disclosure" issued by the ICAI are given below:

The Company has identified all the related parties having transactions during the year, as per details given below:

(i) List of related parties

SI No	Name of the key managerial personnel/ Entity	Relationship
1	Shah Mr. Vimalkumar Mishrilal	Promoter & Managing Director
2	Mr. Hitesh Loonia	Promoter
3	Ankita Shah	Company Secretary
4	Sanjana Parmar	CFO

Sr. No.	Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
	Transactions during the year:-		
1	Loan Taken:		
	Hitesh Loonia	66.65	127.20
	Vimalkumar Mishrilal Shah	9.44	121.70
	DNK Fashions Private Limited	50.00	100.00

2	Loan Repaid:		
	Hitesh Loonia	189.42	7.34
	Vimalkumar Mishrilal Shah	130.65	4.67
	DNK Fashions Private Limited	50.00	100.00
3	Interest Paid:		
	DNK Fashions Private Limited	0.75	-
	Hitesh Loonia	-	3.04
	Vimalkumar Mishrilal Shah	-	4.08
4	Remuneration:		
	Vimalkumar Mishrilal Shah	7.20	9.60
	Ankita Shah	1.80	1.80
	Sanjana Parmar	3.90	4.55
5	Rent Paid:		
	Vimalkumar Mishrilal Shah	2.40	2.40
6	Reimbursement of Expense		
	Hitesh Loonia	0.57	19.89
	<u>Outstanding Balances:</u>		
	-		
1	Unsecured Loans:		
	Hitesh Loonia	0.33	123.09
	Vimalkumar Mishrilal Shah	0.00	121.21
2	Sundry Creditors:		
	Hitesh Loonia	0.18	0.39
	Vimalkumar Mishrilal Shah	1.72	-
	Sanjana Parmar	-	0.40
	Ankita Shah	0.15	0.15
3	Deposit		
	Vimalkumar Mishrilal Shah	7.00	7.00

RATIOS:

	Particulars	31.03.2023	31.03.2022	% Change	Reason for change
A)	Current Ratio,	2.56	1.24	106%	Refer Note -1
B)	Debt-Equity Ratio,	0.51	2.66	-81%	Refer Note -2
C)	Debt-Service Coverage Ratio,	NA	NA	NA	
D)	Return on Equity Ratio,	0.43%	9.86%	-96%	Refer Note -3
E)	Inventory turnover ratio,	404.88	918.06	-56%	Refer Note -4
F)	Trade Receivables turnover ratio,	4.09	14.30	-71%	Refer Note -5
G)	Trade payables turnover ratio,	9.44	24.72	-62%	Refer Note -6
H)	Net capital turnover ratio,	5.21	43.97	-88%	Refer Note -7
I)	Net profit ratio,	0.11%	0.35%	-70%	Refer Note -8
J)	Return on Capital Employed,	0.57%	13.07%	-96%	Refer Note -8
K)	Return on Investment,	0.43%	9.86%	-96%	Refer Note -8

Notes:

- 1 Current Ratio: It is primarily increased due to decrease in short term borrowings.
- 2 Debt-Equity Ratio: It is primarily decreased as company has paid its short term borrowings
- 3 Return on Equity Ratio: It is decreased as Company's profitability is decreased on account of decrease in turnover.
- 4 Inventory turnover ratio: It is being decreased on account of decrease in COGS.
- 5 Trade Receivables turnover ratio: It is being decreased due to decrease in turnover
- 6 Trade payables turnover ratio: It is primarily decreased due to decrease in COGS
- 7 Net capital turnover ratio: It is being decreased due to decrease in turnover
- 8 Net profit ratio: It is decreased as Company's profitability is decreased on account of decrease in turnover.

	Particulars	Numerator	Denominator
A)	Current Ratio,	Current Assets	Current Liabilities
B)	Debt-Equity Ratio,	Total Liabilities	Total Shareholder's Equity
C)	Debt-Service Coverage Ratio,	EBITDA-CAPEX	Debt Service (Int+Principal)
D)	Return on Equity Ratio,	Net Income	Shareholder's equity
E)	Inventory turnover ratio,	Cost of Goods sold	Average Inventory
F)	Trade Receivables turnover ratio,	Net credit sales	Average Trade Receivable
G)	Trade payables turnover ratio,	Net credit Purchase	Average Trade Payable
H)	Net capital turnover ratio,	Sales	Working Capital

I)	Net profit ratio,	Net Profit	Sales
J)	Return on Capital Employed,	Earnings before interest and tax	Capital Employed
K)	Return on Investment,	Net Profit	Investment

30 Micro and Small Scale Business Enterprises: The management has initiated the process of identifying enterprises which have been providing goods and services to the company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprise Development Act, 2006. Accordingly, the disclosure requirement here under is not furnished

31 Previous year figures has been regrouped wherever necessary.

32 Figures have been rounded off to nearest Lakhs.

33 Utilisation of Borrowed Fund or Equity Capital and purpose:

The Company has not taken any Loan from Bank or Financial Institution during the period under review. The Company had raised fund vide issuing 12,00,000 equity shares having face value of Rs. 10/- each at a premium of Rs. 45/- equity shares aggregating to Rs. 660.00 Lakhs. The said funds are being utilised for the purpose of which it was raised the details of the same are as under.

Sr No	Object of the Issue	Amount to be utilised	Amount Actually utilised
1	Repayment of Unsecured Loan	289.44	289.44
2	Working Capital requirement	250.56	253.51
3	General Corporate Purpose	65.00	65.00
4	Issue Expense	55.00	52.05
	Total IPO Proceeds	660.00	660.00

34 Title deeds of immovable Property not held in name of the Company - Not Applicable

35 **Compliance with number of layers of companies:** . The Company does not have any Subsidiary Company

36 **Registration of charges or satisfaction with Registrar of Companies** - There is no charge created by the Company

37 **Relationship with Struck off Companies:** Not Applicable

38 **Wilful Defaulter** : The Company has not been declared as Wilful Defaulter by any Bank or Financial Institutions or Government or any Government Authority

39 **Details of Benami Property held** : No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

40 Capital WIP : Not Applicable

41 Intangible assets under development : Not Applicable

42 Segment Reporting : Not Applicable

43

In the opinion of the Board; Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provisions for depreciation and all known liabilities are adequate and not in excess of the amount considered reasonably necessary.

44

Previous year's figures have been regrouped / rearrange or reclassified, wherever necessary to conform to the current years grouping or reclassification

For, J S Maheshwari & Co.
Chartered Accountants
Firm Registration No. 001318C

For and on behalf of Board of
Directors
Scarnose International Limited

Dilip Maliwal
Partner
Membership No. 148387
UDIN : 23148387BGTCKY1542

Vimalkumar Shah
Managing Director
DIN: 03011067

Kunjali
Soni
Director
DIN: 08160838

Ankita Shah
Company Secretary
PAN: EZGPS7248M

Sanjana Parmar
CFO
PAN: EKAPP5535B

Date: May 29, 2023
Place: Ahmedabad

Date: May 29, 2023
Place: Ahmedabad

NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of Scarnose International Limited (Formerly known as Scarnose International Private Limited) will be held at the registered office of the company situated at 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura Ahmedabad-380006, Gujarat, India held on Monday, 18th September, 2023 at 04:00 P.M to transact the following business:

Ordinary Businesses: -

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Reports of Board of Directors and the Auditor thereon.

2. Re-Appointment of Ms. Dakshita Dadhich (DIN: 09356713) as a director of the company liable to retire by rotation:

To appoint a director in place of Ms. Dakshita Dadhich (DIN: 09356713) who retires by rotation and being eligible seeks re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Ms. Dakshita Dadhich (DIN: 09356713), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C):

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

“RESOLVED THAT pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time read with rules made thereunder or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C).

RESOLVED FURTHER THAT M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W shall hold the office as Statutory Auditor of the Company from the conclusion of 12th (Twelve) Annual General Meeting till the conclusion of 17th (Seventeen) Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor:

RESOLVED FURTHER THAT any of the director or Company Secretary of the Company, be and are, hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

Explanation: The purpose of the resolution is to appoint M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as the statutory auditor of the company to fill the casual vacancy caused due to the resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C).

The resolution is based on the provisions of section 139(8) of the Companies Act, 2013 which states that "where a company has appointed an auditor and such auditor ceases to hold office before the expiration of his term of office, the company shall, within a period of three months from the date on which he ceases to hold office, appoint another auditor in his place.

The terms of appointment of M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as the statutory auditor of the company are as follows:

- They shall hold office from the conclusion of the 12th (Twelve) Annual General Meeting till the conclusion of the 17th (Seventeen) Annual General Meeting of the company.
- Their fees shall be fixed by the board of directors in consultation with them.

Registered office:
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

Notes for Shareholders for Annual General Meeting (AGM):

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.
A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder.
The instrument appointing the proxy duly completed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies societies etc. must be supported by appropriate resolutions / authority as applicable.
2. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution on the E-mail Id scarnose13@gmail.com authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting together only holder whose name appearing first will be entitled to vote.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the 12th Annual General Meeting through physically on its behalf and to vote through remote evoting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csgaurang7@gmail.com with copies marked to the Company at scarnose13@gmail.com and to National Securities Depository Limited (NSDL) at helpdesk.evoting@cdslindia.com.
6. The route map showing directions to reach the venue of the AGM is provided at the end of this Notice.
7. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to scarnose13@gmail.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to scarnose13@gmail.com.
 - c) Alternatively, member may send an e-mail request to helpdesk.evoting@cdslindia.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd, Subramanian Building, 1, Club House Road ,Chennai,Tamil Nadu,600002, E-Mail ID: investor@cameoindia.com by due procedure.
 - d) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL for facilitating voting through electronic means, as th authorized agency. The facility of casting votes by a member using remote e Voting system will be provided by CDSL.
9. To support the Green Initiative, we request the Members of the Company to register their E-mail Ids with their DP or with the Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at scarnose13@gmail.com to update their E-mail Ids.
10. The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2022-23 will also be available on the Company's website viz. www.scarnose.com.
11. 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 the members at the Annual General Meeting.
12. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
13. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act 2013 will be available for inspection by the members at the Annual General Meeting.
14. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members of the Company holding shares either in physical form or in dematerialised form as on Benpose date i.e. Friday August 11, 2023 will receive Notice of AGM and Annual Report for F.Y. 2022-23 through electronic mode.
16. Members seeking any information with regard to the accounts are requested to write to the Company at least seven days prior so as to enable the Management to keep the information ready at the Annual General Meeting.

17. As per the MCA General Circular No. 20/2020 dated 5th May, 2020 & General Circular No. 02/2020 dated 13th January, 2021 and General Circular No. 02/2022 dated May 05, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Annual General Meeting will be sent through electronic mode to only those Members whose E-mail Ids are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant.
18. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays Sundays and Holidays) up to the date of AGM.
19. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are as follows:

Name of Director	Dakshita Dadhich (DIN 09356713)
Date of Birth	05/11/1995
Date of Initial Appointment	12/10/2021
Educational Qualifications	M.Com, CA Inter
Expertise in specific functional areas - Job profile and suitability	She has knowledge in the field of Accounts & Finance
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	Nil
Memberships / Chairmanships of committees of other public companies**	Nil
Shareholding in the Company:	Nil
Inter-se Relationship with other Directors.	NA

20. The Company has not declared any dividend. Further the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2022-23. Therefore the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.
Further during the year the Company has not transferred any amount to fund established under Section 125 of the Companies Act 2013.

Specific Attention of the Members is drawn to the followings:

1. To prevent fraudulent transactions members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number name of the bank and branch details MICR code and IFSC code mandates nominations power of attorney change of address change of name e-mail address contact numbers etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
3. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
4. As per the provisions of Section 72 of the Act the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Cameo Corporate Services Limited.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Cameo Corporate Services Limited to enable us to send you the communications via email.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode

- The remote e-voting period begins on September, 15, 2023 at 09:00 A.M. and ends on September 17, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 11, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 11, 2023.
- The e-voting module shall be disabled by CDSL for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

➤ Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 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.

➤ After entering these details appropriately, click on “SUBMIT” tab.

- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant < SCARNOSE INTERNATIONAL LIMITED> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz csgaurang7@gmail.com and scarnose13@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id scarnose13@gmail.com & investor@cameoindia.com
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Registered office:
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETING (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT THEREOF, FOR THE TIME BEING IN FORCE):

3. Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C):

M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C) have tendered their resignation from the position of Statutory Auditors due to busy schedule and heavy workload as per their resignation letter dated August 17, 2023, and they have expressed unwillingness to continue as Statutory Auditor w.e.f. August 17, 2023, which has resulted into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of statutory auditor can only be filled by the shareholders in General Meeting within 3 (three) months from the date of recommendation of the Board of Directors of the Company.

The Audit Committee in their meeting held on August 18, 2023 have recommended the appointment M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C). The Board of Director of the Company in their meeting held on August 18, 2023 has approved and recommended the appointment of M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C).

M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Further, they are holding the Peer Review Certificate issued by the Peer Review Board of ICAI.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution.

Registered office:
503, Sun Square, Nr. Hotel Nest,
Off. C.G. Road, Navrangpura,
Ahmedabad-380006, Gujarat.

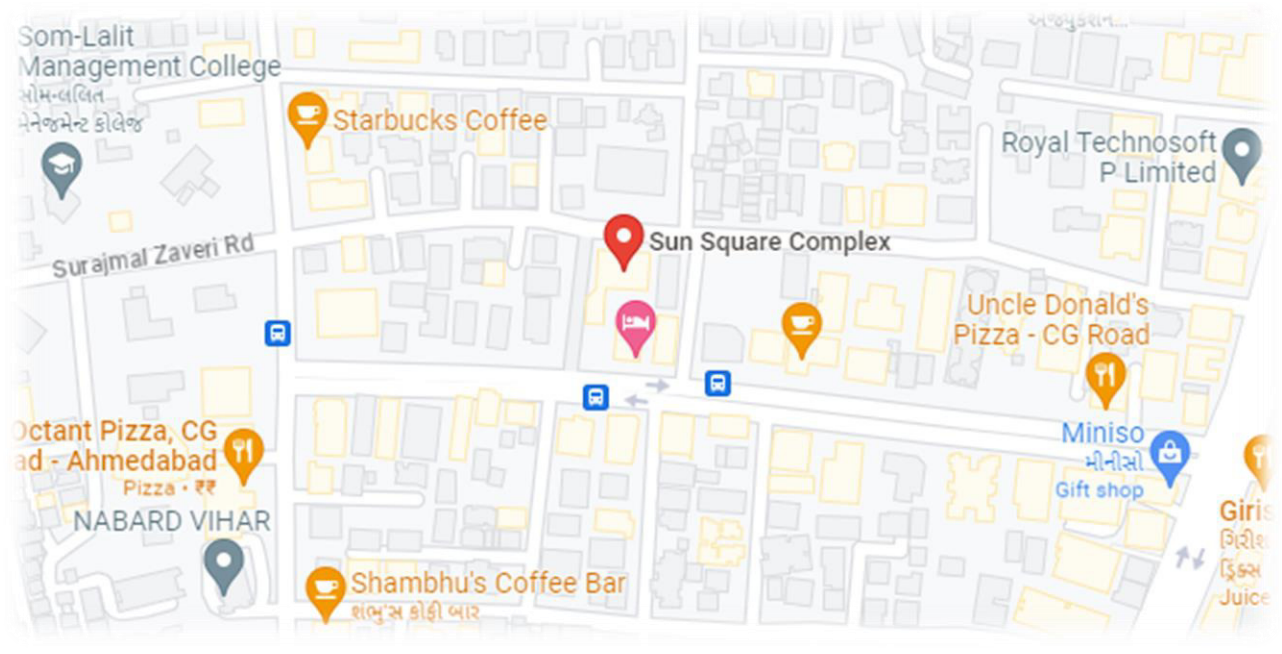
For and on behalf of Board of Directors
SCARNOSE INTERNATIONAL LIMITED
CIN: U15400GJ2011PLC064911

Date: August 18, 2023
Place: Ahmedabad

Vimalkumar Shah **Dakshita Dadhich**
Managing Director **Director**
DIN: 03011067 **DIN : 09356713**

ROUTE MAP TO THE VENUE OF 12TH ANNUAL GENERAL MEETING

Venue: 503, Sun Square, Nr. Hotel Nest, Off. C.G. Road, Navrangpura, Ahmedabad- 380006, Gujarat, India



Scarnose International Limited

CIN: U15400GJ2011PLC064911

Registered office: 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat.

Web site: www.scarnose.com; **Email:** scarnose13@gmail.com; **Ph. No:** 079-48975503

ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 12th Annual General Meeting of the Members of Scarnose International Limited held on Monday, September 18, 2023 at 04:00 P.M. at the registered office of the Company situated at 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----- Please tear here -----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made there under)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____ or failing him

2. Name:

Address:

E-mail Id:

Signature: _____ or failing him

3. Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Members of Scarnose International Limited to be held on Monday, September 18, 2023 at 04:00 P.M. at the registered office of the Company situated at 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat (India) and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	Adoption of Financial Statements.			
2.	Re-Appointment of Ms. Dakshita Dadhich (DIN: 09356713) as a director of the company liable to retire by rotation			
3.	Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C			

Signed this.....day of....., 2023

Affix
Revenue
Stamp of
not less
than ₹1

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.