

ANNUAL REPORT

2023-2024

(SHAH CONSTRUCTION COMPANY LIMITED)

Shah Construction Company Limited
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CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|--------------------------------|--------------------------------------|
| Mr. Mehul Jadavji Shah | Chairman & Managing Director |
| Mr. Dinesh Keshardeo Poddar | Non-Executive Director |
| Mr. Sanjay Damji Shah | Non-Executive Director |
| Mrs. Jaywanti Jadavji Shah | Non-Executive Director |
| Mr. Shachikumar Nandlal Adalja | Non-Executive & Independent Director |
| Mr. Hitesh Popatlal Sangoi | Non-Executive & Independent Director |
| Mr. Ravindra Kanji Myatra | Non-Executive & Independent Director |

CHIEF FINANCIAL OFFICER

Mr. Mahendra Khodabhai Savaliya

COMPANY SECRETARY

Ms. Anita Kaushik Vyas (Resigned w.e.f. 10th July, 2024)

AUDITORS

| | |
|--------------------------|--------------------------------|
| Statutory Auditors | Secretarial Auditors |
| M/s. Mittal & Associates | M/s. D. Kothari and Associates |
| Chartered Accountants | Company Secretaries |

BANKERS

Bank of India

REGISTERED OFFICE

11 Shah Industrial Estate, Opp Anna Temple,
New Link Road, Andheri West, Mumbai – 400053
CIN :L45202MH1949PLC007048
Tel:[022-66920678](tel:022-66920678) Email: scclindia@yahoo.co.in
Website: www.shah-construction.in

REGISTRAR & SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
9 Shiv Shakti Ind. Estt., J. R. Boricha Marg,
Lower Parel (E), Mumbai – 400011
Email: support@purvashare.com

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NOTICE

Notice is hereby given that the 76th Annual General Meeting of Shah Construction Company Limited will be held on Monday, September 30, 2024 at 02.00 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.**

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

“**RESOLVED THAT** the Audited Balance Sheet of the Company as at 31st March, 2024 and the Profit and Loss account of the Company for the year ended 31st March, 2024 be and are hereby received, considered, approved and adopted.”

- 2. To appoint a Director in place of Mrs. Jaywanti Jadavji Shah (DIN: 03327810) who retires by rotation and, being eligible, offers herself for re-appointment.**

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

“**RESOLVED THAT** pursuant to the provisions of the Section 152 of the Companies Act, 2013, **Mrs. Jaywanti Jadavji Shah (DIN: 03327810)**, who retires by rotation at the ensuing annual general meeting and being eligible offers herself for the re appointment, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

BY ORDER OF THE BOARD

MEHUL JADAVJI SHAH
MANAGING DIRECTOR
DIN – 00933528

Registered Office:

11, Shah Industrial Estate,
Opp Anna Temple, New Link Road,
Andheri (West), Mumbai 400053
CIN: U45202MH1949PLC007048

Date: 14th August, 2024

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NOTES:

1. As you are aware, in view of the situation arisen due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular no 11/2022 dated 28/12/2022 and General Circular no 9/2023 dated 25.09.2023, the forthcoming 76th Annual General Meeting (AGM) will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The additional information in respect of item 2 of the notice is annexed hereto and forms part of the Notice.
3. In terms of the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment, thereof, for the time being in force), M/s. Mittal & Associates (Firm Registration No – 106456W), have been appointed as auditors of the Company at the 73rd Annual General Meeting held on September 30, 2021, to hold the office for a period of five years till the conclusion of the 78th Annual General Meeting of the Company to be held in the calendar year 2026 at such remuneration plus applicable tax and out of pocket expenses as may be fixed by the Board of Directors of the Company.
4. In accordance with the MCA General Circular Nos. 20/2020 dated May 5, 2020 and 10/2022 dated December 28, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company or RTA by following due procedure. A copy of the Notice of this AGM along with Annual Report for the FY 2023-24 is available on the website of the Company at www.shah-construction.in , website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com

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5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry (India) Private Limited are held by them in physical form.
6. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company's RTA/ the Company or who will register their email address with the Company.
7. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding the shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register/ update the same by writing to the Registrar and Transfer Agent of the Company viz. M/s. Purva Sharegistry (India) Private Limited ("RTA"), 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel (East), Mumbai – 400011. Tel: 022-23010771 / 49614132 , Fax: (022) 23012517, e-mail: support@purvashare.com
 - b. Members holding the shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.
8. The Register of Members and Share Transfer Books of the Company shall be closed on from **Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive)** for the purpose of **Annual General Meeting**, in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Monday, 23rd September, 2024 ("Cut-off Date")**, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
10. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.

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However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website at www.shah-construction.in.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

11. Members may please note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available at www.shah-construction.in.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
13. Members are also requested to notify changes in their registered addresses, if any. Members who have not registered their email addresses so far are requested to register

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their email address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.shah-construction.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
15. Institutional/ Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) intending to send their authorized representative(s) to attend the Meeting are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) at info.roc7412@gmail.com. Such authorization shall contain necessary authority in favour of its authorized representative(s).
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time. In view of the above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its Circular dated January 25, 2022, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited for assistance in this regard.

A. VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)

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and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (herein after referred to as Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.

- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- iv. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- v. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.shah-construction.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.
- vi. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated

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April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

- vii. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
- viii. Mrs. Dhanraj Kothari of M/s. D. Kothari and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- ix. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, 23rd September, 2024**.
- x. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Monday, 23rd September, 2024**, shall be entitled to avail the facility of Remote e-voting or voting at the AGM.
- xi. The voting period begins on **Friday, 27th September, 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. **Monday, 23rd September, 2024**.) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- xii. Details of the e-voting process and other relevant details is as under:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, 27th September, 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23rd September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure

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Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing |

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| | |
|---|---|
| | <p>Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider</p> |

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| | |
|--------------------------------|---|
| Depository Participants | website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--------------------------------|---|

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

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

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsd.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

| | |
|--|--|
| | For Shareholders holding shares in Demat Form other than individual and |
|--|--|

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sclindia@yahoo.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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ADDITIONAL INFORMATION IN RELATION ITEM NO 2 OF THE NOTICE

ITEM NO.2

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

1. Mrs. Jaywanti Jadavji Shah (DIN: 03327810),

| | |
|--|--|
| Name of the Director | Mrs. Jaywanti Jadavji Shah (DIN: 03327810), |
| Date of Birth / Age | 21/03/1943, 81 Years |
| Date of First Appointment on the Board | 26/03/2015 |
| Qualification | HSC |
| Expertise in specific functional areas and Brief Profile | Business Management |
| Experience | About 53 years of experience in Business leadership and Management with Strategic Planning |
| Relationship with other Directors | Mother of Mr. Mehul Jadavji Shah. |
| Board Membership of other Companies as on March 31, 2024 | Avtar Securities Private Limited |
| Chairperson/ Member of the Committee of the Board of Directors of the Company as on March 31, 2024 | NIL |
| Name of the listed entities from which he has resigned in the past three years | NIL |
| Shareholding in the Company including shareholding as a beneficial owner in the listed entity (as on 31/03/2024) | 30706 Equity Shares |
| No. of Board Meetings attended during the last financial year (2023-2024) | 4 |
| Terms and Conditions of appointment or re-appointment | Appointed as director liable to retire by rotation. |

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DIRECTOR'S REPORT

Dear members,

The Board of Directors is pleased to present the Company's 76th annual report and Company's Audited Financial Statements for the financial year ended March 31, 2024.

1. FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2024 is summarized below:

Financial Results:

(Rupees in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|--|-----------------|-----------------|
| Revenue from operations | 279.93 | 237.95 |
| Other Income | 176.23 | 181.43 |
| Total Income | 456.17 | 419.37 |
| Project Expenses | 67.61 | 60.51 |
| Changes in inventories of Stock-in-Trade | (67.61) | (60.51) |
| Employee Benefits Expense | 53.11 | 51.81 |
| Finance Costs | 409.05 | 378.01 |
| Depreciation and Amortization Expense | 13.35 | 13.51 |
| Other Expenses | 224.48 | 231.32 |
| Total Expenses | 699.99 | 674.65 |
| Profit/ (Loss) before Exceptional Item and tax | (243.82) | (255.27) |
| Exceptional Item | - | 0.68 |
| Profit/ (Loss) before tax | (243.82) | (254.59) |
| Less Income tax for earlier years | - | - |
| Profit/ (Loss) after tax | (243.82) | (254.59) |

2. RESULTS OF OPERATIONS AND STATE OF AFFAIRS OF THE COMPANYS

The total income is Rs. 456.17 Lakhs in the current year compared to Rs. 419.37 Lakhs in the previous year.

The loss before tax suffered by the company has decreased to Rs. 243.82 Lakhs for the year ended March 31, 2024 compared to Rs. 254.59 Lakhs in the previous year.

3. DIVIDEND

In view of the loss suffered, the Directors are unable to recommend any dividend on the equity shares for the Financial Year ended March 31, 2024.

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4. TRANSFER TO RESERVES

In view of the loss suffered by the Company for the Financial Year ended March 31, 2024, no amount is proposed to be transferred to any reserves.

5. MATERIAL CHANGES AFFECTING THE COMPANY

There have been no material changes and commitments affecting the financial position of the company between end of the financial year and date of this report. There has been no change in the nature of business of the company.

6. DEPOSITS

During the year, the Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 (“Act”) and the Companies (Acceptance of Deposits) Rules, 2014.

7. SECRETARIAL STANDARDS

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

8. DIRECTOR’S RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed;
- b) they 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 as at March 31, 2024 and of the loss of the Company for the year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating; and
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

9. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm’s length basis

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and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required.

Members may refer to Note to the financial statement which sets out related party disclosures pursuant to IND AS.

10. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions relating to Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 are not applicable to the Company.

11. RISK MANAGEMENT

The Company is not required to comply with the Regulation 21 of the SEBI (Listing Regulations). However, the Company makes constant effort to identify, assess, report and monitor the risk associated with the business of the Company. The policy for risk management is updated in the website of the Company and the weblink of the same is <https://www.shah-construction.in/>

12. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the financial statements. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

13. PREVENTION OF INSIDER TRADING

Your Company has in place a Code of Conduct for Prohibition of Insider, which lays Down the process for trading in securities of the Company by the Designated Persons and to regulate, monitor and report trading by the employees of the Company either on his/her own behalf or on behalf of any other person, on the basis of Unpublished Price Sensitive Information. The aforementioned amended Code, as amended, is available on the website of the Company.

All Directors on the Board and the designated employees have confirmed compliance with the Code.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and Articles of Association of the Company, Mrs. Jaywanti Jadavji Shah, retires by rotation and being eligible offers herself for re-appointment at the ensuing annual general meeting. The Board of Directors on recommendation of Nomination & Remuneration Committee has recommended her re-appointment.

Mrs. Anita Kaushik Vyas has resigned as a Company Secretary and Compliance Officer w.e.f. 10th July, 2024. The Board places its appreciation on records for the services rendered by her during her tenure.

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Mr. Sachi Kumar Nandlal Adalja, Non-Executive & Independent Director, whose two terms of 5 years each will be expiring on the date of ensuing 76th Annual General Meeting i.e. 30th September, 2024, ceases to be the Director of the Company in terms of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 w.e.f. 30th September, 2024. The Board places its appreciation on records for the services rendered by him during his tenure.

The Board of the Directors of the Company is appropriately constituted in line with Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosures Requirements), Regulations 2015, hence, the Board does not propose appointment of any independent director.

Declaration by Independent Directors:

All Independent Directors have given declarations to the effect that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing obligations and Disclosures Requirements), Regulations 2015. In the opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made there under and Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

None of the Directors disqualifies for appointment/ reappointment under Section 164 of the Companies Act, 2013.

Evaluation of Board's Performance:

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

Your Company has established well defined familiarization and induction program. Further, at the time of the appointment of an Independent Director, the Company issues a Letter of appointment outlining his / her role, function, duties and responsibilities.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors. Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under and the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time

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being in force), the process for evaluation of the annual performance of the Directors / Board / Committees was carried out.

In a separate meeting of Independent Director's, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the view of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors at which the performance of the Board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board excluding the independent directors being evaluated.

15. AUDITORS AND AUDITORS' REPORT

Statutory Auditors

In accordance with provisions of Companies Act, 2013 the members at the 73rd Annual General Meeting held on September 30, 2021 had approved appointment of M/s. Mittal & Associates (Firm Registration No – 106456W) for 5 years, till the conclusion of the 78th Annual General Meeting to be held in the year 2026, As per the provisions of Section 139 of the Act, they have not disqualified from continuing as Auditors of the company.

The Auditors of the company have not reported any instance of fraud committed against the company by its officers or employees under Section 143(12) of the Companies Act, 2013. The Auditors' Report for FY 2023-24 is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditor

The Board has appointed M/s. D. Kothari & Associates, Practicing Company Secretary to conduct the Secretarial Audit for the period of five years. The Secretarial Audit report for the financial year ended March 31, 2024 is annexed herewith and marked as Annexure to this report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Audit Report: As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2023-24 is given by M/s. D. Kothari & Associates, practicing Company Secretary for auditing the Secretarial and related records is attached herewith in "**Annexure I**" to the Board's Report.

They have made above comment which includes our response to them.

1. The Company is non-Compliant for dematerialization of Promoters shareholding.

Our response to the above comment is that we will shortly comply with the above requirement.

Cost Auditor:

Appointment of cost auditors is not applicable to company.

16. DEMATERIALISATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid.

17. CORPORATE GOVERNANCE

Pursuant to Chapter IV of the SEBI Listing Regulations, the provision with regard to Corporate Governance is not applicable to the Company as the paid up equity capital does not exceed 10 crores and net worth does not exceed 25 crores as on the last day of the previous financial year. Further your Company aims and constantly strives in maintaining the highest standards of Corporate Governance practices.

18. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34 of the SEBI Listing Regulations, top one thousand listed entities based on market capitalization shall provide Business Responsibility and Sustainability Report. The Company is outside the purview of top one thousand listed entities. In view of this Business Responsibility and Sustainability Report is not applicable.

19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) read with the Schedule V of the SEBI Listing Regulations, it is required to annex Management Discussion and Analysis Report of the Company to the Annual Report. In compliance of the above mentioned provisions, said report for the financial year ended March 31, 2024 is annexed herewith and marked as Annexure to this report in “**Annexure II**”.

20. MEETINGS OF THE BOARD AND THEIR COMMITTEES

(a) Meetings of the Board:

Six meetings of the Board of Directors were held during the year on the following dates i.e. 12th May, 2023, 29th May, 2023, 10th August, 2023, 09th November, 2023, 08th February, 2024 and 21st February, 2024.

(b) Constitution of Committees:

(1) Audit Committee:

The Company has constituted Audit Committee which comprises of following directors namely:

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| Name of Member | Category | Status | No. of Meeting entitled to attend | No. of Meeting attended |
|-----------------------------|--------------------------------------|---------------|--|--------------------------------|
| Mr. Hitesh Popatlal Sanghoi | Non-Executive & Independent Director | Chairman | 4 | 4 |
| Mr. Dinesh Keshardeo Poddar | Non-Executive Director | Member | 4 | 4 |
| Mr. Ravindra Kanji Myatra | Non-Executive & Independent Director | Member | 4 | 4 |

Four Meetings of Audit Committee were held on .e. 29th May, 2023, 10th August, 2023, 09th November, 2023 and 08th February, 2024.

All the recommendations made by the Audit Committee were accepted by the Board.

(2) Nomination & Remuneration Committee:

The Company has constituted the Nomination & Remuneration Committee of the Board is constituted to formulate and recommend to the Board from time to time, a compensation structure for Managing Directors / Whole-time Directors and Managerial Personnel of the Company.

The nomination and Remuneration Committee comprises following directors namely:

| Name of Member | Category | Status | No. of Meeting entitled to attend | No. of Meeting attended |
|-----------------------------|--------------------------------------|---------------|--|--------------------------------|
| Mr. Hitesh Popatlal Sanghoi | Non-Executive & Independent Director | Chairman | 1 | 1 |
| Mr. Ravindra Kanji Myatra | Non-Executive & Independent Director | Member | 1 | 1 |
| Mr. Dinesh Keshardeo Poddar | Non-Executive Director | Member | 1 | 1 |

One Meeting of Nomination and Remuneration Committee were held on 10th August, 2023.

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(3) Stakeholders Relationship Committee:

The Company has constituted stakeholders Committee comprises of following directors namely:

| Name of Member | Category | Status | No. of Meeting entitled to attend | No. of Meeting attended |
|-----------------------------|--------------------------------------|---------------|--|--------------------------------|
| Mr. Hitesh Popatlal Sanghoi | Non-Executive & Independent Director | Chairman | 1 | 1 |
| Mr. Ravindra Kanji Myatra | Non-Executive & Independent Director | Member | 1 | 1 |
| Mr. Dinesh Keshardeo Poddar | Non-Executive Director | Member | 1 | 1 |

One Meeting of Stakeholders Relationship Committee was held on 10th August, 2023.

(4) Independent Directors Meeting:

Independent Committee comprises of following directors namely:

| Name of Member | Category | Status | No. of Meeting entitled to attend | No. of Meeting attended |
|-------------------------------|--|---------------|--|--------------------------------|
| Mr. Hitesh Popatlal Sangoi | Non-Executive Director, Independent Director | Chairman | 1 | 1 |
| Mr. Ravindra Kanji Myatra | Non-Executive Director, Independent Director | Member | 1 | 1 |
| Mr. Sachikumar Nandlal Adalja | Non-Executive Director, Independent Director | Chairman | 1 | 0 |

In compliance with the provisions of Secretarial Standards, Companies Act, 2013 and the SEBI Listing Regulations, separate meeting of Independent Directors was held and the following agenda item were considered at the meeting:

- a) Review the performance of Non – Independent Directors and the Board of Directors as a whole;
- b) Review performance of the Chairman, taking into account the views of the Executive Directors and Non – Executive Directors;
- c) Assess the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

One Independent Committee Meeting was held on was held on 10th August, 2023.

21. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The Company has in place appropriate policy on Directors’ appointment and remuneration as required under Section 178(3) of the Act, which has been uploaded on the Company’s website and weblink of the same is <https://www.shah-construction.in/>

22. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF AN INDEPENDENT DIRECTOR AND CRITERIA FOR EVALUATION :

The Company has in place appropriate policy for determining qualifications, positive attributes, independence of an Independent Director, which has been uploaded on the Company’s website and weblink of the same is <https://www.shah-construction.in/>.

23. VIGIL MECHANISM:

The Company has established a vigil mechanism and oversees through the Audit Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of Employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of Company’s employees and the Company. The Vigil Mechanism Policy is available on Company’s website <https://www.shah-construction.in/>.

24. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

The Company has not made any investments, provided any guarantees or security or granted any loans or advances.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS AND OUT GO:

The Statement on conservation of Energy, technology absorption foreign exchange earnings and out go is given in the “Annexure III” to this report.

26. EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company for the year ended March 31, 2024 prepared in compliance with Section 92 of the Companies Act, 2013 and related Rules in prescribed Form No. MGT 7 is placed on the website of the Company and can be accessed at the web link: www.shah-construction.in.

27. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The Company does not have any employee whose particulars are required to be disclosed in terms of the provisions of Section 197(12) of the act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, hence furnishing of the same does not arise, Having regard to the provisions of the first proviso to Section 136(1) of the act, the annual report excluding the information regarding the top ten employees is being sent to the members of the Company. The said information is available for inspection on all working days during the business hours at the registered office of the Company. Any member interested in obtaining such information, may write to the Company Secretary and the same shall be furnished on request.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

The Collector, Mumbai has raised demand notice dated September 22, 2022 for transfer of the user from industrial purpose to commercial and residential purpose in regard to the Company's land .The total amount payable for the change of user is Rs. 44,59,26,500/-. Out of which the Company has already paid Rs. 7,53,06,180 and the balance outstanding payment is Rs. 39,06,20,320/- payable within 30 days from the date of issue of notice otherwise the said amount would be recovered through the compulsory remedy scheme as per Maharashtra Land Revenue Act 1996 as per letter dated September 22, 2022. As a part of recovery action the collector has already attached some of the properties of the Company and Company's current bank account.

29. REPORTING OF FRAUDS:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

30. PREVENTION OF SEXUAL HARASSMENT IN THE COMPANY:

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to providing an environment, which is free of discrimination, intimidation and abuse. All employees are covered under this policy.

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In terms of Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, we report that, during 2023-24, no case has been reported under the said act.

31. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as the provisions were not applicable to the company or there were no transactions on these items during the year under review: -

- Issue of equity shares with differential rights as to dividend, voting or otherwise..
- The Company does not have any scheme of provision of money for the purchase of its own shares by the employees or by trustees for the benefit of employees.
- The Company does not have any subsidiaries, hence, the question of receiving remuneration or commission by the Managing Directors or Whole Time Directors of the Company from subsidiary does not arise.
- The details of the top ten employees and employees who were drawing remuneration in excess of limits prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197 of the Companies Act, 2013.
- The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable and not required by the Company.

32. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC, 2016) DURING THE YEAR ALONG WITH STATUS AT THE END OF THE FINANCIAL YEAR:

During the Financial year no application has been made and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

33. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF

During the year under review, there were no instance of one-time settlement with banks or financial institutions and hence the differences in valuation as enumerated under Rule 8(5)(xii) of Companies (Accounts) Rules, 2014, as amended, do not arise.

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34. ACKNOWLEDGEMENT

The Board of Directors would like to express the sincere appreciation for the assistance and cooperation received from banks, government authorities and members during the year under review.

The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Mehul Jadavji Shah
Managing Director
DIN:00933528

Dinesh Keshardeo Poddar
Director
DIN: 00158597

Place: Mumbai
Date: 14th August, 2024

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ANNEXURE I

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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,
SHAH CONSTRUCTION COMPANY LIMITED
11, New Link Road, Shah Industrial Estate,
Opp. Anna temple, Andheri W,
Mumbai-400053

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHAH CONSTRUCTION COMPANY LIMITED CIN: L45202MH1949PLC007048** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of 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, Compliance certificates confirming compliance with Corporate laws applicable to the Company given by the Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by the Company's Audit Committee / Board of Directors, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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(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, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (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; (Not applicable to the company during the Audit Period);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the Audit Period);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the Audit Period);

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with BSE Limited read with SEBI (LODR) Regulations, 2015.

To the best of our understanding, we are of the view that during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Company is non-Compliant for dematerialization of Promoters shareholding under Regulation 31(2) of SEBI (LODR) Regulations, 2015*

We further report that

having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the

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following laws to the extent applicable, specifically to the Company, as per the representations made by the Company:

1. Indian Contract Act, 1872;
2. Indian Electricity Act, 1910;
3. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
and
4. Information Technology Act, 2000

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and there were no changes in the constitution of Board during the year under review.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda are 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.
- We note from the minutes examined during the course of audit that, at the Board meetings held during the year: Decisions were taken through the majority of the Board; and the dissenting members' views are captured and recorded as part of the minutes.

We further report that:

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

We further report that during the audit period the following event/action has happened, having major bearing on affairs of the Company:

The Company had received the notice from The Office of Collector for payment of Rs. 41,22,48,528/- (Rupees Forty-one Crores Twenty-two Lakhs forty-eight Thousand Five Hundred and Twenty-eight Only) being the charges for change of user from industrial to residential and nonpayment thereof has resulted into Tehsildar having confiscated the entire area of the Registered Office consisting of the land, etc. of the Company and created charge on the assets of the Company to recover the said arrears.

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

For D. Kothari And Associates
Company Secretaries

Dhanraj Kothari

Proprietor

FCS No.: 4930,

CP No.: 4675

Place: Mumbai,

Date: 14th August, 2023

UDIN: F004930F000972402

Peer Review Certificate no. 1314/2021

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ANNEXURE

To,
The Members,
SHAH CONSTRUCTION CO. LIMITED
11, New Link Road, Shah Industrial Estate,
Opp. Anna temple, Andheri W,
Mumbai-400053

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

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

For D. Kothari And Associates
Company Secretaries

Dhanraj Kothari
Proprietor
FCS No.: 4930
CP No.: 4675
Place: Mumbai,
Date: 14th August, 2024

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Shah Construction Company Limited presents the analysis of performance of your Company for the year ended 2023-2024 and its outlook for the future. This outlook is based on assessment of the current business environment and the expectations, estimates and projections of the Directors and Management of the Company. It may vary due to future economic and political development, both in the Indian and international economies and due to other factors beyond control.

ECONOMIC ENVIRONMENT WORLD

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability. Changes in mortgage and housing markets over the pre-pandemic decade of low interest rates moderated the near-term impact of policy rate hikes. The medium-term prospects shows that the lower predicted growth in output per person stems, notably, from persistent structural frictions preventing capital and labor from moving to productive firms.

(I) Industry Structure and Developments :

There is fierce competition in the business of Construction Business which is normal for any business.

(II) Threats :

The Company perceives normal business threats of competition from new entrants.

(III) Segment-wise or Product-wise Performance :

The performance of the company in Construction Business is stable.

(IV) Outlook :

The outlook of the Company is positive.

(V) Risks and Concerns:

The Company perceives normal business risks and concerns.

(VI) Internal Control systems and their adequacy:

The Company has adequate internal control systems.

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(VII) Discussion on financial performance:

The Company has earned Gross total income of Rs. 456.17 Lakhs for the year under report as against Rs. 419.37 Lakhs in the previous year.

(VIII) Material developments in human resources / Industrial Relations front, and number of people employed:

There are no material developments in human resources front.

No. of employees: 18

(IX) Cautionary Statement:

Certain statements made in this Report relating to the Company's outlook, estimates, predictions etc. may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation tax regimes, natural calamities, etc. over which the Company does not have any direct control.

For and on behalf of the Board of Directors

Mehul Jadavji Shah
Managing Director
DIN:00933528

Dinesh Keshardeo Poddar
Director
DIN: 00158597

Place: Mumbai

Date: 14th August, 2024

ANNEXURE III

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

Information in accordance with the provision of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. Conservation of Energy –

i. Your Company adopts the following steps towards conservation of energy

- 1) Switching off equipment's whenever not in use.
- 2) Printing only important documents.
- 3) Creating awareness amongst the employees for energy saving.

ii. The steps taken by the Company for utilizing alternate sources of energy.

- 1) There are no specific steps taken by the Company for utilising alternate sources of energy.

iii. The capital investment on energy conservation equipments

The Company has not made any capital investment on energy conservation equipment's during the financial year 2023-24.

B. Technology absorption

i. The efforts made towards technology absorption

The Company had not made any major or path breaking efforts towards technology absorption.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution

As there were no efforts towards technology absorption there were no benefits derived as such.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

The Company did not import any technology.

iv. Research and Development

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The Company has not incurred any expenditure on Research and Development during the financial year 2023-2024.

C. Foreign exchange Earnings and Outgo

The Company did not have any foreign exchange earnings and outgo as required under the provisions of Section 134 of the Act.

For and on behalf of the Board of Directors

Mehul Jadavji Shah
Managing Director
DIN:00933528

Dinesh Keshardeo Poddar
Director
DIN: 00158597

Place: Mumbai

Date: 14th August, 2024

Independent Auditor's Report

To
The Members of Shah Construction Company Limited

Report on the Audit of the Financial Statements:

Opinion

We have audited the accompanying Financial Statements of **Shah Construction Company Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flows and the statement of changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

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

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

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

In preparing the 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 the statement of Other Comprehensive Income, the Statement of Cash Flows and the statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standard) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: The Company has not paid remuneration to its directors during the year therefore this clause not applicable.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer note 29 to the Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There was no amount which was required to be transferred to the Investor

Education and Protection Fund by the company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

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

**For Mittal & Associates
Chartered Accountants
FRN: 106456W**

**Place: Mumbai
Date: 30th May, 2024**

**Hemant Bohra
Partner
M.No.165667
UDIN: 24165667BKEZEL3430**

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Shah Construction Company Limited** of even date)

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

We have audited the internal financial controls over financial reporting of **Shah Construction Company Limited** (“the Company”) as of 31st March, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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 the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

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

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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mittal & Associates
Chartered Accountants
FRN: 106456W**

**Place: Mumbai
Date: 30th May, 2024**

**Hemant Bohra
Partner
M.No.:165667
UDIN: 24165667BKEZEL3430**

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Shah Construction Company Limited** of even date)

- 1) In case of the Company’s Property, Plant and Equipment and Intangible Assets:
 - (a) A. According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment;
B. The Company does not have Intangible Assets therefore, the provisions of the clause 3 (i) (a) (B) of the Order are not applicable to the Company.
 - (b) The Property, Plant & Equipment have been physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- 2) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

- 3) The Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2024 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- 7)
 - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Income-Tax, Goods and Services Tax and any other material statutory dues applicable to it with the appropriate authorities.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2024 for a period of more than six months from the date on when they become payable.
 - c) According to the information and explanations given to us, there are no dues of income tax, duty of excise and service tax and value added tax have not been deposited with the appropriate authorities on account of any dispute except the following:

| Nature of the Statute | Nature of the Dues | Due Amount (Rs. in Lakhs) | Period to which due relates | Forum where dispute is pending |
|------------------------------|---------------------------|----------------------------------|------------------------------------|---------------------------------------|
| Income Tax Act, 1961 | Income Tax | 11.21 | A.Y. 2015-16 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 83.55 | A.Y. 2017-18 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 37.90 | A.Y. 2020-21 | Commissioner of Income Tax (Appeals) |

- 8) According to the information and explanations given to us and the records of the Company examined by us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- 9) In our opinion and according to the information and explanations given to us, the Company the company has not taken any loans or borrowings from financial institutions, bank and government. Accordingly, the requirement to report on clause 3(viii) (a) to (e) of the Order is not applicable to the Company.
- 10) (a) In our opinion, and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally)
- 11) (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the

Company by its officers or employees has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) The company has not received any whistle blower complaints during the year (and upto the date of this report).

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable India accounting standards.

14) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted non-banking financial / housing finance activities

during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

- 17) The Company has cash losses during the financial year covered by our audit and the immediately preceding financial year. **(Rs. In Lakhs)**

| Particulars | 2023-24 | 2022-23 |
|--|-----------------|-----------------|
| Loss as per Profit & Loss Account | (243.82) | (255.27) |
| Add Depreciation and Amortization Expenses | 13.35 | 13.50 |
| Cash Losses | (230.47) | (241.76) |

- 18) There has been no resignation of the statutory auditors of the Company during the year.
- 19) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We,

however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- 20) The provision of sub-section (5) of Section 135 of the Companies Act, 2013 not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Mittal & Associates
Chartered Accountants
FRN: 106456W**

**Hemant Bohra
Partner
M.No.: 165667
UDIN: 24165667BKEZEL3430**

**Place: Mumbai
Date: 30th May, 2024**

SHAH CONSTRUCTION COMPANY LIMITED

Balance Sheet as at 31st March, 2024

(₹ in Lakhs)

| PARTICULARS | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|--------------------------------------|----------|----------------------|----------------------|
| ASSETS | | | |
| Non Current Assets | | | |
| (a) Property, Plant and Equipment | 5 | 5,541.81 | 5,548.93 |
| (b) Capital Work in Progress | 5 | - | - |
| (c) Financial Assets | | | |
| (i) Other Financial Assets | 6 | 39.17 | 37.49 |
| (d) Other Non Current assets | 7 | 283.37 | 256.30 |
| Total Non Current Assets | | 5,864.35 | 5,842.72 |
| Current Assets | | | |
| (a) Inventories | 8 | 2,035.94 | 1,968.34 |
| (b) Financial assets | | | |
| (i) Trade receivables | 9 | 205.52 | 85.89 |
| (ii) Cash and cash equivalents | 10 | 37.74 | 14.47 |
| (c) Other Current Assets | 11 | 19.87 | 4.84 |
| Total Current Assets | | 2,299.07 | 2,073.54 |
| TOTAL ASSETS | | 8,163.42 | 7,916.26 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 12 | 161.25 | 161.25 |
| (b) Other Equity | 13 | (9,283.79) | (9,039.85) |
| Total Equity | | (9,122.54) | (8,878.60) |
| Liabilities | | | |
| Non Current Liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 14 | 4,820.00 | 4,820.00 |
| (ii) Other Financial Liability | 15 | 124.50 | 163.65 |
| (b) Other Non Current Liabilities | 16 | 63.72 | 72.19 |
| Total Non Current Liabilities | | 5,008.22 | 5,055.84 |
| Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 17 | 5,880.99 | 5,492.86 |
| (ii) Trade Payables | 18 | 35.98 | 14.34 |
| (iii) Other Financial Liability | 19 | 2,449.46 | 2,408.64 |
| (b) Other Current Liabilities | 20 | 3,911.31 | 3,823.18 |
| Total Current Liabilities | | 12,277.74 | 11,739.02 |
| Total Liabilities | | 17,285.96 | 16,794.86 |
| TOTAL EQUITY AND LIABILITIES | | 8,163.42 | 7,916.26 |

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

As per our report of even date attached

Chartered Accountants
Mittal and Associates
FRN 106456W

Hemant Bohra
Partner
M.No. : 165667
UDIN:- 24165667BKEZEL3430

For and on behalf of the Board of Directors of
Shah Construction Company Limited

Mehul J. Shah
Chairman & MD
DIN: 00933528

Mahendra K. Savaliya
Chief Financial
Officer

Place : Mumbai
DATED: 30/05/2024

Dinesh K. Poddar
Director
DIN: 00158597

Anita Vyas
Company
Secretary

Sanjay D. Shah
Director
DIN:00292226

SHAH CONSTRUCTION COMPANY LIMITED**Statement of Profit and loss for the Year Ended 31-03-2024**

(₹ in Lakhs)

| PARTICULARS | NOTE NO. | 2023-24 | 2022-23 |
|---|----------|-----------------|-----------------|
| INCOME | | | |
| Revenue from Operations | 21 | 279.93 | 237.95 |
| Other Income | 22 | 176.23 | 181.43 |
| TOTAL INCOME | | 456.17 | 419.37 |
| EXPENSES | | | |
| Project Expenses | 23 | 67.61 | 60.51 |
| Change in Inventories of Work in Progress & other Inventories | 24 | (67.61) | (60.51) |
| Employee benefits expense | 25 | 53.11 | 51.81 |
| Finance costs | 26 | 409.05 | 378.01 |
| Depreciation/ Amortization and Depletion expense | 5 | 13.35 | 13.51 |
| Other expenses | 27 | 224.48 | 231.32 |
| TOTAL EXPENSES | | 699.99 | 674.65 |
| Profit/(Loss) before tax | | (243.82) | (255.27) |
| Tax expense: | | | |
| (1) Current tax | | - | - |
| (2) Income Tax of Earlier Year | | - | - |
| PROFIT/(LOSS) FOR THE YEAR | | (243.82) | (255.27) |
| Other Comprehensive Income | | | |
| -Items that will not be reclassified to profit or loss | | (0.11) | 0.68 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | (243.94) | (254.59) |
| Earnings per equity share (in Rs.): | | | |
| (1) Basic | 28 | (151.28) | (157.88) |
| (2) Diluted | | (151.28) | (157.88) |

The accompanying notes form an integral part of the Standalone financial statements**As per our report of even date attached**Chartered Accountants
Mittal and Associates
FRN 106456W**Hemant Bohra**
Partner
M.No. : 165667
UDIN:- 24165667BKEZEL3430**Place : Mumbai**
DATED: 30/05/2024**For and on behalf of the Board of Directors of
Shah Construction Company Limited****Mehul J. Shah**
Chairman & MD
DIN: 00933528**Mahendra K. Savaliya**
Chief Financial
Officer**Dinesh K. Poddar**
Director
DIN: 00158597**Anita Vyas**
Company
Secretary**Sanjay D. Shah**
Director
DIN:00292226

SHAH CONSTRUCTION COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024
(₹ in Lakhs)

| PARTICULARS | 2023-24 | | 2022-23 | |
|---|----------|-----------------|------------|-------------------|
| A. Cash Flow arising from Operating Activities: | | | | |
| Net Profit/(Loss) Before Taxation | | (243.82) | | (255.27) |
| <u>Add/(less)</u> | | | | |
| Fixed Assets w/off/discarded | - | | - | |
| Other Comp Income-Actuarial gain | (0.11) | | 0.68 | |
| Interest accrued on Preference shares | 4.82 | | 4.82 | |
| Depreciation Charge | 13.35 | | 13.51 | |
| | | 18.06 | | 19.01 |
| Less: | | (225.76) | | (236.26) |
| Rent received | 25.66 | | 16.90 | |
| | | 25.66 | | 16.90 |
| Operating Profit before Working Capital Changes | | (251.42) | | (253.16) |
| <u>Adjustment for:</u> | | | | |
| (Increase)/Decrease in Trade Receivables | (119.64) | | (48.97) | |
| (Increase)/Decrease in Inventories | (67.61) | | (60.51) | |
| (Increase)/Decrease in Other Current assets | (15.02) | | (3.39) | |
| (Increase)/Decrease in Non-Current Financial Assets | (1.68) | | (0.92) | |
| (Increase)/Decrease in Non-Current Financial Liab - Other | (39.15) | | (137.08) | |
| Increase/(Decrease) in Trade Payables | 21.64 | | 0.95 | |
| Increase/(Decrease) in Other Current Liabilities | 88.13 | | 3,524.95 | |
| Increase/(Decrease) in Other Non-Current Liabilities | (8.48) | | 37.88 | |
| (Increase)/Decrease in Non-Current Assets | (27.07) | | (24.56) | |
| | | (168.88) | | 3,288.34 |
| Less: Income Tax for the Year | - | (420.30) | - | 3,035.18 |
| | | - | | - |
| Net Cash inflow/(Outflow) in course of Operating Activities: | | (420.30) | | 3,035.18 |
| B. Cash Flow Arising from Investing Activities: | | | | |
| Adjustment for: | | | | |
| Capital Work in Progress capitalised | - | | 8.35 | |
| Purchase of Fixed Assets | (6.23) | | (3,941.28) | |
| | | (6.23) | | (3,932.93) |
| Net Cash inflow/(Outflow) in course of Investing Activities: | | (6.23) | | (3,932.93) |
| C. Cash Flow Arising from Financial Activities: | | | | |
| Cash Inflow | | | | |
| a) Borrowings (Net) | 388.14 | | 526.80 | |
| b) Rent received | 25.66 | | 16.90 | |
| c) Refund of Security Deposit | 36.00 | | 63.00 | |
| | | 449.79 | | 606.69 |
| Net Cash inflow/(Outflow) in course of Financial Activities: | | 449.79 | | 606.69 |
| Net Cash inflow/(Outflow) (A+B+C): | | 23.27 | | (291.06) |
| Add: Balance at the beginning of the Year | | 14.47 | | 305.53 |
| Balance at the end of the Year | | 37.74 | | 14.47 |

The accompanying notes form an integral part of the Standalone financial statements
As per our report of even date attached

 Chartered Accountants
 Mittal and Associates

FRN 106456W
Hemant Bohra
Partner

M.No. : 165667

UDIN:- 24165667BKEZEL3430

Place : Mumbai
DATED: 30/05/2024
**For and on behalf of the Board of Directors of
 Shah Construction Company Limited**
Mehul J. Shah

Chairman & MD

DIN: 00933528

Mahendra K. Savaliya

Chief Financial

Officer

Dinesh K. Poddar

Director

DIN: 00158597

Anita Vyas

Company

Secretary

Sanjay D. Shah

Director

DIN:00292226

SHAH CONSTRUCTION COMPANY LIMITED

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in lakhs)

A. EQUITY SHARE CAPITAL

(1) Current reporting period - FY 2023-24

| | Balance as at April 1,2023 | Changes in Equity Share Capital due to prior period errors | Restated Balance as at April 1,2023 | Changes in Equity Share Capital during 2023-24 | Balance as at March 31,2024 |
|--|----------------------------|--|-------------------------------------|--|-----------------------------|
| | 161.25 | - | 161.25 | - | 161.25 |

(2) Previous reporting period - FY 2022-23

| | Balance as at April 1,2022 | Changes in Equity Share Capital due to prior period errors | Restated Balance as at April 1,2022 | Changes in Equity Share Capital during 2022-23 | Balance as at March 31,2023 |
|--|----------------------------|--|-------------------------------------|--|-----------------------------|
| | 161.25 | - | 161.25 | - | 161.25 |

B. OTHER EQUITY

Current reporting period - FY 2023-24

| PARTICULARS | Share Application money pending Allotment | Equity Comonent of compounded financial instrument | Reserves and Surplus | | | | Total |
|--|---|--|----------------------|---------------------|------------------|--------------------|--------------------|
| | | | Capital Reserve | Revaluation reserve | General reserves | Retained Earning | |
| Balance as at April 1,2023 | - | - | 36.45 | 620.52 | 63.13 | (9,759.95) | (9,039.85) |
| Changes in accounting policy or prior perid errors | - | - | - | - | - | - | - |
| Restated Balance as at April 1, 2023 | - | - | 36.45 | 620.52 | 63.13 | (9,759.95) | (9,039.85) |
| Total Comprehensive Income for the Current Year | - | - | - | - | - | (243.94) | (243.94) |
| Dividends | - | - | - | - | - | - | - |
| Transfer to Retain Earning | - | - | - | - | - | (10,003.89) | (10,003.89) |
| Any Other change | - | - | - | - | - | - | - |
| Balance as at March 31, 2024 | - | - | 36.45 | 620.52 | 63.13 | (10,003.89) | (9,283.79) |

Previous reporting period - FY 2022-23

| PARTICULARS | Share Application money pending Allotment | Equity Comonent of compounded financial instrument | Reserves and Surplus | | | | Total |
|--|---|--|----------------------|---------------------|------------------|-------------------|-------------------|
| | | | Capital Reserve | Revaluation reserve | General reserves | Retained Earning | |
| Balance as at April 1,2022 | - | - | 36.45 | 620.52 | 63.13 | (9,505.36) | (8,785.26) |
| Changes in accounting policy or prior perid errors | - | - | - | - | - | - | - |
| Restated Balance as at April 1, 2022 | - | - | 36.45 | 620.52 | 63.13 | (9,505.36) | (8,785.26) |
| Total Comprehensive Income for the Current Year | - | - | - | - | - | (254.59) | (254.59) |
| Divedends | - | - | - | - | - | - | - |
| Transfer to Retain Earning | - | - | - | - | - | (9,759.95) | (9,759.95) |
| Any Other change | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | - | - | 36.45 | 620.52 | 63.13 | (9,759.95) | (9,039.85) |

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

As per our report of even date
Chartered Accountants
Mittal and Associates
FRN 106456W

Hemant Bohra
Partner
M.No. : 165667
UDIN:- 24165667BKEZEL3430

Place : Mumbai
DATED: 30/05/2024

**For and on behalf of the Board of Directors of
Shah Construction Company Limited**

Mehul J. Shah
Chairman & Manging Director
DIN: 00933528

Mahendra K. Savaliya
Chief Financial Officer

Dinesh K. Poddar
Director
DIN: 00158597

Anita Vyas
Company
Secretary

Sanjay D. Shah
Director
DIN:00292226

SHAH CONSTRUCTION COMPANY LIMITED

Notes to the Standalone financial Statements for the year ended March 31, 2024

(1) CORPORATE INFORMATION

Shah Constructions Company limited (the company) is a public limited company Incorporated in India. The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. The company is engaged in the business of development of land and construction of building as Builders and developers.

(2) BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENT AND SIGNIFICANT ACCOUNTING POLICIES

(2)(a) BASIS OF PREPARATION AND PRESENTATION

Compliance with Ind AS

The financial statements of the company comply in all material aspects with Indian Accounting Standards (Ind AS) AS specified under section 133 of the Companies Act, 2013, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Historical cost convention

The financial statements of the company have been prepared on an accrual and going concern basis. The financial statements have been prepared on historical cost basis, except for certain assets and liabilities that is measured at fair value as states in subsequent policies.

(2)(b) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i) Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Depreciation methods, estimated useful lives and residual value:

The depreciation has been provided on the written down value basis in accordance with the requirement of the schedule-II of the companies Act, 2013.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss within other expenses or other income, as applicable.

Impairment of non-financial assets - property, plant and equipment and intangible assets

An assets is treated as impaired when carrying cost of assets exceeds its recoverable value. The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs. An Impairment loss is recognised in statement of Profit and Loss in the year in which an assets are identified as impaired.

ii) Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenue from sale of goods when:

- (a) the Company has transferred to the buyer the significant risk and reward of ownership of goods
- (b) the Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- (c) the amount of revenue can be reliably measured
- (d) it is probable that future economic benefits associated with the transaction will flow to the Company

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

In respect of Real Estate Development activity, the company is following Project completion method of accounting for revenue recognition in order to depict the reasonable picture of the project. Revenue is recognized when Project is completed, Occupancy Certificate (OC) is obtain from the Municipal authority and possession along with risk and reward in the property is transferred to the prospective buyer.

iii) Employee Benefit Schemes

Short-term benefits:

Employee benefits payable within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and exgratia.

Post -Employment Benefits:

Gratuity:

The company provides defined benefit plan to its employees and the gratuity liability with respect to the same is computed on the basis of an actuarial valuation by an actuary appointed for the purpose at the end of each financial year.

iii) Inventories:

Stores are valued at lower of cost or net realisable value.

In respect of Real Estate Development activity of the company, the work in progress consist of the cost of materials, labour charges and other incidental expenses for the project till the date of the Balance sheet.

In view of the project completion method of accounting followed by the company, work in progress along with the booking amount received (if any) carried forward to subsequent year.

iv) Trade Receivables:

Trade Receivables are stated at book value after making provisions for doubtful debts. Management considers that the book value approximates fair value. Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. The provision for bad and doubtful debts is based on specific risk assessment and reference to past default experience.

v) Financial Instruments:**Financial Assets****Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurement**Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial liabilities**Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

vi) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an out flow of resources. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent Assets are disclosed , where an inflow of economic benefits is probable.

vii) Tax Expense

The tax expense for the period comprises current and deferred tax. Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income respectively.

Current Tax:

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted , at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation . It establishes provisions where appropriate on the bias of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled , based on tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period. The carrying amount of deferred tax assets is reviewed at each reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

viii) Borrowing Cost

Borrowing costs includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are considered as a part of cost of such assets less interest earned on the temporary investment. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to the Statement of Profit t and Loss in the year in which they are incurred.

ix) Foreign Currency Transactions

Foreign exchange transactions are recorded at the rate prevailing on the dates of the respective transaction. Exchange difference arising on foreign exchange transactions settled during the year is recognized in the Profit t and Loss Account.

Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on Balance Sheet date. The resultant exchange difference is recognized in the Profit t and Loss Account.

Exchange rate differences arising on a monetary item that, in substance, forms part of the Company's net investment in a nonintegral foreign operation are accumulated in a foreign currency translation reserve in the Company's financial statements until the disposal of the net investment.

Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

The company has valued its Current Assets, Current Liabilities and loans in foreign currency in respect of projects in Iraq at the rate prevailing as on 30.06.1984.

x) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the functional currency). The financial statements are presented in Indian rupee (₹) , which is Company's functional and presentation currency.

xi) Lease Transactions:

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate

SHAH CONSTRUCTION COMPANY LIMITED

NOTE NO: 5 : PROPERTY, PLANT AND EQUIPMENTS

(₹ in lakhs)

| SR | PARTICULERS | GROSS BLOCK | | | DEPRICIATION/AMORTISATION/DEPLETION | | | | NET BLOCK | | |
|----|-------------------------|---------------------|-------------|-----------|-------------------------------------|---------------------|--------------|----------------------------|--------------------------|---------------------|---------------------|
| | | AS AT 01/04/2023 | ADDITION | DEDUCTION | AS AT 31/03/2024 | AS AT 01/04/2023 | FOR THE YEAR | AMORTISATIO N/DEDUCTION | TOTAL DEP. 31/03/2024 | AS AT 31/03/2024 | AS AT 01/04/2023 |
| | TANGIBLE ASSETS | | | | | | | | | | |
| 1 | LAND (Refer Note Below) | 5,459.37 | 6.23 | | 5,465.60 | - | | | - | 5,465.60 | 5,459.37 |
| 2 | BUILDING | 110.64 | - | | 110.64 | 49.94 | 7.32 | | 57.26 | 53.38 | 60.70 |
| 3 | ELECTRICAL INSTALLATION | 18.88 | - | - | 18.88 | 17.13 | 0.63 | | 17.76 | 1.12 | 1.75 |
| 4 | PLANT & MACHINERY | 113.77 | - | | 113.77 | 98.21 | 3.28 | | 101.49 | 12.28 | 15.56 |
| 5 | OFFICE EQUIPMENT | 3.93 | - | | 3.93 | 3.67 | 0.08 | | 3.75 | 0.18 | 0.26 |
| 6 | COMPUTER | 1.90 | - | | 1.90 | 1.62 | 0.15 | | 1.77 | 0.13 | 0.28 |
| 7 | FURNITURE & FITTINGS | 30.61 | - | | 30.61 | 28.69 | 0.23 | | 28.92 | 1.69 | 1.92 |
| 8 | VEHICLES | 25.39 | - | | 25.39 | 16.31 | 1.65 | | 17.96 | 7.43 | 9.08 |
| | TOTAL Rs. | 5,764.50 | 6.23 | - | 5,770.73 | 215.57 | 13.35 | - | 228.92 | 5,541.81 | 5,548.93 |

Note :

The Company had sold Plot No. M-1 & M-2 of the land at Amboli for Rs. 4,00,000/- as recorded in Agreement dated 18th August, 1980, Plot No. U-1 & U-2 of the land at Amboli for Rs. 8,00,000/- as recorded in Agreement dated 15th April, 1981 and Plot No. K, L & T3 of the land at Amboli for Rs. 11,94,000/- as recorded in Agreement dated 31-12-1979. The Company had handed over possession of the plots to the purchasers. The Company had also received consideration for the said agreements. Pending completion of statutory formalities of the sold property, the amount received from the purchasers is shown as advance payments towards the sale of the said plots of land at Amboli, Andheri.

NOTE NO: 5 : CAPITAL WORK IN PROGRESS

| SR | PARTICULERS | GROSS BLOCK | | | DEPRICIATION/AMORTISATION/DEPLETION | | | | NET BLOCK | | |
|----|--------------------------------------|---------------------|----------|-----------|-------------------------------------|---------------------|--------------|----------------------------|--------------------------|---------------------|---------------------|
| | | AS AT 01/04/2023 | ADDITION | DEDUCTION | AS AT 31/03/2024 | AS AT 01/04/2023 | FOR THE YEAR | AMORTISATIO N/DEDUCTION | TOTAL DEP. 31/03/2024 | AS AT 31/03/2024 | AS AT 01/04/2023 |
| | CONSTRUCTION WORK IN PROGRESS | | | | | | | | | | |
| 1 | CWIP-BUILDING | | | | - | - | | | - | - | - |
| | TOTAL Rs. | - | - | - | - | - | - | - | - | - | - |
| | PR.YEAR Rs. | - | - | - | - | - | - | - | - | - | - |

CAPITAL WORK IN PROGRESS - AGING SCHEDULE

| As at March 31, 2024 | | | | | |
|---------------------------------------|--------------------------------|-----------|-----------|-------------------|-------|
| Particulars | Amount in CWIP for a period of | | | | Total |
| | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | |
| Project in Progress | | | | | |
| CWIP-BUILDING | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| Total | - | - | - | - | - |

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

3) CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

4) GOING CONCERN

The Company is a going concern in spite of the accumulated losses since there is scope for wiping out these losses in view of the potentiality for developing existing assets, expected settlements with creditors, the projects under negotiation as well as the future prospects of the company.

6) Non Current Assets- Financial Assets

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|--------------------------|--------------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| <u>(Unsecured and considered good)</u> | | |
| Security Deposits | 39.17 | 37.49 |
| Total | 39.17 | 37.49 |

There are no any amount of Trade/Security deposit given to related parties.

7) Other Non Current Assets

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|--------------------------|--------------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| <u>(Unsecured and considered good unless otherwise stated)</u> | | |
| Advance Income Tax (Net of Provisions) | 283.37 | 256.30 |
| <u>Considered Good</u> | | |
| Advances for goods and supplies - Overseas (#) | - | - |
| Others Non Current Assets-Overseas (#) | - | - |
| <u>Considered doubtful</u> | | |
| Advances for goods and supplies - Overseas (#) | 33.33 | 33.33 |
| Others Non Current Assets-Overseas (#) | 1,032.73 | 1,032.73 |
| | 1,066.07 | 1,066.07 |
| Less : Allowance on doubtful Assets | 1,066.07 | 1,066.07 |
| | - | - |
| Total | 283.37 | 256.30 |

There are no any amount due from related parties.

Advances for goods and Supplies Overseas and Other Non Current Assets-Overseas

Other Non-Current Assets-Overseas includes various deposits, retention money, receivables, inventories and balances with various bank which was stuck overseas since more than 35 years.

The company has put a claim of its assets and interest in projects situated at Iraq for which the company had applied for recovery of principal & interest thereon for said projects in Iraq which is covered under Indo-Iraq Govt. to Govt. Deferred Payment Arrangements (DPA). Government of India under notification has issued Bonds in lieu thereof. Issue of Bonds to the Company is pending due to disputes under Deferred Payments Agreement (DPA).

Considering the delay in final outcome and ultimate recovery of the same, the company has made provision Rs. 1066.07 lakhs for doubtful recovery of its overseas assets situated at Iraq.

The company had also written back liabilities of Rs. 248.67 lakhs in respect of the said overseas projects at Iraq.

8) Inventories

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|--|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| (Valued at lower of cost or Net Realisable Value) | | |
| Construction Work in Progress | 2,028.94 | 1,961.34 |
| Stores & Spares | 7.00 | 7.00 |
| Total | 2,035.94 | 1,968.34 |
| Note | | |
| Inventories are taken as certified by the Management and is carried at lower of cost and net realisable value. | | |

9) Trade Receivables

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Trade receivables outstanding for a period exceeding six months from the date they are due for payment | | |
| <u>Unsecured, considered good</u> | | |
| -From Related Parties (Refer Note No:30) | - | - |
| -From Others | 49.97 | 55.26 |
| <u>Unsecured, considered doubtful</u> | | |
| -From Others | - | - |
| Less: Allowance for doubtful trade receivables | - | - |
| | 49.97 | 55.26 |
| Other receivables | | |
| <u>Unsecured, considered good</u> | | |
| -From Related Parties (Refer Note No:30) | 2.88 | 6.85 |
| -From Others | 152.68 | 23.78 |
| Total | 205.52 | 85.89 |

Trade Receivables Ageing Schedule

| As at March 31, 2024 | | | | | | |
|--|--|-------------------|--------------|-----------|-------------------|---------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade Receivables - considered good | 155.55 | - | 48.56 | - | 1.41 | 205.52 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| Less : Provision for Trade Receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled dues | - | - | - | - | - | - |
| Total | 155.55 | - | 48.56 | - | 1.41 | 205.52 |

| As at March 31, 2023 | | | | | | |
|--|--|-------------------|-----------|-----------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade Receivables - considered good | 30.63 | 53.85 | - | - | 1.41 | 85.89 |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - |

| | | | | | | |
|---|--------------|--------------|----------|----------|-------------|--------------|
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| Less : Provision for Trade Receivables - credit impaired | - | - | - | - | - | - |
| (vii) Unbilled dues | - | - | - | - | - | - |
| Total | 30.63 | 53.85 | - | - | 1.41 | 85.89 |

10) Cash and Cash Equivalents

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|--|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Cash on Hand | 0.10 | 0.15 |
| Balance with Banks - in current accounts | 37.64 | 14.32 |
| Total | 37.74 | 14.47 |

11) Other Current Assets

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| (Unsecured and considered good) | | |
| Loans & Advances - Others | | |
| Advances to vendors | 11.45 | 0.02 |
| Balance With Government authority-GST receivables | 2.46 | 2.34 |
| Staff Advances | 5.95 | 2.49 |
| Others | - | - |
| Total | 19.87 | 4.84 |

There are no any amount due from related parties.

12) Share Capital

| Share Capital | As at 31st March 2024 | | As at 31st March 2023 | |
|---|-----------------------|---------------|-----------------------|---------------|
| | Number | Rs. in Lakhs | Number | Rs. in Lakhs |
| Authorised Share Capital | | | | |
| Equity Shares of Rs.100/- Each | 180,000 | 180.00 | 180,000 | 180.00 |
| | 180,000 | 180.00 | 180,000 | 180.00 |
| Preference Share of Rs.100/- Each | 4,820,000 | 4,820.00 | 4,820,000 | 4,820.00 |
| | 4,820,000 | 4,820.00 | 4,820,000 | 4,820.00 |
| Issued, Subscribed & Paid up | | | | |
| Equity Shares of Rs.100/- Each, fully paid up | 161,250 | 161.25 | 161,250 | 161.25 |
| Total | 161,250 | 161.25 | 161,250 | 161.25 |

Reconciliation of Number of Equity Shares outstanding at the beginning and at the end of the year

| Particulars | Equity Shares | | Equity Shares | |
|---|---------------|--------------|---------------|--------------|
| | Number | Rs. in Lakhs | Number | Rs. in Lakhs |
| Shares outstanding at the beginning of the year | 161,250 | 161.25 | 161,250 | 161.25 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 161,250 | 161.25 | 161,250 | 161.25 |

Note:

- 1650 Equity shares out of the issued, subscribed and paid up share capital were allotted in part payment of Purchase of capital goods consideration.
- 1250 Equity shares out of the issued, subscribed and paid up share capital were allotted in consideration for giving Equivalent Foreign Exchange for purchase of Capital goods.
- The company does not have any holding company. The company does not have any Subsidiaries and Associated companies.

Terms/Rights attached to Equity Shares

The Company has only one class of Equity shares having par value of Rs.100 per shares. Each shareholders of equity shares is entitled to one vote per share.

The dividend proposed by board of directors is subject to approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amount, in proportion to the number of equity shares held.

Details of Share Holders holding more than 5% Equity shares in the company at the end of the Year.

| Name of Shareholders | As at 31st March 2024 | | As at 31st March 2023 | |
|---------------------------|-----------------------|--------------|-----------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| 1) Mr.Hemang J Shah | 15688 | 9.73 | 15688 | 9.73 |
| 2) Mr. Sanjay D.Shah | 15670 | 9.72 | 15670 | 9.72 |
| 3) Mrs. Shantaben D.Shah | 31004 | 19.23 | 31004 | 19.23 |
| 4) Mrs. Heena Sanjay Shah | 12608 | 7.82 | 12608 | 7.82 |
| 5) Smt.Kanan H Shah | 13110 | 8.13 | 13110 | 8.13 |
| 6) Smt.Jayawanti J Shah | 30706 | 19.04 | 30706 | 19.04 |

Details of Promotors in the company at the end of the Year.

| Name of Shareholders | As at 31st March 2024 | | | As at 31st March 2023 | |
|---------------------------|-----------------------|--------------|--------------------------|-----------------------|--------------|
| | No. of Shares held | % of Holding | % Change during the Year | No. of Shares held | % of Holding |
| 1) Mr.Hemang J Shah | 15688 | 9.73 | 0% | 15688 | 9.73 |
| 2) Mr. Sanjay D.Shah | 15670 | 9.72 | 0% | 15670 | 9.72 |
| 3) Mrs. Shantaben D.Shah | 31004 | 19.23 | 0% | 31004 | 19.23 |
| 4) Mrs. Heena Sanjay Shah | 12608 | 7.82 | 0% | 12608 | 7.82 |
| 5) Smt.Kanan H Shah | 13110 | 8.13 | 0% | 13110 | 8.13 |
| 6) Smt.Jayawanti J Shah | 30706 | 19.04 | 0% | 30706 | 19.04 |
| 7) SANJAY A DESAI | 1 | - | 0% | 1 | - |

13) Other Equity

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|-------------------------------------|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| A) Capital Reserve | | |
| As per Last Balance Sheet | 36.45 | 36.45 |
| Closing Balance | 36.45 | 36.45 |
| B) Revaluation Reserve | | |
| As per Last Balance Sheet | 620.52 | 620.52 |
| Closing Balance | 620.52 | 620.52 |
| C) General Reserve | | |
| As per Last Balance Sheet | 63.13 | 63.13 |
| Closing Balance | 63.13 | 63.13 |
| D) Retain Earning | | |
| As per Last Balance Sheet | (9,759.95) | (9,505.36) |
| Add: Net Profit/(loss) For the Year | (243.94) | (254.59) |
| Closing Balance | (10,003.89) | (9,759.95) |
| Total | (9,283.79) | (9,039.85) |

14) Borrowings-Non Current financial Liability

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|--|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Unsecured | | |
| Cumulative, Non convertible redeemable preference Shares (#) | 4,820.00 | 4,820.00 |
| Total | 4,820.00 | 4,820.00 |

Terms/Rights attached to Preference Shares

(#) The company has issued Cumulative Non convertible, redeemable preference shares having face value of Rs.100/-each. These preference shares carry a fixed cumulative dividend of 0.1% p.a. (Till 31.03.2018 the company is liable to pay dividend @ 7% p.a. from the date of issue till 31.03.2018 cumulatively) 0.1% dividend shall be payable in the each financial year beginning from the 1st April,2018, in event of company making profit. In the event of loss or inadequacy of profit in any financial year, no dividend shall be paid, However dividend remaining unpaid for those years shall be carried forward. The preference shares shall be redeemable in terms of companies Act1956 after 7 Years from the date of allotment being 14th May,2011 and shall be redeemable on or before 14th May,2018. However, the said term is extended for further period of 7 years vide board meeting held on 25th may,2018 and accordingly the said preference share capital shall be redeemable on or before 14th May,2025.

There are no any amount of Trade/Security deposit received from related parties.

15) Other Financial Liability-Non-Current

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---------------------------------|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Unsecured | | |
| Trade/Security Deposit received | 124.50 | 163.65 |
| Total | 124.50 | 163.65 |

16) Other Non Current Liability

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Advance received against sale of assets (Refer Note No:5) | 23.94 | 23.94 |
| Other Advance received | 29.15 | 40.06 |
| Statutory dues - Long Term | | |
| Provision for Employee Benefits - Gratuity | 10.63 | 8.19 |
| Total | 63.72 | 72.19 |

There are no any amount of advances received from related parties.

17) Borrowings-Current financial liability

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|--|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Unsecured : | | |
| Loans from related parties (Refer Note no. 30) | 5,880.99 | 5,492.86 |
| Total | 5,880.99 | 5,492.86 |

Note : All loans from related parties are repayable on demand with/ without interest wherever applicable.

18) Trade Payables

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|-----------------------|-----------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| (a) Dues outstanding of micro and small enterprises (#) | - | - |
| (b) Others (#) | 35.98 | 14.34 |
| Total | 35.98 | 14.34 |

(#) The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 . Hence disclosure, if any, relating to amount unpaid as at year end together with interest paid/payable as required under the said Act is not been made. This has been relied upon by the Auditors.

Trade Payables ageing schedule

| As at March 31, 2024 | | | | | |
|-----------------------------|--|-------------|-----------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 29.51 | 0.59 | - | 2.73 | 32.83 |
| (iii) Disputed dues MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| (v) Unbilled dues | 3.15 | - | - | - | 3.15 |
| Total | 32.66 | 0.59 | - | 2.73 | 35.98 |

| As at March 31, 2023 | | | | | |
|-----------------------------|--|-------------|-------------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 8.13 | 0.33 | 0.13 | 2.60 | 11.19 |
| (iii) Disputed dues MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| (v) Unbilled dues | 3.15 | - | - | - | 3.15 |
| Total | 11.28 | 0.33 | 0.13 | 2.60 | 14.34 |

19) Other Financial Liability-Current

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|--------------------------|--------------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Unsecured: | | |
| Other Advance received from related parties (Refer Note no. 30) | 0.30 | 0.30 |
| Refund of Security Deposit | 99.00 | 63.00 |
| unpaid Interest/dividend on Preference shares | 2,350.16 | 2,345.34 |
| Total | 2,449.46 | 2,408.64 |

20) Other Current Liability

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|--|--------------------------|--------------------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Statutory dues | 3,764.37 | 3,751.24 |
| Provision for Employee Benefits - Gratuity | 0.98 | 0.94 |
| Other payables including expenses payable at year end. | 145.96 | 71.00 |
| Total | 3,911.31 | 3,823.18 |

There are No amounts due for payment to the investor education and protection fund under section 125 of the Companies Act,2013 as at the year end.

21) Revenue from Operation

| Particulars | 2023-24 | 2022-23 |
|--|---------------|---------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Income from Services | | |
| Display (Hoarding) , Venue and Leasing Income Net of GST | 279.93 | 237.95 |
| Total | 279.93 | 237.95 |

22) Other Income

| Particulars | 2023-24 | 2022-23 |
|--|---------------|---------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Sundry Balance W/back | 0.03 | 0.00 |
| Rent Income | 25.66 | 16.90 |
| Interest on Financial Assets carried at amortised Cost | 10.91 | 10.91 |
| Other Income | 139.63 | 153.62 |
| Total | 176.23 | 181.43 |

23) Project Expenses (#)

| Particulars | 2023-24 | 2022-23 |
|--|--------------|--------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Civil Work & Labour Charges | - | 15.08 |
| Electricity Charges | 14.41 | 14.42 |
| Professional Charges | 1.55 | 3.03 |
| Administration Charges & other Site Expenses | 16.06 | 19.49 |
| Interest on borrowings | 35.59 | 8.49 |
| Total | 67.61 | 60.51 |

(#) All Expenses related to project are capitalised to construction work in Progress Account.

24) Changes in Inventories of construction Work In Progress & Other Inventories

| Particulars | 2023-24 | 2022-23 |
|--|-----------------|-----------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Inventories at the end of the Year: | | |
| (a) Stores & Spares | 7.00 | 7.00 |
| (b) Construction Work-in-Progress | 2,028.94 | 1,961.34 |
| | 2,035.94 | 1,968.34 |
| Inventories at the Beginning of the Year: | | |
| (a) Stores & Spares | 7.00 | 7.00 |
| (b) Construction Work-in-Progress | 1,961.34 | 1,900.83 |
| | 1,968.34 | 1,907.83 |
| Decrease/(Increase) in stocks | (67.61) | (60.51) |

25) Employee Benefits Expenses

| Particulars | 2023-24 | 2022-23 |
|---|--------------|--------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Salary, Wages, Bonus & other allowances etc. | 45.96 | 44.91 |
| Contribution to Provident Fund and other fund | 2.89 | 2.85 |
| Workmen and Staff welfare expenses | 4.26 | 4.05 |
| Total | 53.11 | 51.81 |

As per Indian Accounting Standard-19 "Employee Benefits", the disclosures of Employee Benefits as defined in the Indian Accounting Standard are given below:

Defined Contribution Plan:

The Company makes contributions towards provident fund, superannuation fund and other retirement benefits to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Contribution to Defined Contribution Plans, recognised as expense (Net of amount Capitalised to CWIP) for the year is as under :

| Particulars | 2023-24 | 2022-23 |
|---|--------------|--------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Employer's Contribution to Provident Fund | 2.70 | 2.66 |
| Employer's Contribution to ESIC | 0.19 | 0.19 |
| Total | 2.89 | 2.85 |

Defined retirement Benefit Plan:

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Maturity profile of defined benefit obligation:

| Particulars | 2023-24 | 2022-23 |
|----------------|--------------|--------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| With in 1 year | 0.98 | 0.94 |
| 1-2 Year | 0.88 | 0.26 |
| 2-3 Year | 0.65 | 0.82 |
| 3-4 Year | 0.39 | 0.59 |
| 4-5 Year | 0.21 | 0.31 |
| above 5 years | 8.51 | 6.21 |
| Total | 11.61 | 9.14 |

26) Finance Cost

| Particulars | 2023-24 | 2022-23 |
|---|---------------|---------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Interest & other borrowing cost on Borrowings from banks and others | 420.15 | 365.58 |
| Interest on Financial Aseets carried at amortised cost | 14.85 | 18.07 |
| Interest/Dividend on preference Shares | 4.82 | 4.82 |
| Other Interest | 4.81 | 0.50 |
| | 444.64 | 388.97 |
| Less : capitalised to construction work in progress | 35.59 | 10.96 |
| Total | 409.05 | 378.01 |

27) Other Expenses:

| Particulars | 2023-24 | 2022-23 |
|---|---------------|---------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Power & Fuel | 2.32 | 1.04 |
| Insurance | 0.28 | 0.45 |
| Audit & Tax Audit Fees | | |
| a) Audit fee (including limited review) | 3.50 | 3.50 |
| b) For Tax Audit fee | - | 0.65 |
| Lease rent | 16.13 | 15.51 |
| Rates & Taxes | 151.64 | 163.25 |
| Communication Expenses | 0.52 | 0.50 |
| Legal & Professional Fees | 10.10 | 9.13 |
| Repairs & Maintenance -Building | 2.44 | 1.61 |
| Repairs & Maintenance - Others | 14.38 | 11.83 |
| Security Charges | 4.79 | 5.76 |
| Travelling, Conveyance & Motor Car Expenses | 4.27 | 7.18 |
| Miscellaneous Expenses | 14.11 | 10.91 |
| Total | 224.48 | 231.32 |

28) Earning per share

| Particulars | 2023-24 | 2022-23 |
|--------------------------------------|--------------|--------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Net Profit/(Loss) after tax | (243.94) | (254.59) |
| Weighted average No. of Shares | 161,250 | 161,250 |
| Nominal value per Share (in Rs.): | 100 | 100 |
| Earnings per Share (in Rs.): | (151.28) | (157.88) |
| Diluted Earnings per Share (in Rs.): | (151.28) | (157.88) |

29) Contingent Liabilities and commitments:

| Particulars | 2023-24 | 2022-23 |
|--|--------------|--------------|
| | Rs. in Lakhs | Rs. in Lakhs |
| Contingent Liabilities: | | |
| Guarantees furnished by Bank on behalf of the company to MCGM (pending for Renewal) | 242.57 | 242.57 |
| Disputed demand relating to tax against which the company has preferred appeal. (#) | 132.66 | 320.76 |
| Tax paid under protest or refund adjusted against disputed demand | - | 53.77 |
| Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for in respect of Amboli Project is not ascertainable in view of non availability of final project working statement and other relevant data. | | |
| The Income -Tax Assessments of the Company have been completed up to Assessment Year 2020-2021. The total outstanding demand upto AY 2020-2021 is Rs. 132.66 Lakhs as on date, against the same there is no refund of earlier and past assessment was adjusted/demand paid by the company as on date. Based on the decisions of the Appellate authorities and the interpretations of relevant provisions of the Income tax Act, the company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary. | | |

30) Related Party Transactions

Related party disclosure in accordance with the Accounting Standard 18-issued by the Institute of chartered Accountants of India is as under

| NAME OF THE RELATED PARTY | RELATIONSHIP |
|--|--|
| - Shri Dinesh K.Poddar - Shri Mehul J. Shah - Shri Sanjay D.Shah - Shri Yogesh J. Shah - Shri Sacchikumar N. Adalja - Smt Jaywanti J Shah - Shri Ravindra Kanji Myatra - Smt Anita Vyas - Company Secretary - Shri Mahendra K. Savaliya - C.F.O. | Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) Key Managerial Personnel (KMP) |
| Anchor Daewoo Industries Limited Anchor Leasing Pvt. Ltd. Avatar Securities Pvt. Ltd. Barindra Overseas Pvt. Ltd. Classic Electricals Limited Real Value Leasing Pvt. Ltd. Poddar Print Pvt. Ltd. DRM Corporation DRM Motors Locobuddy Mobile technology Pvt. Ltd. Good Value financial services pvt. ltd. | Enterprises over which Key Managerial Personnel are able to exercise significant influence |

Note: related party relationship is as identified by the company and relied upon by the auditor.

| Nature of Transaction | Opening Balance | Loan Taken | Interest paid/Credited | repayment | TDS | Rs. in Lakhs |
|---|-----------------|--------------|------------------------|-----------|--------------|-----------------|
| | | | | | | Closing Balance |
| Loan Taken | | | | | | |
| Anchor Daewoo Industries Limited | 1,452.34 | - | - | - | - | 1,452.34 |
| Anchor Leasing Pvt.Ltd. | 404.67 | 10.00 | 32.48 | - | 3.25 | 443.90 |
| Avtar Securities Pvt. Ltd. | 148.08 | - | 17.77 | - | 1.78 | 164.08 |
| Barindra Overseas Pvt.Ltd. | 125.08 | - | - | - | - | 125.08 |
| Classic Electricals Limited | 840.38 | - | 67.23 | - | 6.72 | 900.89 |
| Real Value Leasing Pvt.Ltd. | 2,151.12 | - | 258.13 | - | 25.81 | 2,383.44 |
| Good Value Financial Services Pvt. Ltd. | 371.19 | - | 44.54 | - | 4.45 | 411.27 |
| Total | 5,492.86 | 10.00 | 420.15 | - | 42.02 | 5,880.99 |

| Nature of Transaction | Dinesh Poddar | DRM Motors | Chitrakoot Garden |
|---|---------------|------------|-------------------|
| Income | | | |
| Rent Income Net of GST | - | - | 15.86 |
| Balances as at 31.03.2024 | | | |
| Trade Receivables | - | - | 2.88 |
| Other Advance received | - | - | 0.30 |
| Reimbursement of Expenses to director to be born on behalf of us (as on 31.03.24) | 21.54 | - | - |
| Reimbursement of Expenses to director to be born on behalf of us (as on 31.03.23) | 1.19 | - | - |

| Nature of Transaction | Rs. in Lakhs |
|----------------------------|--------------|
| Remuneration paid | |
| Anita Vyas (C.S.) | 2.40 |
| Mahendra Savaliya (C.F.O.) | 6.42 |

31) Imports (Valued on the Cost, Insurance and Freight)

| Particulars | 2023-24 | 2022-23 |
|----------------------|---------|---------|
| | ₹ | ₹ |
| CIF value of Imports | Nil | Nil |

32) Activity in Foreign Currency

| Particulars | 2023-24 | 2022-23 |
|---------------------------------|---------|---------|
| | ₹ | ₹ |
| Earnings in Foreign currency | Nil | Nil |
| Expenditure in Foreign currency | Nil | Nil |

33) Remittance in Foreign currency

| Particulars | 2023-24 | 2022-23 |
|-------------------------|---------|---------|
| | ₹ | ₹ |
| For payment of Dividend | Nil | Nil |

34) FOB value of goods exported

| Particulars | 2023-24 | 2022-23 |
|-----------------------------|---------|---------|
| | ₹ | ₹ |
| FOB value of goods exported | Nil | Nil |

35) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company has elected not to apply the requirements of Ind AS 116 as there is no any contract in writing, further pending litigation with the lessor the company has treated the transactions as short-term leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in the profit & loss account.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

36) Balances in respect of Trade receivables, Loans & advances and Liabilities in most of the cases are subject to confirmations, reconciliations and adjustments, if any.

37) In the opinion of the management, Loans & Advances and trade receivables have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the books of accounts.

38) In view of carried forward Business loss and unabsorbed depreciation, provision for taxation is not made in the financial statements.

39) As the Company does not fulfil the criteria specified in section 135 of the companies Act read with rule 3 of the Companies (Corporate Social Responsibility Policy) Rule,2014 ('CSR Rules') CSR Provisions is not applicable to the company.

40) The operation of the Company represents wholly one segment of activity relating to construction. Accordingly all company's assets and liabilities relate to this activity only.

41) In accordance with the Ind AS 12 "Income Taxes" issued by the Institute of Chartered Accountants of India Deferred tax assets and liabilities should be recognised for all timing difference in accordance with the said standard. However considering the present financial position and the requirement of the accounting standard regarding certainty/virtual certainty the same is not provided for as an asset (Net). Deferred tax asset in relation to carried forward losses and other items is recognised/offset to the extent of deferred tax liability per the requirements of AS22, accordingly there is no any impact on profit and loss account for the year. However the same will be reassessed at a subsequent balance sheet date and will be accounted for in the year of certainty/virtual certainty in accordance with the aforesaid accounting standard.

42) Computation of Net Profit under Section 197 of the Companies Act has not been given as no remuneration is paid to Directors.

43) Additional Regulatory Informations

a) Disclosure of ratios.

b) The Company has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties and hence reporting requirement with respect to repayment of loan is not applicable.

c) The Company has not borrowed any funds from banks and financial institutions and according, reporting requirement for utilisation of the same is not applicable.

d) The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.

e) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise, that the Company shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g) The Company does not have any transactions with struck-off companies.

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

i) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

j) The Company does not have any subsidiary company/ies and hence reporting requirement with respect to compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017. is not applicable.

k) The Company does not have any charges or satisfaction which is required to be registered with the Registrar of Companies (ROC) and hence reporting requirement for satisfaction of charge beyond the statutory period is not applicable.

l) The company does not have any Immovable property whose Title deeds are not held in the name of the company.

m) The company has not revalued its Property, Plant and Equipment & Intangible Assets during the year.

n) The company does not have any capital work in progress for Intangible Assets under development.

o) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

p) The company has not applied for any Scheme of Arrangements to be approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the reporting requirement for disclosure of the same is not applicable.

q) The company does not have any investment property Hence reporting required of fair value of Investment property of the Company is not applicable.

r) The company does not have any capital-work-in-progress, whose completion is overdue. Further there are no any projects which is temporarily suspended.

s) The company has not borrowed any funds from banks or financial institution on the basis of Security Assets hence disclosure for the same is not applicable.

44) Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital. The Company adheres to a disciplined Capital Management framework in order to maintain a strong balance sheet. The main objectives are as follows:

- Manage interest rates and minimise the impact of market volatility on earnings.
- Diversify sources of financing in order to manage liquidity risk.
- Leverage optimally in order to maximise shareholder returns.

| | 2024 | 2023 |
|--|-------------------|-------------------|
| Total Liabilities | 17,285.96 | 16,794.86 |
| Less : Cash & Cash Equivalents | 37.74 | 14.47 |
| Net Debt (A) | 17,248.22 | 16,780.39 |
| Total Equity as per Balance Sheet (B) | (9,122.54) | (8,878.60) |
| Net Gearing (A/B) | (1.89) | (1.89) |

45) The previous year's figures have been regrouped & recast wherever necessary to make them comparable.

As per our report of even date attached

Chartered Accountants
Mittal and Associates
FRN 106456W

Hemant Bohra
Partner
M.No. : 165667
UDIN:- 24165667BKEZEL3430

Place : Mumbai
DATED: 30/05/2024

For and on behalf of the Board of Directors of Shah Construction Company Limited

Mehul J. Shah
Chairman & MD
DIN: 00933528

Mahendra K. Savaliya
Chief Financial
Officer

Dinesh K. Poddar
Director
DIN: 00158597

Anita Vyas
Company
Secretary

Sanjay D. Shah
Director
DIN:00292226