

Date: 5th September, 2019

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

Sub: Annual Report for the F.Y. 2018-19

Ref: Scrip Code : 504378
Scrip ID : NYSSACORP

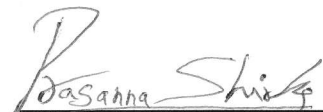
Dear Sir/Madam,

With reference to captioned subject and pursuant to regulation 34 of SEBI LODR, 2015 please find attached copy of 38th Annual Report for the F.Y. 2018-19 for your records and information.

Thanking you,

Yours faithfully,

For Nyssa Corporation Limited



[Prasanna Shirke]
[Director]
DIN: 07654053



*NYSSA CORPORATION
LIMITED*

38TH

ANNUAL REPORT

(2018-19)

NYSSA CORPORATION LIMITED

38th Annual Report (2018-19)

BOARD OF DIRECTORS:

Mr. Prasanna Shirke	-	Chairperson and Director
Mrs. Shubhada Shirke	-	Non Executive Director (Women Director)
Mr. Vivek Sharma	-	Non Executive Independent Director
Mr. Kamlesh Tiwari	-	Non Executive Independent Director

REGISTERED OFFICE

002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E), Mumbai 400063, Maharashtra, India

Tel. No.: 022-26206720

Website www.nyssacorporationltd.com; Email: nyssacorp@gmail.com

AUDITORS

M/s. CLB & Associates,

77, Mulji Jetha Bldg, 3rd Floor, 185/187,

Princess Street, Marine Lines,

Mumbai- 400 002

Tel: 022- 22052224/ 22066860

Website: www.clb.co.in

Email: fca.clb@gmail.com

REGISTRAR & SHARE TRANSFER

Sharex Dynamic (India) Private Ltd.

C-101, 247 Park, LBS Marg,

Vikhroli (West), Mumbai- 400 083

Tel: 28515606/ 28528087/ 28516338

Website: www.sharexindia.com

Email: support@sharexindia.com

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NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of Nyssa Corporation Limited will be held at Mewad Bhawan, Sonawala Road, Sonawala Estate, Goregaon (East), Mumbai 400063, Maharashtra, India, on Friday, September 27, 2019 at 9:00 AM (IST), to transact the following businesses:

Ordinary Business:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Reports of the Board of Directors and Auditor's thereon.

2. Appointment of Mr. Prasanna Yadav Shirke as director liable to retire by rotation:

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

3. Ratify the appointment of M/s. CLB & Associates, Chartered Accountants (Firm Registration No. 124305W) as statutory auditors of the Company:

To ratify the appointment of M/s. CLB & Associates, Chartered Accountants (Firm Registration No. 124305W) as statutory auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), pursuant to the recommendations of the audit committee and pursuant to the resolution passed by the members at the 36th Annual General Meeting held on September 29, 2017, the appointment of M/s. CLB & Co., Chartered Accountants (Firm Registration No. 124305W) as the statutory auditors of the Company to hold office till the conclusion of the 40th AGM of the Company to be held in the year 2021 be and is hereby ratified for financial year 2019-20."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year 2019-20, as may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors."

For and on behalf of the Board of Directors

**Sd/-
Prasanna Shirke
Director
DIN: 07654053**

Date: 23/08/2019

Registered Office:

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
3. The Register of Members and Share Transfer Books of the Company will remain close from **Saturday, September 21, 2019 to Friday, September 27, 2019** (both days inclusive).
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM. Also shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
6. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is not required to be given as no Special Businesses is transacted.
9. The Annual Report 2018-19, the Notice of the 38th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode of dispatch.
10. Members may also note that the Notice of the 38th AGM and the Annual Report 2018-19 will be available on the Company's website, www.nyssacorporationltd.com.
11. If the members have any queries on the Audited Accounts, Boards' Report & Auditor's Report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
15. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
16. Members are requested to bring their copies of the reports to Annual General Meeting.
17. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
18. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date i.e. Friday, 20 September, 2019

20. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Income Tax Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
21. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
Unit: Nyssa Corporation Limited
Share Transfer Agent
C-101,247 Park, LBS Marg, Vikhroli West
Mumbai - 4400083, Maharashtra, India.
Ph. 022 –28515606/5644| email: support@sharexindia.com

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at its Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on Tuesday, September 24, 2019(09.00 am IST) and ends on Thursday, September 26, 2019(05.00 pm IST). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The Members whose name appears in Register of Members/list of beneficial owners on the cut-off date shall only be entitled to vote on the resolutions set out in this notice.

The Board of Directors at their meeting held on 23/08/2019, has appointed M/s. Deep Shukla & Associates, Practicing Company Secretary (Membership No. FCS 5652) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (three) days from the conclusion of the AGM make a consolidated Scrutinizer’s report and submit the same to the Chairman of the meeting.

The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.nyssacorporationltd.com and on the website of CDSL and shall also be communicated to BSE Limited. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

The instructions for e-voting are as under:

- i. The voting period begins on Tuesday, September 24, 2019 (09.00 am IST) and ends on Thursday, September 26, 2019 (05.00 pm IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, September 20, 2019, may cast their vote electronically.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on “Shareholders” tab.

- iv. Now, select the “NYSSA CORPORATION LIMITED” from the drop down menu and click on “SUBMIT”
Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the date of Birth as recorded in your demat account or in the company records for the said demat amount or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant NYSSA CORPORATION LIMITED on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

xxi. The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on relevant date September 20, 2019.

For and on behalf of the Board of Directors

**Sd/-
Prasanna Shirke
Director
DIN: 07654053**

Date: 23/08/2019

Registered Office:

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

Annexure to Notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Name of Director	Mr. Prasanna Yadav Shirke
Date of Birth	23/10/1973
Actual date of Appointment	10/11/2016
A brief resume of the director	Has over a half a decade of experience in the field of civil lines, electrical installation setup, general accounts and finance.
Expertise in Specific Functional Area	Civil lines, electrical installation setup, general accounts and finance
Directorships held in other listed companies (As on March 31, 2019)	--
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2019)	--
Shareholding of Directors	
(As on March 31, 2019)	--
Relationship between Directors inter-se	Husband of Mrs. Shubhada Shirke(Director of the Company)

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 38th Annual Report on the Standalone Audited Statement of Accounts of Nyssa Corporation Limited ("The Company") for the Financial Year ended March 31, 2019.

Financial Results:

The summarized financial performance of the Company for the FY 2018-19 and 2017-18 are given below:

[Amount in ₹]

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from operations	6,28,37,264	1,00,86,094	8,18,62,264	5,23,36,094
Other Income	92,81,850	1,04,32,716	97,04,564	78,60,564
Total Revenue	7,21,19,115	2,05,18,810	9,15,66,829	6,01,96,658
Total Expenses	6,07,56,082	1,57,35,641	8,02,36,990	5,41,02,508
Net Profit/(Loss) Before Tax	1,13,63,032	47,83,169	1,13,29,839	60,94,150
Provision for tax				
- Current Tax (Income Tax)	25,05,827	4,21,972	25,05,827	17,06,972
-Deferred Tax (Liability)/Assets	(2,46,970)	-	(2,46,970)	-
-Excess/(short) provision for earlier years	-	2,74,384	(29,933)	2,74,384
-MAT credit entitlement	7,59,684	1,48,028	7,59,684	1,48,028
Profit /(Loss) for the period from Continuing Operations	83,44,491	39,38,785	83,41,231	39,64,766
Other Comprehensive Incomes				
(i) Items that will not be reclassified to Profit or Loss	-	21,600	-	21,600
(ii) Tax relating to items that will not be reclassified to profit or loss	-	(5,562)	-	(5,562)
Other Comprehensive Incomes for the year, net of tax	-	16,038	-	16,038
Total Comprehensive Income for the Period	83,44,491	39,54,823	8,341,231	39,80,804
Earnings per Equity Share (Basic and Diluted)	0.28	0.13	0.28	0.13

Review of Operations

Standalone

During the year under review, the Company has posted Total Revenue of ₹ 7,21,19,115/- as against for the corresponding previous year of ₹ 2,05,18,810/-

Further, the Company earned Total Comprehensive Income ₹83,44,491/- as against total Comprehensive Income of ₹ 39,54,823/- for the corresponding previous year.

Consolidated

During the year under review, the Company has posted Total Revenue of ₹ 9,15,66,829/- as against for the corresponding previous year of ₹6,01,96,658/-

Further, the Company earned total Comprehensive Income ₹83,41,231/- as against Total Comprehensive Income of ₹ 39,80,804/- for the corresponding previous year.

Share Capital

The Authorised Share Capital of the Company as on March 31, 2019 is ₹ 5,20,00,000 divided into 5,20,00,000 Equity Shares of ₹ 1.00 each.

Issued, Subscribed and Paid-up Equity Share Capital of the Company is ₹ 3,00,00,000 comprising of 3,00,00,000 Equity shares of ₹ 1.00 each.

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

State of Affairs and Future Outlook

Your Company is planning to create a slew of real estate assets that will create fixed rental income to take care of fixed administrative and other expenses to run the operations. Your Company has invested in a property located at Pump House, Andheri East, Mumbai. Also your company is identifying projects in Bhiwandi and Thane areas to start development of properties for next level of development. Considering that Real Estate Regulation Act has been notified and in force since 1st May, 2016, Goods and Service Tax implemented and effects of demonization still effecting the Indian Economy and real estate as a whole your company has taken a conservative approach towards real estate development and is acquiring properties only after considering the pros and cons of the Act.

Dividend

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

Transfer to Reserves

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

Management Discussion and Analysis

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

Directors and Key Managerial Personnel

At the 37th Annual General Meeting (AGM) held on 25th September, 2018:-

- (i) Ms. Shubhada Shirke (DIN: 07654041) was re-appointed as the Director of the Company, liable to retire by rotation.
- (ii) Mr. Prasanna Shirke (DIN: 07654053) was appointed as the Whole Time Director and Chief Financial Officer of the Company.

In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mr. Prasanna Yadav Shirke (DIN: 07654053), Director of the Company, retires by rotation and being eligible; offers himself for re-appointment at the forthcoming 38th Annual General Meeting. The Board recommends the said reappointment for shareholders' approval.

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

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

Sr. No	Name of KMP	Designation
1.	Mr. Prasanna Shirke	Whole Time Director and Chief Financial Officer

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

Mr. Vivek Moolchand Sharma is disqualified by the ROC u/s 164 (2) of the Companies Act, 2013 and hence he is not eligible to be appointed as the director of the Company for a period of Five Years i.e. from November 11, 2016 to October 31, 2021 as notified by Ministry of Corporate Affairs (MCA).

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

Declaration by Independent Directors

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

Board Meetings

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

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

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

During the financial year 04 (Four) Board Meetings were held on 25th May, 2018, 13th August, 2018, 12th November, 2018, 14th February, 2019. The gap between any two Board meetings during this period did not exceed one hundred and twenty days.

Attendance details of Directors for the year ended March 31, 2019 are given below:

Name of the Directors	Designation	No. of Board Meetings attended
Mr. Kamlesh Tiwari	Non Executive Independent Director	04
*Mr. Vivek Moolchand Sharma	Non Executive Independent Director	04
Ms. Shubhada Shirke	Non Executive Non Independent Director	04
Mr. Prasanna Shirke	Whole-time Director & Chief Financial Officer	04

* Disqualified by the Registrar of Company pursuant to section 164 (2) of the Companies Act, 2013.

Discussions with Independent Directors

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

Board Evaluation

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

Audit Committee

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

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

During the Financial Year 2018-19, 04 (Four) meetings of the Committee were held on, 25th May, 2018, 13th August, 2018, 12th November, 2018, 14th February, 2018.

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

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

* Disqualified by the Registrar of Company pursuant to section 164 (2) of the Companies Act, 2013.

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

Nomination & Remuneration Committee

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

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

During the Financial Year 2018-19, 02 (two) meetings of the Committee were held on, 25th May, 2018 and 12th November, 2018.

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

Sr. No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	02
2	*Mr. Vivek Moolchand Sharma	Member, Independent Director	02
3	Mr. Prasanna Shirke	Member, Executive Director	02
4	Ms. Shubhada Shirke	Member, Non-Executive Director	02

* Disqualified by the Registrar of Company pursuant to section 164 (2) of the Companies Act, 2013.

Nomination and Remuneration Policy

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

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

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

Particulars of Managerial Remuneration

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

Further, the names of top ten employees in terms of remuneration drawn are disclosed in **Annexure IV** pursuant to Section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Stakeholders Relationship Committee

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

The total numbers of complaints received during the year were NIL and there was no pending complaint as on 31st March, 2019.

During the Financial Year 2018-19, 02 (two) meetings of the Committee were held on, 25th May, 2018 and 12th November, 2018.

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

Sr. No.	Name of Directors/ Members	Designation	No. of Meetings Attended
1	Mr. Kamlesh Tiwari	Chairman, Independent Director	02
2	*Mr. Vivek Moolchand Sharma	Member, Independent Director	02
3	Mr. Prasanna Shirke	Member, Executive Director	02
4	Ms. Shubhada Shirke	Member, Non-Executive Director	02

* Disqualified by the Registrar of Company pursuant to section 164 (2) of the Companies Act, 2013.

Directors' Responsibility Statement

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

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Extract of Annual Return:

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure V** and forms an integral part of this report.

Details of Subsidiary/Joint Ventures/Associate Companies

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

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

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

Auditors

(i) Statutory Auditors'

At the 36th Annual General Meeting held on September 29, 2017, M/s CLB & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of 40th Annual General Meeting to be held for the Financial Year ended 2021.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on 7th May, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. However, pursuant to Ordinary Resolution passed at the 36th AGM, appointment shall be subject to ratification at every annual general meeting.

Hence, the Notice convening the ensuing 38th AGM contains a resolution on ratification of appointment of Statutory Auditors. Further, M/s. CLB & Associates, Chartered Accountants, has confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending 31st March, 2020.

(ii) Cost Audit

As per the Cost Audit Orders and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Cost Audit is not applicable to our Company.

(iii) Secretarial Audit

In terms of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. N. S Gupta & Associates, Practising Company Secretaries, to undertake Secretarial Audit of the Company for the F.Y 2018-19. The Secretarial Audit Report is enclosed as **Annexure VI** to this report.

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

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

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

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

- i. Due to some technical issues, the Company is not able to take active steps to file the pending e-Forms with the Ministry of Corporate Affairs for cessation of office of Independent Director.
- ii. The Company is in process to take a suitable step to fill in the gap regarding Independent Director so that the prescribed norms can be fulfilled for composition of Audit committee, as required;
- iii. The Company is in the process to appoint Internal Auditor of the Company;
- iv. The Company is taking active steps to update website of the Company;
- v. The Company is in process of appointing a Company Secretary;
- vi. The Company is taking active steps to file the pending e-Forms with the Ministry of Corporate Affairs for appointment of Whole-time Director and Chief Financial Officer of the Company.
- vii. The Company is in process of appointing KMP's, hence filling of ACTIVE Form INC-22 A is pending.

Internal Audit & Controls

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

Employees' Stock Option Plan

The Company has not provided stock options to any employee.

Vigil Mechanism

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

Risk Management Policy

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

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

Corporate Governance Report

The provisions of the Corporate Governance is not applicable to the Company pursuant to Regulation 15(2)(a) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has taken various steps to initiate good Corporate Governance practices.

Deposits

The Company has neither accepted nor renewed any fixed deposits during the year under review under Section 76 of the Companies Act, 2013. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2019.

Loans & Guarantees

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

Related Party Transactions

During the financial year 2018-19, your Company has entered into various arrangement / transactions with related parties as defined under the IND – AS, all of them are in the ordinary course of business. However, pursuant to the provisions of Section 178, 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, omnibus approval of the Audit Committee was sought for entering into the related party transactions.

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

In accordance with Indian Accounting Standard 24, the related party transactions are disclosed under Note No. 2 of the Financial Statements.

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

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

(a) Conservation of Energy:

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

(b) Absorption of Technology:

1) The efforts made towards technology absorption:

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

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

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

Better efficiency in operations

Reduced dependence on external sources for technology for developing new products and upgrading existing products.

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

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

(c) Foreign Exchange Earnings and Outgo:

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

Transfer of Amounts to Investor Education and Protection Fund

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

Corporate Social Responsibility

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

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment at workplace (Prevention, prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year ended 31st March 2019, Company has not received any complaint of harassment.

Listing with Stock Exchange

The shares of the Company are listed on BSE only.

Secretarial Standards

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

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

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

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

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

Acknowledgement

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

On behalf of the Board of Directors

Sd/-

Prasanna Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN: 07654041

Place: Mumbai

Date: 23/08/2019

Registered Office:

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION

The company is in the business of commerce of real estate development. The Company is constantly working towards achieving further improvements in the quality and technological & operational efficiencies of its products, projects and processes.

OPPORTUNITIES, RISKS & CONCERNS:-

Opportunities:

It is believed that the demand for Real Estate shall be strong in medium to Long Term. While the government regulation initiatives like Housing for all and the Smart Cities concept shall create opportunities and improve the demand for Real Estate. The Real Estate sector also awaits policy reforms to gain momentum in the economy.

Risks and Concerns:

Also the Increased cost of manpower; rising cost of construction and Over regulated environment is a concern to your Company. However the management of the Company shall timely capitalize on the market opportunities considering the strengths the Company possess.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company has a regular system of internal check & control, costing, budgeting, forecasting, monitoring projections & efforts are regularly put in to further strengthen the system.

ACCOUNTING TREATMENT:

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

MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

The Company uses the services of a fairly good team of Engineers, Architects, Contractors, Suppliers and Legal Advisors. The people employed by the Company and other agencies working for the project, are technically qualified/competent and help in successful and timely execution of projects.

On behalf of the Board of Directors

Sd/-

Prasanna Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN: 07654041

Place: Mumbai

Date: 23/08/2019

Registered Office:

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

NOMINATION AND REMUNERATION POLICY

CONSTITUTION OF COMMITTEE

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

OBJECTIVE

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

The Key Objectives of the Committee would be:

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

APPLICABILITY

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

DEFINITIONS

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

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

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

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

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

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

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

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

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

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

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

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

ROLE AND POWER OF THE COMMITTEE

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

The Committee shall:

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

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

(i). Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

(ii). Term / Tenure

a. Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

c. Evaluation

- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

d. Removal

- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e. Retirement

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

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

(i). General:

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

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

- Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup

of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- **Minimum Remuneration:**

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

- **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

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

- **Remuneration / Commission:**

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

- **Sitting Fees**

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

- **Commission:**

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

- **Stock Options:**

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

MEMBERSHIP

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

CHAIRMAN

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

FREQUENCY OF MEETINGS

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

COMMITTEE MEMBERS' INTERESTS

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

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

SECRETARY

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

VOTING

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

MINUTES OF COMMITTEE MEETING

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

IMPLEMENTATION

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

AMENDMENTS TO THE POLICY

- The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

AMENDMENTS IN THE LAW

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

Annexure III

Particulars of Employee

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

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19;
- ii. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary of the Company in the financial year 2018-19:

Name & Designation	*Remuneration of each Director & KMP for Financial Year 2018-19	% increase/ decrease in remuneration in the Financial Year 2018-19	Ratio of remuneration of each Directors to median remuneration of employees
A. Directors	-	-	-
Mr. Kamlesh Tiwari (ID)	-	-	-
*Mr. Vivek Sharma (ID)	-	-	-
Mrs. Shubhada Shirke (NED)	-	-	-
B. Key Managerial Personnel	-	-	-
Mr. Prasanna Shirke (WTD & CFO)	-	-	-

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

Notes:

* Disqualified by the Registrar of Company pursuant to section 164 (2) of the Companies Act, 2013.

Median remuneration of all the employees of the Company for the financial year 2018-19 is ₹ 1,20,000/-

- iii. **The percentage increase in the median remuneration of employees in the financial year 2018-19.**

Particulars	Financial Year 2018-19 (₹)	Financial Year 2017-18 (₹)	Increase (%)
Median remuneration of all employees	1,20,000	1,14,000	5.26

- iv. The number of permanent employees on the rolls of Company.
There were 6 permanent employees on the rolls of Company as on March 31, 2019.
- v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

None of Managerial personnel drew remuneration from the Company, hence, average percentile increase in the salaries of employee other than the Managerial Personnel in the Financial Year 2018-19 is Not Applicable.
- vi. **Affirmation that the remuneration is as per the Remuneration Policy of the Company**

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

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

Name of the Employees	Designation / Nature of Duties	Remuneration Received (₹) P.A.	Qualification	Experience in years	Age in Years	Date of Commencement of employment	Last employment held	% of share holding
Mr. Vijay	Finance & Accounts	2,40,000/-	B.Com	19	35	01/04/2014	N.A.	Nil
Mr. Manish	Admin Head	1,20,000/-	B.Com	26	50	01/04/2014	N.A.	Nil
Mr. Anand	Admin Senior	1,20,000/-	Xth	31	60	01/04/2014	N.A.	Nil
Mr. Santosh	Clerical Staff	1,08,000/-	Xth	6	25	01/04/2014	N.A.	Nil
Mr. Nilesh	Clerical Staff	1,08,000/-	Xth	16	40	01/04/2014	N.A.	Nil

The above employees are related to the Directors of the Company. :

Names of Employees	Names of employees who are relatives of any Director
	Not Applicable

On behalf of the Board of Directors

Sd/-

Prasanna Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN: 07654041

Place: Mumbai

Date: 23/08/2019

Annexure V

EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2019

[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

A. REGISTRATION AND OTHER DETAILS:

CIN:-	L70101MH1981PLC024341
Registration Date:	30/04/1981
Name of the Company:	NYSSA Corporation Ltd.
Category / Sub-Category of the Company	Company limited by Shares / Indian Non-Government Company
Address of the Registered office and contact details:	Office No: 002, Gulmohar Complex, opposite Anupam Cinema, Station Road, Goregaon(E) Mumbai - 400063, Maharashtra, India.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd C-101, 247 Park, L.B.S.Marg, Vikhroli West, Mumbai – 400083, Maharashtra, India. Tel. No. : 2851 5606/ 5644 Email : support@sharexindia.com Website : www.sharexindia.com

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
1	Real Estate Development and Leasing of Immovable Properties	41	100

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate
		NOT APPLICABLE	

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

CATEGORY OF SHAREHOLDERS	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). Individual	6644010	0	6644010	22.147	6644010	0	6644010	22.147	0
(b). Central Govt.	0	0	0	0.000	0	0	0	0.000	0
(c). State Govt(s).	0	0	0	0.000	0	0	0	0.000	0
(d). Bodies Corporate	1308570	0	1308570	4.362	1308570	0	1308570	4.362	0
(e). FIINS / BANKS.	0	0	0	0.000	0	0	0	0.000	0
(f). Any Other	0	0	0	0.000	0	0	0	0.000	0

CATEGORY OF SHAREHOLDERS	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Sub-total (A) (1):-	7952580	0	7952580	26.509	7952580	0	7952580	26.509	0
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0.000	0	0	0	0.000	0
(b). Other Individual	0	0	0	0.000	0	0	0	0.000	0
(c). Bodies Corporates	0	0	0	0.000	0	0	0	0.000	0
(d). Banks / FI	0	0	0	0.000	0	0	0	0.000	0
(e). Qualified Foreign Investor	0	0	0	0.000	0	0	0	0.000	0
(f). Any Other Specify	0	0	0	0.000	0	0	0	0.000	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	7952580	0	7952580	26.509	7952580	0	7952580	26.509	0
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0	0.000	0	0	0	0.000	0.000
(b). Banks / FI	0	0	0	0.000	0	0	0	0.000	0.000
(c). Central Govt.	0	0	0	0.000	0	0	0.000	0.000	0.000
(d). State Govt.	0	0	0	0.000	0	0	0	0.000	0.000
(e). Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
(f). Insurance Companies	0	0	0	0.000	0	0	0	0.000	0.000
(g). FIs	0	0	0	0.000	0	0	0	0.000	0.000
(h). Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
(i). Others (specify)	0	0	0	0	0	0	0	0.000	0.000
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	12054206	0	12054206	40.181	11553094	0	11553094	38.510	-1.671
(ii). Overseas	0	0	0	0.000	0	0	0	0.000	0.000
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	905546	4000	909546	3.032	986980	4000	990980	3.303	0.271
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	8055732	0	8055732	26.852	8550069	0	8550069	28.500	1.648
(c). Other (specify)									
Non Resident Indians	746449	0	746449	2.488	760741	0	760741	2.536	0.048
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	281487	0	281487	0.938	192536	0	192536	0.642	-0.296
Trusts	0	0	0	0	0	0	0	0	0

CATEGORY OF SHAREHOLDERS	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	22043420	4000	22047420	73.491	22043420	4000	22047420	73.491	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22043420	4000	22047420	73.491	22043420	4000	22047420	73.491	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0.000
Grand Total (A+B+C)	29996000	4000	30000000	100.00	29996000	4000	30000000	100.00	0

Shareholding of promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			ShareHolding at the end of the Year			% changes in share holding during the year
		No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	SHAILJA R RUIA	3000000	10.000	0	3000000	10.000	0	0
2	REKHA R RUIA	3000000	10.000	0	3000000	10.000	0	0
3	INNOCENT INFRASTRUCTURE PRIVATE LIM	1308570	4.362	0	1308570	4.362	0	0
4	RAVINDRAKUMAR RUIA	644000	2.147	0	644000	2.147	0	0
5	SUSHILKUMAR RAMJIWAN NEVATIA	10	0.000	0	10	0.000	0	0

Change in Promoter's Shareholding(Please specify,if there is no change)

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			ShareHolding at the end of the Year			% of total Shares of the company
		No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share-holding	Reason	No.Of shares	
No Change								

Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

Sr. No	Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share-holding	Reason	No. Of shares	% of total Shares of the company
1	GRACEUNITED REAL ESTATE PRIVATE LIM	1457179	4.857	01-04-2018				
				28-12-2018	(25)	Sold	1457154	4.857
				31-12-2018	(100)	Sold	1457054	4.857
				04-01-2019	(50)	Sold	1457004	4.857
	Closing Balance			31-03-2019			1457004	4.857
2	SPARKLINE MERCANTILE COMPANY PVT. L	1451032	4.837	01-04-2018				
	Closing Balance			31-03-2019		No Change	1451032	4.837
3	GRACEUNITED DEVELOPERS PVT. LTD.	1377598	4.592	01-04-2018				
	Closing Balance			31-03-2019		No Change	1377598	4.592
4	JASHVANT MANSUKHLAL SHAH	722574	2.409	01-04-2018				
	Closing Balance			31-03-2019		No Change	722574	2.409
5	MONOTYPE INDIA LIMITED .	713800	2.379	01-04-2018				
	Closing Balance			31-03-2019		No Change	713800	2.379
6	SIDDHARTH CHIMANLAL SHAH	700000	2.333	01-04-2018				
				08-02-2019	(891)	Sold	699109	2.330
				15-02-2019	(20200)	Sold	678909	2.263
	Closing Balance			31-03-2019			678909	2.263
7	ASHA SANJAY SHAH	594557	1.982	01-04-2018				
	Closing Balance			31-03-2019		No Change	594557	1.982
8	WAYS VINIMAY PRIVATE LIMITED	-	-	01-04-2018				
				13-07-2018	572900	Buy	572900	1.910
	Closing Balance			31-03-2019		Buy	572900	1.910

Sr. No	Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share-holding	Reason	No. Of shares	% of total Shares of the company
9	NIRSHILP COMMODITIES AND TRADING PVT. LTD.	555000	1.850	01-04-2018				
	Closing Balance			31-03-2019		No Change	555000	1.850
10	MANOJ JAIN HUF	514239	1.714	01-04-2018				
	Closing Balance			31-03-2019		No Change	514239	1.714
11	GUINNESS SECURITIES LIMITED	618900	2.063	01-04-2018				
				29-06-2018	(572900)	Sold	46000	0.153
	Closing Balance			31-03-2019			46000	0.153

Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Cumulative Shareholding at the end of the year			
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share-holding	Reason	No. Of shares	% of total Shares of the company
1	Mr. Vivek Moolchand Sharma	-	-	-	-	-	-	-
	At the beginning of the year	-	-	-	-	-	-	-
	Transfer on-	-	-	-	-	-	-	-
	At the End of the year	-	-	-	-	-	-	-
2	Mr. Kamlesh Ramraj Tiwari	-	-	-	-	-	-	-
	At the beginning of the year	-	-	-	-	-	-	-
	Transfer on-	-	-	-	-	-	-	-
	At the End of the year	-	-	-	-	-	-	-
3	Mrs. Subhada Shirke	-	-	-	-	-	-	-
	At the beginning of the year	-	-	-	-	-	-	-
	Transfer on-	-	-	-	-	-	-	-
	At the End of the year	-	-	-	-	-	-	-
4	Ms. Prasanna Shirke	-	-	-	-	-	-	-
	At the beginning of the year	-	-	-	-	-	-	-
	Transfer on-	-	-	-	-	-	-	-
	At the End of the year	-	-	-	-	-	-	-

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition				
• Reduction	-	-	-	-
	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	-	-	-	-

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager Mr. Prasanna Shirke	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	*
	- others, specify...	-	*
5	Others, please specify	-	*
	Total (A)	-	*
	Ceiling as per the Act		

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of other Directors	Total Amount
1	Independent Directors		
	• Fee for attending board / committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (1)		
2	Other Non-Executive Directors		
	• Fee for attending board / committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CFO	Company Secretary	CFO	Total
1	"Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961"	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
	Others, please specify	-	-	-	-
	Total	-	-	-	-

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

On behalf of the Board of Directors

Sd/-

Prasanna Yadav Shirke

Director

DIN: 07654053

Sd/-

Shubhada Prasanna Shirke

Director

DIN: 07654041

Place: Mumbai

Date: 23/08/2019

Annexure VI

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2019

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, (subject to the observations/qualification mentioned in this report) in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period);and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);

(vi) No other laws were specifically applicable during the audit period.

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

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

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

- The company is yet to file return with Ministry of Corporate affairs w.r.t. cessation of office of Independent Director being disqualified under section 164(2) of the Companies Act, 2013.
- There was a short fall in composition of Board Directors pertaining to appointment of Independent Director, consequently, short fall in Nomination and Remuneration committee & Audit Committee.
- The appointment of Internal Auditor was yet to be made during the aforesaid Audit period;
- As informed by the Management, the Company is in process to update website of the Company;
- The Company is yet to appoint Company Secretary;
- Respective e-Form(s) are yet to be filed with Ministry of Corporate Affairs for appointment of Whole-time Director and Chief Financial Officer of the Company;
- The Company has not filed ACTIVE Form INC- 22A with the Ministry of Corporate Affairs.
- As explained by the Management, they are in process to complete the minutes of Board as well as their Committee(s).

I further report that:

- As reported earlier in report, the Board of Director's composition lacks proper appointment, consequently, having short fall relevant compliances.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the resolutions were passed with consent of majority of Directors.

I further report that:

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

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

FOR: M/s N. S. GUPTA & ASSOCIATES
COMPANY SECRETARY

Place: Mumbai
Date: 13/08/2019

Sd/-
Neha Saraf
Proprietor
CP No: 11093

To

The Members

NYSSA CORPORATION LIMITED

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

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

FOR: M/s N. S. GUPTA & ASSOCIATES
COMPANY SECRETARY

Sd/-
Neha Saraf
Proprietor
CP No: 11093

Place: Mumbai
Date: 13/08/2019

INDEPENDENT AUDITOR'S REPORT

To
The Members
Nyssa Corporation Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Nyssa Corporation Limited** ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of cash flows for the year then ended and notes to the standalone 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting Standards prescribed under section 133 of the Act read with companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis Board's Report, Report on Corporate governance and Business Responsibility report but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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

1. Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.
2. 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
3. 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.
4. 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.
5. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1 As required by 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.
- 2 As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

3 In respect of companies where managerial remuneration is within limit :

The company has not paid any managerial remuneration to its directors during the year; hence the clause is not applicable to the company.

Place: Mumbai
Date: 27/05/2019

For CLB& Associates
Chartered Accountants
FRNo. 124305W

Sd/-
Jeetu kumbhar
Partner
M.No. 132629

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- (i). (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b). As explained to us, fixed assets have been physically verified by the management at regular intervals as informed to us no material discrepancies were noticed on such verification;
- (c). The company does not have any immovable property.
- (ii). (a) The management has conducted physical verification of inventory at reasonable intervals.
- (b) The procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business,
- (c) The company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification as compared to book records.
- (iii). The company has not granted any loan, secured or unsecured to companies, firms or other covered parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv). In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and section 186 of the act, in respect of loans, Investment, guarantees and security.
- (v). The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi). As informed to us, the Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Act for any of the activities of the company
- (vii). (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Service Tax, customs duty, and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Service Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
- (viii). In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- (ix). The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- (x) According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has not paid/provided for any managerial remuneration.
- (xii). In our opinion and according to the information and explanations given to us, the company is not a Nidhi company.
- (xiii). According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act.
- (xiv). According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv).According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him.

(xvi). The Company is registered under section 45-IA of Reserve Bank of IndiaAct 1934.

For CLB& Associates
Chartered Accountants
FRNo. 124305W

Sd/-
Jeetu kumbhar
Partner
M.No. 132629

Place: Mumbai
Date: 27/05/2019

“Annexure B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of Nyssa Corporation Limited (“the Company”) as of March 31, 2019 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 CLB& Associates
Chartered Accountants
FRNo. 124305W

Sd/-
Jeetu kumbhar
Partner
M.No. 132629

Place: Mumbai
Date: 27/05/2019

BALANCE SHEET AS ON 31ST MARCH, 2019

Particulars	Note Ref	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	30,806	7,326
(b) Other Intangible Assets	-	-	-
(c) Financial Assets			
(i) Investments	3	63,242,040	84,607,191
(ii) Loans	4	109,861,712	110,308,736
(iii) Other Financial Assets	5	162,590	480,360
(d) Deferred Tax Assets (Net)	6	2,302	1,991
(e) Other non-current assets	7	24,637,320	26,514,879
		197,936,770	221,920,483
(2) Current Assets			
(a) Inventories	8	25,447,066	21,346,259
(b) Financial Assets			
(i) Trade Receivables	9	6,584,815	8,582,583
(ii) Cash & Cash Equivalents	10	2,707,899	1,828,658
(iii) Loans	11	-	4,597,200
(c) Current Tax Assets (Net)	12	1,560,124	3,883,510
(d) Other Current Assets	13	26,444,446	2,945,000
		62,744,350	43,183,210
TOTAL ASSETS		260,681,119	265,103,692
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	14	30,000,000	30,000,000
(b) Other Equity	15	209,558,188	201,924,938
TOTAL EQUITY		239,558,188	231,924,938
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities		-	-
(b) Deferred Tax liability (Net)	6.1	-	246,659
		-	246,659
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	16	5,507,071	18,327,680
(b) Other Current Liabilities	17	15,615,861	14,604,415
		21,122,932	32,932,095
TOTAL EQUITY AND LIABILITIES		260,681,119	265,103,692
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

For and on Behalf of the Board

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

(In ₹)

Particulars	Note No	F.Y. 2018-19	F.Y. 2017-18
I. Revenue from Operations	18	62,837,264	10,086,094
II. Other Income	19	9,281,850	10,432,716
III. Total Revenue (I +II)		72,119,115	20,518,810
IV. Expenses:			
Cost of Land, Plots & Constructed Properties & Development Rights	20	324,304	258,924
Purchase of Stock-in-Trade	21	58,288,442	21,058,915
Change in inventories of finished goods & work in progress	22	(4,100,807)	(12,335,984)
Employee Benefit Expense	23	1,269,204	1,051,250
Financial costs	24	198,785	589,899
Depreciation & Amortisation	25	3,864	1,971
Other Expenses	26	4,772,291	5,110,666
IV. Total Expenses		60,756,083	15,735,641
V. Profit before tax	(III - IV)	11,363,032	4,783,169
VI. Tax Expense:			
(1) Current Tax			
- Income Tax		2,505,827	421,972
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		-	274,384
(3) Deferred Tax		(246,970)	-
(4) MAT Credit entitlement		759,684	148,028
VI. Profit/(Loss) for the period from Continuing Operations	(V - VI)	8,344,491	3,938,785
VII. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	21,600
(ii) Tax relating to items that will not be reclassified to profit or loss		-	(5,562)
Other Comprehensive Income for the year, net of tax		-	16,038
IX. Total Comprehensive Income for the period (VII+VIII)	(VI + VII)	8,344,491	3,954,823
X. Earning per equity share (Basic and Diluted)		0.28	0.13
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

For and on Behalf of the Board

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	31.03.2019	31.03.2018
	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax and extra ordinary items	11,363,032	4,783,169
Add: Other Comprehensive Income		
Items that will not be reclassified to profit or loss	-	21,600
Adjustment For :		
Share of (profit)/loss from investment in partnership firm	322,714	(2,572,152)
Short Term Gain/loss on Sale Shares	(2,027,341)	-
Depreciation/amortization on continuing operation	3,864	1,971
Interest expenses	186,513	579,513
Operating profit before working capital changes	9,848,782	2,814,101
Movement in Working Capital :		
Increase/(decrease) in Inventory	(4,100,807)	(12,335,984)
Increase/(decrease) in Trade receivables	1,997,768	1,326,232
Increase/(decrease) in Short Term Loan & Advances	4,597,200	12,620,484
Increase/(decrease) in Current Liabilities	1,011,446	(7,970,645)
Increase/(decrease) in Trade Payable	(12,820,609)	1,970,192
Increase/(decrease) in Other Current Assets	(23,499,446)	2,380,000
Direct taxes paid (net of refunds)	(942,126)	(1,954,294)
Net Cash Flow from Operating Activities(A)	(23,907,792)	(1,149,914)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments /withdrawl in Partnership Firm	19,567,251	12,195,968
Sale of Investments	3,114,000	-
Purchase of Fixed Assets	(27,344)	-
Share of (profit)/loss from investment in partnership firm	(322,714)	2,572,152
Net Cash Flow from Investing Activities(B)	22,331,193	14,768,120
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed (Repayment) from long term borrowing	-	(10,562,835)
Increase in Advances Given	2,642,354	(7,486,824)
Interest Paid	(186,513)	(579,513)
Net Cash Flow from Financing Activities(C)	2,455,840	(18,629,172)
Net increase/(decrease) in cash & cash equivalents(A+B+C)	879,241	(5,010,965)
Cash and Cash equivalents (Opening Balance)	1,828,659	6,839,624
Cash and Cash equivalents (Closing Balance)	2,707,899	1,828,659

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

For and on Behalf of the Board

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

Statement of changes in equity for year ended March 31, 2019

Equity Share Capital

Equity share capital of face value ` 1.00 each	No. of Shares	(Figures in ₹)
Balance as at April 1, 2017	30,000,000	30,000,000
Changes in equity share capital during the year	-	-
Balance as at March 31, 2018	30,000,000	30,000,000
Changes in equity share capital during the year	-	-
Balance as at March 31, 2019	30,000,000	30,000,000

Other equity	Reserves and Surplus			Other Comprehensive Income	
	Capital Reserve	Securities Premium	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2017	1,024,970	42,750,000	153,499,942	695,203	197,970,115
Profit for the period	-	-	3,938,785	16,038	3,954,823
Other Comprehensive Income for the year	-	-	-	-	-
Balance as on 31st March 2018	1,024,970	42,750,000	157,438,727	711,241	201,924,938
Profit for the period	-	-	8,344,491	-	8,344,491
Other Comprehensive Income for the year	-	-	-	(711,241)	(711,241)
Balance as on 31st March 2019	1,024,970	42,750,000	165,783,218	-	209,558,188

Significant Accounting Policies & Notes on Accounts

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

For and on Behalf of the Board

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

NON-CURRENT ASSETS

NOTE 2 : PROPERTY, PLANT & EQUIPMENTS

Particulars	Computer & Printer	Fingerprint Biometric System	Camera	Water Dispenser	Air Conditioner	Total
Gross Block						
As on 01/04/2018	50,100	9,345	21,352	9,200	-	89,997
Additions/Adjustment		-	-	-	27,344	27,344
As on 31/03/2019	50,100	9,345	21,352	9,200	27,344	117,341
Accumulated Depreciation						
As on 01/04/2018	47,596	8,878	20,284	5,913	-	82,671
For the year 2018-19	-	-	-	1,700	2,164	3,864
As on 31/03/2019	47,596	8,878	20,284	7,613	2,164	86,535
Net Block as on 31/03/2018	2,504	467	1,068	3,287	-	7,326
Net Block as on 31/03/2019	2,504	467	1,068	1,587	25,180	30,806

NOTE 3 : FINANCIAL ASSETS -INVESTMENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Investments in Equity Instruments		
(i) Quoted Equity Shares (At Fair value through OCI) Flowmore Ltd (30,000 Shares)	-	1,797,900
Total (i)	-	1,797,900
(ii) Unquoted Equity Shares Shree Vindhya Paper(4000 Shares)	220,000	220,000
Total (ii)	220,000	220,000
(iii) Investment in Partnership Firm (at Cost) Mark Developers (99%)	63,022,040	82,589,291
Total (iii)	63,022,040	82,589,291
Total(i+ii+iii)	63,242,040	84,607,191

Investment in Partnership Firm	Partner Name	Share of Partner March 31, 2019 and March 31, 2018
Mark Developers	Nyssa Corporation Ltd	99.00%
	Ronak Shah	1.00%

NOTE 4 : FINANCIAL ASSETS -LOANS

Particulars	As at March 31, 2019	As at March 31, 2018
Loans to Subsidiaries: (Unsecured, Considered Good)	109,861,712	110,308,736
Total	109,861,712	110,308,736

NOTE 5 : OTHERS FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31,2018
Security Deposits	162,590	480,360
Total	162,590	480,360

NOTE 6 : Deferred Tax Assets (Net)

Particulars	As at March 31, 2019	As at March 31,2018
Deferred Tax Assets on Account of:		
Depreciation	2,302	1,991
Total	2,302	1,991

NOTE 7 : OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31,2018
Other Business Advances	24,200,000	26,200,000
Duties & Taxes Refundable	437,320	314,879
Total	24,637,320	26,514,879

NOTE 8 : FINANCIAL ASSETS- TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31,2018
Work-in-Progress	25,447,066	21,346,259
Total	25,447,066	21,346,259

NOTE 9 : FINANCIAL ASSETS- TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31,2018
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date they are due for payment	6,584,815	8,582,583
	-	-
Less: Provision for doubtful Debts	-	-
Total	6,584,815	8,582,583

NOTE 10 :FINANCIAL ASSETS- CASH AND CASH EQUIVALENT

Particulars	As at March 31, 2019	As at March 31,2018
Balances with Bank		
- Current account	1,757,823	379,748
Cash in hand	950,075	1,448,910
Total	2,707,899	1,828,658

NOTE 11 : FINANCIAL ASSETS -LOANS

Particulars	As at March 31, 2019	As at March 31,2018
Loans & Advance	-	4,597,200
Total	-	4,597,200

NOTE 12 : Current tax Assets (Net)

Particulars	As at March 31, 2019	As at March 31,2018
Tax Assets(Net of Provision of tax)	1,560,124	3,883,510
Total	1,560,124	3,883,510

NOTE 13 : Other Current Assets

Particulars	As at March 31, 2019	As at March 31,2018
Other Business Advances	26,444,446	2,945,000
Total	26,444,446	2,945,000

NOTE 14: EQUITY SHARE CAPITAL

	As at March 31, 2019		As at March 31, 2018	
A. Authorised:				
52,000,000 equity shares of ₹ 1 each (Previous Year 52,000,000 equity shares of ₹ 1 each)	52,000,000	52,000,000	52,000,000	52,000,000
Total	52,000,000	52,000,000	52,000,000	52,000,000
B. Issued, Subscribed & Fully Paid-up:				
3,00,00,000 equity shares of ₹ 1 each (Previous Year 30,000,000 equity shares of ₹ 1 each)	30,000,000	30,000,000	30,000,000	30,000,000
Total	30,000,000	30,000,000	30,000,000	30,000,000

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

Name of Shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of Shares held	%	Number of Shares held	%
Rekha Ruia	3,000,000	10.00	3,000,000	10.00
Shailja Ruia	3,000,000	10.00	3,000,000	10.00

NOTE : 15 OTHER EQUITY

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Capital reserve	1,024,970	1,024,970
(b) Security Premium	42,750,000	42,750,000
(C) Retained Earnings	165,783,218	157,438,727
(d) Other Comprehensive Income	-	711,241
Total	209,558,188	201,924,938

The Company has only one class of equity shares having a par value of Rs.1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 6.1 : Deferred Tax Liability (Net)

Particulars	As at March 31, 2019	As at March 31,2018
Deferred Tax Liability on Account of:		
OCI Items	-	246,659
Total	-	246,659

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

Particulars	As at March 31, 2019	As at March 31, 2018
Trade payable: Others	5,507,071	18,327,680
Total	5,507,071	18,327,680

NOTE 17: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Other Liabilities	15,398,402	14,346,252
Statutory Liabilities	217,459	258,163
Total	15,615,861	14,604,415

Notes Forming Part of the Profit and Loss Statement**Note : 18 Revenue from Operations**

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Sale	36,091,664	5,738,265
2	Sale of Flats & offices	26,745,600	4,347,829
	Total	62,837,264	10,086,094

Note : 19 Other Income

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Profit /(Loss) from Partnership Firm-Mark Developers	(322,714)	2,572,152
2	Discount Received	2,000	-
3	Dividend Received	89,815	-
4	Interest Received	6,451,195	7,530,564
5	Rent Income	363,000	330,000
6	Short Term Gain/loss on Sale Shares	2,027,341	-
7	Jobbing Profit/(Loss)	138,198	-
8	Maintenance Charges Received	533,016	-
	Total	9,281,850	10,432,716

Note : 20 Cost of Land, Plots & Constructed Properties & Development Rights

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Building Material	89,408	48,120
2	Electrical Material	-	7,300
3	Other Expenses	-	118,304
4	Property Tax	60,772	-
5	Water Charges	8,660	-
6	Plumbing & Water Proofing Works	50,700	5,200
7	Housekeeping Charges	114,764	-
8	Tiles Fixning Charges	-	80,000
	Total	324,304	258,924

Note : 21 Purchase of Stock

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Purchase	58,154,142	21,031,907
	Add: DP Charges	11,313	2,242
	Add: Securities Transaction Tax	76,999	21,794
	Add: Stock Exchange Charges	45,987	2,972
	Total	58,288,442	21,058,915

Note : 22 Change in Inventories

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Inventories at the beginning of the year		
	Finished goods	12,269,426	-
	Work in Progress	9,076,833	9,010,275
2	Inventories at the end of the year		
	Finished Goods	25,447,066	12,269,426
	Work in Progress	-	9,076,833
	Total	(4,100,807)	(12,335,984)

Note : 23 Employment Benefit Expenses

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Salaries & Wages	1,269,204	1,051,250
	Total	1,269,204	1,051,250

Note :24 Financial Cost

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Interest Expense	186,513	579,513
2	Bank Charges	12,272	10,386
	Total	198,785	589,899

Note :25 Depreciation & Amortisation

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Depreciation on Tangible assests	3,864	1,971
	Total	3,864	1,971

Note : 26 Other Expenses

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Advertisement Expenses	157,823	102,259
2	Architect Fees	125,000	-
3	Audit Fees	64,750	73,750
4	Balance Write Off	-	157,413
5	Brokerage Paid	775,000	-
6	Business Promotions	336,815	978,500
7	DSC Charges	15,250	-
8	Electricity Expenses	334,390	217,350
9	GST Expense	5,908	-
10	Insurance Charges	16,168	-
11	Listing Charges	250,000	287,500
12	Office Expenses	701,774	63,842
13	Printing & Stationery Expenses	18,936	31,341
14	Professional & Legal Fees	1,058,000	580,000
15	Processing Fees	15,877	-
16	Membership Fees	7,080	2,238,945
17	Rent Paid	-	218,000
18	Repairs & Maintenance	528,028	65,886
19	ROC Fees	-	9,400
20	Security Expenses	159,827	-
21	Share transfer Fees	60,862	70,521
22	Stamp Duty Charges	42,180	-
23	Service Tax Expense	3,780	-
24	Telephone Expenses	12,976	8,359
25	Travelling Expenses	72,900	-
26	Website Maintance Charges	8,968	7,600
	Total	4,772,291	5,110,666

Schedule "1" SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS FOR THE YEAR ENDED 31.03.2019:-

1. Significant Accounting Policies:-

(a) Basis of Preparation:

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

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

(b) Accounting Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

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

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

(d) Revenue Recognition:

1. Income from Sale of Shares:

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

2. Revenue from constructed properties

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

3. Property, Plant & Equipment's:

(i) Tangible Assets:

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

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

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

(ii) Intangible Assets:

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

4. Depreciation/ Amortization:

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

5. Foreign Currency Translation:

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

6. Borrowing Costs:

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

7. Financial instruments:

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

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

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

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

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

8. Inventories:

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

9. Employee Benefits:

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

10. Taxation:

Tax expense comprises current and deferred tax.

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

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in to her comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

11. Provisions, Contingent Liabilities and Contingent Assets:

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

12. Segment Reporting:

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

13. Impairment of Assets:

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

2) Notes to Accounts:-

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

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

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

Enterprises where control exist :

- (i) Key Management Personnel
 - (a) Mr. Vivek Sharma
- (ii) Associates Concern
 - (a) Mark Developers- Partnership Firm
 - (b) Innocent Infrastructure Private Limited

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

Rs in Lacs

	Mark Developers- Partnership Firm		Innocent Infrastructure Pvt. Ltd		Key Management Personnel	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous year
Introduction/(Withdrawal) in Firm (Net)	(195.67)	(122.17)	150.00	NIL	--	--

(C) Year End Balance

Amt in Lacs

Particular		Current Year	Previous year
Key Management Personnel	CR	NIL	NIL
Investment in Partnership Firm-Mark Developers	DR	630.22	825.89
Advances to Innocent Infrastructure Pvt. Ltd	DR	150.00	NIL

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

Particular	Current Year (Rupees)	Previous Year (Rupees)
Face Value Per Share	1	1
Profit after tax (excluding excess/short) provision of taxation earlier years written back/(off)	83,44,491	39,54,823
Number of shares used in computing Basic & Diluted EPS (Calculated by using Weighted Average Method)	3,00,00,000	3,00,00,000
Earning Per Share – Basic & Diluted	0.28	0.13

- v) There are no amounts due and outstanding to be credited to investor education & protection fund as at 31st March, 2019.
- vi) The company has identified two reportable segments viz. Realty & Investment. Segments have been identified and reported taking into account nature of products & services, the differing risk and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.
- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which are relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.
- b) Segment assets and segment liabilities represent assets and liabilities in respective segment. Other assets & liabilities that cannot be allocated to segment on reasonable basis have been disclosed as “Unallocable”.

1. Primary Segment Information:

S.No		Realty		Investment	
		2018-2019	2017-2018	2018-2019	2017-2018
1	Segment Revenue				
	External Turnover	272.79	69.20	450.25	135.99
	Less: Inter Segment				
	Net Turnover	272.79	69.20	450.25	135.99
2	Segment Result				
	Net profit before interest & Tax	149.15	40.34	(32.29)	7.49
	Less: Interest	-	-	-	-
	Profit before Tax	149.15	40.34	(32.29)	7.49
3	Other Information				
	Capital Employed (Assets –Liabilities)	1491.52	1375.03	529.03	944.22

vii) Auditors remuneration & expenses charges to accounts:-

	2018-2019	2017-2018
Statutory Audit Fees	41,300/-	41,300/-
Tax Audit Fees	23,450/-	17,700/-
GST Audit Fees	-	14,750/-
TOTAL	64,750/-	73,750/-

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

ix) Additional information required vide Part II of Schedule III of Companies Act, 2013 are either Nil or not applicable.

As per our Report of even date
For CLB & Associates
Chartered Accountants
FRN No. 124305W

For and on Behalf of the Board

Sd/-
Kumbhar Jeetu
Partner
M.No.132629

Sd/-
Prasana Yadav Shirke
Director
DIN:07654053

Sd/-
Shubhada Shirke
Director
DIN:07654051

Place: Mumbai
Date: 27/05/2019

INDEPENDENT AUDITOR'S REPORT

To
The Members
Nyssa Corporation Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Nyssa Corporation Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting standard prescribed under section 133 of the Act read with with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit (including other comprehensive income), changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

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

Information Other than the Consolidated Financial Statements and Our Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this report. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the Annual Report, 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 in accordance with Standards on Auditing

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions of the Act.. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements

that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

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

Report on Other Legal and Regulatory Requirements

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with relevant rules issued thereunder and relevant provisions of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2019 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 A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group did not have any pending litigations which would impact its financial position.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

For CLB& Associates
Chartered Accountants
FRNo. 124305W

Sd/-
Jeetu kumbhar
Partner
M.No. 132629

Place: Mumbai
Date: 27/05/2019

Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of Nyssa Corporation Limited ("the Holding Company") and its subsidiary company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For CLB& Associates
Chartered Accountants
FRNo. 124305W

Sd/-
Jeetu kumbhar
Partner
M.No. 132629

Place: Mumbai
Date: 27/05/2019

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2019

Particulars	Note Ref	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	344,718	372,761
(b) Financial Assets			
(i) Investments	3	220,000	2,017,900
(ii) Loans	4	109,861,712	110,308,736
(iii) Other Financial Assets	5	162,590	480,360
(d) Deferred Tax Assets (Net)	6	2,302	1,991
(e) Other non-current assets	7	24,637,320	26,519,799
		135,228,642	139,701,547
(2) Current Assets			
(a) Inventories	8	117,610,320	129,194,643
(b) Financial Assets			
(i) Trade Receivables	9	6,584,815	9,318,934
(ii) Cash & Cash Equivalents	10	3,325,546	2,071,343
(iii) Loans	11	1,670,000	11,787,200
(c) Current Tax Assets (Net)	12	1,622,304	2,582,687
(d) Other Current Assets	13	26,444,446	2,945,000
		157,257,431	157,899,807
TOTAL ASSETS		292,486,071	297,601,354
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	14	30,000,000	30,000,000
(b) Other Equity	15	209,558,188	201,924,938
(c) Non-controlling Interest		78,347	81,607
TOTAL EQUITY		239,636,535	232,006,545
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	18,014,079	18,014,079
(b) Deferred Tax liability (Net)	6.10	-	246,659
		18,014,079	18,260,738
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	17	6,799,811	19,500,871
(b) Other Current Liabilities	18	28,035,646	27,833,200
		34,835,457	47,334,071
TOTAL EQUITY AND LIABILITIES		292,486,071	297,601,354
Significant Accounting Policies & Notes on Accounts	1		

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For and on Behalf of the Board

For CLB & Associates

Chartered Accountants

FRN No. 124305W

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH, 2019**

(In ₹)

Particulars	Note No	F.Y. 2018-19	F.Y. 2017-18
I. Revenue from Operations	19	81,862,264	52,336,094
II. Other Income	20	9,704,564	7,860,564
III. Total Revenue (I +II)		91,566,829	60,196,658
IV. Expenses:			
Cost of Land, Plots & Constructed Properties & Development Rights	21	1,105,704	1,416,363
Purchase of Stock-in-Trade	22	58,288,442	21,058,915
Change in inventories of finished goods & work in progress	23	11,584,323	21,269,847
Employee Benefit Expense	24	1,569,204	1,487,250
Financial costs	25	201,897	632,226
Depreciation & Amortisation	26	55,387	62,241
Other Expenses	27	7,432,034	8,175,666
IV. Total Expenses		80,236,990	54,102,508
V. Profit before tax	(III - IV)	11,329,839	6,094,150
VI. Tax Expense:			
(1) Current Tax			
- Income Tax		2,505,827	1,706,972
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		(29,933)	274,384
(3) Deferred Tax		(246,970)	-
(4) MAT Credit entitlement		759,684	148,028
VI. Profit/(Loss) for the period from Continuing Operations	(V - VI)	8,341,231	3,964,766
VII. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	21,600
(ii) Tax relating to items that will not be reclassified to profit or loss		-	(5,562)
Other Comprehensive Income for the year, net of tax		-	16,038
IX. Total Comprehensive Income for the period (VII+VIII)	(VI + VII)	8,341,231	3,980,804
Less: Minority Shares		(3,260)	25,981
X. Earning per equity share (Basic and Diluted)		8,344,491	3,954,823
Significant Accounting Policies & Notes on Accounts	1	0.28	0.13

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

For and on Behalf of the Board

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(In ₹)

Particulars	31.03.2019	31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax and extra ordinary items	11,329,839	6,094,150
Add: Other Comprehensive Income	-	21,600
Items that will not be reclassified to profit or loss		
Adjustment For :		
Depreciation/amortization on continuing operation	55,387	62,241
Short Term Gain/loss on Sale Shares	(2,027,341)	-
Interest expenses	186,513	619,802
Operating profit before working capital changes	9,544,398	6,797,794
Movement in Working Capital :		
Increase/(decrease) in Inventory	11,584,323	21,269,847
Increase/(decrease) in Trade receivables	2,734,119	1,481,782
Increase/(decrease) in Short Term Loan & Advances	10,117,200	5,620,484
Increase/(decrease) in Other Current Assets	(23,499,446)	2,380,000
Direct taxes paid (net of refunds)	(2,275,193)	(2,278,404)
Increase/(decrease) in Current Liabilities	202,446	(19,110,395)
Increase/(decrease) in Trade Payable	(12,701,060)	949,139
Increase/(decrease) in Deferred Tax Liability	-	43,800
Net Cash Flow from Operating Activities(A)	(4,293,214)	17,110,247
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments in shares	-	(21,600)
Sale of Investments	3,114,000	-
Purchase of Fixed Assets	(27,344)	-
Net Cash Flow from Investing Activities(B)	3,086,656	(21,600)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed (Repayment) from long term borrowing	-	(14,605,760)
Increase in Advances Given	447,024	(40,195,121)
Increase in Other Non Current Advances	1,882,480	32,908,297
Increase in Other Financial Assets	317,770	(200,000)
Interest Paid	(186,513)	(1,819,801)
Net Cash Flow from Financing Activities(C)	2,460,760	(23,912,386)
Net increase/(decrease) in cash & cash equivalents(A+B+C)	1,254,203	(6,823,739)
Cash and Cash equivalents (Opening Balance)	2,071,344	8,895,082
Cash and Cash equivalents (Closing Balance)	3,325,546	2,071,344

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

For and on Behalf of the Board

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

Statement of changes in equity for year ended March 31, 2019

Equity Share Capital

Equity share capital of face value ₹ 1.00 each	No. of Shares	(Figures in ₹)
Balance as at April 1, 2017	30,000,000	30,000,000
Changes in equity share capital during the year	-	-
Balance as at March 31, 2018	30,000,000	30,000,000
Changes in equity share capital during the year	-	-
Balance as at March 31, 2019	30,000,000	30,000,000

Other equity	Reserves and Surplus			Other Comprehensive Income	
	Capital Reserve	Securities Premium	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2017	1,024,970	42,750,000	153,499,942	695,203	197,970,115
Profit for the period	-	-	3,938,785	-	3,938,785
Other Comprehensive Income for the year	-	-	-	16,038	16,038
Balance as on 31st March 2018	1,024,970	42,750,000	157,438,727	711,241	201,924,938
Profit for the period	-	-	8,344,491	-	8,344,491
Other Comprehensive Income for the year	-	-	-	(711,241)	(711,241)
Balance as on 31st March 2019	1,024,970	42,750,000	165,783,218	-	209,558,188

Significant Accounting Policies & Notes on Accounts

The accompanying notes form an integral part of the financial statements

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

For and on Behalf of the Board

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

NON-CURRENT ASSETS

NOTE 2 : PROPERTY, PLANT & EQUIPMENTS

Particulars	Computer & Printer	Fingerprint Biometric System	Camera	Water Dispenser	Air Conditioner	Furniture	Television	Organic Waste Machine	Total
Gross Block									
As on 01/04/2018	70,100	9,345	21,352	9,200	25,000	80,558	19,000	380,485	615,040
Additions	-	-	-	-	27,344	-	-	-	27,344
Adjustments	-	-	-	-	-	-	-	-	-
As on 31/03/2019	70,100	9,345	21,352	9,200	52,344	80,558	19,000	380,485	642,384
As on 31/03/2019	70,100	9,345	21,352	9,200	52,344	80,558	19,000	380,485	642,384
Accumulated Depreciation									
As on 01/04/2018	67,514	8,878	20,284	5,913	11,714	37,746	8,902	81,328	242,279
For the year 2018-19	32	-	-	1,700	3,492	4,281	1,010	44,872	55,387
Adjustments	-	-	-	-	-	-	-	-	-
As on 31/03/2019	67,546	8,878	20,284	7,613	15,206	42,027	9,912	126,200	297,666
Net Block as on 31/03/2018	2,586	467	1,068	3,287	13,286	42,812	10,098	299,157	372,761
Net Block as on 31/03/2019	2,554	467	1,068	1,587	37,138	38,531	9,088	254,285	344,718

NOTE 3 : FINANCIAL ASSETS -INVESTMENTS

Particulars	As at March 31, 2019	As at March 31,2018
Investments in Equity Instruments		
(i) Quoted Equity Shares (At Fair value through OCI) Flowmore Ltd (30,000 Shares)	-	1,797,900
Total (i)	-	1,797,900
(ii) Unquoted Equity Shares Shree Vindhya Paper(4000 Shares)	220,000	220,000
Total (ii)	220,000	220,000
Total (i+ii)	220,000	2,017,900

NOTE 4 : FINANCIAL ASSETS -LOANS

Particulars	As at March 31, 2019	As at March 31,2018
Loans to Subsidiaries: (Unsecured, Considered Good)	109,861,712	110,308,736
Total	109,861,712	110,308,736

NOTE 5 : OTHERS FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31,2018
Security Deposits	162,590	480,360
Total	162,590	480,360

NOTE 6 : Deferred Tax Assets (Net)

Particulars	As at March 31, 2019	As at March 31,2018
Deferred Tax Assets on Account of: Depreciation	2,302	1,991
Total	2,302	1,991

NOTE 7 : OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31,2018
Other Business Advances	24,200,000	26,200,000
Duties & Taxes Refundable	437,320	319,799
Total	24,637,320	26,519,799

CURRENT ASSETS**NOTE 8 : FINANCIAL ASSETS- INVENTORIES**

Particulars	As at March 31, 2019	As at March 31,2018
Work-in-Progress	117,610,320	129,194,643
Total	117,610,320	129,194,643

NOTE 9 : FINANCIAL ASSETS- TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31,2018
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date they are due for payment	6,584,815	9,318,934
	-	-
Less: Provision for doubtful Debts		
Total	6,584,815	9,318,934

NOTE 10 :FINANCIAL ASSETS- CASH AND CASH EQUIVALENT

Particulars	As at March 31, 2019	As at March 31,2018
Balances with Bank		
- Current account	1,856,077	502,393
Cash in hand	1,469,468	1,568,950
Total	3,325,546	2,071,343

NOTE 11 : FINANCIAL ASSETS -LOANS

Particulars	As at March 31, 2019	As at March 31,2018
Loans & Advances	1,670,000	11,787,200
Total	1,670,000	11,787,200

NOTE 12 : Current tax Assets (Net)

Particulars	As at March 31, 2019	As at March 31,2018
Tax Assets(Net of Provision of tax)	1,622,304	2,582,687
Total	1,622,304	2,582,687

NOTE 13 : Other Current Assets

Particulars	As at March 31, 2019	As at March 31,2018
Other Advances	26,444,446	2,945,000
Total	26,444,446	2,945,000

NOTE 14: EQUITY SHARE CAPITAL

	As at March 31, 2019		As at March 31, 2018	
A. Authorised:				
52,000,000 equity shares of ₹ 1 each (Previous Year 52,000,000 equity shares of ₹ 1 each)	52,000,000	52,000,000	52,000,000	52,000,000
Total	52,000,000	52,000,000	52,000,000	52,000,000
B. Issued, Subscribed & Fully Paid-up:				
3,00,00,000 equity shares of ₹ 1 each (Previous Year 30,000,000 equity shares of ₹ 1 each)	30,000,000	30,000,000	30,000,000	30,000,000
Total	30,000,000	30,000,000	30,000,000	30,000,000

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

Name of Shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of Shares held	%	Number of Shares held	%
Rekha Ruia	3,000,000	10	3,000,000	10
Shailja Ruia	3,000,000	10	3,000,000	10

NOTE 15 : OTHER EQUITY

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Capital reserve	1,024,970	1,024,970
(b) Security Premium	42,750,000	42,750,000
(C) Retained Earnings	165,783,218	157,438,727
(d) Other Comprehensive Income	-	711,241
Total	209,558,188	201,924,938

The Company has only one class of equity shares having a par value of Rs.1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 16: Financial Liabilities - Borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured loan	18,014,079	18,014,079
Total	18,014,079	18,014,079

NOTE 6.1 : Deferred Tax Liability (Net)

Particulars	As at March 31, 2019	As at March 31, 2018
Defered Tax Liability on Account of:		
OCI Items	-	246,659
Total	-	246,659

CURRENT LIABILITIES**NOTE 17 : FINANCIAL LIABLITIES - TRADE PAYABLES**

Particulars	As at March 31, 2019	As at March 31, 2018
Trade payable: Others	6,799,811	19,500,871
Total	6,799,811	19,500,871

NOTE 18: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Other Liablities	27,761,617	27,568,467
Statutory Liabilities	274,029	264,733
Total	28,035,646	27,833,200

Notes Forming Part of the Profit and Loss Statement**Note : 19 Revenue from Operations****(In Rs.)**

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Sale of Shares	36,091,664	5,738,265
2	Sale of Flats & offices	45,770,600	46,597,829
	Total	81,862,264	52,336,094

Note : 20 Other Income

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Interest Received	6,451,195	7,530,564
2	Rent Income	363,000	330,000
3	Discount Received	2,000	-
4	Dividend Received	89,815	-
5	Short Term Gain/loss on Sale Shares	2,027,341	-
6	Jobbing Profit/(Loss)	138,198	-
7	Maintenance Charges Received	633,016	-
	Total	9,704,564	7,860,564

Note : 21 Cost of Land, Plots & Constructed Properties & Development Rights

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Building Material	129,408	399,430
2	Electrical Material	-	80,429
3	Labour Charges	-	633,000
4	Flooring Materials	-	100,000
5	Property Tax	652,672	-
6	Water Charges	8,660	-
7	Other Expenses	12,000	118,304
8	Plumbing & Water Proofing Works	188,200	5,200
9	Housekeeping Charges	114,764	-
10	Tiles Fixning Charges	-	80,000
	Total	1,105,704	1,416,363

Note : 22 Purchase of Stock

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Purchase	58,154,142	21,031,907
	Add: DP Charges	11,313	2,242
	Add: Securities Transaction Tax	76,999	21,794
	Add: Stock Exchange Charges	45,987	2,972
	Total	58,288,442	21,058,915

Note : 23 Change in Inventories

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Inventories at the beginning of the year		
	Finished goods	12,269,426	-
	Work in Progress	116,925,217	150,464,490
2	Inventories at the end of the year		
	Finished Goods	25,447,066	12,269,426
	Work in Progress	92,163,254	116,925,217
	Total	11,584,323	21,269,847

Note : 24 Employment Benefit Expenses

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Salaries & Wages		
	Salaries & Wages	1,569,204	1,487,250
	Total	1,569,204	1,487,250

Note :25 Financial Cost

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Interest Expense	186,513	619,802
2	Bank Charges	15,383	12,424
	Total	201,897	632,226

Note :26 Depreciation & Amortisation

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Depreciation on Tangible assests	55,387	62,241
	Total	55,387	62,241

Note : 27 Other Expenses

Sr. No	Particulars	F.Y. 2018-19	F.Y. 2017-18
1	Advertisement Expenses	157,823	102,259
2	Architect Fees	125,000	-
3	Audit Fees	100,150	109,150
4	Balance Write Off	-	157,413
5	Business Promotions	336,815	978,500
6	DSC Charges	15,250	-
7	Brokerage Expenses	1,775,000	1,008,000
8	Electricity Expenses	1,547,393	1,864,265
9	GST Expense	5,908	-
10	Insurance Charges	16,168	-
11	Listing Charges	250,000	287,500
12	Office Expenses	723,424	264,942
13	Printing & Stationery Expenses	18,936	31,341
14	Professional & Legal Fees	1,058,000	580,000
15	Processing Fees	15,877	-
16	Membership Fees	7,080	-
17	Registration Charges & Fees	-	2,392,530
18	Rent Paid	-	218,000
19	Repairs & Maintenance	528,028	85,886
20	ROC Fees	-	9,400
21	Security Expenses	159,827	-
22	Share transfer Fees	60,862	70,521
23	Stamp Duty Charges	42,180	-
24	Service Tax Expense	388,549	-
25	Telephone Expenses	12,976	8,359
26	Travelling Expenses	77,820	-
27	Website Maintance Charges	8,968	7,600
	Total	7,432,034	8,175,666

Schedule "1" SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS FOR THE YEAR ENDED 31.03.2019:-

1. Significant Accounting Policies:-

(a) Basis of Preparation:

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

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

(b) Accounting Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

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

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

(d) Principles of Consolidation

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

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

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

(e) Revenue Recognition:

1. Income from Sale of Shares:

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

2. Revenue from constructed properties

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

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

(f) Property, Plant & Equipment's:

(i) Tangible Assets:

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

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

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

(ii) Intangible Assets:

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

(g) Depreciation/ Amortization:

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

(h) Foreign Currency Translation:

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

(i) Borrowing Costs:

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

(j) Financial instruments:

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

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

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

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

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

(k) Inventories:

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

(l) Employee Benefits:

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

(m) Taxation:

Tax expense comprises current and deferred tax.

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

h. Current and deferred tax for the year :

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

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

(n) Provisions, Contingent Liabilities and Contingent Assets:

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

(o) Segment Reporting:

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

(p) Impairment of Assets:

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

2) Notes to Accounts:-

- i) Related Party Disclosure as per Accounting Standard 18 on "Related Party Disclosures":
 - (A) Names of the related parties and description of relationship:
Enterprises where control exist :
 - (i) Key Management Personnel
 - a. Mr. Vivek Sharma
 - (ii) Associates Concern
 - a. Innocent Infrastructure Private Limited

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

	Innocent Infrastructure Pvt. Ltd	
	Current Year	Previous Year
Advances to Associates Concern	150.00	NIL

(C) Year End Balance

		Current Year	Previous Year
Advances to Innocent Infrastructure Pvt. Ltd	DR	150.00	NIL

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

iii) **Earnings Per Share:**

Particular	Current Year (Rupees)	Previous Year (Rupees)
Face Value Per Share	1	1
Profit after tax (excluding excess/short) provision of taxation earlier years written back/(off)	83,44,491	39,54,823
Number of shares used in computing Basic & Diluted EPS (Calculated by using Weighted Average Method)	3,00,00,000	3,00,00,000
Earning Per Share – Basic & Diluted	0.28	0.13

iv) There are no amounts due and outstanding to be credited to investor education & protection fund as at 31st March, 2019.

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

a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which are relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.

b) Segment assets and segment liabilities represent assets and liabilities in respective segment. Other assets & liabilities that cannot be allocated to segment on reasonable basis have been disclosed as “Unallocable”.

S.No.	Particular	2018-2019	2017-2018	2018-2019	2017-18
1	Segment Revenue				
	External Turnover	464.04	69.2	450.25	135.99
	Less: Inter Segment				
	Net Turnover	464.04	69.20	450.25	135.99
2	Segment Result				
	Net profit before interest & Tax	145.59	40.34	(32.29)	7.49
	Less: Interest	-	-		-
	Profit before Tax	145.59	40.34	(32.29)	7.49
3	Other Information				
	Capital Employed (Assets –Liabilities)	1491.52	1375.03	529.09	944.22

vi) Auditors remuneration & expenses charges to accounts:-

	2018-2019	2017-18
Statutory Audit Fees	41,300/-	41,300/-
Tax Audit Fees	58,850/-	53,100/-
Vat/GST Audit Fees	-	14,750/-
TOTAL	1,00,150/-	1,09,150/-

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

viii) Additional information required vide Part II of Schedule III of Companies Act, 2013 are either Nil or not applicable.

ix) The previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

x) Additional Information pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read with Section 186 (4) of the Companies Act 2013.

Name of the Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount
Parent				
Nyssa Corporation Ltd	100%	23,95,58,188	100.00%	83,44,491
Subsidiary				
Mark Developers	26.34%	6,31,00,388	(3.91%)	(3,25,974)
Sub Total	126.34%	30,26,58,576	96.09%	80,18,517
Less : Adjustment arising out of consolidation.	(26.31%)	6,30,22,041	3.87%	(3,22,714)
Less : Minority Interest	(0.03%)	78,347	0.04%	(3,260)
Total	100%	23,95,58,188	100%	83,44,491

As per our Report of even date

For CLB & Associates

Chartered Accountants

FRN No. 124305W

For and on Behalf of the Board

Sd/-

Kumbhar Jeetu

Partner

M.No.132629

Sd/-

Prasana Yadav Shirke

Director

DIN:07654053

Sd/-

Shubhada Shirke

Director

DIN:07654051

Place: Mumbai

Date: 27/05/2019

38th Annual General Meeting

Nyssa Corporation Limited

[CIN:L70101MH1981PLC024341]

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

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

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

Date	Venue	Time
September 27, 2019	Mewad Bhavan, Cello Compound, Sonawala Road, Sonawala Estate, Goregaon (East), Mumbai - 400063, Maharashtra, India.	10:00 AM (IST)

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

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

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

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

* Applicable for investors holding shares in electronic form.

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

I hereby record my presence at the 38th Annual General Meeting of the Company held on Friday, September 27, 2019 at 10.00 am (IST) at Mewad Bhavan, Cello Compound, Sonawala Road, Sonawala Estate, Goregaon (East), Mumbai - 400063, Maharashtra, India.

Signature of the Member/ Proxy

Note: Electronic copy of the Annual Report 2018-19 and Notice of the 38th Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

Physical copy of the Annual Report 2018-19 and Notice of the 38th Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

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**38th Annual General Meeting
Nyssa Corporation Limited
[CIN:L70101MH1981PLC024341]**

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

**Form No. MGT-11
FORM OF PROXY**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

* Applicable for investors holding shares in electronic form.

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

- | | | |
|----|---|---|
| 1. | Mr./Mrs. _____
Address: _____
_____ | Email Id: _____

Signature: _____ |
| 1. | Mr./Mrs. _____
Address: _____
_____ | Email Id: _____

Signature: _____ |
| 1. | Mr./Mrs. _____
Address: _____
_____ | Email Id: _____

Signature: _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company to be held on Friday, September 27, 2018 at 10.00 am (IST) at Mewad Bhavan, Cello Compound, Sonawala Road, Sonawala Estate, Goregaon (East), Mumbai - 400063, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sr. No.	Resolutions	Number of Shares held	For	Against
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Reports of the Board of Directors and Auditor's thereon.			
2.	To appoint a Director in place of Mr. Prasanna Yadav Shirke (DIN: 07654053) who retires by rotation and being eligible, offers herself for re-appointment.			
3.	To ratify the appointment of M/s. CLB & Associates, Chartered Accountants (Firm Registration No. 124305W) as statutory auditors of the Company.			

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

Signature(s) of the Member(s)

1. _____
2. _____
3. _____

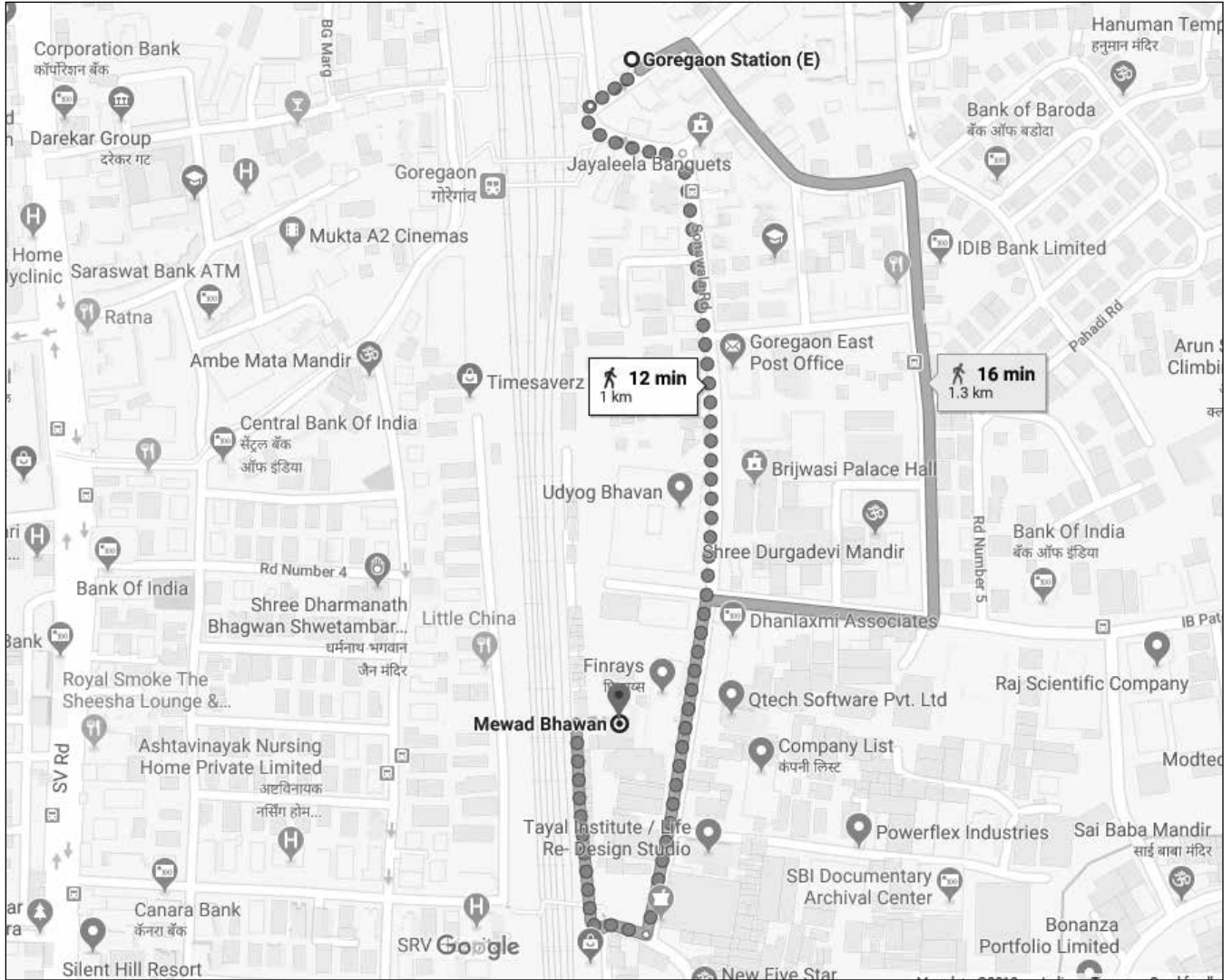
Affix One rupee Revenue Stamp
--

Signed this _____ day of _____ 2019

Notes:

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

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



BOOK-POST

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