

05.09.2022

To,  
The Manager-Listing Department  
**National Stock Exchange of India Limited,**  
Exchange Plaza, C-1,  
Block-G, BandraKurla Complex,  
Bandra (E), Mumbai - 400 051.

Dear Sir / Ma'am,

**Company Symbol: ARTNIRMAN**  
**Company Series: SM**

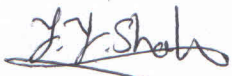
**Sub: Intimation pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of Art Nirman Limited for the financial year 2021-22.

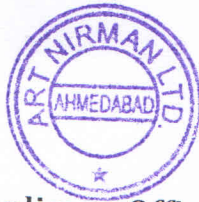
We request you to kindly take the same on your record.

Thanking You,

For, Art Nirman Limited



**Yesha Shah**  
**Company Secretary & Compliance Officer.**





# ANNUAL REPORT

2021-22

Committed for giving Value for Money  
by timely execution of projects  
while maintaining committed standard.

[www.artnirman.com](http://www.artnirman.com)

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## Disclaimer:

In this Annual Report some of the information disclosed may appear forward looking in nature. However, the same is given to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# Corporate Information

## Board of Directors & KMP



**Ashokkumar Thakker**  
Chairman and Managing Director



**Dharmishtaben Thakkar**  
Non-Executive Director



**Piyush Thakkar**  
Executive Director



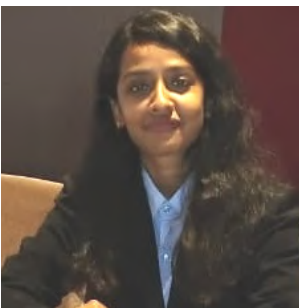
**Krunal Mistry**  
Independent Director



**Hemang Shah**  
Independent Director



**Chintan Bhatt**  
Independent Director



**Yesha Shah**  
Company Secretary



**Chetankumar Modi**  
Chief Financial Officer



Statutory Auditor  
Arpan Shah & Associates  
Chartered Accountants

Secretarial Auditor  
Yash Mehta & Associates  
Company Secretary

### **Audit Committee**

Krunal Mistry  
Chairman  
Hemang Shah  
Member  
Ashok kumar Thakker  
Member

### **Stakeholder Relationship committee**

Krunal Mistry  
Chairman  
Hemang Shah  
Member  
Ashok kumar Thakker  
Member

### **Nomination Remuneration Committee**

Krunal Mistry  
Chairman  
Hemang Shah  
Member  
Dharmishthaben Thakkar  
Member

### **Registered Office**

**Art Nirman Limited**  
410, JBR Arcade, Science City Road,  
Sola, Ahmedabad – 380060, Gujarat, India.  
Email id: cs@artnirman.com  
CIN: L45200GJ2011PLC064107

### **Registrar and Share Transfer Agent**

Link In time India Private Limited  
C-13, Kantilal Maganlal Industrial Estate,  
Pannalal Silk Mills Compund, L.B.S. Marg,  
Bhadup (West) Mumbai - 400078.  
Fax No.: 022 49186195  
Email : rnt.helpdesk@linkintime.co.in

### **Site Office:**

1. Club Babyloan, Survey No. 223/5  
Sub Plot B, S.P. Ring Road,  
Nr. Bhadaj Circle, At Bhadaj,  
Ahmedabad-380060, Gujarat, India.
2. Shree Vishnudhara Garden  
B/H Eulogia Hotel, Off S.G. Highway,  
Gota- Jagatpur, Ahmedabad – 382470,  
Gujarat Gujarat, India.

3. Ashiyana Apartments,  
Bhimjipura, Vadaj, Ahmedabad-  
380013, Gujarat, India.

### **Construction Site:**

Club Babylon, Bhadaj, Ahmedabad, Gujarat.  
JV Industrial Estate, Aslali, Ahmedabad,  
Ashiyana Apartment, Bhimjipura,  
Ahmedabad, Gujarat.

From the desk of



**Ashokkumar Thakker**  
Chairman and Managing Director



**Dear Stakeholders,**

I hope this message finds you and your loved ones safe.

The past couple of years have been a period of intense action and reflection. We have seen a global pandemic, geopolitical tensions, supply chain disruptions, the rise of cryptocurrency and many other public and private upheavals. As the dust settles, and a clearer picture of the world ahead emerges, I believe we are standing at the threshold of a period of great opportunity and growth.

I do not take lightly the privilege and responsibility to report on our this years progress and accomplishment and the priorities which lie before us. That said, we will not return to normal, we are on to the next normal. We continued to pivot and flex with success in 2021-22, a year that brought disruption and heightened uncertainty and challenge for many of us, and a number of great successes and prospects for the future.

**Organization Performance:**

The “Vshnudhara Garden project” is completed and till the date almost 98% units are sold by the company out of the total Residential and Commercial units. construction work of the club is also running very good. So as compare to last year performance of the company is increased. Also the company is planning to come up with new residential and/or commercial project in the current fiscal which will help the company in continuing the momentum.

Lastly, extend my sincere thanks on behalf of the board of directors to all the stake holders of the company for their continued trust reposed in the management of the company and there by being a part of the growth path of the company.

Sincerely yours,  
Place: Ahmedabad Date:26.08.2022  
Ashokkumar Thakker  
Chairman & Managing Director

## **Notice**

Notice is hereby given that 11<sup>th</sup> Annual General Meeting of members of Art Nirman Limited will be held on Thursday, 29<sup>th</sup> September 2022 at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India at 10:30 a.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **01. Adoption of Audited Financial Statements:**

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2022, including Audited Balance Sheet as at 31<sup>st</sup> March 2022, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31<sup>st</sup> March, 2022 along with the reports of Auditors and Directors thereon.

#### **02. Re-appointment of Directors Retiring by Rotation:**

To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), who, retires by rotation and being eligible offers, himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Piyushkumar Thakkar (DIN: 07555460), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

#### **03. Approval of loans, investments, guarantee or security u/s 185 of Companies Act, 2013:**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “**Special Resolution**”.

“**RESOLVED THAT**, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of INR 300 Crores (Rupees Three Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**04. Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **“Special Resolution”**.

**“RESOLVED THAT**, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 300 Crores (Rupees Three Hundred Crores only) over and above the limit prescribed u/s 186 of the Companies Act,2013.

**“RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**05. To increase the overall managerial remuneration of the KMP & Directors of the company.**

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

**“RESOLVED THAT**, in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act,

2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

**“RESOLVED FURTHER THAT**, where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 40,00,000 (Rupees Forty Lakhs Only).

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Place: Ahmedabad**  
**Date: 26<sup>th</sup> August, 2022**  
**Registered office:**  
**410, JBR Arcade,**  
**Science City Road, Sola,**  
**Ahmedabad 380060, Gujarat, India.**  
**CIN: L45200GJ2011PLC064107**

**By order of the Board**  
**For Art Nirman Limited**  
  
**Sd/-**  
**Yesha Shah**  
**Company Secretary & Compliance Officer**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.

2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member.

Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.

3. In case of joint holders, only a 1st Joint holder will be permitted to vote.

4. The Register of Members and Share Transfer Register of the company will remain closed from September 23, 2022 to September 29, 2022 (both days inclusive) for Annual General Meeting for Financial Year 2021-22.

5. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice.

6. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.

7. The Companies Act provides nomination facility to the members. As a member of the Company you have an option to nominate any person as your nominee to whom you shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on death of the all the joint holders. If the shares are held in Dematerialized form, the nomination form needs to be forwarded to your Depository Participant.

8. Trading in Equity Shares of the Company is compulsorily in Dematerialized mode by all the investors.

9. Members seeking any information or clarification on the accounts are requested to send written queries to the Company; at least 10 days before the meeting to enable the management keeps the required information available at meeting.

10. Annual Report for the financial year 2021-22 of the company has been uploaded on website of the Company i.e. [www.artnirman.com](http://www.artnirman.com).

11. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during the normal business hours up to the date of and during the Annual General Meeting.

12. In compliance with the stated MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2021-2022, is being sent only through electronic mode to those members whose email addresses are registered with the Registrar/Depository Participant(s). Members may note that this Notice and the Annual Report for the financial year 2021-2022 are also be available on the Company's website viz. <https://www.artnirman.com/Compliance.html>, websites of Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and on the website of Central Depository Services (India) Limited (CDSL) (agency for providing e-voting facility viz. <https://www.evotingindia.com/>).

13. For protection of environment and to conserve natural resources, members are requested to register their emails, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.

14. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to Registrar and Share Transfer Agent of the Company.

15. The members whose name are appear in the Register of Member as on Friday, 26<sup>th</sup> August, 2022 are eligible for receiving Notice and Annual Report of the 11th Annual General Meeting of the company.

16. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Thursday, 22<sup>nd</sup> September, 2022.

17. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time to time and as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the remote e voting facility through Central Depository Services Limited (CDSL) to its members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.

This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instruction for Remote E-Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means, may be allowed to participate in Annual General Meeting but shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii).

The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 20.

18. Mr. Yash Mehta, Practicing Company Secretary, Ahmedabad (Membership No. 45267) has been appointed as Scrutinizer to scrutinize voting and remote e voting process in fair and transparent manner.

19. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the Annual General Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.

20. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.artnirman.com](http://www.artnirman.com) and on the website of CDSL.

21. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.

22. Voting process and other instructions regarding Remote E Voting:

**PROCEDURE FOR REMOTE E-VOTING:**

1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and 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/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 EGM/AGM will be provided by CDSL.

2) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of SEBI LODR listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and

passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their votes 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.

3) The e-voting period shall commence at 09:00 a.m. on 26<sup>th</sup> September 2022 and end at 05:00 p.m. on 28<sup>th</sup> September, 2022. During this period, Members of the Company, holding shares either in physical or de-materialised form, as on the cut-off date i.e. 22<sup>nd</sup> September 2022, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

**STEPS** to abovesaid 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	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-</p>

	<p>Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through</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 one 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</p>

their <b>Depository Participants</b>	provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details <b>OR</b> 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.  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).
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- (ii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach **‘Password Creation’** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the **EVSN – 220829025** for the relevant **<Company Name>** on which you choose to vote.
- (vi) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the **“Corporates”** module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued infavour 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; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xiii) The Scrutinizer shall after the conclusion of voting, count the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit his consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xiv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.artnirman.com/> and shall intimate the same to the NSE. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Place: Ahmedabad**  
**Date: 26<sup>th</sup> August, 2022**  
**Registered office:**  
**410, JBR Arcade,**  
**Science City Road, Sola,**  
**Ahmedabad 380060,**  
**Gujarat, India.**  
**CIN: L45200GJ2011PLC064107**

**By order of the Board**  
**For Art Nirman Limited**  
**SD/-**  
**Yesha Shah**  
**Company Secretary & Compliance Officer**

**Details of director seeking re-appointment at the Annual General Meeting**  
**(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India)**

<b>Name of the Director</b>	Piyushkumar Chandrakantbhai Thakkar
<b>Date of Birth</b>	12/11/1982
<b>DIN</b>	07555460
<b>PAN</b>	AEJPT8651B
<b>Education Qualification</b>	Graduate
<b>Date of Appointment</b>	08/09/2017
<b>Experience</b>	More than 13 years of experience in Real Estate Sector
<b>Nature of expertise in specific functional area</b>	Business Management for Real Estate Company.
<b>Disclosure of relationship between director inter se</b>	Mr. Piyushkumar Thakkar belongs to the promoter group. He is not related to the any existing director as per the Companies Act ,2013
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;</b>	Not Applicable
<b>Remuneration Details (Including setting fees &amp; Commission)</b>	9,24,000/- p.a.

**Explanatory statement pursuant to section 102 of Companies Act 2013:****Item No.:3: Approval of Loans, Investments, Guarantee or Security Under Section 185 Of Companies Act, 2013:**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Ashokumar Thakker, Dharmishthaben Thakkar and Piyushbhai Thakkar None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Item No.4: Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.**

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the longterm business plans of the Company, which requires the

Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Ashokumar Thakker, Dharmishthaben Thaakar and Piyushbhai Thakkar None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Item No.5: To increase the overall managerial remuneration of the Directors of the company.**

As per the provision of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

In view of above and for the ease of doing business the company decided to take member's approval.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Ashokumar Thakker, Dharmishthaben Thaakar and Piyushbhai Thakkar None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Place: Ahmedabad**

**Date: 26<sup>th</sup> August, 2022**

**Registered office**

**410, JBR Arcade,**

**Science City Road, Sola,**

**Ahmedabad 380060,**

**Gujarat, India.**

**CIN: L45200GJ2011PLC064107**

**By order of the Board**

**For Art Nirman Limited**

**SD/-**

**Yesha Shah**

**Company Secretary & Compliance Officer**

**DIRECTORS' REPORT**

**Dear Members,**

Your Director's take pleasure in presenting the 11<sup>th</sup> Annual Report of the company along with Audited Financial Statements for the financial year ended on 31st March, 2022. Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective. The Board of Directors feels pleasure and is very much thankful to all the stakeholders of the company who have shown their trust and interest in Company.

**FINANCIAL PERFORMANCE:**

The highlights of financial figures for the year 2021-22 in comparative format are as under:  
**(Standalone)**

<b>Particulars for the year ended</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Total Revenue	36,88,66,000	85,19,78,000
Financial Expense	45,17,000	1,98,82,000
Profit Before Depreciation and Tax	(10,29,49,000)	73,61,000
Less: Depreciation	71,37,000	72,53,000
<b>Profit Before Tax</b>	<b>(11,00,86,000)</b>	<b>1,08,000</b>
Less: Tax Expense (including deferred tax)	(1,17,000)	96,000
<b>Profit After Tax</b>	<b>(10,99,70,000)</b>	<b>2,04,000</b>
Surplus Brought Forward	20,04,40,000	20,02,36,000
Balance Carried to Balance Sheet	9,04,70,000	20,04,40,000

**STATE OF COMPANY'S AFFAIRS:**

- During the year under review, your Company has achieved total net sales of INR 3688.66 lakhs and achieved Net Loss of INR 1099.70 Lakhs.
- The Scheme "Shree Vishnudhara Gardens" 2 & 3 BHK Apartments, showrooms, Shops and offices, Residential and Commercial scheme at Gota, Ahmedabad is completed and only 4 units are unsold.
- The company has made works contract with Art Club Private Limited for construction of "Club Babylon", an upcoming leading Club situated near Village Bhadaj, S.P. Ring Road, Ahmedabad. The construction and development expenses incurred during the year have been shown as Construction work in progress "Club Babylon" for which, Company has generated total revenue of INR 18,80,37,361/- during the financial year 2021-22.

**DIVIDEND:**

Your Board of Directors feel that it is prudent to plough back the profits of the Company for future growth of the Company and therefore do not recommend any dividend for the year ended March 31, 2022.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Since there was no unpaid/unclaimed dividend, the provision of Section 125 of the Companies Act, 2013 does not apply during the year.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the year, there is no change in the nature of business of the Company.

**RESERVES:**

During the year under review, the Company has closing balance of 9,04,70,000/- as Reserve and Surplus as on 31.03.2021.

**SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary, Joint Ventures or associate company during the year.

**CONSOLIDATED FINANCIAL STATEMENTS:**

Company doesn't have any subsidiaries and hence company is not required to prepare consolidated financial statement for the F. Y. 2021-22.

**PUBLIC DEPOSIT:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

**SHARE CAPITAL:**

The authorized capital of the company is 25 crores, no change made during the financial year 2021-22.

The paid up capital of the company is INR 24,95,60,000/- .

**PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT:**

Your company provided loan to the one trust and details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes of financial statement.

**PARTICULARS OF RELATED PARTY TRANSACTION:**

During the year, Company has entered in to related party transactions at Arm's length price and disclosures in that regard have been made in **Annexure C** in prescribed format AOC-2 and forms part of this report.

There are no contracts entered into by the Company which are "Not at Arm's Length basis" and hence no disclosure in that regard is made.

**EXTRACT OF THE ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the company's website [www.artnirman.com](http://www.artnirman.com).

**DIRECTORS AND KEY MANAGEMENT PERSONNEL:**

➤ **Composition of Board:**

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors in compliance with provisions of Section 149 of Companies Act 2013. As on 31st March 2022, the Board of Company comprises of 6(Six) Directors. The Chairman of the Board is an Executive Director.

➤ **Directors whose term is liable to determination by retirement by rotation:**

In accordance with the provisions of Companies Act 2013 and its Articles of Association, the term of Mr. Piyushkumar Thakkar (DIN: 07555460), being Executive Director, is liable to retire by rotation and being eligible offers himself for reappointment as Director of the Company. Necessary resolution for his reappointment is placed before you for your approval in Annual General Meeting.

➤ **Declaration from Independent Director:**

The Company has received declarations from all Independent Directors of the Company that they continue to meet the criteria of independence as prescribed under Section 149 of the Companies Act 2013 and Regulation 25 of the Listing Regulations. The Independent Directors complied with code of conduct.

Therefore Board is duly composed as per the Companies Act 2013 provisions and SEBI (Listing Obligation and Disclosure Requirements), 2015. Except appointment of Mr. Chintan Bhatt as an Independent Director on 26.08.2021 There is no change held in the composition of Board of Directors during the Financial Year 2021-22.

**BOARD AND COMMITTEE COMPOSITION AND MEETINGS:****➤ Board Meeting and Composition:**

The Board of Directors met 7 times during the financial year 2021- 2022 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The intervening gap between two board meetings was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

7 board meeting are held as under:

- ☐ 29.06.2021                      ☐ 16.07.2021
- ☐ 26.08.2021                      ☐ 25.09.2021
- ☐ 13.11.2021                      ☐ 18.01.2022
- ☐ 14.02.2022

<b>Name of Director</b>	<b>Designation</b>	<b>Category</b>	<b>No of Board Meetings entitled to attend during the year.</b>	<b>No of Board Meetings attended during the year</b>
Ashokkumar Thakker	CMD	Promoter	7	7
Piyushkumar Thakkar	ED	Promoter	7	7
Dharmisthaben Thakkar	NED	Promoter	7	7
Krunal Mistry	NED	Independent	7	7
Hemang Shah	NED	Independent	7	4
Chintan Bhatt	NED	Independent	4	4

CMD – Chairman and Managing Director, ED – Executive Director, NED- Non- Executive Director

**➤ Meeting of Independent Directors:**

During the year under review, the Independent Directors duly met on 26<sup>th</sup> August, 2021 in absence of other non-independent Directors and reviewed the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of

Chairperson of the Company, taking into account the views of the other Executive and Non-Executive Directors.

➤ **Committee Meeting and Composition**

The Company has three committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee which has been established as a part of the better corporate governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes.

➤ **Committee Meetings:**

During the year under review, the Committees duly met and the details of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report.

**POLICY ON DIRECTORS' APPOINTMENT:**

Pursuant to provisions of section 178 read with 134(3)(e) of Companies Act 2013, The Nomination and Remuneration Committee (NRC) has approved the criteria and process for identification/ appointment of Directors which are as under:

➤ **Criteria for Appointment:**

The proposed Director shall meet all statutory requirements and should:

- Possess highest values, ethics and integrity.
- Not have any direct or indirect conflict with business operations.
- Be willing to devote time and efforts.
- Have relevant experience.
- Have understanding about corporate functionality.
- Understand real value of stakeholders.

➤ **Process for identification of Directors / Appointment of Directors:**

- Board Members may suggest any potential person to the Chairman of the Company meeting the above criteria. If the chairman deems fit, recommendation will be made by him to NRC.
- Chairman himself can also recommend a person to NRC.
- NRC shall process and evaluate the proposal and shall submit their recommendation to Board.
- Board shall consider such proposal on merit and decide suitably.

➤ **Criteria for Performance Evaluation:**

The Board considered and approved criteria for performance evaluation of itself and that of its committees and individual directors.

➤ **Criteria for Board Evaluation:**

- Focus on strategic decisions.
- Qualitative discussion and processes.

➤ **Criteria for Committee Evaluation:**

- Fulfillment of allotted responsibilities.
- Effectiveness of recommendation, meetings.

➤ **Criteria for Independent and Non Independent Directors' evaluation:**

- Contribution through their experience and expertise.
- Focus on Stakeholders' interest.

**MANNER OF EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

The Evaluation of Board, its Committees and Individual Directors was carried out as per process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors in this regards, was coordinated by the Chairman of Independent Directors' meeting for Board and Non-Independent Directors while the process of evaluation of the Independent Directors was coordinated by the Chairman of the Company. Based on this, Chairman of the Company brief the Board and each of the Individual Directors, as applicable.

**REMUNERATION POLICY:**

The Company has formulated a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees of the Company which is as under:

Components of Remuneration:

- Fixed Pay comprising Basic Salary, HRA, Car Allowance (applicable to General Managers & above employees), Conveyance Allowances / Reimbursement, Company's contribution to Provident Fund, Superannuation Fund, Gratuity, etc.
- Variable Pay, which is either in the form of: Commission to Managing Directors and Commission to Whole-time Directors

**A) Annual Appraisal process:**

- Annual Appraisals are conducted, following which annual increments and promotions in deserving cases are decided once in a year based on:

- Employees self-assessment
- Assessment by Immediate Superior and
- Assessment by Head of Department

Annual Increment leading to an increase in Fixed Pay consists of Economic Rise based on All India Consumer Price Index published by the Government of India or Internal Survey wherein inflation on commonly used items is calculated.

**B) Remuneration of Independent Directors:**

The Company has formulated a policy for the remuneration of Independent Directors as follows:

- Reimbursement of Expenses incurred by Independent Directors for attending any meeting of the Board.

**CHIEF FINANCIAL OFFICER:**

Mr. Chetankumar Modi appointed as a Chief Financial Officer of the Company on September 11, 2019.

**COMPANY SECRETARY:**

Ms. Yesha Shah, a member of Institute of Company Secretaries of India is holding post of Company Secretary of the Company from June 01, 2019.

**COMPLIANCE OFFICER:**

The Compliance officer of the Company is Ms. Yesha Shah, being the member of Institute of Company Secretaries of India, designated as Company Secretary and holding the post of compliance officer since June 01, 2019.

**STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD:**

Nomination and Remuneration Committee annually evaluates the performance of individual directors, Committees and of the Board as a Whole in accordance with the formal system adopted by the Board. Further, the Board also, regularly in their Board Meeting held for various purposes, evaluates the performance of the individual directors, committees and of the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of Board Members.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- (a) In the preparation of the annual accounts for the financial year ended March 31, 2022,

the applicable accounting standards have been followed along with proper explanation relating to material departures.

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

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

After the close the Financial Year on 31<sup>st</sup> March 2022 and before the date of the Report, no material changes affecting the financial position of the Company have occurred:

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and Company's operations in future.

**AUDITORS:**

➤ **Statutory Auditor:**

M/s. Arpan Shah & Associates, Chartered Accountants (FRN.: 125049W, Peer Review Certificate No. 011646) Ahmedabad appointed as a Statutory Auditors of the Company to hold office until the conclusion of 13th Annual General Meeting of the Company held on FY 2023-2024.”

There are no qualifications, reservations or adverse remarks made by M/s. Arpan Shah

& Associates, Chartered Accountants, the Statutory Auditors of the Company, in their report.

➤ **Board's Comment on the Auditors' Report:**

Notes to Accounts & Auditors remarks in the Auditors' report are self explanatory and do not call for any further comments.

➤ **Secretarial Auditor:**

As required under provisions of Section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board has appointed the Secretarial Auditors of the Company, M/s Yash Mehta & Associates, Practicing Company Secretaries, for conducting the Secretarial Audit for the FY 2021-22.

Secretarial Audit Report in Form MR-3 issued by the Secretarial Auditor of the Company for the year ended on March 31, 2022 is attached to the Director's Report as **Annexure-B**.

➤ **Board's Comment on the Secretarial Audit Report:**

- a. The Company has not made any provisions for the gratuity payable to the employees.
  - The company is under process of adopting the gratuity policy for its employees.

➤ **Cost Audit & Cost Record:**

Central Government has notified audit of the cost records maintained by the company in respect of the Products/services manufactured by the company for the year under review. Our company is not manufactured any products so it is not required to be maintained any cost record and conducting any cost audit as per central government direction under section 148 of the Companies Act, 2013, and the Companies (Cost Records and Audit) rules, 2014.

➤ **Internal Audit:**

D. K. Thakkar & Co, Chartered Accountant, Ahmedabad was appointed as Internal Auditor of the Company to conduct Internal audit pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules made there under.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as **Annexure-D**.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of

the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of Corporate Social Responsibility (CSR) are not applicable to the Company and hence no disclosures have been made in this regard.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company is not engaged in manufacturing of goods and hence Company does not conserve energy. Company has neither adopted any Technology nor has spent amount for adoption of Technology during the year. There is no amount of Foreign Exchange inflow or outflow during the year and hence no disclosures have been made in this regard.

### **ENVIRONMENT, HEALTH AND SAFETY (EHS)**

The Company accords the highest priority to health, environment and safety. The Company does not carry on manufacturing operations. The Company takes at most care for the employees and ensures compliance with the applicable rules and regulation applicable to the Company.

### **STATEMENT REGARDING THE DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Company has developed risk management policy. The Company has in place, a mechanism to identify, assess, monitor and mitigate various risks towards the key business objectives of the Company. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. The Risk Management is being taken care by the Audit Committee of the Company.

### **ADEQUACY OF INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with reference to financial statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, no reportable material weakness was observed.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As stipulated in Rule 34(2)(e) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Management Discussion and Analysis Report is annexed as **Annexure E** and forms part of this Annual Report.

### **CORPORATE GOVERNANCE REPORT**

Corporate Governance refers to a set of systems, procedures and practices which ensure that the company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability and independence. Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI. A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Statutory Auditor regarding compliance of condition of Corporate Governance is **Annexure-A** to the said Report.

### **DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT:**

Pursuant to Para F of Schedule V of SEBI (LODR) Regulations 2015, there are no shares held in the Demat Suspense Account or Unclaimed Suspense Account.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.**

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **ACKNOWLEDGEMENT**

The Directors place on record their sincere thanks to the Bankers, Business associates, consultants, customers, employees for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**Date: 26.08.2022**  
**Place: Ahmadabad**

**For and on behalf of the Board of Directors**

**Ashokkumar Raghuram Thakker**  
**Chairman & Managing Director**  
**DIN: 02842849**

## Annexure A

### CORPORATE GOVERNANCE REPORT

#### 1. CORPORATE GOVERNANCE PHILOSOPHY:

Corporate Governance has been framed with the aim of adopting the best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of increasing the value of stakeholders and retention of investors' trust based on transparency, integrity, professionalism and accountability.

The Corporate Governance philosophy of the Company has been further strengthened with the adoption of Code of Conduct for Board and Senior Management and Code of Conduct for Prevention of Insider Trading for its Directors and Designated Employees as also a Code of Corporate Disclosure Practices. Thus, the Company, endeavor to strike and deliver the highest governing standards for the benefits of its Stakeholders.

#### 2. BOARD OF DIRECTORS

Composition and Category of Board of Directors as on 31st March, 2022:

The Board of Directors of the Company have an optimum combination of Executive and Non-executive Directors and is in conformity with the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI LODR"].

The Board of the Company comprises of Six (6) Directors –

Two (2) Promoter Executive Directors, One (1) Promoter Non-executive Director and Three (3) Non-Executive Independent Directors.

The current strength of Board includes one Woman Director as required under applicable provisions.

#### **Confirmation and Certification:**

On an annual basis, the Company obtains from each director, details of the Board and Board Committee position he/she occupies in other Companies, and the changes, if any, regarding their directorship. Based on the said declarations, as on 31st March, 2022, none of the Directors on the Board are Members of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the public companies in which they are Directors.

#### **Independent Directors:**

In the opinion of the Board this is to confirm that the Independent Directors of the Company meet all the criteria mandated by SEBI LODR and the Companies Act, 2013 and are independent of the management. As per the declarations received from Independent Directors as on 31st March, 2022, none of the Independent Directors serve as Independent Director of more than Seven (7) Listed Companies. Moreover, none of the Independent Directors hold positions as Wholetime Director of

any listed Company.

The meeting of Independent Directors was held on 28<sup>th</sup> August, 2021, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the said meeting wherein they: –

- (i) reviewed the performance of Non-Independent Directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- (iii) assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year under review, none of the Independent Directors resigned from the Company.

### **Familiarisation Programmes:**

The Company has formulated a policy to familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

The details of such familiarization programmes are disclosed on the website of the Company And the web link for the same is [www.artnirman.com](http://www.artnirman.com).

Directors visit to the Company's ongoing project site are arranged periodically to have a better insight of the construction processes, progress and knowledge sharing of Pre-Cast technology used by the Company. This enables the Directors to get a deep understanding of the performance of the Company.

### **Succession Planning:**

In view of the provisions enshrined in SEBI LODR, your Board of Directors have, through Nomination and Remuneration Committee, chalked out plans for orderly succession of Directors, Key Managerial Personnel and Senior Management so that future operations of the Company are carried out smoothly.

### **Board Meetings:**

7 board meeting are held as under:

<b>Date of meeting</b>	<b>Total strength of the Board on the date of Meeting</b>	<b>No. of Directors present at the Board Meeting</b>
29/06/2021	5	5
16/07/2021	5	4
26/08/2021	5	5

25/09/2021	6	5
13/11/2021	6	6
18/01/2022	6	5
14/02/2022	6	6

The procedures with respect to Board Meetings and the Meetings of the Committees thereof are in compliance with the requirements of the Companies Act, 2013, SEBI LODR, Secretarial Standard on Meetings of Board of Directors (SS-1) and other applicable laws and regulations.

### Composition of the Board and Directorship held as on 31st March, 2022:

The names and categories of the directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting (“AGM”), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on 31st March, 2022 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders’ Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI LODR.

Name of Director	Nature of Directorship	Attendance Particular		Number of directorship in other public company	Committee membership/chairmanship		No of shares held in company	Inter-se relationship	Directors hip held in other listed company
		Board meeting	Last AGM		Member	Chairman			
ASHOKKUMAR RAGHURAM THAKKER	Chairman & MD	7 of 7	Yes	-	2	-	15788995	Husband of Dharmisthaben Thakkar	-
DHARMISTHABEN ASHOKKUMAR THAKKAR	Woman Non-Executive Director	7 of 7	Yes	-	1	-	875000	Wife of Ashokkumar Thakkar	-
PIYUSHKUMAR CHANDRAKANT BHAI THAKKAR	Executive Director	7 of 7	Yes	-	-	-	870001	-	-

KRUNAL KIRITKUMAR MISTRY	Independent Director	7 of 7	Yes	-	-	3	-	-	
HEMANG KIRTIKUMAR SHAH	Independent Director	4 of 7	No	-	3	-	-	-	
CHINTAN UMESHBHAI BHATT	Independent Director	4 of 4	Yes	-	-	-	-	-	

### Skills/expertise/ competencies of Board of Directors:

The Members of the Board are committed to ensuring that the Board is in compliance with the highest standards of Corporate Governance.

The table below summarises the key skills, expertise, competencies and attributes which are taken into consideration by the Nomination and Remuneration Committee while recommending appointment of Directors to the Board.

	ART	DAT	PCT	KKM	HKS	CUB
Leadership & Strategic Planning	✓	✓	✓	✓	-	-
Knowledge	✓	✓	✓	✓	-	✓
Corporate Governance	✓	-	✓	-	✓	✓
Financial	✓	-	✓	✓	✓	✓
Legal & Regulatory Expertise	✓	-	✓	✓	✓	✓

ART- Ashokkumar Raghuram Thakker, DAT – Dharmisthaben Ashokkumar Thakkar, PCK - Piyushkumar Chandrakantbhai Thakkar, KKM – Krunal Kiritkumar Mistry, HKS – Hemang Kirtikuamr Shah, CUB – Chintan Umeshbhai Bhatt.

### Board Committees:

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Third (3) committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committe. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for

committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided in detailed hereinafter. There were no instances during the financial year 2021-2022, wherein the Board had not accepted recommendations made by any committee of the Board.

### **3. AUDIT COMMITTEE**

The purpose of the Committee is to assist the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee carries out its functions as per the powers and roles given under Regulation 18 of SEBI LODR read with Part C of Schedule II and Companies Act, 2013.

#### **a. Powers of Committee:**

The Committee-

- (1) May call for comments of auditors about internal control system, scope of audit, including observations of auditors and review of financial statement before their submission to board;
- (2) May discuss any related issues with internal and statutory auditors and management of the Company;
- (3) To investigate into any matter in relation to above items or referred to it by Board;
- (4) To obtain legal or professional advice from external sources and have full access to information contained in the records of the Company;
- (5) To seek information from any employee;
- (6) To secure attendance of outsiders with relevant expertise, if it considers necessary;
- (7) Any other power as may be delegated to the Committee by way of operation of law.

#### **b. Terms of Reference of Committee:**

- (1) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- (2) Examination of the financial statement and auditors' report thereon;
- (3) Approval or any subsequent modification of transactions of the Company with related parties'
- (4) Scrutiny of inter-corporate loans and investment;
- (5) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (6) Evaluation of internal financial controls and risk management systems;
- (7) Monitoring the end use of funds raised through public offers and related matters
- (8) Any other matters as prescribed by law from time to time.

#### **c. Role of Committee:**

The role of the Audit Committee shall include the following:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report.
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document /prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (8) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (9) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (10) Discussion with internal auditors of any significant findings and follow up there on;
- (11) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (12) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (13) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- (14) To review the functioning of the Whistle Blower mechanism (i.e. Vigil Mechanism);
- (15) Approval of appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (16) To review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on date of coming into force of this provision.
- (17) To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc; on the Company and its shareholders.
- (18) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

d. Review of Information by the Committee:

The Audit Committee shall mandatorily review the following information:

- (1) Management discussion and analysis of financial condition and results of operations;
- (2) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- (3) Internal audit reports relating to internal control weaknesses; and
- (4) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- (5) Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32 (1) (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32 (7).
  - (6) The Company shall provide the following information, for review of the audit committee for approval of a proposed RPT:
    - a) Type, material terms and particulars of the proposed transaction;
    - b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);
    - c) Tenure of the proposed transaction (particular tenure shall be specified);
    - d) Value of the proposed transaction;
    - e) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
    - f) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:
      - (i) details of the source of funds in connection with the proposed transaction;
      - (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,

- nature of indebtedness;
  - cost of funds; and
  - tenure;
- (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
- (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- g) Justification as to why the RPT is in the interest of the listed entity;
- h) A copy of the valuation or other external party report, if any such report has been relied upon;
- i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis
- j) Any other information that may be relevant.
- (7) The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

**Composition of Committee, Meeting and Attendance of each Member at Meetings:**

During the Year under review, the Committee met Four (4) times viz. 26.06.2021, 26.08.2021, 13.11.2021 and 14.02.2022.

The names of the members of the Audit Committee, and its Chairman, and details of meetings attended by them during the year are stated hereunder

Name	Category	Position	No of meeting held	No of Meeting attended
Krunal Mistry	Independent and Non-Executive Director	Chairman	4	4
Hemang Shah	Independent and Non-Executive Director	Member	4	4
Ashokkumar Thaker	Managing Director	Member	4	4

The Company Secretary of the Company acted as a Secretary to the Committee. The Constitution of the Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI LODR.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The role of Committee is as prescribed under Regulation 19 of SEBI LODR read with Part D of Schedule

II. The Remuneration Policy and criteria for evaluation of Independent Directors and Board is available on the website of the Company viz. [www.artnirman.com](http://www.artnirman.com)

Terms of reference:

The terms of reference is as under:

- (1) Identify persons who are qualified to become directors and who may be appointed in
- (2) senior management in accordance with the criteria laid down;
- (3) Recommend to Board their appointment and removal;
- (4) Formulation of criteria for evaluation of Independent Directors and the Board;
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
- (6) Shall specify the manner for effective evaluation of every performance of Board, its Committee and individual directors to be carried out either by Board, by Nomination and Remuneration Committee or by independent external agency and review its implementation and compliance;
- (7) Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend the Board, a Policy, relating to the remuneration for the directors, KMP and other employees;
- (8) For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (a) Use the services of an external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
- (9) Devising a policy on diversity of Board of Directors;
- (10) Recommend to the board, all remuneration, in whatever form, payment to senior management. Explanation: Senior Management means personnel who are members of the core management team excluding BOD comprising all members of management one level below the executive directors, including functional heads.

Composition of Committee, Meeting and Attendance of each Member at Meetings:

During the year under review, the Committee met on 28.08 2021.

The names of the members of the Committee, its Chairman and the details of meetings attended by them are stated hereunder:

Name	Category	Position	No of meeting held	No of Meeting attended
Krunal Mistry	Independent and Non-Executive Director	Chairman	1	1
Hemang Shah	Independent and Non-Executive Director	Member	1	1
Dharmisthaben Thakkar	Non-Executive Director	Member	1	1

#### Performance Evaluation criteria for Independent Directors:

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Independent Directors and the same forms part of Directors' Report. The said criteria provide certain parameters like preparedness on the issue/ matters to be discussed, meaningful and constructive contribution and inputs in meetings, etc., which is in compliance with applicable laws, regulations and guidelines.

#### Remuneration of Directors:

The remuneration paid to the Executive Directors viz. Managing Director and Whole-time Director of the Company is recommended by Nomination and Remuneration Committee and approved by the Board Of Directors as well as the Shareholders of the Company. The remuneration of the Executive Directors has two components: fixed pay and variable pay. While the fixed pay is paid to the Directors on monthly basis, variable pay includes Commission payable to executive directors, if any, which is based on Net Profit of the Company as calculated under Section 198 of Companies Act, 2013 read with Schedule V to the Act.

The details of remuneration and perquisites paid to managerial personnel for the Financial Year 2021-2022 are given below:

Name of Director	Designation	Amount
Ashokkumar Raghuram Thakker	Managing Director	1200000/-
Piyushkumar C. Thakkar	Director	840000/-

Following are the key roles of the Nomination and Remuneration Committee:

1. Review of proposals for the appointment of Directors and Senior Management (employees in Core Management Team - one level below Managing/Executive Directors) and their recommendation to the Board;
2. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
3. Formulation of a performance evaluation methodology for evaluation of the Board, its committees and individual directors and reviewing the process from time to time;
4. Periodically overseeing the evaluation of the Board, its committees and individual directors and

recommending desirable changes in the Board size, composition, committee structure and processes, and other aspects of the Board's functioning;

5. Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and senior management;

6. Recommend to the Board on the appointment and the terms & conditions of appointment of Managing Director(s) and the Whole-time Director(s);

7. Reviewing and recommending the remuneration structure of Managing Director(s) and the Whole-time Director(s), to the Board;

8. To approve and recommend the Employee Stock Option Scheme for the approval of the shareholders;

9. To supervise the implementation of Employee Stock Option Scheme.

10. Recommend to the Board of Directors, the remuneration payable to the Senior Management as defined under the Listing Regulations, as amended or any other law for the time being in force.

#### **5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The role of Stakeholders Relationship Committee has been specified as per Regulation 20 of SEBI LODR read with Part D of the Schedule II thereof.

Role/Terms of Reference:

- a. Resolved the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- b. Review of measures taken for effective exercise of voting rights by shareholders;
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Composition of Committee, Meetings and Attendance of each Member at Meetings:

During the Year under review the Committee held Four (4) meetings viz. 12.04. 2021, 12.07. 2021, 09.10.2021 and 07.01.2021.

Further, the Committee consists of following:

Name	Category	Position	No of meeting held	No of Meeting attended
Krunal Mistry	Independent and Non-Executive Director	Chairman	4	4
Hemang Shah	Independent and Non-Executive Director	Member	4	4

Ashokkumar Thakker	Managing Director	Member	4	4
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#### Name and Designation of Compliance Officer

CS Yesha Shah is the compliance officer of the company since June 2019.

#### Details of complaints received and redressed:

Number of complaints outstanding as on 01/04/2021	0
Number of complaints received from the investor from 01/04/2021 to 31/03/2022	0
Number of complaints solved to the satisfaction of the Investors as on 31/03/2022	0
Number of complaints pending as on 31/03/2022	0

#### 6. General Body meetings:

Year	Date	Time	Venue
2020-21	25.09.2021	11:00 a.m.	Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India
2019-20	30.09.2020	10:30 a.m.	Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India
2018-19	26.09.2019	10:30 a.m.	Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India

#### SPECIAL RESOLUTIONS:

Ten (10) Special Resolutions were put through in the last three years' Annual General Meetings.

#### POSTAL BALLOTS:

one (1) Special Resolution were passed by way of declaration of results through postal ballot during the year 2021-2022 on 31<sup>st</sup> August, 2021. Yash Mehta & Associates, Company Secretary as a scrutinizer for conducting the postal ballot process in a fair and transparent manner. The details of voting pattern is as under:

- i. e. Migration of equity shares of the company from Emerge platform of National Stock Exchange of India limited to the main board of National Stock Exchange of India.

Resolution required				Special Resolution			
Whether promoter/ promoter group are interested in the agenda/ resolution?				No			
Category	Mode of voting	No. of Votes	No. of Votes-in Favor*	No. of Votes-in against	% Votes-in favor*	% Votes-in against	No of votes invalid
	E-Voting						

Promoter and Promoter Group	Poll	NIL					
	Postal Ballot (if applicable)						
	Total						
Public	E-Voting	3846000	3840000	0	99.84	0	0
	Poll						
	Postal Ballot (if applicable)		6000	0	0.16		0
	Total		3846000	0	100.00%		
Total		3846000	3846000	0	100.00%	0	0

## 7. Disclosure:

(i) Disclosures on materially significant related party transactions that may have potential conflict with The interests of company at large.

During the year under review, the requisite approval of Board, Committee and/or members were Obtained as and when necessary. Also, there were no material related party contracts entered into by the Company during the year under review. Further, all transactions entered into with Related Parties during the financial year were in the ordinary course of business and on an arm's length pricing basis.

During the financial year 2021-2022, there was no materially significant related party transaction that may have potential conflict with the interests of the Company at large. For Related Party Transactions in terms of Regulation 23 of SEBI LODR, attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to Accounts- forming part of the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web link of the policy [www.artnirman.com](http://www.artnirman.com).

(ii) Disclosure of accounting treatment, if different, from that prescribed in Accounting standards with explanation. – N.A.

(iii) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The following matter held with Adjudicating Authority was resolved as on date of this Report:

Sr.	Name of the Adjudicating Authority	Particulars of the Case	Case No.	Remark

1	Securities Appellate Tribunal	National Stock Exchange imposed the penalty for delay in submitting the listing application for warrant conversion by the Company against which the promoters of the Company has filed the petition with SAT.	Appeal No. 499 & 500 of 2019	Final order received on 08.04.2022 against the company and the Company has already paid the penalty
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The following matter held with Adjudicating Authority is still pending as on date of this Report:

Sr.	Name of the Adjudicating Authority	Particulars of the Case	Case No.	Remark
1	Securities and Exchange Board of India	The Promoters of the Company has filed a settlement application for non compliance under the SEBI (SAST) Regulations, 2011 and SEBI (PIT) Regulations, 2015.	N.A.	SEBI has issued order dated 31st May, 2022 and company is in process to file application to SAT against the said order issued.

(iv) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.

The Company has established a Vigil Mechanism/Whistle Blower Policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s) / Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism have been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism / Whistle Blower Policy is available on the website of the Company on the web-link [www.artnirman.com](http://www.artnirman.com). It is affirmed that no personnel has been denied access to Audit Committee during the financial year 2021-22.

(v) Details of Compliance with mandatory requirements and adoption of non-mandatory requirements: The Company has complied with the applicable mandatory requirements as specified under Regulation 15 of SEBI LODR. The Company has adopted following non-mandatory requirements as prescribed under Regulation 27(1) read with Part E of Schedule II of the SEBI LODR.

The Board: Since the Company does not have a non-executive chairman it does not maintain such office.  
Shareholders Rights: The quarterly and half-yearly financial results are published in widely circulated

dailies and also displayed on Company's website viz. [www.artnirman.com](http://www.artnirman.com). Hence, these are not individually sent to the Shareholders.

Modified Opinion(s) in audit report: There is no modified opinion given in the Auditors' Report on Financial Statements.

Reporting of Internal Auditor: The internal auditor directly reports to audit committee.

(vi) Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an effective mechanism for dealing with complaints relating to sexual Harassment at workplace. No complaint received during the year.

j) CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:

In terms of Regulation 17(5) of SEBI LODR, the Board has adopted the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The compliance of the said code has been affirmed by them annually. The Code of Conduct also includes the duties of Independent Directors. A copy of the Code has been put up on the Company's website [www.artnirman.com](http://www.artnirman.com).

## **8. Means of communication:**

**Quarterly results** - The Company is intimating the quarterly results to the National Stock Exchange of India Limited in accordance with the requirements of SEBI LODR through NSE Electronic Application Processing System (NEAPS) and NSE Digital Portal, as the case may be, respectively.

Further, the Company is also making arrangements to publish the results in an English and Gujarati (vernacular) newspapers. The Company is also taking adequate steps to host the quarterly results on company's website immediately after dissemination of information to the stock exchanges.

Newspapers - The financial results of the Company are normally published in 'Business Standard (English)' and 'Jai Hind (Gujarati)'.

MD&A is a part of annual report.

Website - The financial results are also displayed on the Company's website viz. [www.artnirman.com](http://www.artnirman.com). The Company also keeps on updating its website with other relevant information, as per statutory requirements.

## **9. General Shareholder information:**

(i) AGM : 29<sup>th</sup> September, 2022 at 10:30 a.m. venue: Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India.

- (ii) Financial Calendar: 1<sup>st</sup> April to 31<sup>st</sup> March
- (iii) Date of Book closure: 23.09.2022 to 29.09.2022
- (iv) Dividend Payment Date : During the year under review, Board has not recommended any dividend.
- (v) Listing on Stock Exchange: 18.10.2021 on NSE mainboard
- (vi) Stock Code: ARTNIRMAN
- (vii) Market Price Data & Performance in comparison to BSE Sensex and NSE Nifty:

The Monthly high/low and the volume of the Company's shares traded on stock exchanges and the Monthly high /low of the said exchanges are as follows:

Month	Company			NSE	
	High (Rs)	Low(Rs)	Volume (Nos.)	Nifty 50 (High)	Nifty 50 (Low)
April,2021	32	32	18000	15044.35	14151.4
May,2021	32	32	6000	15606.35	14416.25
June,2021	32	32	6000	15915.65	15450.9
July,2021	32	32	6000	15962.25	15513.45
August,2021	31	31	36000	17153.5	15834.65
September,2021	30	29.5	36000	17947.65	17055.05
October,2021	45.8	30.05	111000	18604.45	17452.9
November,2021	120.5	48.05	217000	18210.15	16782.4
December,2021	195.9	106.35	346000	17639.5	16410.2
January,2022	149.75	102.7	171000	18350.95	16836.8
February,2022	178	105	620000	17794.6	16203.25
March,2022	153.5	72.5	1535000	17559.8	15671.45

(ix)Registrar and Transfer Agents: LINK INTIME (INDIA) PVT LTD.

C-13, Kantilal Maganlal Industrial Estate,  
Pannalal Silk Mills Compund, L.B.S. Marg,  
Bhandup (West), Mumbai- 400078.  
Tel No.: 022 49186200.  
Fax No.: 022 49186195  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

(x) Share Transfer System: Share Transfer System:

In terms of Regulation 40(1) of SEBI LODR, as amended, securities can be transferred only in dematerialization form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities.

Transfer of shares in electronic form is effected by the depositories with no involvement of the Company. All the shares of the company are in demat form.

## (xi) Distribution of Shareholding as on March 31, 2022:

<b>Art Nirman Limited</b>							
<b>DISTRIBUTION OF SHAREHOLDING (RUPEES)</b>							
<b>SR.NO.</b>	<b>SHAREHOLDING OF NOMINAL SHARES</b>			<b>SHAREHOLDER</b>	<b>PERCENTAGE OF TOTAL</b>	<b>TOTALSHARES</b>	<b>PERCENTAGE OF TOTAL</b>
1	1	to	5000	1016	84.8789	875770	0.3509
2	5001	to	10000	54	4.5113	416730	0.1670
3	10001	to	20000	34	2.8404	473000	0.1895
4	20001	to	30000	14	1.1696	336880	0.1350
5	30001	to	40000	4	0.3342	139080	0.0557
6	40001	to	50000	7	0.5848	326310	0.1308
7	50001	to	100000	20	1.6708	1396100	0.5594
8	Above 100000			48	4.01	245596130	98.4117
<b>Total</b>				<b>1197</b>	<b>100</b>	<b>249560000</b>	<b>100</b>

<b>Art Nirman Limited</b>							
<b>Listing of shareholders category (Summary)</b>							
<b>Category</b>	<b>Demated_Shares</b>	<b>Demated_Holders</b>	<b>Physical_Shares</b>	<b>Physical_Holders</b>	<b>Total_Shares</b>	<b>Total_Value</b>	<b>Total_Percent</b>
Clearing Members	20493	14	0	0	20493	204930	0.0821
Other Bodies Corporate	960	1	0	0	960	9600	0.0038
Hindu Undivided Family	830531	10	0	0	830531	8305310	3.328
Non Resident Indians	2	1	0	0	2	20	0
Non Resident (Non Repatriable)	50	1	0	0	50	500	0.0002
Public	5699964	1163	0	0	5699964	56999640	22.84
Promoters	15788995	1	0	0	15788995	157889950	63.267
Promoters / Directors	2615005	6	0	0	2615005	26150050	10.479

(xii) Dematerialization of shares and liquidity:

Electronic	No. of shares	Percentage
NSDL	1950740	07.82%
CDSL	23005260	92.18%
TOTAL	24956000	100.00%

(xiii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity: N.A.

(xiv) Plant Locations: The Company is engaged in Construction of Residential and Commercial Complexes. The Company does not have any plant or factory.

(xv) Address for correspondence:

All enquiries, clarifications and Correspondence should be addressed to the Compliance Officer at the following address:

Yesha Shah  
 Company Secretary & Compliance Officer  
 410, JBR Arcade, Science City Road, Sola,  
 Ahmedabad 380060, Gujarat, India.  
 E-Mail: [cs@artnirman.com](mailto:cs@artnirman.com)

## 10. DECLARATION ON CODE OF CONDUCT

This is to declare that the Company has adopted a Code of Conduct for its Board Members and the Senior Management Personnel and the same is available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended 31st March, 2022, received a declaration of compliance with the Code of Conduct from the senior management personnel of the Company and the members of the Board.

**Ashokkumar Thakker**  
**Managing Director**  
**DIN : 02842849**

**CERTIFICATE ON CORPORATE GOVERNANCE**

**To,  
The Members of  
ART NIRMAN LIMITED  
CIN: L45200GJ2011PLC064107  
410, JBR Arcade, Science City Road,  
Sola, Ahmedabad – 380060, Gujarat, India.**

I have examined the compliance of conditions of Corporate Governance by ART NIRMAN LIMITED (“the Company”) for the year ended on March 31, 2022 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations, 2015.

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

**Date:23.08.2022**

**Place: Ahmedabad**

**FOR YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

**YASH MEHTA**

**PROPRIETOR**

**FCS: 12143**

**COP:16535**

**PEER REVIEW NO.:1269/2021**

**UDIN: F012143D000833469**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To,**  
**The Members of**  
**ART NIRMAN LIMITED**  
**CIN: L45200GJ2011PLC064107**  
**410, JBR Arcade, Science City Road,**  
**Sola, Ahmedabad – 380060, Gujarat, India.**

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ART NIRMAN LIMITED having CIN L45200GJ2011PLC064107 and having registered office at 410, JBR Arcade, Science City Road, Sola, Ahmedabad – 380060, Gujarat, India (hereinafter referred to as ‘the Company’), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1	Ashokkumar Raghuram Thakker	02842849	19/02/2011
2	Dharmisthaben Ashokkumar Thakkar	03423373	19/02/2011
3	Krunal Kiritkumar Mistry	07555458	04/08/2016
4	Piyushkumar Chandrakantbhai Thakkar	07555460	30/09/2017
5	Hemang Kirtikumar Shah	08022348	13/01/2018
6	Chintan Umeshbhai Bhatt	09289074	26/08/2021

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

**Date:23.08.2022**

**Place: Ahmedabad**

**FOR YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

**YASH MEHTA**

**PROPRIETOR**

**FCS: 12143**

**COP:16535**

**PEER REVIEW NO.:1269/2021**

**UDIN: F012143D000833293**

**Annexure -B**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**To,**  
**The Members,**  
**ART NIRMAN LIMITED**  
**CIN: L45200GJ2011PLC064107**  
**410, JBR Arcade, Science City Road,**  
**Sola, Ahmedabad, Gujarat - 380060 India.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ART NIRMAN LIMITED (hereinafter referred to as 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, we hereby report that in our opinion, the company has during the audit period covering the financial year ended on March 31, 2022, 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:

**Auditor's Responsibility**

We state that, it is our responsibility to express an opinion on the compliance with the applicable laws and maintenance of records based on the audit.

The audit was conducted in accordance with applicable Standards and we have complied with statutory and regulatory requirements and the Audit was planned and performed to obtain reasonable assurance about compliance with applicable laws and maintenance of Records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

We have examined the books, papers, minute books, forms, returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of;

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder - However, there were no instances of FDI, ODI or ECB during the year under review.
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') Rules, Regulations, Circulars, Orders, Notifications and Directives issued under the statute to the extent applicable;
  - (a) 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;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; {SEBI (SAST) Regulations, 2011}
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; {SEBI (PIT) Regulations, 2015}
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

During the review period, the Listed entity has been migrated from SME Platform of National Stock Exchange of India Ltd. ("NSE") i.e. EMERGE to the Main Board of NSE with effect from October 18, 2021 vide NSE Approval letter having Ref: NSE/LIST/131 dated October 13, 2021 for which the listed entity has complied with all the requirements of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;

We have further examined the documents related to the following other laws applicable to the Company:

- 1) Environment Protection Act 1986
- 2) Gujarat Real Estate Regulatory Authority established under Real Estate (Regulation and Development) Act, 2016.

We have also examined the compliance with respect to Secretarial Standards issued by The Institute of Company Secretaries of India:

- 1) Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General

Meetings (SS-2) issued by The Institute of Company Secretaries of India.

2) The Company has not declared any dividend during the year under review; therefore Secretarial Standards on Dividend (SS-3) was not applicable.

We further report that during the year under review, the Company has complied with all the aspects of the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above in this report. The Board of Directors of the Company is duly constituted. The changes in the composition of Board that took place during the year under review were carried out in compliance of the provisions of Act.

Adequate notice is given to all the Directors to schedule the Board Meetings in advance in due compliances of law. Decisions at the meetings of Board of Directors / Committees of the Company were carried through on the basis of majority. We were informed that there were no dissenting views by any members of Board / Committee in the meetings held during the year under review that were required to be captured and recorded as part of 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 subject to the following observations / qualifications, reservations or adverse remarks if any.

We further report that there were following major instances happened during the year under review:

1.The members of the Company at their Annual General Meeting held on 25th September, 2021 re-appointed Mr. Piyushkumar Thakkar (DIN: 07555460) liable to retire by rotation.

2.The members of the Company at their Annual General Meeting held on 25th September, 2021 approved limits for granting loans, investments, guarantee or security u/s 185 of Companies Act, 2013.

3.The members of the Company at their Annual General Meeting held on 25th September, 2021 approved increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act, 2013.

4.The members of the Company at their Annual General Meeting held on 25th September, 2021 approved regularization of Mr. Chintan Bhatt (DIN: 09289074) as an Independent Non-Executive Director of the Company.

5.During the review period, the members of the company have passed special resolution vide Postal Ballot Notice dated 26th July, 2021, approving migration of the Company from SME Platform of National Stock Exchange of India Ltd ("NSE") i.e. EMERGE to the Main Board of NSE with effect from 18th October, 2021 vide NSE Approval letter having Ref: NSE/LIST/131 dated 13th October, 2021.

The following matter held with Adjudicating Authority was resolved as on date of this Report:

Sr.	Name of the Adjudicating Authority	Particulars of the Case	Case No.	Remarks (If any)
1	Securities Appellate Tribunal	National Stock Exchange imposed the penalty for delay in submitting the listing application for warrant conversion by the Company against which the promoters of the Company has filed the petition with SAT.	Appeal No. 499 & 500 of 2019	Final order received on 08.04.2022 against the company and the Company has already paid the penalty hence no further remarks.

The following matter held with Adjudicating Authority is still pending as on date of this Report:

Sr.	Name of the Adjudicating Authority	Particulars of the Case	Case No.	Remarks (If any)
1	Securities and Exchange Board of India	The Promoters of the Company has filed a settlement application for non compliance under the SEBI (SAST) Regulations, 2011 and SEBI (PIT) Regulations, 2015.	NA	SEBI has issued order dated 31 <sup>st</sup> May, 2022 and company is in process to file application to SAT against the said order issued.

We further report that the Company has not made any provisions for the gratuity payable to the employees.

There were no other instances of:

- Public issue / Right issue of Shares / Debentures / Sweat Equity etc.
- Redemption / Buy – Back of Securities.
- Merger / amalgamation / Reconstruction etc.
- Foreign Technical Collaboration.

**FOR YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

**YASH MEHTA  
PROPRIETOR**

**FCS : 12143**

**COP : 16535**

**Date : 18.08.2022**

**Place : Ahmedabad**

**PEER REVIEW NUMBER: 1269/2021**

**UDIN: F012143D000810435**

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

**“ANNEXURE A”**

**To,  
The Members,  
ART NIRMAN LIMITED  
CIN: L45200GJ2011PLC064107  
410, JBR Arcade, Science City Road, Sola,  
Ahmedabad, Gujarat - 380060 India.**

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

- 1.Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2.We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of 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 follow provide a responsible basis for our opinion.
- 3.We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
- 4.Wherever 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 provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
- 6.The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

**YASH MEHTA  
PROPRIETOR**

**FCS : 12143**

**COP : 16535**

**PEER REVIEW NUMBER: 1269/2021**

**UDIN: F012143D000810435**

**Date : 18.08.2022**

**Place : Ahmedabad**

**Annexure -C****To the Director's Report****Particulars of Contracts or Arrangement with Related Parties****Form No. AOC 2**

(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)  
Regulation 34(3) Read with Para A of Schedule V of SEBI (LODR) Regulations 2015.

**Disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length transactions under third proviso thereto-**

- During the F.Y. 2021-22, Company has not entered into any related party transactions however ongoing related party transactions of previous year are as follows, which all are at Arm's Length basis:

<b>Particulars</b>	<b>Details</b>	<b>Details</b>	<b>Details</b>
<b>Name of Related Party and nature of Relationship</b>	M/s Art Club Private Limited, Directors of the company are directors of said related party	Art Club Private Limited, Directors of the company are directors of said related party & Mrs. Dharmisthaben Thakkar, Director of the company	Dharmisthaben Thakkar Director of the Company
<b>Nature of Contract /arrangements / transactions</b>	Works Contract	Tripartite Agreement	Lease Agreement
<b>Duration of Contracts / arrangements/ transactions</b>	5 years	5 years	5 years
<b>Salient terms of the Contract.</b>	Works Contract for Club Babylon and Four Point by Sheraton Hotel	Development of first club facility infrastructure	Taken on Lease Property of director admesuring 7128 Sq. Mtrs.
<b>Justification for entering into such contract / arrangement /transaction.</b>	Employees of the Company hold good command with experience in Works Contracts.	Employees of the Company hold good command with experience in development of projects.	For the construction of temporary club and office as the land has good location for building club and it's office.

<b>Date of approval by the Board / Audit Committee</b>	21.12.2016	01.04.2016	21.02.2017
<b>Amount paid as Advance if any.</b>	N.A.	N.A.	N.A.
<b>Date of General meeting in which Ordinary resolution was passed</b>	16.08.2016	29.04.2016	16.08.2016

**Date: 26.08.2022**  
**Place: Ahmadabad**

**For and on behalf of the Board of Directors**

**Ashokkumar Raghuram Thakker**  
**Chairman & Managing Director**  
**DIN: 02842849**

**Annexure D  
to the Director's Report**

**[Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

- I) Disclosure under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given herein below:

Sr. No.	Name and Designation	Ratio of Remuneration of Director to Median Remuneration of Employee	% Increase in remuneration for FY 2021 22
		Sub Clause (i) of Rule 5(1)	Sub Clause (ii) of Rule 5(1)
1	Ashokkumar Raghuram Thakker Managing Director *	4.62:1	No increase
2	Dharmisthaben Ashokkumar Thakkar Director **	NIL	NIL
3	Piyushkumar Chandrakantbhai Thakkar	3.23:1	No increase
4	Chetankumar Rasiklal Modi Chief Financial officer	2.04:1	22.5
5	Yesha Yatishbhai Shah Company Secretary	1.70:1	47.1

\* Mr. Ashokkumar Raghuram Thakker, Managing Director of the Company was paid same remuneration during the FY 2021-22.

\*\* Mrs. Dharmishtha Ashokkumar Thakkar, Director of the company was not paid any remuneration during the FY 2021-22. Hence no disclosure is required w. r. t. increase in remuneration of the Company.

- II) Sub Clause (iii) of Rule 5(1): The median remuneration of employee in the financial year 2021-22 was INR 259800/- (INR 2,77,200/- in financial year 2020-21). There was no increase/ decrease in median remuneration of employee. Median of last year and current year if different because of decrease in the numbers of employee in 2021-22.
- III) Sub Clause (iv) of Rule 5(1): There are 18 employees on the pay roll of the Company

- other than Directors on the Board of Company.
- IV) Sub Clause (viii) of Rule 5(1): During the FY 2021-22, average salary of the Company has not been increased.
- V) Sub Clause (xii) of Rule 5(1): it is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.
- VI) Sub Clause (i) to (iii) of Rule 5(2): Names of top ten employees of the Company and their relevant details as required to be disclosed under rule 5(3) are as under:

Sr. No	Name of Employees on payroll of Company and Designation	Remuneration paid during the year (INR in Lakhs)	Shareholding in the Company	Relation with Director/ KMP
1	Kamlesh Solanki Interior Designer	9.50	NIL	No
2	Shiv Narayan Rajendra Sr. MEP Engineer	8.82	NIL	No
3	Chetankumar Modi CFO	5.29	NIL	No
4	Shilpaben M. Thakkar Sales Manager	4.80	NIL	No
4	Pritiben C. Thakkar Sales Manager	4.80	NIL	No
5	Yesha Shah Company Secretary	4.41	NIL	No
6	Mrugesh Modi Sales Executive	3.40	NIL	No
7	Kaushal A Majmundar Sales Executive	3.15	NIL	No
8	Shaileshbhai H. Patel Account Executive	3.07	70	No
9	Ashok Soyankar Project supervisor	3.01	NIL	No
10	Bindesh Tripathi Purchase Incharge	3.00	NIL	No

## **Annexure E**

### **Management Discussion And Analysis**

#### **ECONOMY OVERVIEW:**

It has been more than two years since the pandemic began but the world continues to face regular disruptions with several COVID-19 variants. Global economies entered 2022 on a weak note with the spread of the Omicron variant, which had much higher transmissibility but thankfully less severity compared to the Delta variant. According to the World Economic Outlook (WEO) update, the world economic output grew by 6.1% in 2021, after declining by 3.1% in 2020. The economic expansion in 2021 was a result of extraordinary policy support provided by the world central banks. Even as new variants emerge, mortality due to COVID-19 has reduced dramatically because of continued efforts towards vaccinations, with over half of global population having received at least one dose.

RBI is expected to hike interest rates in order to control inflation and continue with its accommodative stance to ensure gradual economic recovery. There is a high probability of the country's fiscal deficit breaching the target level which was earlier pegged at 6.4% of GDP for FY2022-23. India's core sector growth slowed to 4.3% in March after it grew 6.0% in February 2022 due to a decline in the output of coal and crude oil, while the Index of Industrial Production (IIP) rose by 1.7% in February.

According to the World Economic Outlook update, India's GDP growth is expected to grow by 8.2% in FY 2022-23, which is the highest amongst global economies despite being reduced by 80bps in April 2022 from 9.0%. The downgrade in expected growth rate reflects a possible weaker domestic demand as a result of higher oil prices which could weigh on private consumption and investments. Additionally, India's growth projection for FY2023-24 has been reduced to 6.9% from 7.1% earlier..

End users' attitudes towards residential properties shifted unexpectedly as a result of the epidemic, causing a paradigm shift in the real estate market. After a seven-year period of stagnation, the residential sector experienced growth. Significant increase in sales volume, owing mostly to a shift in the perspective of end users, who, maybe as a result of the pandemic's uncertainty, began to gravitate toward the security of home ownership. The decadal low home loan interest rate regime, declining housing prices, and demand stimulant measures enacted by some state governments have all contributed to the growth.

#### **REAL ESTATE SECTOR:**

The Indian real estate sector which was virtually written off during the first wave of COVID-19 had proven to be resilient and was recovering well when the second wave struck in April 2021. The second wave was much more severe with a far higher number of casualties. However, its impact on the real estate sector was short-lived. With lessons learnt from the first wave, developers have dealt better with the second wave especially with respect to online real estate sales and managing worker shortages. The residential sector has shown healthy growth after several years of

slowdown. The demand picked up well with rising number of launches and declining inventory across Tier-1 cities.

At the same time, the pandemic has led to a paradigm shift in the attitude of customers towards residential properties. The uncertainty caused by the pandemic has reinstated the importance of home ownership. New trends emerged as a result of the pandemic such as preference for larger sized apartments, inclination towards reputed developers and a rising demand for township projects.

While the residential segment witnessed strong revival, the recovery for commercial sector has been moderate. The biggest challenge to office space demand has been the work from home trend, while local restrictions and delay in consumption recovery has been a challenge for the retail real estate sector. The IT sector is doing well which bodes well for office space. With an expected economic recovery, the retail real estate segment should witness a healthy recovery in the current year.

In just one year, India's real estate business sold almost 1,700 acres of land in the top seven cities. From 2017 to 21, foreign investments in commercial real estate total led US\$ 10.3 billion. Institutional

real estate investment in India increased by 7% year on year in the third quarter of 2021.

Investment total led US\$ 2,977 million in the first nine months of 2021, compared to US\$ 1,534 million in the same time previous year. Developers anticipate a surge in demand for office space in special economic zones (SEZs) after the existing special economic zones (SEZs) act is replaced in February 2022. From 12,000 crore (US\$ 1.72 billion) in 2019, the real estate industry would rise to 65,000 crore (US\$ 9.30 billion) by 2040. India's real estate market is predicted to grow to US\$ 1 trillion by 2030, up from US\$ 200 billion in 2021, and contribute 13% of the country's GDP by 2025. Retail, hospitality, and commercial real estate are all experiencing considerable growth, supplying India with much-needed infrastructure.

### **OPPORTUNITY AND THREATS:**

#### ➤ **Opportunity:**

##### a) Affordable Housing:

- The government's continual push for more affordable housing has shifted attention away from the high-end and luxury segments and towards the lower strata of the society.
- In order to encourage real estate developers to focus on affordable housing developments, the government has extended the deadline for projects to be approved for a one-year tax break on profits earned by developers until March 2021.

b) Consolidation:

- Following the IL&FS disaster, the RBI mandated that NBFCs minimize their exposure to the real estate sector, causing funding challenges for smaller real estate developers who already lack access to bank financing. These companies confront a double whammy in such situations: financial issues on the one hand, and current agreement cancellations due to a slowdown in construction activity on the other. This opens up new opportunities for organised developers with an established track record and robust balance sheets to acquire smaller developers' projects at competitive valuations. It helps them to expand their portfolio and products while also boosting homebuyer confidence. During the pandemic, the ongoing consolidation is projected to intensify even more, and established, well-capitalized businesses stand to win even more market share.

c) Digital Real Estate Sales:

- Digital marketing tools have ascended to the throne in today's marketing scene. Digital marketing tools are required for real estate enterprises as well, regardless of the industry.
- Digital marketing tools have ascended to the throne in today's marketing scene. Digital marketing tools are required for real estate enterprises as well, regardless of the industry.
- Covid-19 has compelled real estate firms to place a greater emphasis on digital marketing and internet platforms.

d) Metro Cities have driving demand for Commercial Space.

e) Growth in Tourism, Urbanization, Hospitality, Education, easy financing etc. provides and is likely to provide tremendous opportunities in the years to come.

➤ **Threats:**

a) **Competition:** In the course of its business the Company is exposed to stiff competition from other developers in the market and from Asian and global buyers

b) **Regulatory Hurdles:** Real estate sector is highly regulated sector any unfavorable changes in the government policies and the regulatory environment can adversely impact the performance of the sector.

c) **Manpower:** Real estate sector highly depend upon the labour work. Due to pandemic reverse migration of labourers increased which highly affect the sector.

d) **Others:** it is exposed to certain market related risks, such as increase in interest rates and foreign currency rates, customer risks , global wars.

### **SEGMENT / PRODUCT WISE PERFORMANCE:**

Company operates into single segment of construction of various Residential and Commercial schemes.

- Company has entered into development contract with New Ashiyana Apartment Co-Op. Housing Society Ltd. Which situated at Bhimjipura, New Vadaj, Ahmedabad, Gujarat. The company is agree to redevelop the old society and build new 104 residential flats and 45 commercial shops.
- Company has completed the construction work of “Shree Vishnudhara Gardens” near Gota at Ahmedabad in 2020. which consist of 350 residential unit, 2 & 3 BHK and pent house. & 110 commercial shops with a total built up area 6 Lakhs sq. ft. As on date of Draft Information Memorandum, all the units are sold except 3 residential flats and 2 commercial flats which are pending for sale from the total units of for the said project.
- Company has also got works contract from Art Club Private Limited for Club Babylon, by this contract company will enter in new division of construction segment apart from houses and shops. However the club is not owned by the company but experience of club construction will provide immense future opportunity for the company and also will add noted recognition to the company in industry. With in shorter period of time club will be available for the usage by the public.
- The company will in FY 2022-23 also planning to launch new commercial project.

### **OUTLOOK:**

FY 2022 will be known for its resilience. Despite being hit by the deadly second wave in the first quarter followed by series of set backs in the form of supply chain disruptions, power shortages along with hike in crude and food prices, India has shown strong character and positioned itself as the fastest growing economy. Faster and more efficient vaccination drive with aggressive monetary policy taken by the Government led the country not only being resilient when the time is adverse but also to be in the forefront of growth in terms of infrastructure development, self-reliability and digitisation.

While the pandemic caused a significant setback for the real estate industry at

first, the swift recovery caught everyone surprised. In reality, the pandemic became a powerful driver of housing demand. Low borrowing rates across the board aided the spike in housing demand. People felt the need for larger and better dwellings during the pandemic. As a result, despite the uncertainty of the times, households preferred to invest their money in real estate. Considering all the factors, it will be safe to state that Indian Economy as well as the Indian real estate market is looking good and poised to set shining growth figures in the future.

### **RISKS AND CONCERNS**

The Real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable government schemes, project cost, consumer financing and liquidity etc. Your Company has taken sufficient care to maintain quality of the construction which differentiates company products from market. However any economic downturn in the years to come, may adversely impact the business.

### **INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has in place adequate internal financial controls with reference to financial statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH REFERENCE TO OPERATIONAL PERFORMANCE:**

Your Company has achieved total net sales of INR 3682.50 lakhs The aggregate revenue of the Company decreased compared to PY 2020 21. The reason for decrease the revenue of the company is company is started new project.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT ETC**

There is no major development in the Human Resources Employed by the Company.

### **DISCLOSURE OF ACCOUNTING TREATMENT**

During the year, the Company has not adopted any accounting treatment which different from that prescribed in an Accounting Standards.

### **DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY**

**FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR,  
INCLUDING:**

Particular	FY ended on 2022	FY ended on 2021	changes between current & past FY	Explanation if changes more than 25 %
Debtors /Turnover	0.4876	6.00	-0.9187	-
Inventory/ Turnover	0.2235	0.86	-0.74	-
Interest Coverage Ratio (EBIT/Int Exp)	-23.3713	1	-24.37	-
Current Ratio (Current Assets/current Liability)	7.078	6.649	0.06	-
Debt Equity Ratio (total Liabi/total equity)	0.3228	0.4	-0.193	-
Operating Profit Margin (%) (operating profit(EBIT)/sales)	-0.2867	0.02	-15.335	-
Net Profit Margin (%) (net profit/sales)	-0.2986	0.024	-13.44	-

UDIN: 22116736APZLKX4236

**INDEPENDENT AUDITOR'S REPORT*****TO THE MEMBERS OF ART NIRMAN LIMITED******Report on the Financial Statements*****Opinion**

We have audited the accompanying financial statements of **ART NIRMAN LIMITED** (“the company”), which comprise the Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Going concern without material uncertainties**

The Company’s financial statements have been prepared using the going concern basis of accounting. Management is responsible for assessing the Company’s ability to continue as a going concern, including whether the use of the going concern basis of accounting is appropriate. The use of the going concern basis of accounting is appropriate unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Management is also responsible for disclosing in the financial statements a material uncertainty of which management becomes aware related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. The Company has incurred a cash loss of Rs.1028.33 Lakhs during the current year. However, the financial statements of the Company have been prepared on a going concern basis for the reasons in the said Note No: 22 in the Notes to the financial statements by the Management.

Our opinion is not qualified in respect of these matters.

### 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.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### Auditor's Responsibility

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 judgement 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*

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors of the company as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2022, 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 operating effectiveness of such controls, refer to our separate Report in "Annexure - B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The company does have pending ongoing inquiry relating to the GST/Service Tax Liability conducted by DG (Intelligence) of GST. The investigation is concluded for certain matter for which 444.10 Lakhs amount has been paid which is recognised as expense in Statement of Profit and Loss. However for another matter the appeal has been filed against demand of RS 5970176.00 for which the company has paid RS 447763.00 as GST Pre-deposit for Appeal and Pre-deposit amount considered under Balance sheet.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (i) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned

or invested by the company to or in any other person(s) or entity(ies), including foreign entities.

(ii) The management has represented, that, to the best of it's 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.

(iii) 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. No dividend declared or paid during the year by the company.

h) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

**FOR ARPAN SHAH & ASSOCIATES**  
Chartered Accountants  
Firm's Registration No.: 125049W

Ahmedabad, Aug 26, 2022

**CA Arpan shah**  
Proprietor  
Membership No.: 116736

**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT**

*(Referred to in paragraph 1 under the heading 'Report on other Legal & Regulatory Requirement' section of our report to the Members of Art Nirman Limited of even date)*

i. In respect of the Company's fixed assets:

- (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and equipment.
- (ii) The Company has maintained proper records showing full particulars of Intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification as carried out under the above program during the Current year.

(c) According to the information and explanation given to us company has title deeds of immovable properties are held in the name of the company itself.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned any working capital limits in excess of five crore from banks or financial institutions therefore this clause is not applicable to the Company and hence not commented upon.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, if so,-

(a) The company does not have subsidiaries, joint venture and associates company so this clause is not applicable.

(b) According to the information and explanation given to us, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of grant of loans, making investments and providing guarantees and security, as applicable.

v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The company has generally been regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues, as applicable, with the appropriate authorities in India except GST and TDS and Provident Fund and Employees' State Insurance which have been complied with delays.

(b) There were no undisputed amounts payable in respect of the above arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

(c) There were no dues of Income Tax, Service Tax, Good and Service Tax and Customs Duty which have not been deposited as at March 31, 2022 on account of any dispute.

viii. According to the information and explanation given to us, company has not surrendered or disclosed any transaction, previously unrecorded as income in books of Account, in the Tax Assessments under the Income tax Act during the year.

ix. (a) In our opinion and on the basis of verification of records of the Company, it has not defaulted in the payment of dues to Banks or Financial Institutions during the year.

(b) Company is not declared wilful defaulter by any bank or financial institution or other lender; According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;

(c) According to the information and explanation given to us, funds raised on Short term basis have not been utilised for long term purposes;

(d) According to the information and explanation given to us, the company does not have any of its subsidiaries, associates or joint ventures; so this clause not applicable.

(e) According to the information and explanation given to us, the company does not have any

of its subsidiaries, associates or joint ventures; so this clause not applicable.

x. (a) According to the information and explanation given to us by the company and on examination of books of accounts and records of the company, it is observed that the company has not raised fund by way of initial public offer or further public offer (including debt instruments).

(b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi. (a) No fraud by the company or on the company by its officers or employees has been noticed or reported during the year.

(b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company during the year while determining the nature, timing, and extent of our audit procedures. The Company is not a Nidhi Company and thus this clause is not applicable.

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

xiii. In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the accounting standards and Companies Act, 2013.

xiv. (a) The Company has an internal control system commensurate with the size and nature of business.

(b) The reports of the Internal Auditors for the period have been taken in to consideration while executing audit by the Statutory Auditor.

xv. The company has not entered into non-cash transactions with directors or any persons connected with him and thus no compliance is required for provisions of section 192 of Companies Act, 2013 and accordingly, the provisions Clause (xv) of paragraph 3 of the order are not applicable to the Company.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year and hence the company not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India.

(d) As per the information and explanations received, the group does not have any CIC as part of the group.

xvii. The company has incurred cash losses of RS 1028.33 Lakhs in current financial year but not in immediately preceding financial year.

xviii. There has not been resignation of the statutory auditors during the year and so there was no requirement for the auditor to consider the issue, objections or concerns raised by outgoing auditor.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

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

xx. As Company are not required to complies section 135, Paragraph 3(xx) of the Order is not applicable to the Company.

xxi. As company does not have group company or part of it ,so company is not required to prepare consolidated financial statement or part of it therefore this Paragraph 3(xxi) of the Order is not applicable to the Company.

**FOR ARPAN SHAH & ASSOCIATES**  
Chartered Accountants  
Firm's Registration No.: 125049W

Ahmedabad, Aug 26, 2022

**CA Arpan shah**  
Proprietor  
Membership No.: 116736

***Annexure - B to the Auditors' Report******Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")***

We have audited the internal financial controls over financial reporting of **ART NIRMAN LIMITED** ("the Company") as of 31 March 2022 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.

***Auditors' Responsibility***

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 31 March 2022, 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 ARPAN SHAH & ASSOCIATES**  
Chartered Accountants  
Firm's Registration No.: 125049W

Ahmedabad, Aug 26, 2022

**CA Arpan shah**  
Proprietor  
Membership No.: 116736

**BALANCE SHEET AS AT 31ST MARCH, 2022**

(Rs. In Lakh)

Particulars		Notes	As at 31/03/2022	As at 31/03/2021	As at 01/04/2020
<b>I</b>	<b>ASSETS</b>				
<b>1</b>	<b>NON-CURRENT ASSETS</b>				
	(a) Property, Plant and Equipment	2	647.33	717.24	786.51
	(b) Capital work-In-progress				
	(c) Right of use assets				
	(d) Investment Property				
	(e) Other Intangible assets	2	0.53	0.53	0.54
	(f) Intangible assets under development				
	(g) Deferred tax assets (net)				
	(h) Financial Assets	3			
	(i) Investments		31.63	34.35	32.07
	(ii) Trade receivables				
	(iii) Loans				
	(iv) Others (to be specified)		50.84	39.77	41.73
	(i) Other Non-current Assets	4	0.00	0.00	0.00
			<b>730.32</b>	<b>791.89</b>	<b>860.85</b>
<b>2</b>	<b>CURRENT ASSETS</b>				
	(a) Inventories	5	823.19	3320.51	9927.18
	(b) Financial Assets	6			
	(i) Investments				
	(ii) Trade Receivables		1795.54	1413.00	2089.61
	(iii) Cash and Cash Equivalents		515.21	109.07	164.57
	(iv) Bank Balances other than (III) above		0.00	0.00	0.00
	(v) Loans		561.31	255.09	368.82
	(vi) Other Financial Assets		0.00	0.00	0.00
	(c) Other Current Assets	7	72.27	431.94	400.32
			<b>3767.51</b>	<b>5529.62</b>	<b>12950.51</b>
	<b>TOTAL ASSETS</b>		<b>4497.84</b>	<b>6321.51</b>	<b>13811.35</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>EQUITY</b>				
	(a) Equity Share Capital	8	2495.60	2495.60	2495.60
	(b) Other Equity	9	904.70	2004.40	2002.36
	<b>TOTAL EQUITY</b>		<b>3400.30</b>	<b>4500.00</b>	<b>4497.96</b>
<b>2</b>	<b>LIABILITIES</b>				
<b>(i)</b>	<b>NON-CURRENT LIABILITIES</b>				
	(a) Financial Liabilities	10			
	(i) Borrowings		12.93	485.23	1906.70
	(ii) Lease Liabilities				
	(iii) Trade payables				

	(iv) Other financial liabilities		0.00	0.00	0.00
	(b) Provisions	11	0.00	0.00	0.00
	(c) Deferred Tax Liabilities (Net)	12	28.25	29.22	28.18
	(d) Other non-current liabilities	13	524.10	475.45	912.12
			<b>565.28</b>	<b>989.90</b>	<b>2847.00</b>
<b>(ii)</b>	<b>CURRENT LIABILITIES</b>				
	(a) Financial Liabilities	14			
	(i) Borrowings		9.78	9.78	9.78
	(ii) Lease Liabilities				
	(iii) Trade Payables				
	(A) Total outstanding dues of micro enterprises and small enterprises		16.17	57.26	17.94
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		142.03	292.82	922.18
	(iv) Other Financial Liabilities		0.00	0.00	0.00
	(b) Other Current Liabilities	15	357.85	471.55	5478.76
	(c) Provisions	16	6.44	0.20	37.74
	(d) Current Tax Liability (Net)	17	0.00	0.00	0.00
			<b>532.26</b>	<b>831.61</b>	<b>6466.39</b>
	<b>TOTAL LIABILITIES</b>		<b>1097.54</b>	<b>1821.51</b>	<b>9313.39</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4497.84</b>	<b>6321.51</b>	<b>13811.35</b>
	<i>The accompanying notes forming an integral part of the financial statements</i>	1			

For, Arpan Shah & Associates  
Chartered Accountants

For and on behalf of the Board of  
ART NIRMAN LIMITED

CA Arpan Shah  
Proprietor  
Membership No: 116736  
UDIN:22116736APZLKX4236  
Place: Ahmedabad  
Date: 26/08/2022

Ashokkumar  
Thakker  
Chairman & MD  
(DIN: 02842849)

Piyushkumar  
Thakkar  
Executive Director  
(DIN: 07555460)

Chetan Kumar  
Modi  
Chief Financial  
Officer

Yesha Shah  
Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. In Lakh except Per Share Data)

Particulars	Notes	For the year ended	
		31-03-2022	31-03-2021
<b>1</b> Revenue from Operations	19	3682.50	8505.69
<b>2</b> Other Income	19	6.15	14.09
<b>3</b> <b>Total Income (1+2)</b>		<b>3688.66</b>	<b>8519.78</b>
<b>4</b> <b>Expenses</b>			
a) Cost of Materials Consumed	20	1140.10	577.99
b) Purchase of stock-in-trade			
c) Changes in Inventories	21	2497.33	6606.67
d) Employee Benefits Expense	22	90.63	103.65
e) Finance Costs	23	45.17	198.82
f) Depreciation and Amortization Expense	2	71.37	72.53
g) Other Expenses	24	944.92	959.04
<b>Total Expenses</b>		<b>4789.52</b>	<b>8518.70</b>
<b>5</b> <b>Profit before tax (3 - 4)</b>		<b>(1100.87)</b>	<b>1.08</b>
<b>6</b> <b>Tax Expense:</b>			
(1) Current tax			
- For the Current Year		0.00	0.20
- For earlier years		(0.20)	(2.20)
(2) Deferred tax liabilities / (asset)		(0.97)	1.04
<b>Total Tax Expense</b>		<b>(1.17)</b>	<b>(0.96)</b>
<b>7</b> <b>Net Profit for the period / year (5-6)</b>		<b>(1099.70)</b>	<b>2.04</b>
<b>8</b> <b>OTHER COMPREHENSIVE INCOME (OCI)</b>			
<b>A (i)</b> Items that will not be reclassified to Profit or Loss		0.00	0.00
<b>(ii)</b> Income tax relating to items that will not be reclassified to Profit or Loss		0.00	0.00
<b>B (i)</b> Items that will be reclassified to Profit or Loss		0.00	0.00
<b>(ii)</b> Income tax relating to items that will be reclassified to Profit or Loss		0.00	0.00
<b>TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)</b>		<b>0.00</b>	<b>0.00</b>

9	Total Comprehensive Income for the period /year (7+8)		(1099.70)	2.04
10	Earning Per Share(of Rs 10/- each)			
	(1) Basic		(4.41)	0.01
	(2) Diluted		(4.41)	0.01
	Weighted average number of equity shares		24956000	24956000
	<i>The accompanying notes forming an integral part of the financial statements</i>	1		

For, Arpan Shah & Associates  
Chartered Accountants  
FRN No: 125049W

For and on behalf of the Board of ART  
NIRMAN LIMITED

CA Arpan Shah  
Proprietor  
Membership No: 116736  
UDIN:22116736APZLKX4236  
Place: Ahmedabad  
Date: 26/08/2022

Ashokkumar  
Thakker  
Chairman & MD  
(DIN: 02842849)

Piyushkumar Thakkar  
Executive Director  
(DIN: 07555460)

Chetan Kumar Modi  
Chief Financial  
Officer

Yesha Shah  
Company Secretary

**AUDITED STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022**

(Rs. In Lakh )

Particulars	For The Year Ended 31st March, 2022	For The Year Ended 31st March, 2021
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit Before Tax</b>	<b>(1100.67)</b>	<b>1.08</b>
Adjusted for:		
Depreciation	71.37	72.53
Finance Costs	45.17	198.82
Interest Income	(3.34)	(5.70)
Rent Income	0.00	(16.15)
Allowance for Expected Credit Loss		
Net (Gain)/ Loss on Sale of Property, Plant & Equipment		
(Gain) on Sale of Investment of Subsidiary Company		
Rent concession on Lease Rentals		
(Gain) on Sale of Lease Asset		
<b>Operating Profit before Working Capital changes</b>	<b>(987.47)</b>	<b>250.58</b>
Changes in Working Capital		
Adjustment for:		
(Increase)/ Decrease In Trade Receivables & other receivable		756.44
(Increase)/ Decrease In Trade Receivables		
(Increase)/ Decrease Financial Assets	(688.76)	
(Increase)/ Decrease In Inventories	2497.33	6606.67
(Increase)/ Decrease In other Assets	359.67	
Increase/ (Decrease) in Trade Payable & other payable	(305.58)	(5634.79)
Increase/ (Decrease) in Trade Payable		
Increase/ (Decrease) In Other Financial Liabilities	0.00	
Increase/ (Decrease) In Other Liabilities	48.65	
Increase/ (Decrease) in Provisions	6.24	
<b>Cash generated from operations Before Income Tax Paid</b>	<b>930.08</b>	<b>1978.90</b>
Direct Taxes Paid	0.00	2.00
<b>Net Cash Flow From Operating Activities (A)</b>	<b>930.08</b>	<b>1980.90</b>
<b>Cash Flow From Investing Activities :</b>		
Payments for purchase of Property, Plant & Equipment	(1.45)	(3.25)
Proceeds from sales of Property, Plant & Equipment		
Increase/ (Decrease) in Non-financial Asset	(11.06)	
Proceeds/(Payments) of term deposits		
(Purchase)/ Sale in Investments	2.72	
Rent Income		16.15
Interest Income	3.34	5.70
<b>Net Cash Flow Used In Investing Activities (B)</b>	<b>(6.46)</b>	<b>18.60</b>
<b>Cash Flow From Financing Activities :</b>		

Proceeds/(Repayment) of Borrowings		(1856.18)
Increase/ (Decrease) in Non-Current Borrowings (Net)	(472.30)	
Increase/ (Decrease) in Current Borrowings (Net)		
Finance Costs paid	(45.17)	(198.82)
Issue of Preferential share warrants		
Proceeds from Issue of share capital		
Payment of Share issue expenses		
Payment of lease liability		
Dividend paid		
Dividend Distribution Tax paid		
<b>Net Cash Flow Used In Financing Activities (C)</b>	<b>(517.47)</b>	<b>(2055.00)</b>
<b>Net Increase in cash and cash equivalents during the year [A+B+C]</b>	<b>406.15</b>	<b>(55.50)</b>
<b>Add: Cash and cash equivalents at the beginning for the year</b>	<b>109.07</b>	<b>164.57</b>
<b>Cash and cash equivalents at the end for the year</b>	<b>515.21</b>	<b>109.07</b>
<b>Cash and cash equivalents as per above comprises of the following</b>		
<b>Cash and cash equivalents</b>	515.21	109.07
<b>Current Investments</b>	0.00	0.00
<b>Balance as per statement of cash flow</b>	515.21	109.07

For and on behalf of the Board of ART  
NIRMAN LIMITED

For, Arpan Shah & Associates  
Chartered Accountants  
FRN No: 125049W

CA Arpan Shah  
Proprietor  
Membership No: 116736  
UDIN:22116736APZLXK4236  
Place: Ahmedabad  
Date: 26/08/2022

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Thakker  
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(DIN: 02842849)

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Thakkar  
Executive Director  
(DIN: 07555460)

Chetan Kumar Modi  
Chief Financial  
Officer

Yesha Shah  
Company Secretary

## Notes forming an integral part of the financial statements

(Rs. In Lakh)

**3 Financial Assets**

## (i) Investments

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
<b>Other Investment</b>			
FD Investments	31.63	34.35	32.07
	<b>31.63</b>	<b>34.35</b>	<b>32.07</b>

## (iv) Others

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Unsecured - Considered Good			
Loans and Advances	19.14	18.20	17.23
Security deposits	31.70	21.58	24.50
	<b>50.84</b>	<b>39.77</b>	<b>41.73</b>

**4 Other Non-current Assets**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**5 Inventories**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Finished Goods	0.00	30.18	30.18
Construction Work-in-Progress	823.19	3290.33	9897.00
	<b>823.19</b>	<b>3320.51</b>	<b>9927.18</b>

**6 Financial Assets**

## (ii) Trade Receivables

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Trade receivables - Billed			
Undisputed trade receivables - considered good	<b>1795.54</b>	<b>1413</b>	<b>2089.61</b>

Disputed trade receivables – considered good			
Trade receivables - Unbilled			
	<b>1795.54</b>	<b>1413.00</b>	<b>2089.61</b>

(Details of Ageing of Trade Receivable is given in Notes to Accounts Point No : 19)

(iii) Cash and Cash Equivalents

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Cash in hand	14.04	0.83	1.92
Balance with banks			
in Current Account	501.17	108.24	69.82
in FD Account	0.00	0.00	92.83
	<b>515.21</b>	<b>109.07</b>	<b>164.57</b>

(iv) Bank Balances other than (III) above

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Earmarked balances with banks	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

Earmarked balances with banks primarily relate to margin money for purchase of investments, margin money for derivative contracts, unclaimed dividends and balance in escrow account for buy-back of equity shares

(v) Loans

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
<b>Considered good</b>			
Inter-corporate deposits			
Loans and advances to employees			
Advance given to Related parties	0.00	69.4	60.2
Advance given to vendors	539.31	163.69	308.62
Advance to others	22.00	22.00	0.00
	<b>561.31</b>	<b>255.09</b>	<b>368.82</b>

(vi) Other Financial Assets

	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Security deposits	0.00	0.00	0.00
Others	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**7 Other Current Assets**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Balances with government authorities	55.58	415.54	375.98
Others			
Prepaid Expenses	0.63	3.05	3.70
Other Receivables	6.56	13.35	20.64
Other Current Asset	9.49	0.00	0.00
	<b>72.27</b>	<b>431.94</b>	<b>400.32</b>

**9 Other Equity**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
<b>Securities Premium</b>			
Balance as at the beginning of the year	1581.72	1581.72	814.92
Addition during the year	0.00	0	766.8
	<b>1581.72</b>	<b>1581.72</b>	<b>1581.72</b>
<b>Retained earnings</b>			
Balance as at the beginning of the year	422.68	420.64	338.98
Profit for the year	-1099.70	2.04	81.66
	<b>-677.02</b>	<b>422.68</b>	<b>420.64</b>
	<b>904.70</b>	<b>2004.40</b>	<b>2002.36</b>

**10 Financial Liabilities**

## (i) Borrowings

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
<b>Secured Loans</b>			
<u>Rupee Term Loan</u>	-	-	-
From Banks	0.00	-	-
From NBFCs (Note (i))	-3.97	467.67	1595.93
<b>Unsecured Loans</b>			
From Directors	16.90	17.56	310.77
	<b>12.93</b>	<b>485.23</b>	<b>1906.70</b>

Note: (i) Security :

(a) First and exclusive charge through registered mortgage on 54 unsold units located at in the scheme named Shree Vishnudhara Garden forming part of Block no. 151 adm. 10623 sq.mts & Block no. 152 adm. 12039 sq.mts altogether adm. 22662 sq.mts ,T.P.scheme no. 34 ,F.P.no -52 adm. 13597 sq.mts of mouje jagatpur ,Sub - District Ahmedabad - 8 (Sola) & District Ahmedabad valuing Rs. 22.84 cr. (agreement value)

(b) First and exclusive charge by way of hypothecation over all present and future receivables from sold and unsold residential units through escrow account with stipulated 80% of standing Instructions (SI) with set - off to interest/principal,as applicable.

(c) DSRA of 3 months' interest for proposed loan.

(d) Cross-link and cross-collateralization with property Kuber House ,S.P. No.(507/2,3,4)/2 ,F.P. No. 507/2,3,4,Mouje-sola ,Dist.Ahmedabad,Divine Highland Road ,Ahmedabad, by way of registered mortgage ,against loan of Rs.8 crores given to Mr. Kiritkumar Raghuram Thakkar

**(ii) Rate of interest :** 13 % p.a.linked to ABFL's long term reference rate (LTRR) and Current ABFL LTRR is 17.85%,the current spread is -4.85%

**(iii) Repayment Schedule:**

EMI of 26,80,067/- as per repayment schedule from 13th to 60th month, starting after 12 months moratorium. Interest to be serviced every month during moratorium.

(iv) Other financial liabilities

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
	0.00	0.00	0.00

**11 Provisions**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
	0.00	0.00	0.00

**12 Deferred Tax Liabilities (Net)**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Deferred Tax Liabilities	28.25	29.22	28.18
Tax impact due to Timing difference of depreciation on PPE			
	28.25	29.22	28.18

**13 Other non-current liabilities**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Maintainence Deposits from Customers	524.10	475.45	265.95
<b>Security Deposit</b>			
From Related Party			646.17
	524.10	475.45	912.12

**14 Financial Liabilities**

## (i) Borrowings

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Unsecured			
Loan Repayable on Demand			
Other Body Corporates	9.78	9.78	9.78
	<b>9.78</b>	<b>9.78</b>	<b>9.78</b>

## (iii) Trade Payables

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Micro Small and Medium Enterprise	16.17	57.26	17.94
Others	142.03	292.82	922.18
	<b>158.20</b>	<b>350.08</b>	<b>940.11</b>

(Details of Ageing of Trade Payable is given in Notes to Accounts Point No : 20)

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2022 and March 31, 2021 is as under:

	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Dues remaining unpaid to any supplier			
Principal	<b>16.17</b>	<b>57.26</b>	<b>17.94</b>
Interest on the above			
Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year			
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006			
Amount of interest accrued and remaining unpaid			
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006*			

## (iv) Other Financial Liabilities

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
	0.00	0.00	0.00

**15 Other Current Liabilities**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Secured Current Maturities of Long Term Debt	0.00	0.00	1459.27
Interest Accrued But Not Due	-0.43	4.61	51.06
Advance received for works contract	120.00	223.09	70.00
Other Payables			
Booking Advances from Members	227.88	224.42	3827.96
Statutory Dues Payable	5.10	6.61	53.21
Retention Money	5.12	7.73	8.73
Others	0.18	5.09	8.54
	<b>357.85</b>	<b>471.55</b>	<b>5478.76</b>

**16 Provisions**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
Provision for Exp	6.44	0.00	0.00
Provision for taxation	0.00	0.20	37.74
	<b>6.44</b>	<b>0.20</b>	<b>37.74</b>

**17 Current Tax Liability (Net)**

Particulars	AS AT 31/03/2022	AS AT 31/03/2021	AS AT 01/04/2020
	0.00	0.00	0.00

**Notes forming an integral part of the financial statements****18 Revenue From Operations**

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
Sale of Real Estate Developments	2071.51	7930.46
Sale of Service	1593.61	558.86

	<b>3665.12</b>	<b>8489.32</b>
Other Operating Revenues		
Rent Income	0.00	16.15
Other Income	17.38	0.23
	<b>17.38</b>	<b>16.38</b>
	<b>3682.50</b>	<b>8505.69</b>

**19 Other Income**

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
Interest Received	3.34	5.70
Foreign Transaction Gain	0.00	0.21
Sundry Balances Written off	2.81	4.95
Excess provision no longer required written back	0.00	0.00
Miscellaneous Income	0.00	3.23
	<b>6.15</b>	<b>14.09</b>

**20 Cost of Material Consumed**

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
Inventories at the beginning of the year	0.00	0.00
Add: Purchases	1140.10	577.99
Less: Inventories at the end of the year	0.00	0.00
<b>Cost of Materials Consumed</b>	<b>1140.10</b>	<b>577.99</b>

**21 Changes In Inventories**

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
<b>Inventories at the beginning of the year</b>		
Finished Goods	30.18	30.18
Construction Work-in-Progress	3290.33	9897.00
	<b>3320.51</b>	<b>9927.18</b>
<b>Inventories at the end of the year</b>		

Finished Goods	0.00	30.18
Construction Work-in-Progress	823.19	3290.33
	<b>823.19</b>	<b>3320.51</b>
<b>Changes In Inventories</b>	<b>2497.33</b>	<b>6606.67</b>

## 22 Employee Benefit Expenses

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
Salaries, Bonus and Allowances	88.19	98.56
Contribution to Provident and Other Funds	2.02	1.16
Staff Welfare expenses	0.43	3.94
	<b>90.63</b>	<b>103.65</b>

## 23 Finance Cost

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
Interest Expense	43.89	189.15
Other Borrowing Cost	1.28	9.67
	<b>45.17</b>	<b>198.82</b>

## 24 Other Expenses

Particulars	For The Period Ended on March 31, 2022	For The Period Ended on March 31, 2021
Advertising and marketing expenses	2.05	3.78
Brokerage expense	7.05	12.56
Legal expenses	2.35	123.99
Site related expenses	69.50	84.94
Professional Fees	58.04	49.90
Conveyance/Transport and travelling expenses	21.72	22.36
Statutory Payments and Compliance related exp	452.55	393.02
Stationary expenses	1.33	1.96
Communication exp	1.27	1.07
Payment to the Auditor(refer note 26a)	2.50	2.50

Office expenses	1.77	1.91
Donation expenses	0.00	1.00
Insurance expenses	7.53	9.90
Repair & Maintenance expenses	19.54	7.57
Prior Period expenses	0.00	0.33
Rent expenses	22.37	28.77
Labour expenses	175.49	196.80
Security expenses	15.16	16.61
Miscellaneous/other expenses	0.38	0.06
Society Development Charges	84.33	0.00
	<b>944.92</b>	<b>959.04</b>

**24A Payment to the auditor**

<b>Particulars</b>	<b>For The Period Ended on March 31, 2022</b>	<b>For The Period Ended on March 31, 2021</b>
(a) As an auditor		
Statutory Audit Fees	1.00	1.00
Internal Audit Fees	1.00	1.00
(b) For Taxation Matters		
Tax Audit Fees	0.50	0.50
	<b>2.50</b>	<b>2.50</b>

**8. Equity Share Capital****(Rs. In Lakh  
except Shares  
related data)**

Particulars	As at March 31, 2022 No of Shares	As at March 31, 2022 Amount in Rs.	As at 31, 2021 March No of Shares	As at March 31, 2021 Amount in Rs.
(a) Authorised				
Ordinary Equity Shares of Rs. 10/- Each	25000000	2500.00	25000000	2500.00
(b) Issued, Subscribed & Paid Up				
Ordinary Equity Shares of Rs. 10/- Each	24956000	2495.60	24956000	2495.60
<b>Total</b>	<b>24956000</b>	<b>2495.60</b>	<b>24956000</b>	<b>2495.60</b>

**(a) Reconciliation of number of ordinary shares outstanding**

Particulars	As at March 31, 2022 No of Shares	As at March 31, 2022 Amount in Rs.	As at 31, 2021 March No of Shares	As at March 31, 2021 Amount in Rs.
Shares Outstanding at the beginning of the period	24956000	2495.6	24956000	2495.60
Add : Warrants converted into shares during the year	0	0	0	0.00
Shares Outstanding at the end of the year	24956000	2495.6	24956000	2495.6

**(b) Terms / rights attached to equity shares :**

- The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of shares is entitled to one vote per share.
- The final dividend declared, if any, is subject to the approval of the members in the Annual General Meeting.

- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company In proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

**(c) Shareholders holding more than 5% of the Ordinary Shares in the Company**

Particulars	As at March 31, 2022 No of Shares	As at March 31, 2022 % of holding	As at March 31, 2021 No of Shares	As at March 31, 2021 % of holding
Ashokkumar R Thakker	15788995	63.27	15764995	63.17
Ajaykumar Jamnalal Pujara	897680	3.6	912000	3.65

**(d) Disclosure of Shareholding of Promoter:**

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Promoter name	Shares held by promoters				% Change during the year
	As at March 31, 2022		As at March 31, 2021		
	No. of shares	% of total shares	No. of shares	% of total shares	
ALPESHKUMAR C PATEL	1	0	1	0	0
ASHOKKUMAR R THAKKER HUF	1	0	1	0	0
THAKKER R VASRAMBHAI HUF	1	0	1	0	0
PIYUSHKUMAR C THAKKAR	870001	3.49	870001	3.49	0
RAGHURAMBHAI V THAKKER	870001	3.49	870001	3.49	0
DHARMISTHABEN A THAKKAR	875000	3.51	875000	3.51	0
ASHOKKUMAR R THAKKER	15788995	63.27	15764995	63.17	0.16
<b>Total</b>	<b>18404000</b>	<b>73.76</b>	<b>18380000</b>	<b>73.66</b>	<b>0.16</b>

Disclosure of shareholding of promoters as at March 31, 2021 is as follows:

Promoter name	Shares held by promoters				% Change during the year
	As at March 31, 2021		As at March 31, 2020		
	No. of shares	% of total shares	No. of shares	% of total shares	
ALPESHKUMAR C PATEL	1	0	1	0	0
ASHOKKUMAR R THAKKER HUF	1	0	1	0	0
THAKKER R VASRAMBHAI HUF	1	0	1	0	0
PIYUSHKUMAR C THAKKAR	870001	3.49	870001	3.49	0
RAGHURAMBHAI V THAKKER	870001	3.49	870001	3.49	0
DHARMISTHABEN A THAKKAR	875000	3.51	875000	3.51	0

ASHOKKUMAR R THAKKER	15764995	63.17	15764995	63.17	0
<b>Total</b>	<b>18380000</b>	<b>73.66</b>	<b>18380000</b>	<b>73.66</b>	<b>0</b>

### Statement of changes in equity for the year ended 31st March, 2022

#### A. Equity Share Capital ( ` in Lakhs)

Particulars	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting Year
For the year ended 31st March, 2021	2495.6	0	2495.6
For the year ended 31st March, 2022	2495.6	0	2495.6

#### B. Other Equity ( ` in Lakhs)

Particulars	Reserves and Surplus		
	Securities Premium account	Retained earnings	Total
<b>Balance as at 1st April, 2020</b>	<b>1581.72</b>	<b>420.64</b>	<b>2002.36</b>
Profit for the year		2.04	2.04
Other Comprehensive Income (net of tax)			
Total Comprehensive Income for the year	0	2.04	2.04
Transfer from retained earnings			
<b>Balance as at 31st March, 2021</b>	<b>1581.72</b>	<b>422.68</b>	<b>2004.40</b>
Profit for the year	0.00	-1099.70	-1099.70
Other Comprehensive Income (net of tax)			
Total Comprehensive Income for the year	0	-1099.70	-1099.70
Transfer from retained earnings			
<b>Balance as at 31st March, 2022</b>	<b>1581.72</b>	<b>-677.01</b>	<b>904.7</b>

For, Arpan Shah & Associates  
Chartered Accountants  
FRN No: 125049W

CA Arpan Shah

Proprietor

Membership No: 116736

UDIN:22116736APZLKX4236

Place: Ahmedabad

Date: 26/08/2022

For and on behalf of the Board of ART  
NIRMAN LIMITED

Ashokkumar  
Thakker

Chairman & MD

(DIN: 02842849)

Piyushkumar  
Thakkar  
Executive  
Director  
(DIN:  
07555460)

Chetan Kumar Modi  
Chief Financial  
Officer

Yesha Shah  
Company  
Secretary

## Note 2: Property, Plant and Equipment and Other Intangible assets

NAME OF ASSET	GROSS BLOCK				DEPRECIATION FUND							NET BLOCK OF ASSET AS ON 31/03/2022 (Rs.)	NET BLOCK OF ASSET AS ON 31/03/2021 (Rs.)	NET BLOCK OF ASSET AS ON 01/04/2020 (Rs.)	
	OPENING BLOCK	ADDITION	SALES	CLOSING BLOCK	OPENING BALANCE	Addition				SALES/ADJUSTMENT	CLOSING BALANCE				
						1st Half (Q1 & Q2)	Q3	Q4	Total						
<b>TANGIBLE ASSETS</b>															
<b>Company (Head Office)</b>															
Furniture	17.55	-	-	17.55	12.93	0.86	0.43	0.43	1.72	-	14.65	2.90	4.62	6.34	
Plant & Machinery	164.23	-	-	164.23	60.89	6.10	3.05	3.05	12.21	-	73.10	91.13	103.34	115.54	
Vehicle	28.75	-	-	28.75	14.90	1.69	0.84	0.84	3.37	-	18.28	10.48	13.85	17.22	
Electric Equipment	32.08	-	-	32.08	13.46	1.52	0.76	0.76	3.04	-	16.50	15.58	18.62	21.66	
Office Equipment	16.32	0.81	-	17.13	9.79	1.36	0.59	0.56	2.51	-	12.30	4.83	6.53	8.67	
Air Conditioner	17.90	-	-	17.90	11.86	1.13	0.56	0.56	2.25	-	14.12	3.78	6.03	6.81	
Computer	22.35	0.64	-	22.99	20.18	0.37	0.09	0.12	0.58	-	20.76	2.23	2.17	2.51	
<b>TOTAL (A)</b>	<b>299.18</b>	<b>1.45</b>	<b>-</b>	<b>300.63</b>	<b>144.01</b>	<b>13.03</b>	<b>6.33</b>	<b>6.33</b>	<b>25.69</b>	<b>-</b>	<b>169.70</b>	<b>130.93</b>	<b>155.16</b>	<b>178.76</b>	
<b>First Club</b>															

Building	457.04	-	-	457.04	65.05	7.22	3.61	3.61	14.43	-	79.48	377.56	391.99	406.43
Furniture	152.72	-	-	152.72	78.89	9.04	4.52	4.52	18.09	-	96.97	55.75	73.83	91.92
Plant & Machinery	43.71	-	-	43.71	11.92	1.38	0.69	0.69	2.76	-	14.68	29.03	31.79	34.55
Electric Equipment	109.75	-	-	109.75	45.29	5.20	2.60	2.60	10.40	-	55.69	54.07	64.46	74.86
<b>TOTAL (B)</b>	<b>763.22</b>	<b>-</b>	<b>-</b>	<b>763.22</b>	<b>201.15</b>	<b>22.84</b>	<b>11.42</b>	<b>11.42</b>	<b>45.68</b>	<b>-</b>	<b>246.82</b>	<b>516.40</b>	<b>562.08</b>	<b>607.75</b>
<b>INTANGIBLE ASSETS</b>														
Software	10.66	-	-	10.66	10.13	0.00	0.00	0.00	0.01	-	10.13	0.53	0.53	0.54
<b>TOTAL (C)</b>	<b>10.66</b>	<b>-</b>	<b>-</b>	<b>10.66</b>	<b>10.13</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.01</b>	<b>-</b>	<b>10.13</b>	<b>0.53</b>	<b>0.53</b>	<b>0.54</b>
<b>TOTAL (A+B+C)</b>	<b>1,073.06</b>	<b>1.45</b>	<b>-</b>	<b>1,074.51</b>	<b>355.29</b>	<b>35.87</b>	<b>17.75</b>	<b>17.75</b>	<b>71.37</b>	<b>-</b>	<b>426.65</b>	<b>647.85</b>	<b>717.77</b>	<b>787.05</b>

**Notes forming an integral part of the financial statements**

**Note No. 1**

**Significant Accounting Policies:**

**1. Corporate Information:**

ART NIRMAN LIMITED (“the Company”) having CIN: L45200GJ2011PLC064107 was incorporated on February 19, 2011 as a Private Limited company under the Companies Act, 1956, with Registrar of Companies, Ahmedabad. The Company was later on converted into a Public Company w.e.f. September 2, 2016 and has its registered office at 410, JBR Arcade, Science City Road, Sola Ahmedabad 380060, Gujarat, India. The Company’s equity shares are listed on The National Stock Exchange of India Limited (NSE) Emerge Platform. The Company is engaged in the business of real estate development and allied activities.

**2. Basis of Preparation of Financial Statements:**

The Financial Statements of the Company have been prepared and presented under the historical cost convention and on the accrual basis in accordance with Generally Accepted Accounting Principles (GAAP) in India. GAAP comprises Indian Accounting Standards (referred to as “Ind AS”) notified by the Central Government of India under section 133 of the Companies Act, 2013, other pronouncements of Institute of Chartered Accountants of India, the provisions of Companies Act, 2013 and guidelines issued by Securities and Exchange Board of India.

The financial statements are presented in Indian Rupee (“INR”) and all values are rounded to the nearest INR Lakh, except when otherwise indicated.

**3. Use of Estimates and judgements :**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgments that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

**4. Property, plant and equipment and depreciation and amortisation:**

**(i) Recognition and initial measurement**

Property, plant and equipments are stated at cost less accumulated depreciation / amortization and impairment losses, if any.

Cost comprises the purchase price and any attributable / allocable cost of bringing the asset to

its working condition for its intended use. The cost also includes direct cost and other related incidental expenses. Revenue earned, if any, during trial run of assets is adjusted against cost of the assets. Cost also includes the cost of replacing part of the plant and equipments.

Borrowing costs relating to acquisition / construction / development of tangible assets, which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

When significant components of property and equipments are required to be replaced at intervals, recognition is made for such replacement of components as individual assets with specific useful life and depreciation, if these components are initially recognised as separate asset. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

***(ii) Subsequent measurement (depreciation and useful lives)***

Depreciation is provided from the date the assets are put to use, on straight line basis as per the useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

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 or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

***(iii) De-recognition***

PPE are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

**5. Intangible assets**

***(i) Recognition and initial measurement***

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the acquisition price, development cost and any attributable / allocable incidental cost of bringing the asset to its working condition for its intended use.

***(ii) Subsequent measurement (Amortisation)***

All intangible assets with its useful life are amortised on a straight line basis over the estimated useful life.

The carrying amount of intangible asset is reviewed at each financial year end for impairment based on internal /external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

Gain or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## **6. *Inventory***

Inventories comprising of completed units are valued at lower of cost or net realisable value and Inventories comprising of construction work-in-progress are valued at cost. Construction work-in-progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

## **7. *Provisions and contingent liabilities***

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the notes. Contingent liabilities are disclosed for:

- i) possible obligations which will be confirmed only by future events not wholly within the control of the Group; or
- ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

## **8. *Leases***

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease under which the risks and rewards incidental to ownership are not transferred to lessee is classified as operating lease. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the statement of profit and loss over the lease term.

## **9. *Borrowing costs***

Borrowing costs that are directly attributable to the acquisition / construction of qualifying assets or for long - term project development are capitalised as part of their costs.

Borrowing costs are considered as part of the asset cost when the activities that are necessary to prepare the assets for their intended use are in progress.

Borrowing costs consist of interest and other costs that incurs in connection with the borrowing of funds. Other borrowing costs are recognised as an expense, in the period in which they are incurred.

#### **10. Segment Reporting**

The Company has only one segment i.e. "Real Estate". Hence there are no reportable segments under IND AS-108 (Operating Segments). During the year under Report, the company has carried out all the business operations in India. The conditions prevailing in India being uniform, no separate geographic disclosure are considered necessary Hence segment reporting is not required.

#### **11. Cash and cash equivalents**

Cash and cash equivalent in the financial statement comprise cash at banks and on hand, demand deposit and short-term deposits, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above.

#### **12. Employee benefits**

##### ***i) Short term employee benefits***

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### ***ii) Defined contribution plans***

Obligations for contributions to defined contribution plans such as Provident Fund and Employee State Insurance Corporations are expensed as the related service is provided.

##### ***iii) Defined Benefit Plans***

The liability for the Gratuity is debited to the Profit & Loss Account is charged as and when the liability is crystalized and paid and to that extent IND AS -19 is deviated. However its effect on financial statements is not material.

#### **13. Revenue Recognition**

The revenue from the project related to real estate developments is recognized on the basis of conveyance deed executed with the members of the scheme and possession given to the members, on a year to year basis in pursuance of Indian Accounting Standard – 115 (Ind AS -

115) and Guidance Note on Real Estate Developers (Revised), 2012, issued by ICAI.

The revenue from the Works Contract related projects is recognized as per the terms and conditions of the “Works Contract Agreement” and accordingly periodic invoices are raised.

Interest Income is recognized on time proportion basis taking into account outstanding balance and rate of interest agreed upon with the parties.

#### **14. Income tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

##### ***i) Current tax***

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

##### ***ii) Deferred tax***

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent there is convincing evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

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

iii) **Minimum Alternative Tax (MAT)**

MAT credit is recognised as a deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal tax during specified period. MAT credit is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

15. **Earnings per Share**

i) **Basic Earnings Per Share**

Basic earnings per share are computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

	March 31, 2022	March 31, 2021
<b>Profit attributable to ordinary shareholders (basic)</b> (Rs. In lakh)	<b>(1099.70)</b>	<b>2.04</b>
Profit for the year, attributable to ordinary shareholders of the Company	<b>(1099.70)</b>	<b>2.04</b>
<b>Weighted average number of ordinary shares (basic)</b>		
Weighted average number of equity shares at the beginning of the year	24956000	24956000
Add: Weighted average number of warrants converted into equity shares during the year	0.00	0.00
Weighted average number of equity shares outstanding at the end of the year	<b>24956000</b>	<b>24956000</b>
<b>Basic Earnings Per Share</b>	<b>(4.41)</b>	<b>0.01</b>

ii) **Diluted Earnings Per Share**

Diluted earnings per share is computed by taking into account weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares.

	March 31, 2022	March 31, 2021
<b>Profit attributable to ordinary shareholders (diluted)</b> (Rs. In lakh)	<b>(1099.70)</b>	<b>2.04</b>
Profit for the year, attributable to ordinary shareholders of the Company	<b>(1099.70)</b>	<b>2.04</b>
<b>Weighted average number of ordinary shares (diluted)</b>		

Weighted average number of equity shares outstanding (basic)	24956000	24956000
Add: Weighted average effect of potential equity shares		
	24956000	24956000
<b>Diluted Earnings Per Share</b>	<b>(4.41)</b>	<b>0.01</b>

## 16. Related party Disclosures

### i) List of related parties:

#### (a) Key Management Personnel and their relatives:

- Mr. Ashokkumar Raghuram Thakker
- Mrs. Dharmisthaben Ashokkumar Thakkar
- Mr. Piyushkumar C. Thakkar
- Mr. Chetan Kumar Modi
- Mrs. Yesha Shah

#### (b) Entities where key management personnel have significant influence:

- Art Club Pvt Ltd
- **DAT Hotels and Resorts Private Limited**
- **Dhara Developers**

### ii) Related Party Transactions:

#### For the Financial year ended 2021-22

Sr. No	Name of Related party	Relation	Nature of Transaction	Transaction Amount(In Lakhs)
1	Ashokkumar R Thakker - Loan	Managing Director	Unsecured Loan taken	829.00
2	Ashokkumar R Thakker - Loan	Managing Director	Unsecured Loan repaid	830.76
3	Ashokkumar R Thakker - Loan	Managing Director	Interest on Unsecured loan	5.67
4	Ashokkumar R Thakker - Rent	Managing Director	Office Rent	26.40
5	Ashokkumar R Thakker - Salary	Managing Director	Remuneration	12.00
6	ART Club Pvt Ltd	Sister Concern Company	Work Contract Income	1880.46
7	ART Infocom LLP	Sister Concern Company	Material Purchase	11.08
8	Autoscale Techno Legal Consultancy Pvt Ltd	Independent Director Having 80% Holding	Professional Service and Developer Licence fee	0.95
9	Piyushkumar C. Thakkar	Executive Director	Creditors - reimbursement of Exp	0.41
10	Piyushkumar C. Thakkar - Salary	Executive Director	Remuneration	8.40
11	Piyushkumar C. Thakkar -	Executive Director	Unsecured Loan repaid	10.00

	Loan			
12	Chintan U Bhatt	Independent Director	Sitting Fee	0.28
13	Hemang Shah	Independent Director	Sitting Fee	1.35
14	Dharmistha A. Thakkar	Director	Unsecured Loan Taken	6.00
15	Vishnudhara developer LLP (old name - Dhara Developers)	Directors concern firm	Flat sale (Ashiyana)	255.00
16	Vishnudhara developer LLP (old name - Dhara Developers)	Directors concern firm	work contract deposit received back	250.00
17	Vishnudhara developer LLP (old name - Dhara Developers)	Directors concern firm	work contract deposit Paid	24.51

17. The Director General of Goods & Services Tax Intelligence Zonal Unit, Ahmedabad, conducted search in the premises of the company on 12/10/2018 and impounded certain material. The investigation is concluded for certain matter for which 444.10 Lakhs amount has been paid which is recognized as expense in Statement of Profit and Loss. However for another matter the appeal has been filed against demand of RS 5970176.00 for which the company has paid RS 447763 as GST Pre-deposit for Appeal and Pre-deposit amount considered under Balance sheet.

18. The figures of the previous period/year have been regrouped/recast/reclassified wherever considered necessary to conform to the current year's presentation.

**19. Ageing for trade receivables**

**Ageing for trade receivables – current outstanding as at March 31, 2022 is as follows:  
(Amt in Lakhs)**

Trade receivables - Billed	Not due	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	
Undisputed trade receivables – considered good	1540.54		255.00				1795.54
Disputed trade receivables – considered good							0
<b>Trade receivables - Unbilled</b>							

**Ageing for trade receivables – current outstanding as at March 31, 2021 is as follows:  
(Amt in Lakhs)**

Trade receivables - Billed	Not due	Outstanding for following periods from due date	Total
-------------------------------	------------	--	-------

		of payment					
		Less than 6 M	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	1413.00	-	-	0	0	0	1413.00
Disputed trade receivables – considered good							0
<b>Trade receivables - Unbilled</b>							

20. Ageing for trade payables

Ageing for trade payables outstanding as at March 31, 2022 is as follows: (Amt in Lakhs)						
Trade payables	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME*		0.68	15.49			16.17
Others	17.42	69.90	5.88	24.46	24.37	142.03
Disputed dues - MSME*						0
Disputed dues - Others						0
*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.						
Ageing for trade payables outstanding as at March 31, 2021 is as follows: (Amt in Lakhs)						
Trade payables	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME*		48.09	9.16			57.26
Others	16.14	147.09	92.28	10.99	26.32	292.82
Disputed dues - MSME*						0

Disputed dues - Others							0
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## 21. Additional Regulatory Information

Ratio Name	Formula	F.Y. 2021-22	F.Y. 2020-21
Current ratio (in times)	$= \frac{\text{Total Current Assets}}{\text{Total Current Liabilities}}$	7.078	6.649
Debt-Equity Ratio(in times)	$= \frac{\text{Short Term Debt + Long Term Debt + Other Fixed Payment}}{\text{Shareholder's Equity}}$	0.007	0.110
Debt Service Coverage Ratio(in times)	$= \frac{\text{Net Operating Income}}{\text{Total Debt Payment}}$	-2.114	0.201
Return on Equity Ratio(in %)	$= \frac{\text{Net Income} * 100}{\text{Shareholder's Equity}}$	-32.34	0.045
Net Profit Ratio(in %)	$= \frac{\text{Net Profit} * 100}{\text{Net Sales}}$	-29.86	0.024
Trade Receivable Turnover Ratio(in times)	$= \frac{\text{Net Credit Sales}}{\text{Net Account Receivable}^1}$	2.285	4.847
Trade Payable Turnover Ratio(in times)	$= \frac{\text{Credit Purchase}}{\text{Net Account Payable}^2}$	4.486	0.896
Net Capital turnover Ratio(in times)	$= \frac{\text{Net Sales}}{\text{Average Working Capital}}$	1.133	1.807
Return on Capital Employed(in %)	$= \frac{\text{EBIT} * 100}{\text{Capital Employed}}$	-31.04	4.442
Return on Investment(in %)	$= \frac{\text{Net Profit} * 100}{\text{Shareholder's Equity}}$	-32.34	0.045

Note 1 : Net Account Receivable as on 31/3/22 and 31/03/21 taken as Average of closing balance shown in Financials.

Note 2 : Net Account Payable as on 31/3/22 and 31/03/21 taken as Average of closing balance shown in Financials.

22. Management has considered the consequences of Cash losses during the year and other events and conditions like, execution of first year of new project , work contracts on hand and as of that date, Current assets exceeds its total current liabilities. And hence it has determined that they do not create a material uncertainty that casts significant doubt upon the entity's ability to continue as a going concern.

**For, Arpan Shah & Associates**  
**Chartered Accountants**  
**FRN No: 125049W**

**For and on behalf of the Board of**  
**ART NIRMAN LIMITED**

**CA Arpan Shah**  
**Proprietor**  
**Membership No: 116736**  
**UDIN: 22116736APZLKX4236**

**Ashokkumar Thakker**  
**Chairman & MD**  
**(DIN: 02842849)**

**Piyushkumar Thakkar**  
**Executive Director**  
**(DIN: 07555460)**

**PLACE: AHMEDABAD**  
**Date: 26/08/2022**

**Chetan Kumar Modi**  
**Chief Financial Officer**

**Yesha Shah**  
**Company Secretary**

**Art Nirman Limited**

410, JBR Arcade, Science City Road,  
Sola, Ahmedabad – 380060, Gujarat,  
India

Email id: [cs@artnirman.com](mailto:cs@artnirman.com)

Website: [www.artnirman.com](http://www.artnirman.com) CIN:  
L45200GJ2011PLC064107

**11<sup>th</sup> Annual General Meeting – 29<sup>th</sup> September 2022.****ATTENDANCE  
SLIP**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares:

For Physical Shares:

DP ID:	Regd. Folio No.
Client ID:	Nos. of Shares held:

Full Name of the Member attending:

\_\_\_\_\_ Name of the  
proxy:

(To be filled in if proxy has been duly deposited with the Company)

I, hereby record my presence at the 11<sup>th</sup> Annual General Meeting of the company to be held on Thursday, 29<sup>th</sup> September 2022 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad-380060, Gujarat, India.

\_\_\_\_\_  
(Members' / Proxy's  
signature) (To be signed at the time of handing  
over this slip)

\*Persons attending the Annual General Meeting are required to bring their Annual Report.

**Art Nirman Limited**

410, JBR Arcade, Science City Road,  
Sola, Ahmedabad - 380060, Gujarat,  
India

Email id: [cs@artnirman.com](mailto:cs@artnirman.com)

Website: [www.artnirman.com](http://www.artnirman.com) CIN:  
L45200GJ2011PLC064107

**11<sup>th</sup> Annual General Meeting - 29th September, 2022****PROXY FORM**

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

Name of the member (s):

\_\_\_\_\_

Registered

address:

\_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio

No./

Client

Id:

\_\_\_\_\_

DP Id: \_\_\_\_\_

I/ We, being the member of \_\_\_\_\_ Equity shares of Art Nirman Limited, hereby  
appoint:

Name:	Email id:
Address:	Signature:

Or failing him/ her:

Name:	Email id:
Address:	Signature:

Or failing him/ her:

Name:	Email id:
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> **Annual General Meeting** of the Company, to be held on the Thursday, 29<sup>th</sup> September 2022 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Resolution	Vote – Refer Note 4		
		For	Against	Abstain
	<b>ORDINARY BUSINESS</b>			
1	Adoption of the Financial Statements of the Company and reports of the Auditors and the Directors thereon.			
2	Re-appoint Mr. Piyushkumar Thakkar (DIN: 07555460) as director of the company who is liable for retire by rotation.			
	<b>SPECIAL BUSINESS</b>			
3	Approval for giving loans, guarantee, security making investments, u/s 185 of Companies Act, 2013.			
4	Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.			
5	To increase the overall managerial remuneration of the KMP & Directors of the company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Signature of Member(s)

Signature of Proxy Holder

Affix Revenue  
Stamp of not  
less than Re.  
1/-

**Notes:**

1. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 11<sup>th</sup> Annual General Meeting.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

# We are Gujarat's Most Growing Real Estate Company.

[www.artnirman.com](http://www.artnirman.com)

## Route map to AGM

Venue: ClubBabylon,  
SPRoad, Nr. Science City Circle, Bhadaj,  
Ahmedabad 380060, Gujarat, India.  
Time: 10.30 A.M.



### Art Nirman Limited

410, JBR Arcade,  
Science City Road, Sola,  
Ahmedabad – 380060.

