

Date: - **06/09/2024**

To,  
Department of Corporate Service,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001  
**SCRIP CODE: 540259**

**Subject: - Submission of Annual Report 2023 24**

Dear Sir / Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the of the Company.

Annual General Meeting of the Company will be held on Monday, 30<sup>th</sup> September 2024 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Kindly take the same on your records and acknowledge the receipt.

By the order of the Board of Directors

**For, Shangar Decor Limited**

SAMIRBHAI  
RASIKLAL SHAH

**Samirbhai Shah**  
**Managing Director**  
**DIN: 00787630**

wedding decor – theme decor – exhibitions – religious & corporate events

CIN No. : L36998GJ1995PLC028139

4, Sharad Flats, Opp. Dharnidhar Derasar, B/h. Sales India, Paldi Ahmedabad-380007

Ph. No. 079-26634458 • 26622675

✉ shangardecorltd@hotmail.com, info@shangardecor.com 🌐 www.shangardecor.com



---

# SHANGAR DÉCOR LIMITED

---

## ANNUAL REPORT 2023 24



## **BOARD OF DIRECTORS**

SAMIR SHAH – MANAGING DIRECTOR

SAUMIL SHAH– DIRECTOR

MOULIN SHAH–DIRECTOR

BHAVIN PATEL – INDEPENDENT DIRECTOR

ANAL SATYAWADY–INDEPENDENT DIRECTOR

SHUBHANGI CHOURASIA – COMPANY SECRETARY

## **STATUTORY AUDITORS**

M/S. S D MEHTA & CO.

## **SECRETARIAL AUDITORS**

M/s. BHUMIKA RANPURA & ASSOCIATES

## **REGISTRAR AND SHARE TRANSFER AGENT**

PURVA SHAREGISTRY INDIA PRIVATE LIMITED

Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai 400 011.

(O) 022 – 4970 0138 Email: [support@purvashare.com](mailto:support@purvashare.com)

## **REGISTERED OFFICE**

4, Sharad flat, Opp. Dharnidhar Derasar, B/h, Sales India, Paldi, Ahmedabad 380007

(M): +91 98250 31622 (E): [shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com) CIN: L36998GJ1995PLC028139

## **INDEX**

Sr. No	Document Name	Page Numbers	
		From	To
1	Notice of Annual General Meeting	1	17
2	Directors Report and Annexures to Director's Report	18	34
3	Independent Auditors Report	35	46
4	Financial Statements and notes to accounts	47	71

## **NOTICE OF THE 29<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting for the Financial Year 2023-24 of the Shareholders of **Shangar Decor Limited** will be held on Monday, 30<sup>th</sup> September, 2024 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM) to transact the following businesses.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024 and Statement of Profit and Loss together with the notes forming part thereof along with Cash Flow Statement for the financial year ended on that date, and the Reports of the Board of Directors ("The Board") and the Auditors thereon.
2. To appoint a director in place of Mr. Moulin Samir Shah (DIN: 08948652), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT**, Mr. Moulin Samir Shah (DIN: 08948652), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re- appointment, be and is hereby re-appointed as the Director of the Company."

3. **To re-appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard, members are requested to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. S. D. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 137193W) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2029-30, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out of-pocket expenses to be incurred by them in connection with the audit."

### **SPECIAL BUSINESS:**

4. **Confirmation of appointment of Mr. Bhavinkumar Arvindkumar Patel (DIN: 06604431) as an Independent Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company and rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Mr. Bhavinkumar Arvindkumar Patel (DIN: 06604431), who was appointed as an Additional Director of the company with effect from 3<sup>rd</sup> September, 2024 and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations, his appointment be and is hereby confirmed as an Independent Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a

term of up to 5 (five) years with effect from 3<sup>rd</sup> September, 2024 to 2<sup>nd</sup> September, 2029."

**5. Confirmation of appointment of Ms. Anal Milankumar Satyawadi (DIN: 07381381) as a Woman Independent Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company and rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Anal Milankumar Satyawadi (DIN: 07381381), who was appointed as an Additional Director of the company with effect from 3<sup>rd</sup> September, 2024 and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations, her appointment be and is hereby confirmed as an Independent Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 3<sup>rd</sup> September, 2024 to 2<sup>nd</sup> September, 2029."

**6. To Increase the Authorized Share capital of the company:**

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

**"RESOLVED THAT** pursuant to the provisions of section 64 (1) and other applicable provisions, if any, of the Companies Act, 2013 Act) and other applicable rules under the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and with the consent of members the Authorized Share Capital of the company be and is hereby increased from Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rs. Five) each TO Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rs. Five) each."

**"RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered and shall read as follows:

Clause V: The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rs. Five) each."

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to digitally sign and file requisite e-form SH-7 with the Registrar of Companies for notifying the said change in authorized share capital of the Company and do all such things, acts and deeds which may deem necessary to give effect to the above resolution."

**7. To adopt new set of Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association ("MOA") of the Company in place of the existing MOA with no change in existing 'Clause III (A)' containing the Main Objects and that Clause

III (B) of Main Object Clause shall remain as it is and that Clause III(C) shall be deleted”.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Directors of the Company and / or Company Secretary of the Company, be and is hereby authorised severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution a may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

**8 To Adopt New set of Articles of Association of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (“AOA”), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Directors of the Company and / or Company Secretary of the Company, be and is hereby authorized severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution a may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

**Registered Office:**

4, Sharad Flats,  
Opp. Dharnidhar Temple,  
Ahmedabad – 380 007

**Place:** Ahmedabad

**Date:** 03/09/2024

**By the Order of the Board of  
Shangar Décor Limited**

**Sd/-  
Samir Shah  
Managing Director  
DIN: 00787630**

## **NOTES:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The 29<sup>th</sup> Annual General Meeting (AGM) will be held on Monday, 30<sup>th</sup> September, 2024 at 3:00 P.M. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, MCA General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, MCA General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, MCA General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and MCA General circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and SEBI Circulars dated 12<sup>th</sup> May, 2021 and 15<sup>th</sup> January, 2021, Circular No. 02/2022 dated May 05, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 29<sup>th</sup> AGM shall be the Registered Office of the Company.
3. This AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at [shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com) and / or at [info@accuratesecurities.com](mailto:info@accuratesecurities.com), a certified copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through

electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and Company Website i.e. [www.shangardecor.com](http://www.shangardecor.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and MCA General circular No. 09/2023 dated 25th September, 2023.
10. The Board of Directors has appointed Ms. Bhumika Ranpura (Membership No. 56577 ACS, CP No. 22356), Ahmedabad, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
11. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorized by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
12. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. BSE Limited and be made available on its website viz. [www.bseindia.com](http://www.bseindia.com).
13. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**  

In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will be available on website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), Company Website i.e. [www.shangardecor.com](http://www.shangardecor.com) and on the website of NSDL at <https://www.evoting.nsdl.com/>. **Annual Report will not be sent in physical form.**
14. Members of the Company holding shares, either in physical form or in Dematerialized form, as on 30<sup>th</sup> August, 2024 will receive Annual Report for the financial year 2023-24 through electronic mode only.
15. The Register of Members and Share Transfer Books will remain closed from 21<sup>st</sup> September, 2024 to 29<sup>th</sup> September, 2024 (both days inclusive) for the purpose of Annual General Meeting (AGM).
16. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address: Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai - 400 011 Email Id: [busicomp@vsnl.com](mailto:busicomp@vsnl.com).



17. In terms of the provisions of Section 152 of the Act, Mr. Moulin Samir Shah, Director of the Company, who retires by rotation at this Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.

Mr. Moulin Samir Shah is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to his re-appointment. The other relatives of Mr. Moulin Samir Shah being shareholders of the Company may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized.
21. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
22. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice as per Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.
23. As the AGM is to be held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of AGM through email on [shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com) and / or at [info@accuratesecurities.com](mailto:info@accuratesecurities.com). The same will be replied / made available by the Company suitably.
24. The business set out in the Notice of AGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
25. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

26. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
27. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
28. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
29. The Company has set Monday, 23<sup>rd</sup> September, 2024 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting, for both E-Voting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins: From 9.00 a.m. (1ST) on Friday, September 27, 2024 and end of remote e-voting: Up to 5.00 p.m. (1ST) on Sunday, September 29, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23<sup>rd</sup> September, 2024.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below: **Step 1: Access to NSDL e-Voting system***

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e- Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csgauravbachani@gmail.com](mailto:csgauravbachani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (Self attested scanned copy of PAN card), AADHAR (Self attested scanned copy of Aadhar Card) to ([shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com)). The same will be replied by the company suitably.



## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

#### **Item No. 3**

M/s S. D. Mehta & Co. Chartered Accountant of the Company were appointed as Statutory Auditors of the Company in the 24<sup>th</sup> Annual General Meeting of the company for the term of five years. The Five years terms expires at this ensuing Annual General Meeting.

After evaluating and considering various factors such as industry experience and efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee and pursuant to provisions of Section 139(2) of Companies Act 2013, proposed the reappointment of M/s S. D. Mehta & Co, as Statutory Auditors of the Company.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members.

#### **Item No. 4:**

The Board of Directors appointed Mr. Bhavinkumar Arvindkumar Patel (DIN: 06604431) as an Additional Director (Non-Executive Independent) of the Company with effect from 3<sup>rd</sup> September, 2024 who in terms of the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), is entitled to hold the office up to the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of his appointment is required to be confirmed by the members of the Company within three months in the general meeting.

Further company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Bhavinkumar Arvindkumar Patel is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Bhavinkumar Arvindkumar Patel as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Bhavinkumar Arvindkumar Patel, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 4 of the Notice.

The Board recommends the ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

**Item No. 5:**

The Board of Directors appointed Ms. Anal Milankumar Satyawadi (DIN: 07381381) as an Additional Director (Non-Executive Independent) of the Company with effect from 3<sup>rd</sup> September, 2024 who in terms of the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), is entitled to hold the office up to the ensuing Annual General Meeting. Further, pursuant to Regulation 17(1C) of his appointment is required to be confirmed by the members of the Company within three months in the general meeting.

Further company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Anal Milankumar Satyawadi is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Ms. Anal Milankumar Satyawadi as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Anal Milankumar Satyawadi, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the members.

**Item No. 6:**

The Board has decided to raise the fund for company via right issue of approximate value of 49,50,00,000/-. For the said purpose it is necessary to increase the authorized capital of the company from Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 5/- (Rs. Five) each TO Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rs. Five) each as per provisions of section 64 (1) and other applicable provisions, if any, of the Companies Act, 2013 Act) and other applicable rules under the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

Increase in Authorized share capital requires alteration of Clause V of the Memorandum of Association of the Company. Further, alteration of Capital Clause V of the Memorandum of Association requires approval of the members of the Company by passing ordinary resolution in the general meeting. Hence, it is proposed to pass the resolution mentioned under item no. 6 as ordinary resolution.

None of the Directors/KMP or their relatives are interested in the above resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the members.

**Item No. 7 & 8:**

Shangar Decor Limited was incorporated on November 16, 1995 under the provisions of the Companies Act, 1956. The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

The Existing clauses of Memorandum of Association requires deletion of Main Object Clause III(C). Likewise, the existing regulations of the Articles of Association are replaced by the new set of regulations.

Hence it is advisable to adopt new set of Memorandum of Association and Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The adoption of new set of Memorandum of Association and Articles of Association requires consent of the shareholders by passing a special resolution in the general meeting.

The entire set of proposed articles of association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**Registered Office:**

4, Sharad Flats,  
Opp. Dharnidhar Temple,  
Ahmedabad – 380 007

**Place:** Ahmedabad

**Date:** 03/09/2024

**By the Order of the Board of  
Shangar Décor Limited**

**Sd/-**

**Samir Shah  
Managing Director  
DIN: 00787630**

## ANNEXURE

Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Item No. 4 and 5 is as under:

<b>Name of the Director</b>	Mr. Bhavinkumar Patel (DIN: 06604431)	Ms. Aanal Milankumar Satyawadi (DIN: 07381381)
Date of Birth	27/07/1988	23/01/1991
Date of first Appointment on the Board	03/09/2024	03/09/2024
Qualifications	Company Secretary, B.com.	Company Secretary
Experience/Brief Resume/ Nature of expertise in specific functional areas;	Mr. Bhavin Patel is a Commerce Graduate and also a Member of ICSI. He has more than 10 years of experience in working with various companies. He has good command on the Corporate and Accounts matters.	Ms. Anal Satyawadi is dynamic young professional with quality experience in listed companies. She is Company Secretary and strong Entrepreneur. He has more than 10 years of experience in the corporate world.
Terms and Conditions of Appointment along with remuneration sought to be paid	NA	NA
Remuneration last drawn by such person, if any	NA	NA
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2024.	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se;	Not Related	Not Related
Number of Meetings of the Board attended during the year	0	0
Directorship / Designated Partner in other Companies / LLPs	1. Omkar Overseas Limited – CFO & CS 2. Greneey Enterprise Pvt. Ltd 3. Ojas Selfcare Limited	1. Isoluxsolar Pvt. Ltd. 2. Monokrom Laser Pvt. Ltd.
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board.	NA	NA

## BOARDS' REPORT

To,  
The Members,

Your Directors are pleased to present the 29<sup>th</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statement for the Financial Year ended on 31<sup>st</sup> March, 2024.

### 1. **FINANCIAL RESULTS:**

The financial performance of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024 and for the previous financial year ended on 31<sup>st</sup> March, 2023 is given below:

Particulars	(Rs. In Lakhs)	
	Financial Year 2023-24	Financial Year 2022-23
Revenue from Operations	1298.91	965.54
Other Income	0.50	1.18
Total Revenue	1299.41	966.73
Total Expenses	1192.96	938.96
Profit / Loss before Depreciation, Exceptional and Extra Ordinary Items and Tax Expenses	244.24	157.39
Depreciation	137.79	129.63
Interest	-	-
Less: Exceptional and Extra Ordinary Items	-	-
Profit / Loss before Tax Expenses	106.45	27.76
Less: Current Tax	31.19	7.15
Deferred Tax	-	-
Prior period tax	-	0.42
Profit / Loss for the Period	75.26	20.19
Earnings Per Share (EPS)		
Basis	0.61	0.33
Diluted	0.61	0.33

### 2. **OPERATIONS:**

Total revenue from operations for the FY 2023 24 rose to Rs. 1299.41 Lakhs against Rs. 966.72 Lakhs during the previous FY 2022 23. The Company has incurred Profit before tax for the FY 2023 24 Rs. 106.45 Lakhs against Rs. 27.76 Lakhs during the previous FY 2022 23. The Net Profit after tax for the Financial Year was Rs. 75.26 Lakhs compared to Rs. 20.19 Lakhs during the previous FY 2022-23. The Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in the future period.

### 3. **CHANGE IN NATURE OF BUSINESS, IF ANY:**

During the Financial Year 2023-24, there was no change in nature of Business of the Company.

### 4. **WEBLINK OF ANNUAL RETURN:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at [www.shangarddecor.com](http://www.shangarddecor.com).

### 5. **SHARE CAPITAL:**

#### A. **AUTHORISED SHARE CAPITAL:**

The authorized share capital of the Company as on 31<sup>st</sup> March, 2024 is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 1,40,00,000 (One Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five Only) each.

## **B. PAID-UP SHARE CAPITAL:**

The paid-up share capital of the Company as on 31<sup>st</sup> March, 2024 is Rs. 6,12,02,000/- (Rupees six crores twelve lakhs two thousand only) divided into 1,22,40,400 (one crores twenty-two lakhs forty thousand four hundred) equity shares of Rs. 5/- (Rupees five only).

### **6. DIVIDEND:**

To conserve the resources for future prospect and growth of the Company, the Board of Directors do not recommend any dividend for the Financial Year 2023-24 (Previous year – NIL).

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

Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (“IEPF”). During the year under review, there was no unpaid or unclaimed dividend in the “Unpaid Dividend Account” lying for a period of seven years from the date of transfer of such unpaid dividend to the said account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund.

### **8. TRANSFER TO RESERVES:**

The Profit of the Company for the Financial Year ending on 31<sup>st</sup> March, 2024 is transferred to profit and loss account of the Company under Reserves and Surplus.

### **9. DISCLOSURES RELATING TO HOLDING, SUBSIDIARY, ASSOCIATE COMPANY AND JOINT VENTURES:**

The Company does not have any Holding / Subsidiary / Associate Company and Joint Venture.

### **10. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT:**

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report except the following:

1. The Board of Directors in their Board Meeting held on 03.09.2024 have approved the resolution for further issue of shares through Rights Issue.

### **11. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

No significant material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company’s operations in future.

### **12. BOARD MEETINGS:**

The Directors of the Company met at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Company’s policies and strategies apart from the Board Matters.

During the year under the review, the Board of Directors met 6 (Six) times. The details of Board Meetings and attendance therein are as under:

Sr. No	Date of the Board Meeting	Number of Directors entitled to attend	Number of Directors who attended
1	30.05.2023	5	5
2	12.08.2023	5	5
3	08.09.2023	5	3
4	19.10.2023	5	5
5	10.11.2023	5	3
6	14.02.2024	5	5

### **13. DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- a. In the preparation of the Annual Accounts, for the year ended on 31<sup>st</sup> March, 2024 the applicable accounting standards have been followed and there are no material departure from the same;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit of the company for the financial year ended on 31<sup>st</sup> March, 2024;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had 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 are operating effectively and;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **14. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company as the Company does not fall under the criteria limits mentioned in the said section of the Act.

### **15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The Company has not given any loans, guarantees, securities covered or investments made under the provisions of section 186 of the Companies Act, 2013.

### **16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

The Company has not entered into any related party transaction, as provided in Section 188 of the Companies Act, 2013, with the related party. Hence, Disclosure as required under Section 188 of the Companies Act, 2013 is not applicable to the Company.

### **17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook as per **Annexure - 1**.

### **18. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place adequate internal financial controls with reference to financial statement across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year, such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor's report.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

During the year, no reportable material weakness was observed.

**19. RESERVES & SURPLUS:**

Sr. No.	Particulars	Amount (In Lakhs)
1.	Balance at the beginning of the year	49.80
2.	Current Year's Profit	75.25
	<b>Total</b>	<b>125.05</b>

**20. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY:**

The Company has framed formal Risk Management framework for risk assessment and risk minimization for Indian operation which is periodically reviewed by the Board of Directors to ensure smooth operations and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measures and steps in place to minimize the same.

**21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, is not given as the Company has not taken any major step to conserve the energy etc. Further, there was no foreign exchange earnings and outgo during the financial year 2022-23.

	Foreign exchange earnings and outgo	F.Y. 2023-24	F.Y. 2022-23
a.	Foreign exchange earnings	Nil	Nil
b.	CIF value of imports	Nil	Nil
c.	Expenditure in foreign currency	Nil	Nil
d.	Value of Imported and indigenous Raw Materials, Spare-parts and Components Consumption	Nil	Nil

**22. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:**

The Remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice and is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Act is available on the website of the Company at [www.shangardecor.com](http://www.shangardecor.com).

**23. SECRETARIAL STANDARDS:**

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

**24. REPORTING OF FRAUDS BY THE AUDITORS:**

During the year under review, neither the Statutory nor the Secretarial Auditors has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

**25. STATE OF COMPANY'S AFFAIRS:**

Management Discussion and Analysis Report for the year under review, as stipulated in Regulation 34(2)(e) of SEBI Listing Regulations is given as a separate part of the Annual Report. It contains a detailed write up and explanation about the performance of the Company.



## **26. STATEMENT ON ANNUAL EVALUATION OF BOARD'S PERFORMANCE:**

The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors, pursuant to the provisions of the Act and SEBI Listing Regulations. The Board sought the feedback of Directors on various parameters including:

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board / Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Chairman of the Board had one-on-one meetings with each Independent Director and the Chairman of Nomination and Remuneration Committee had one-on-one meetings with each Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board / Committee processes.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole.

In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

a) For Non-Executive & Independent Directors:

- Knowledge
- Professional Conduct
- Comply Secretarial Standard issued by ICSI Duties
- Role and functions

b) For Executive Directors:

- Performance as leader
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set investment goal
- Professional conduct and integrity
- Sharing of information with Board.
- Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

## **27. MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:**

### **A. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

### **B. BUSINESS CONDUCT POLICY:**

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the policy. The objective of the policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

## **28. LOANS FROM DIRECTOR / RELATIVE OF DIRECTOR:**

During the year under review, the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial statement.

## **29. PARTICULARS OF EMPLOYEES:**

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the Employees of the Company has received remuneration above the limits specified in the Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the Financial Year 2023- 24.

## **30. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:**

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code 2016.

## **31. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:**

During the year under review, there has been no onetime settlement of Loans taken from Banks and Financial Institutions.

## **32. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Directors and Key Managerial Personnel of the Company as on 31.03.2024 are summarized below:

Sr. No.	Name	Designation	Board meeting Attendance
1.	Mr. Samirbhai Rasiklal Shah	Managing Director	6 / 6
2.	Mr. Saumil Shrenikbhai Shah	Non-Executive Director	6 / 6
3.	Mr. Moulin Samir Shah	Non-Executive Director	6 / 6
4.	Mr. Manish Shrichand Bachani *	Independent Director	2 / 2
5.	Ms. Chinu Kalal *	Independent Director	2 / 2
6.	Mr. Prasanna Pandya *	Independent Director	5 / 4

\* Mr. Manish Bachani was appointed as Independent Director w. e. f. 19.10.2023

\* Mr. Chinu Kalal was appointed as Independent Director w. e. f. 19.10.2032

\* Mr. Prasanna Pandya resigned from the Company w. e. f. 21.12.2023.

Ms. Gitika Mishra, Company Secretary and Compliance officer resigned from the Company w. e. f. 19<sup>th</sup> December, 2023.

### **33. DECLARATION BY INDEPENDENT DIRECTORS:**

Independent Directors of the Company have confirmed to the Board that they meet the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and are qualified to be Independent Director. They also confirmed that they meet the requirements of Independent Director as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The confirmations were noted by the Board.

### **34. CORPORATE GOVERNANCE:**

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, quarterly compliance report on requirement Corporate Governance is not applicable to the Company.

### **35. DEPOSITS:**

As per Section 73 of the Companies Act, 2013, the Company has neither accepted nor renewed any deposits during the financial year. Hence, the Company has not defaulted in repayment of deposits or payment of interest during the financial year.

### **36. FORMAL ANNUAL EVALUATION PROCESS BY BOARD:**

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Board has carried the evaluation of its own performance, performance of Individual Directors, Board Committees, including the Chairman of the Board on the basis of attendance, contribution towards development of the Business and various other criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

In a separate meeting of Independent Directors, the performances of Executive and Non - Executive Directors were evaluated in terms of their contribution towards the growth and development of the Company. The achievements of the targeted goals and the achievements of the expansion plans were too observed and evaluated, the outcome of which was satisfactory for all the Directors of the Company.

### **37. AUDITORS:**

#### **A. Statutory Auditor:**

M/s. S. D. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 137193W), were appointed as the Statutory Auditors of the Company from the conclusion of 24<sup>th</sup> Annual General Meeting held in the year 2019 till the conclusion of 29<sup>th</sup> Annual General Meeting of the Company. As their tenure is completing in ensuing AGM. The Board has proposed reappointment of M/s. S. D. Mehta & Co., as a statutory auditor of the company from the conclusion of 29<sup>th</sup> Annual General Meeting till the 34<sup>th</sup> annual general meeting to be held in year 2029.

The Auditor's report for the financial year ended on 31<sup>st</sup> March, 2024 has been issued with an unmodified opinion by the Statutory Auditors and the report is part of the Annual Report.

**B. Secretarial Auditor:**

The Board of Directors pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed Ms. Bhumika Ranpura, Proprietor of M/s. Bhumika Ranpura & Associates, Company Secretaries, Ahmedabad as a Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2023-24.

The Secretarial Audit Report for the Financial Year 2023-24 is annexed herewith as Annexure – 2 in Form MR-3. The Secretarial Audit Report contains the qualification which calls for explanation. The comments of the Board on the qualification are as under.

**C. Cost Auditor:**

Maintenance of cost records as specified under Companies Act, 2013 is not applicable to the Company.

**Comment On Secretarial Auditors' Report:**

The Secretarial Auditor of the Company has qualified the Secretarial Audit Report for the year 2023 24. The Comments of the Board are as under:

- 1) *Submission of Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depository and Participant) Regulations, 2018 for the quarter Ended on 30<sup>th</sup> June, 2023 was not submitted.*

The Company has not submitted the reports on time. However, the Company has made the compliance good now. The Board assures the due compliance from now onwards.

- 2) *Company has not appointed Internal Auditor during the FY 2023 24.*

The Company has appointed the internal auditor. However, the relevant disclosure for appointment of Internal Auditor and relevant E form MGT 14 has not been filed for the same. The Company will make the good compliance thereof.

- 3) *Installation of SDD Software as per SEBI (PIT) Regulations, 2015 during the year FY 2023 24.*

The Company has purchased and installed the SDD Software now. The Company makes regular relevant entries in the SDD Software.

- 4) *During the year under review, following forms were not filed by the Company on time:*

*E-form MGT-14 for (1) approval of financial statement, and (2) the Board's report for the Financial Year ended on 31<sup>st</sup> March, 2023 (3) for appointment of internal auditor and (4) secretarial auditor was not filed as per Section 179(3) of the Companies Act, 2013.*

The Company will make the good compliance now. The pending e forms will be filed now.

The Board had assigned the secretarial work the professional member. However, due to their failure to comply with the requirements, the Board has appointed new Professional member for looking after all the compliances.

### **38. DISCLOSURES:**

#### **A. Audit Committee:**

During the year under review, 4 meetings of members of the Audit Committee were held. The details of the Audit Committee are as tabulated below:

Sr. No	Date of the Audit Committee Meeting	Prasanna Pandya * Chairman	Manish Bachani * Chairman	Chinu Kalal * Member	Saumil Shah * Member	Maulin Shah Member
1	30.05.2023	Yes	-	-	Yes	Yes
2	12.08.2023	Yes	-	-	Yes	Yes
3	19.10.2023	Yes	Yes	Yes	-	Yes
4	14.02.2024	-	Yes	Yes	-	Yes

\* Mr. Prasanna Pandya resigned from the Audit Committee w. e . f. 19.10.2023.

\* Mr. Manish Bachani was appointed as Chairman w.e.f. 19.10.2023.

\* Mr. Chinu Kalal was appointed as Member w.e.f. 19.10.2023.

\* Mr. Saumil Shah resigned from the Committee w.e.f. 19.10.2023.

#### **B. Nomination and Remuneration Committee:**

During the year under review, 4 meetings of members of the Nomination and Remuneration Committee were held. The details of the Nomination and Remuneration Committee are as tabulated below:

Sr. No	Date of the Nomination and Remuneration Committee Meeting	Prasanna Pandya * Chairman	Manish Bachani * Member	Chinu Kalal * Chairman	Saumil Shah * Member	Maulin Shah Member
1	30.05.2023	Yes	-	-	Yes	Yes
2	12.08.2023	Yes	-	-	Yes	Yes
3	19.10.2023	Yes	Yes	Yes	-	Yes
4	14.02.2024	-	Yes	Yes	-	Yes

\* Mr. Prasanna Pandya resigned from the NRC Committee w. e . f. 19.10.2023.

\* Mr. Manish Bachani was appointed as Member w. e . f. 19.10.2023.

\* Mr. Chinu Kalal was appointed as Chairman w.e.f. 19.10.2023.

\* Mr. Saumil Shah resigned from the Committee w.e.f. 19.10.2023.

#### **C. Stakeholders Relationship Committee:**

During the year under review, 2 meetings of members of the Stakeholders Relationship Committee were held. The details of the Stakeholders Relationship Committee are as tabulated below:

Sr. No	Date of the Stakeholders Relationship Committee Meeting	Maulin Shah Chairman	Samir Shah Member	Manish Bachani Member	Prasanna Pandya Member
1	12.08.2023	Yes	Yes	-	Yes
2	14.02.2024	Yes	Yes	Yes	-

\* Mr. Prasanna Pandya resigned from the Committee w.e.f. 19.10.2023

\* Mr. Manish Bachani was appointed as Member of the committee w.e.f. 19.10.2023

### **39. 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 as confirmed by the Internal Complaints Committee as constituted by the Company.

**40. INDUSTRIAL RELATIONS:**

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

**41. MAINTENANCE OF COST RECORDS:**

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

**42. ACKNOWLEDGEMENTS:**

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

Registered Office:  
4 Sharad Flats,  
Opp. Dharnidhar Temple  
Ahmedabad - 380007

Place: Ahmedabad  
Date: 03.09.2024

Sd/-  
Samirbhai Shah  
Managing Director  
DIN: 00787630

By the Order of the Board of  
Shangar Decor Limited

Sd/-  
Saumil Shah  
Non-Executive Director  
DIN: 01601299

## Annexure - 1

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### A. Overview of the Indian Economy:

The Indian economy has fully is growing as ever before, the GDP growth in FY 2023-24 stands at 8.2%. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilization in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalization of the tariff structure and digitization of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Khari sowing helped the agriculture sector gain momentum.

India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

#### B. Outlook:

In the last decade, India has been one of the fastest-growing economies, with annual growth rate averaging 6-7%. The increase in GDP can be attributed to a variety of reasons, including favorable demographics, influx of investment capital and technological efficiency and productivity gains.

#### C. Industry structure and development:

The growth of Company's Services is based on the push-and-pull effects of Demand and Supply determinants like the economic trends in India & Outside, growth of infrastructure. It always remains key area of the Company to provide innovative Service in design and finishing to the customers without compromising with quality. Today, per head income in India is increased which converted into purchasing power of a person. However, looking to the stability of Central Government, clear vision and mission of Government to provide Stable income to every family at possible level etc. the growth rate of this industry is expected around 7 to 8% in coming year. The population in India has the youngest persons in the world. The mixture of newness and economic productivity is result into investments in interior as well as exterior decoration. In India urbanization is the big matter which may generate more demand for Decoration Services and will result into increase in demand of associated products. The growth rate of this industry in the country is expected to increase with the people's preferences now leaning towards a safer, cleaner and more secure environment.

#### D. Opportunities and Threats:

##### Opportunities:

- **Good Brand Image:** Company has a good brand image and quality Services in the Indian market.
- **Wide Service range:** Company has very wide service coverage for social and cultural events.
- **Superiority over its competitors:** Company remains eager in providing latest designs and Service to its customers.
- **Online Services:** Company provides Online Services to its Customer. The company will take effective steps to take benefit of this opportunity.

- **Expand Market Network:** The Company continues to expand its marketing networks by appointing Consignment Agent, branches, distributors, dealers etc. in various states in all over the country.

#### **Threats:**

- **High Competition Era:** The Decor Industry has entered into the orbit of the high competition. The market fights are set to intensify with unstoppable capacity build up. The Competition from both unorganized and other organized players, leading to difficulties in improving market share.
- **Manpower:** The one of the common problems emerged for finding talent with competence or even skilled man power for Decor industries irrespective of the company Brand or Size.
- **Under cutting of price:** Due to high competitions in market, the competitors are doing price cutting of Services to compete or keep their existence in markets which is ultimate big problems for the industries.
- **New Entrance:** More and more new organized players are entering into market which will increase competition in organized sector also.

#### **E. Segment-wise or Product-wise performance:**

The Company is primarily engaged in single segment i.e. Decoration and Event Management.

The Turnover of the Company for the Financial Year 2023-24 is Rs. 1299.41 Lakhs.

#### **F. Future Outlook:**

The Company's outlook for the year 2024-25 is to add more services in the service range as per requirement in the market.

#### **G. Risks and concerns:**

Our growth is directly or indirectly, linked with infrastructure development and real estate industry. Any ups and downs in these industry space impacts the growth. Increasing competition may lead to dilution of market share. Operational disruption owing to several factors like pandemic or breakdown may lead to decline in production. Untimely recovery of payment from customers may impact the working capital of the Company.

#### **H. Internal control system and their adequacy:**

The Company has an independent Internal Audit function with a well-established risk management framework. The scope and authority of the Internal Audit function are derived from the Internal Audit Charter approved by the Audit Committee. The Company has engaged a reputable external firm to support the Internal Audit function for carrying out the Internal Audit reviews.

The Audit Committee meets every quarter to review and discuss the various Internal Audit reports and follow up on action plans of past significant audit issues and compliance with the audit plan. The Chairperson of the Audit Committee has periodic one-on-one meetings with the Chief Internal Auditor to discuss any key concerns.

Additionally, the following measures are taken to ensure proper control:

- Budgets are prepared for all the operational levels.
- Any material variance from budget has to be approved by the Commercial director.
- Any major policy change is approved by the managing director.
- Any deficiency in not achieving target is reviewed at management meetings.



### **I. Discussion on financial performance with respect to operational performance**

The financial performance of the Company for the Financial Year 2023-24 is described in the report of the Board of Directors' of the Company.

### **J. Material developments in Human Resources/Industrial Relations front, including number of people employed**

The cordial employer - employee relationship also continued during the year under the review. The Company has continued to give special attention to human resources.

### **K. Caution Statement:**

Statements made in the Management Discussion and Analysis describing the various parts may be "forward looking statement" within the meaning of applicable securities laws and regulations. The actual results may differ from those expectations depending upon the economic conditions, changes in Govt. Regulations and amendments in tax laws and other internal and external factors.

Registered Office:  
4 Sharad Flats,  
Opp. Dharnidhar Temple  
Ahmedabad - 380007

By the Order of the Board of  
Shangar Decor Limited

Place: Ahmedabad  
Date: 03.09.2024

Sd/-  
Samirbhai Shah Managing  
Director  
DIN: 00787630

Sd/-  
Saumil Shah  
Director  
DIN: 01601299

**Annexure II to Board's Report**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

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

To,  
The Members of  
**Shangar Decor Limited**  
4 Sharad Flats,  
Opp-Dharnidhar Temple,  
Ahmedabad - 380 007

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shangar Decor Limited** (hereinafter called the "Company"). The 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 **Shangar Decor Limited'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 31<sup>st</sup> March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Shangar Decor Limited** ("the Company") for the Financial Year ended on 31<sup>st</sup> March, 2024, 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 thereunder;
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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period).
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (This clause is not applicable to the Company during the Audit Period).
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021; (This clause is not applicable to the Company during the Audit Period).

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (This clause is not applicable to the Company during the Audit Period).
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (This clause is not applicable to the Company during the Audit Period).
- g. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (This clause is not applicable to the Company during the Audit Period).
- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- j. Other laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; with respect to Board and General Meetings are yet to be specified under the Act by the Institute.
- (ii) The SEBI (LODR) Regulations, 2015 entered by the Company with BSE.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except:

1. *Submission of Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depository and Participant) Regulations, 2018 for the quarter Ended on 30<sup>th</sup> June, 2023 was not submitted.*
2. *Company has not appointed Internal Auditor during the FY 2023 24.*
3. *Installation of SDD Software as per SEBI (PIT) Regulations, 2015 during the year FY 2023 24.*
4. *During the year under review, following forms were not filed by the Company on time:  
E-form MGT-14 for (1) approval of financial statement, and (2) the Board's report for the Financial Year ended on 31<sup>st</sup> March, 2023 (3) for appointment of internal auditor and (4) secretarial auditor was not filed as per Section 179(3) of the Companies Act, 2013.*

*Note: I could not verify the Disclosure under Regulation 31(4) of Securities and Exchange Board India (Substantial Acquisition of Shares & Takeovers) Regulation, 2011 was not made.*

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as at the end of the year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**For Bhumika Ranpura & Associates**

**Practicing Company Secretaries**

**SD/-**

**CS Bhumika Ranpura**

**Proprietor**

**Membership No. 56577**

**COP No. 22356**

**Place: Ahmadabad**

**Date: 04<sup>th</sup> September, 2024**

**UDIN: A056577F001129264**

Peer Review No.: 3823/2023

This report is to be read with our letter of even date which is annexed as Annexure - 1 and forms an integral part of this report.

Annexure to Secretarial Audit Report

To,

The Members

**Shangar Décor Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Bhumika Ranpura & Associates  
Practicing Company Secretaries**

**SD/-**

**CS Bhumika Ranpura**

**Proprietor**

**Membership No. 56577**

**COP No. 22356**

**Place: Ahmadabad**

**Date: 04<sup>th</sup> September, 2024**

**UDIN: A056577F001129264**

---

## Independent Auditors' Report

---

To the Members of,  
**Shangar Decor Limited**

### 1. **Opinion**

We have audited the accompanying Ind-AS financial statements of **Shangar Decor Limited (the "Company")** which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (Including Other Comprehensive Income), the statement of changes in equity, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis of Opinion**

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

#### **Key Audit Matters**

Key Audit matters ('KAM') 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.

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

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

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

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

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

## **2. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in the section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors are also responsible for overseeing the financial reporting process of each company.

### **3. Auditor's Responsibility for the audit of the Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 control 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 the 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the financial statements.

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 of the Company and such other entities included in the financial statements of which we are the independent auditors 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.

#### **4. Report on Other Legal and Regulatory Requirements**

- i. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section (11) of section 143 of the Companies Act, 2013 we give in the "**Annexure-A**" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- ii. As required by section 143(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the afore said financial statements;
  - b. In our opinion proper books of account as required by law relating to preparation of the afore said financial statements have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss including other comprehensive Income, Statement of changes in equity and Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.
  - e. On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

i. The company does not have any pending litigations which would impact its financial position.

ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The respective Managements of the Company, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

V. In Our Opinion and according to the information and explanation given to us, the company has not declare any dividend.

VI. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which did has a feature of recording audit trail facility enabled and the same was operated throughout the year for all relevant transactions recorded in the software.

For, **S. D. Mehta & Co.**  
Chartered Accountants  
(Registration No. 137193W)

Date: 30<sup>th</sup> May, 2024  
Place: Ahmedabad  
UDIN: 24032891BKAFZS6995

**Shaishav Mehta**  
Partner  
M.No.: 032891

---

**Annexure-A to Independent Auditors' Report**

Referred to in Paragraph 4(i) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

---

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

1. **In respect of Property, Plant and Equipment and Intangible Assets:**
  - a. The Company is maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipment.  
The company does not have any intangible assets. Accordingly, reporting under clause (1)(b) of the Order is not applicable.
  - b. The Property, Plant and Equipment were physically verified by the management at regular intervals and in our opinion is reasonable having regard to the size of Company and the nature of its assets. Pursuant to the verification a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
  - d. The company has not revalued its Property, Plant and Equipment during the year. The company does not have any intangible assets.
  - e. The company doesn't have any proceedings initiated or are pending against for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there.
2.
  - a. Inventories have been physically verified by the management at reasonably regular intervals during the year.
  - b. In my opinion and according to the information and explanation given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. The Company has maintained proper records of inventories. As explained to me, there were no material discrepancies noticed on physical verification of inventory as compared to the book of accounts.
  - d. The para of having working capital limit sanctioned in excess of Rs.5 crores is not applicable to the company as the company does not have any sanctioned working capital limit.
3. The Company has neither made any investment nor granted any loans secured or unsecured to any companies, firms or other parties covered in the register required to be maintained under section 189 of the Companies Act, 2013.
4. The Company has complied with the provisions of section 185 and section 186 of the Companies Act 2013 in respect of the loans granted, investments made and guarantees and securities provided, as applicable.
5. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
6. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

**7. In respect of Statutory Dues:**

- a. In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable are as under:.

<b>Name of Statute</b>	<b>Nature of dues</b>	<b>Amount (Rs.)</b>	<b>Accounting Period to which the amount relates</b>	<b>Demand Raised By</b>
Income Tax Act, 1961	Income Tax	21,10,110/-	2018-19	CPC, Income tax Department
Income Tax Act, 1961	Income Tax	32,89,230/-	2019-20	CPC, Income tax Department
Income Tax Act, 1961	Income Tax	13,19,670/-	2020-21	Assessing Officer, Income tax Department

- b. According to the information and explanation given to us, there were no dues of Goods and services tax, sales tax, Income tax and Cess which have not been deposited on account of any dispute.
8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9.
- a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable
- 10.
- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 11.
- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
  - c. We have taken into consideration the whistle blower complaints received by the Company during the year, while determining the nature, timing and extent of our audit procedures.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. The company has not provided internal audit report for the year and as such we are not able to give opinion on the internal audit system.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. And hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16.
- a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
  - b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20.
- a. In our opinion, as per section 135 of the Act, no amount was required to be spent by the Company on Corporate Social Responsibility (CSR) related activities during the year. Accordingly, reporting under clause (xx) of the Order is not applicable to the Company.

For, **S. D. Mehta & Co.**  
Chartered Accountants  
(Registration No. 137193W)

Date: 30<sup>th</sup> May, 2024  
Place: Ahmedabad  
UDIN: 24032891BKAFZS6995

**Shaishav Mehta**  
Partner  
M.No.: 032891

---

## **Annexure-B to Independent Auditors' Report**

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

---

We have audited the internal financial controls over financial reporting of **Shangar Decor Limited** ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures



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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

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

For, **S. D. Mehta & Co.**  
Chartered Accountants  
(Registration No. 137193W)

Date: 30<sup>th</sup> May, 2024  
Place: Ahmedabad  
UDIN: 24032891BKAFZS6995

**Shaishav Mehta**  
Partner  
M.No.: 032891

**Shangar Decor Limited**

CIN: L36998GJ1995PLC028139

Registered office: 4, Sharad Appartment, Opp. Dharnidhar Derasar, Paldi, Ahmedabad - 380009

Standalone Balance Sheet as at 31-03-2024

in Lakhs

Particulars	Note No	As at 31 March 2024	As at 31 March 2023
<b>ASSETS</b>			
Property, Plant and Equipment	4	1,250.03	1,178.51
Capital work-in-progress		-	-
Investment Property		-	-
Goodwill		-	-
Other Intangible assets		-	-
Intangible assets under development		-	-
Financial Assets			
Investments	5	3.12	2.12
Trade receivables		-	-
Loans		-	-
Other financial assets		-	-
Deferred tax assets net		-	-
Other non-current assets		-	-
<b>Total Non-current Assets</b>		<b>1,253.15</b>	<b>1,180.63</b>
<b>Current assets</b>			
Inventories	6	208.92	261.28
Financial Assets			
Investments		-	-
Trade receivables	7	985.27	670.98
Cash and cash equivalents	8	186.32	24.08
Bank balances		-	-
Loans	9	36.46	33.20
Other financial assets		-	-
Other current assets	10	117.16	109.00
<b>Total Current Assets</b>		<b>1,534.13</b>	<b>1,098.54</b>
<b>Total Assets</b>		<b>2,787.28</b>	<b>2,279.17</b>
<b>EQUITY and LIABILITIES</b>			
Equity Share Capital	11	612.02	612.02
Other Equity	12	125.05	49.80
<b>Total Equity</b>		<b>737.07</b>	<b>661.82</b>
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	13	847.49	981.08
Lease liabilities		-	-
Trade Payables		-	-
total outstanding dues of micro enterprises and small enterprises		-	-
total outstanding dues of others		-	-
Other financial liabilities		-	-
Provisions		-	-
Deferred tax liabilities net		14.50	14.50
Other non-current liabilities		-	-
<b>Total Non-current liabilities</b>		<b>861.99</b>	<b>995.58</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings		-	-
Lease liabilities		-	-
Trade Payables	14	-	-
total outstanding dues of micro enterprises and small enterprises		-	-
total outstanding dues of others		1,083.40	610.54
Other financial liabilities		-	-
Other current liabilities	15	78.38	8.76
Provisions	16	26.44	2.47
Current Tax Liabilities (Net)		-	-
<b>Total Current liabilities</b>		<b>1,188.22</b>	<b>621.77</b>
<b>Total liabilities</b>		<b>2,050.21</b>	<b>1,617.35</b>
<b>Total Equity and Liabilities</b>		<b>2,787.28</b>	<b>2,279.17</b>

For & on Behalf of  
**S. D. Mehta & Co.**  
Chartered Accountants  
FRN: 137193W

**Shaishav D. Mehta**  
Partner 32891  
UDIN: 24032891BKAFZS6995  
Place: Ahmedabad  
Date: 30/05/2024

For and on behalf of Board of Directors,  
Shangar Decor Limited (CIN: L36998GJ1995PLC028139)  
**Samir R Shah**  
Managing Director 00787630

Place: Ahmedabad  
Date: 30/05/2024

**Saumil S Shah**  
CFO & Executive Director 01601299

**Shangar Decor Limited**

CIN: L36998GJ1995PLC028139

Registered office: 4, Sharad Appartment, Opp. Dharnidhar Derasar, Paldi, Ahmedabad - 380009

Standalone Profit &amp; Loss for the period ended on 31-03-2024

` in Lakhs

Particulars	Note No	For Year ended	For Year ended
		31 March 2024	31 March 2023
<b>Income</b>			
Revenue From Operations	17	1,298.91	965.54
Other Income	18	0.50	1.18
<b>Total Income</b>		<b>1,299.41</b>	<b>966.72</b>
<b>Expenses</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	19	532.67	315.68
Changes in inventories of finished goods, Stock in Trade and work in progress	20	52.36	55.74
Employee benefits expense	21	28.24	27.61
Finance costs	22	4.67	5.54
Depreciation and amortization expense	23	133.12	124.09
Other expenses	24	441.90	410.30
<b>Total Expenses</b>		<b>1,192.96</b>	<b>938.96</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>106.45</b>	<b>27.76</b>
Exceptional Items		-	-
<b>Profit/(loss) before tax</b>		<b>106.45</b>	<b>27.76</b>
<b>Tax expense</b>			
Current tax		31.19	7.15
Deferred tax		-	-
Prior period tax		-	0.42
<b>Total Tax expense</b>		<b>31.19</b>	<b>7.57</b>
<b>Profit/(loss) after tax for the period</b>		<b>75.26</b>	<b>20.19</b>
<b>Other Comprehensive Income</b>			
OCI that will not be reclassified to P&L		-	-
OCI Income tax of items that will not be reclassified to P&L		-	-
OCI that will be reclassified to P&L		-	-
OCI Income tax of items that will be reclassified to P&L		-	-
<b>Total Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the period</b>		<b>75.26</b>	<b>20.19</b>
<b>Earnings per equity share</b>			
Basic	25	0.61	0.33
Diluted		0.61	0.33

For & on Behalf of  
**S. D. Mehta & Co.**  
Chartered Accountants  
FRN: 137193W

Shaishav D. Mehta  
Partner 32891  
UDIN: 24032891BKAFZS6995  
Place: Ahmedabad  
Date: 30/05/2024

For and on behalf of Board of Directors,  
Shangar Decor Limited (CIN: L36998GJ1995PLC028139)

**Samir R Shah**  
Managing Director 00787630

Place: Ahmedabad  
Date: 30/05/2024

**Saumil S Shah**  
CFO & Executive Director 01601299

**Shangar Decor Limited**

CIN: L36998GJ1995PLC028139

Registered office: 4, Sharad Apartment, Opp. Dharnidhar Derasar, Paldi, Ahmedabad - 380009

**Statement of change in Equity for the year ended on 31-03-2024****A. Equity Share Capital****Current reporting period**

` in Lakhs

Particulars	Amount
As at 1 April 2023	612.02
Changes in Equity Share Capital due to Prior Period Errors	-
Restated Balance as at	612.02
Changes in Equity Share Capital during the year	-
<b>As at 31 March 2024</b>	<b>612.02</b>

**Previous reporting period**

` in Lakhs

Particulars	Amount
As at 1 April 2022	612.02
Changes in Equity Share Capital due to Prior Period Errors	-
Restated Balance as at	612.02
Changes in Equity Share Capital during the year	-
<b>As at 31 March 2023</b>	<b>612.02</b>

**B. Other Equity****Current reporting period**

` in Lakhs

Particulars	Reserves & Surplus	Total
	Retained Earnings	
<b>Balance as at 1 April 2023</b>	49.80	49.80
Changes in Accounting Policy or Prior Period Errors	-	-
Restated balance as at 1 April 2023	49.80	49.80
Add: Profit/(Loss) during the year	75.25	75.25
<b>Total Comprehensive Income/(Expense)</b>	<b>125.05</b>	<b>125.05</b>
<b>Balance as at 31 March 2024</b>	<b>125.05</b>	<b>125.05</b>

**Other Equity****Previous reporting period**

` in Lakhs

Particulars	Reserves & Surplus	Total
	Retained Earnings	
<b>Balance as at 1 April 2022</b>	29.61	29.61
Changes in Accounting Policy or Prior Period Errors	-	-
Restated balance as at 1 April 2022	29.61	29.61
Net profit/(loss) during the year	20.20	20.20
<b>Total Comprehensive Income/(Expense)</b>	<b>49.80</b>	<b>49.80</b>
<b>Balance as at 31 March 2024</b>	<b>49.80</b>	<b>49.80</b>

For & on Behalf of  
S. D. Mehta & Co.  
Chartered Accountants  
FRN: 137193W

Shaishav D. Mehta  
Partner 32891  
UDIN: 24032891BKAFZS6995  
Place: Ahmedabad  
Date: 30/05/2024

For and on behalf of Board of Directors,  
Shangar Decor Limited (CIN: L36998GJ1995PLC028139)

**Samir R Shah**  
Managing Director 00787630

**Saumil S Shah**  
CFO & Executive Director 01601299

Place: Ahmedabad  
Date: 30/05/2024

**Shangar Decor Limited**

CIN: L36998GJ1995PLC028139

Registered office: 4, Sharad Apartment, Opp. Dharnidhar Derasar, Paldi, Ahmedabad - 380009

Standalone Cash Flow Statement for the period ended on 31-03-2024

in Lakhs

Particulars	Note No	For Year ended 31 March 2024	For Year ended 31 March 2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit for the year		75.25	20.20
<b>Adjustments for:</b>			
Depreciation and amortisation		133.12	124.10
(Gain)/Loss on disposal of property, plant and equipment		-	-
(Gain)/Loss on disposal of Investments		-	-
(Gain)/Loss on investments measured at fair value through profit and loss		-	-
Provision for Income tax		31.19	-
Non cash expenses 1		-	4.05
Non cash expenses 2		-	-
Bad debts, provision for trade receivables and advances, net		-	-
Finance Cost		4.67	-
Interest Income		-0.38	-
Dividend Income		-0.12	-
Unrealised (gain) / loss		-	-
<b>Operating profit before working capital changes</b>		<b>243.73</b>	<b>148.35</b>
<b>Adjustment for (increase) / decrease in operating assets</b>			
Trade receivables		-314.29	-52.35
Unbilled revenue		-	-
Loans & Advances		-3.26	-6.04
Other financial assets		-	-
Inventories		52.36	55.74
Other assets		-8.16	1.02
Other assets1		-	-
<b>Adjustment for (Increase) / decrease in operating liabilities</b>			
Trade payables		472.86	-97.72
Employee benefit obligation		-	-
Other financial liabilities		-	-
Other Liabilities		69.62	2.72
Provisions		23.97	-8.02
Other Liabilities 1		-	-
<b>Cash generated from operations</b>		<b>536.83</b>	<b>43.70</b>
Income tax paid (net)		-31.19	-
<b>Net cash generated by operating activities</b>		<b>505.64</b>	<b>43.70</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Bank deposits placed		-	-
Inter-corporate deposits placed		-	-
Purchase of investments carried at fair value through profit and loss		-	-
Purchase of investments carried at fair value through OCI		-	-
Purchase of investments carried at amortised cost		-	-
Payments to acquire financial assets		-	-
Purchase of property, plant and equipment		-204.65	-378.18
Right of Use Asset		-	-
Purchase of intangible assets		-	-
Purchase of Biological Assets other than bearer plants		-	-
Purchase of other Investment		-1.00	-
Ear marked deposits placed with banks		-	-
Bank deposits matured		-	-
Inter-corporate deposits matured		-	-
Proceeds from sale of investments carried at fair value through profit and loss		-	-
Proceeds from sale of investments carried at fair value through OCI		-	-
Proceeds from sale of investments carried at amortised cost		-	-
Proceeds from sale of financial assets		-	-
Proceeds from disposal of property, plant and equipment		-	-
Proceeds from disposal of intangible assets		-	-
Proceeds from ear marked deposits with banks		-	-
Proceeds from sale of other Investment		-	-

Loan and Advances(net)	-	-
Change in other non current assets	-	-
Dividend received	0.12	-
Interest received	0.38	-
<b>Net cash (used in) / generated by investing activities</b>	<b>-205.15</b>	<b>-378.18</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of lease liabilities	-	-
Proceeds from short term borrowings	-	-
Repayment of shor term borrowings	-	-
Proceeds from long term borrowings	-133.59	332.74
Repayment of long term borrowings	-	-
Finance cost	-4.67	-
Dividend paid (including tax on dividend)	-	-
Issue of Equity Shares	-	-
Buyback of Equity Shares	-	-
Issue of Preference Shares	-	-
Redemption of Preference Shares	-	-
Other Equity	-	-
<b>Net cash used in financing activities</b>	<b>-138.26</b>	<b>332.74</b>
Net increase / (decrease) in cash and cash equivalents	162.23	-1.74
Cash and cash equivalents at the beginning of the year	24.08	25.82
Exchange gain loss on Cash and cash equivalents	-	-
<b>Cash and cash equivalents at the end of the year</b>	<b>186.31</b>	<b>24.08</b>

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Reconciliation of Cash and Cash Equivalents with Balance Sheet:		
Cash and cash equivalents includes		
Cash on hand	41.94	15.80
Balances with Banks	144.37	8.29

For & on Behalf of  
**S. D. Mehta & Co.**  
Chartered Accountants  
FRN: 137193W

For and on behalf of Board of Directors,  
Shangar Decor Limited (CIN: L36998GJ1995PLC028139)

**Samir R Shah**  
Managing Director 00787630

**Saumil S Shah**  
CFO & Executive Director 01601299

**Shaishav D. Mehta**  
Partner 32891  
UDIN: 24032891BKAFZS6995  
Place: Ahmedabad  
Date: 30/05/2024

Place: Ahmedabad  
Date: 30/05/2024

## Shangar Decor Limited

### Notes forming part of the Standalone Financial Statements

#### 1 COMPANY INFORMATION

Shangar Decor Ltd ("the Company") is a listed entity incorporated in India in the year 1995. The Registered office of the company is located at 4 Sharad Flats Opp-Dharnidhar temple, Ahmedabad, Gujarat, India, 380007. The Company is Primarily engaged in engaged in "décor related services that range from – Pre-wedding events, Theme wedding, Corporate events, Religious events, Property décor, Lights décor and Catering" operating services. The Shares of the company are listed in Bombay Stock Exchange.

#### 2 Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

#### 3 SIGNIFICANT ACCOUNTING POLICIES

##### a Basis of Preparation

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

##### b Use of estimates

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone 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.

The Company uses the following critical accounting estimates in preparation of its standalone financial statements

##### (i) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

##### (ii) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

##### (iii) Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

##### (iv) Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

**c Property, Plant and Equipment**

Property, plant and equipment (including furniture, fixtures, vehicles, etc.) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Freehold land is not depreciated.

Capital work in progress is stated at cost, net of impairment loss, if any. Cost includes items directly attributable to the construction or acquisition of the item of property, plant and equipment, and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis at the straight line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II to the Act as provided below and except in respect of moulds and dies which are depreciated over their estimated useful life of 1 to 7 years, wherein, the life of the said assets has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. The useful lives for various property, plant and equipment are given below:

Type of Assets	Period
Buildings	3 - 30 Years
Plant and Equipment	2 - 15 Years
Furniture and Fixtures	3 - 10 Years
Vehicles	5 - 20 Years
Office equipment	2 - 20 Years
Computers	3 - 10 Years

**d Leases**

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

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

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



**e Impairment**

At the end of each reporting period, the Company assesses, whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cashgenerating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

the Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's cash generating unit (CGU).

If the recoverable amount of an asset (or cashgenerating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cashgenerating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cashgenerating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

**f Financial instruments**

A financial instrument is any contract that gives rise to asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

**Financial Assets**

**Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company commits to purchase or sell the asset.

**Classifications**

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value through other comprehensive income (FVOCI) or fair value through Profit and Loss Account (FVTPL) on the basis of either Company's business model for managing the financial assets or Contractual cash flow characteristics of the financial assets.

**Business model assessment**

The company makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

**Debt instruments at amortised cost**

A financial asset is measured at amortised cost only if both of the following conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.

- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

#### **Debt instrument at fair value through Other Comprehensive Income (FVOCI)**

Debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

#### **Debt instrument at fair value through profit and loss (FVTPL)**

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the company may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency referred to as 'accounting mismatch'.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

#### **Equity Instruments**

All equity instruments in scope of Ind AS 109 are measured at fair value and all changes in fair value are recorded in FVTPL. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI and fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL

#### **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

#### **Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and at FVOCI.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity revert to recognizing impairment loss allowance based on 12 month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

#### **Financial liabilities**

##### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

##### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

##### **Financial Liabilities measured at amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

##### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

##### **Financial guarantee contracts**

Financial guarantee contract issued by the Company is contracts that require a payment to be made to reimburse the holder for a loss it incurs because, the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109, and the transaction amount recognised less cumulative amortisation.

##### **Derecognition of financial liabilities**

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

##### **Reclassification of financial assets**

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **g Investments**

Investment property is a property held to earn rentals and capital appreciation. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured in accordance with Ind AS 16's requirements for cost model.

Investment properties 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 profit or loss in the period of derecognition.

#### **h Employee Benefits**

##### **(i) Post-employment benefit plans**

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

##### **(ii) Other employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

#### **i Revenue recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government).

Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional.

**j Employee benefits**

**Short term employee benefits**

Short-term employee benefits 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.

Accumulated compensated absences which are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are treated as short-term benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

**Defined contribution plans**

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The company has following defined contribution plans:

**(i) Provident fund**

The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognized as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

**Defined benefit plans**

The company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

The company has following defined benefit plans:

**Gratuity**

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary and contributes to the Gratuity Trust fund formed by the Company. The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Remeasurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

**Other long-term employee benefits**

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in profit or loss in the period in which they arise.

The company has following long term employment benefit plans:

**Leave Encashment**

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

#### **k Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- (ii) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- (i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- (ii) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

##### **Current and deferred tax for the year**

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

#### **l Foreign currency transactions**

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

#### **m Inventories**

Inventories comprising Raw materials, work-in-progress, stores and spares, loose tools, traded goods and finished goods are stated at the lower of cost and net realisable value. Costs of inventories are determined on a moving average.

Finished goods and work-in-progress include appropriate proportion of manufacturing overheads at normal capacity and where applicable, duty. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### **n Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

#### **o Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **p Earnings per share**

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

For & on Behalf of  
**S. D. Mehta & Co.**  
Chartered Accountants  
FRN: 137193W

For and on behalf of Board of Directors,  
**Shangar Decor Limited (CIN: L36998GJ1995PLC028139)**

**Shaishav D. Mehta**  
Partner 32891  
UDIN: 24032891BKAFZS6995

**Samir R Shah**  
Managing Director 00787630

**Saumil S Shah**  
CFO & Executive Director 01601299

Place: Ahmedabad  
Date: 30/05/2024

Place: Ahmedabad  
Date: 30/05/2024

Notes forming part of the Standalone Financial Statements

Property, Plant and Equipment

in Lakhs

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 1 April 2023	Addition	Deduction	As on 31 March 2024	As on 1 April 2023	for the year	Deduction	As on 31 March 2024	As on 31 March 2024	As on 31 March 2023
<b>(i) Property, Plant and Equipment</b>										
Air Conditioner	5.60	2.02	-	7.62	2.99	1.03	-	4.02	3.60	2.61
Computer	2.19	1.26	-	3.44	1.05	0.38	-	1.42	2.02	1.14
Decore Wooden	47.48	-	-	47.48	13.97	3.54	-	17.51	29.98	33.51
Decore Furniture@12%	45.30	12.52	-	57.82	8.14	5.26	-	13.41	44.41	37.16
Decore Furniture@18%	621.71	185.50	-	807.21	133.03	67.10	-	200.13	607.08	488.68
Decore Furniture@28%	1.24	-	-	1.24	0.43	0.10	-	0.53	0.71	0.81
Decore Furniture@5%	342.17	1.70	-	343.87	80.46	28.11	-	108.57	235.30	261.70
Decore Steel & Dome	247.06	9.15	34.02	222.20	30.85	10.35	-	41.20	180.99	216.21
Electric Fittings	0.80	-	-	0.80	0.45	0.09	-	0.54	0.26	0.35
Electrical Goods	46.59	21.39	-	67.98	11.05	6.11	-	17.16	50.82	35.54
Godown Building	44.26	-	-	44.26	5.56	1.88	-	7.45	36.81	38.70
Innova Car	0.46	-	-	0.46	0.16	0.04	-	0.20	0.26	0.30
Mobile Telephone	3.71	-	-	3.71	2.05	0.42	-	2.47	1.24	1.65
Mobile Telephone@28%	0.09	-	-	0.09	0.03	0.01	-	0.04	0.05	0.06
Motor Car Skoda Superb	1.31	-	-	1.31	0.92	0.12	-	1.04	0.27	0.39
Motor Car SX4	0.57	-	-	0.57	0.40	0.05	-	0.46	0.12	0.17
Office Building	0.35	-	-	0.35	0.28	0.00	-	0.29	0.06	0.07
Office Furniture	0.16	-	-	0.16	0.10	0.02	-	0.12	0.04	0.06
Pagoda Structure	35.04	-	-	35.04	16.78	0.89	-	17.67	17.37	18.26
Maruti Eco	2.67	-	-	2.67	0.92	0.22	-	1.14	1.53	1.75
Weight Machine	0.09	-	-	0.09	0.05	0.01	-	0.06	0.03	0.03
Vehicles	1.02	-	-	1.02	0.35	0.08	-	0.44	0.59	0.67
Vessels@18%	6.32	3.81	-	10.13	1.09	0.58	-	1.67	8.46	5.23
Gowdown Building-28%	0.33	-	-	0.33	0.04	0.01	-	0.05	0.28	0.30
Washing Machine	0.89	-	-	0.89	0.58	0.08	-	0.66	0.23	0.31
Sewing Machine	0.39	-	-	0.39	0.25	0.03	-	0.29	0.10	0.14
CCTV	0.54	-	-	0.54	0.13	0.05	-	0.18	0.35	0.41
Vessels	24.32	0.18	-	24.49	7.17	1.75	-	8.92	15.57	17.14
Tata Harrier Motor Car	20.64	-	-	20.64	5.49	4.73	-	10.22	10.42	15.15
Apple I Phone 15 Plus	-	0.78	-	0.78	-	0.04	-	0.04	0.74	-
Hisense Panels LED	-	0.35	-	0.35	-	0.03	-	0.03	0.32	-
<b>Total</b>	<b>1,503.31</b>	<b>238.67</b>	<b>34.02</b>	<b>1,707.96</b>	<b>324.80</b>	<b>133.12</b>	<b>-</b>	<b>457.92</b>	<b>1,250.04</b>	<b>1,178.51</b>
<b>Previous Year</b>	<b>1,125.12</b>	<b>378.18</b>	<b>-</b>	<b>1,503.31</b>	<b>200.71</b>	<b>124.10</b>	<b>-</b>	<b>324.80</b>	<b>1,178.51</b>	<b>924.42</b>



## Shangar Decor Limited

### Notes forming part of the Standalone Financial Statements

#### 5 Investments - non current

₹ in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
Investment in others at cost Unquoted	3.12	2.12
<b>Total</b>	<b>3.12</b>	<b>2.12</b>

#### 5.1 Details of Investments

Name of Entity	Amount	Current Year	Amount	Previous Year
Ahmedabad Co. Op. Bank Shares	1,87,500	1.875	1,87,500	1.88
The United Co. Op. Bank Shares	1,25,000	1.25	25,000	0.25

#### 6 Inventories

₹ in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
Stock-in-trade	208.92	261.28
<b>Total</b>	<b>208.92</b>	<b>261.28</b>

#### 7 Trade receivables - current

₹ in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good	985.27	670.98
<b>Total</b>	<b>985.27</b>	<b>670.98</b>

#### Trade Receivables Ageing schedule

₹ in Lakhs

Particulars	Undue	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	
<b>Undisputed Trade receivables</b>							
-considered good	-	475.77	13.19	6.04	132.61	357.66	985.27
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
<b>Disputed Trade receivables</b>							
-considered good	-	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	-	475.77	13.19	6.04	132.61	357.66	985.27
Unbilled - considered good							-
Unbilled - which have significant increase in credit risk							-
Unbilled - credit impaired							-
Provision for doubtful debts							-
<b>Total</b>							<b>985.27</b>

#### For Previous Year

₹ in Lakhs

Particulars	Undue	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	
<b>Undisputed Trade receivables</b>							
-considered good	-	101.70	75.52	65.64	0.39	427.73	670.98
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
<b>Disputed Trade receivables</b>							
-considered good	-	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
<b>Sub Total</b>	-	101.70	75.52	65.64	0.39	427.73	670.98
Unbilled - considered good							-
Unbilled - which have significant increase in credit risk							-
Unbilled - credit impaired							-
Provision for doubtful debts							-
<b>Total</b>							<b>670.98</b>

### 8 Cash and cash equivalents

in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
Balances with Banks	144.38	8.29
Cash on hand	41.94	15.79
<b>Total</b>	<b>186.32</b>	<b>24.08</b>

### 9 Loans - current financial assets

in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
Unsecured, considered good	36.46	33.20
<b>Total</b>	<b>36.46</b>	<b>33.20</b>

### 10 Other current assets

in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
Balances with government authorities	28.54	35.02
Prepaid expenses	-	1.09
Deposits	88.62	72.89
<b>Total</b>	<b>117.16</b>	<b>109.00</b>

Balance with government authorities includes the TDS Receivables

### 11 Equity Share Capital

in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
<b>Authorised Share Capital</b> 14000000 (PY - 14000000) Equity Shares of Rs. 5 each	700.00	1,400.00
<b>Issued, subscribed &amp; fully paid up</b> 12240400 (PY - 6120200) Equity Shares of Rs. 5 each	612.02	612.02
<b>Total</b>	<b>612.02</b>	<b>612.02</b>

#### Reconciliation of Share Capital

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of Shares	Amount	Number of Shares	Amount
Opening Balance	1,22,40,400	612.02	1,22,40,400	612.02
Changes due to prior period error	-	-	-	-
Issued during the year	-	-	-	-
Adjustment	-	-	-	-
Deletion	-	-	-	-
<b>Closing balance</b>	<b>1,22,40,400</b>	<b>612.02</b>	<b>1,22,40,400</b>	<b>612.02</b>

#### Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### Equity Share holder holding more than 5%

Name of Share Holder	As at 31 March 2024		As at 31 March 2023	
	No of Shares	% of Shareholding	No of Shares	% of Shareholding
Parul Samir Shah	8,25,200	6.74%	8,25,200	6.74%
Vipul Shah	11,45,000	9.35%	11,45,000	9.35%

**Shares held by promoters at the end of the year**

Name of Promotor	Class of Shares Equity/Preference	No. of Shares	% of total shares	% Change during the year
Samir Rasiklal Shah	Equity	1,93,988	1.58%	0.00%
Saumil Shrenik Shah	Equity	5,70,000	4.66%	0.00%
Parul Samir Shah	Equity	8,25,200	6.74%	0.00%
Vipul Shah	Equity	11,45,000	9.35%	0.00%
Himani Shah	Equity	25,200	0.21%	0.00%
Moulin Shah	Equity	25,200	0.21%	0.00%
Sahil Shah	Equity	25,200	0.21%	0.00%

**Previous Year**

Name of Promotor	Class of Shares Equity/Preference	No of Shares	% of total shares	% Change during the year
Samir Rasiklal Shah	Equity	1,93,988	1.58%	0.00%
Saumil Shrenik Shah	Equity	5,70,000	4.66%	0.00%
Parul Samir Shah	Equity	8,25,200	6.74%	0.00%
Vipul Shah	Equity	11,45,000	9.35%	0.00%
Himani Shah	Equity	25,200	0.21%	0.00%
Moulin Shah	Equity	25,200	0.21%	0.00%
Sahil Shah	Equity	25,200	0.21%	0.00%

**12 Other Equity**

` in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
<b>Retained earnings</b>		
Others	49.79	29.62
Profit/(Loss) for the period	75.26	20.18
<b>Other items of OCI</b>		
Other comprehensive Income for the period	-	-
<b>Total</b>	<b>125.05</b>	<b>49.80</b>

**Movement of Other Equity**

` in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
<b>Retained Earnings</b>		
Balance at the beginning of the year	49.80	29.61
Add: Profit/(Loss) during the year	75.25	20.20
<b>Less: Appropriation</b>		
Balance at the end of the year	<b>125.05</b>	<b>49.80</b>
<b>Total</b>	<b>125.05</b>	<b>49.80</b>

**13 Borrowings - non current financial liabilities**

` in Lakhs

Particulars	As at	As at
	31 March 2024	31 March 2023
Secured Term loans from Bank	38.73	42.37
Unsecured Other loans	808.76	938.71
<b>Total</b>	<b>847.49</b>	<b>981.08</b>

**Terms of Repayment**

Sr No	Name of Lender	Amount	Details	Security
1	The United Co. Op. Bank	50.00	Interest Rate: 11% Tenure: 120 months Installment Amount - 68875.01	Secured on office building at 4, Sharad Flat (Shardul Co. Op. Hsg. Soc. Ltd), Opp. Dharnidhar Derasar, Vikasgruh Road, Paldi, Ahmedabad - 380007

14 Trade Payables - current

in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Total outstanding dues of Creditor of other than Micro Enterprise and small enterprise</b>		
Others	1,066.40	593.54
Advance from customers	17.00	17.00
<b>Total</b>	<b>1,083.40</b>	<b>610.54</b>

Trade Payables ageing schedule (Current Year)

in Lakhs

Particulars	Unbilled	Undue	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	-	-	638.36	14.48	49.25	364.31	1,066.39
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
<b>Total</b>							<b>1,066.39</b>
MSME - Undue							-
Others - Undue							17.00
<b>Total</b>							<b>1,083.39</b>

Trade Payables ageing schedule (Previous Year)

in Lakhs

Particulars	Unbilled	Undue	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	-	-	-	-	-	-	-
Others	-	-	193.75	19.76	3.51	376.52	593.54
Disputed dues- MSME	-	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-	-
<b>Total</b>							<b>593.54</b>
MSME - Undue							-
Others - Undue							17.00
<b>Total</b>							<b>610.54</b>

15 Other current liabilities

in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Statutory dues payable</b>		
EPS Payable	0.01	0.17
ESIC Payable	-	0.05
GST Payable	70.96	-
PF Payable	0.02	0.23
PT Payable	0.01	-
TDS Payable	6.80	8.31
Dividend Payable	0.58	-
<b>Total</b>	<b>78.38</b>	<b>8.76</b>

16 Provisions - current

in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Provision for others</b>		
Income Tax Provision	26.44	1.46
Provision for Expenses	-	1.01
<b>Total</b>	<b>26.44</b>	<b>2.47</b>

**17 Revenue From Operations**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
<b>Sale of services</b>		
Sales	1,298.91	965.54
<b>Total</b>	<b>1,298.91</b>	<b>965.54</b>

**18 Other Income**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Interest income	0.38	1.04
Dividend income	0.12	0.12
Kasar Vatav	-	0.02
<b>Total</b>	<b>0.50</b>	<b>1.18</b>

**19 Purchases of Stock-in-Trade**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Purchases	532.67	315.68
<b>Total</b>	<b>532.67</b>	<b>315.68</b>

**20 Changes in inventories of finished goods, Stock in Trade and work in progress**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
<b>Opening stock</b>		
Stock in trade	261.28	317.02
<b>Less: Closing Stock</b>		
Stock in trade	208.92	261.28
<b>Total</b>	<b>52.36</b>	<b>55.74</b>

**21 Employee benefits expense**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
<b>Salaries and wages</b>		
Others	6.61	6.00
Director Remuneration	19.45	19.40
House Rent Allowance	1.92	1.92
Contribution to provident and other fund	0.26	0.29
<b>Total</b>	<b>28.24</b>	<b>27.61</b>

**22 Finance costs**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Interest expenses	4.67	5.54
<b>Total</b>	<b>4.67</b>	<b>5.54</b>

**23 Depreciation and amortization expense**

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Depreciation on Property, Plant and Equipments	133.12	124.09
<b>Total</b>	<b>133.12</b>	<b>124.09</b>

## 24 Other expenses

in Lakhs

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
<b>Administrative expenses</b>		
Bad Debt	-	0.70
Cleaning Exp.	6.24	1.54
Computer Exp.	0.16	0.27
Consumable Exp.	3.03	0.77
Decoration Exp.	17.11	26.38
Design Exp.	0.13	0.04
Director's Seating Fees	0.36	-
Donation Expense	-	0.72
Electric Exp.	9.63	18.34
Freight Exp	0.67	0.01
GAS Fuel Exp.	5.81	13.20
General Construction of Services of other Civil	-	89.23
Gift Expense	6.25	-
Godown Building Maintainance & REPAIRS	0.53	1.31
Godown Rent Expense	24.18	22.27
GST EXPENSE	0.65	0.03
Insurance Exp.	3.26	1.69
INTEREST - PROFESSIONAL TAX	0.17	0.09
Interest on TDS	-	0.63
Labour Exps.	-	40.22
Legal, Professional and Consultancy Fees	5.01	2.59
Licence Fees	13.92	37.90
Listing Fees	6.52	8.00
Municipal Tax	3.60	12.92
Office Expenses	3.53	5.30
Other Administrative Expenses	1.64	3.27
Penalty Tds	1.79	-
Petrol Expense	0.25	3.28
Preliminary Exp	-	4.05
Professional Fees	-	1.07
PROFESSIONAL TAX EXPS. ( Company )	0.03	-
Rent Expense	240.70	44.76
Repair & Maintainance Exp.	39.46	14.14
ROC/CDSL Charges	2.09	0.06
Royalty Fees	4.41	8.91
Security Services/Payment Services	0.32	24.93
Stationery & Printing Exp.	0.43	0.53
SUPERVISION CHARGES	0.74	-
Telephone expense	0.15	0.10
Transportation Expense	36.19	14.11
Travelling expense	0.24	0.82
Vehicle Repairing Exp.	2.54	5.35
Sales Promotion Expense	0.16	0.77
<b>Total</b>	<b>441.90</b>	<b>410.30</b>

## Shangar Decor Limited

### Notes forming part of the Standalone Financial Statements

#### 25 Earning per share

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Profit for the year ` in Lakhs	75.26	20.19
Less: Dividend on Preference Shares ` in Lakhs	-	-
Profit attributable to equity shareholders ` in Lakhs	75.26	20.19
Weighted average number of Equity Shares	1,22,40,400.00	61,20,200.00
Earnings per share basic (Rs)	0.61	0.33
Earnings per share diluted (Rs)	0.61	0.33
Face value per equity share (Rs)	5.00	10.00

#### 26 Defined Contribution Plan

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
Employers Contribution to Provident Fund	0.07	0.07
Employers Contribution to Pension Scheme 1995	0.11	0.11
Employers Contribution to Superannuation Fund	0.05	0.05
Employers Contribution to Employee State Insurance	0.05	0.05
Employers Contribution to Labour Welfare Fund	-	-

#### 27 Auditors' Remuneration

Particulars	For Year ended 31 March 2024	For Year ended 31 March 2023
<b>Payments to auditor as</b>		
- Auditor	0.71	1.55
- for taxation matters	-	-
- for company law matters	-	-
- for management services	-	-
- for other services	-	-
- for reimbursement of expenses	-	-
<b>Total</b>	<b>0.71</b>	<b>1.55</b>

#### 28 Related Party Disclosure

##### (i) List of Related Parties

	Relationship
Samir Rasiklal Shah	Managing Director
Saumil Shrenikbhai Shah	Executive Director
Mr. Maulin Shah	Director
Mr. Dhairya Thakkar	Independent Director
Mr. Manish Shrichand Bachani	Independent Director
Ms. Chinu Kalal	Independent Director

##### (ii) Related Party Transactions

Particulars	Relationship	For Year ended 31 March 2024	For Year ended 31 March 2023
Remuneration			
- Samir Rasiklal Shah	Managing Director	9.00	9.00
- Saumil Shrenikbhai Shah	Executive Director	10.40	10.40
Sitting Fees			
- Mr. Manish Shrichand Bachani	Independent Director	0.18	-
- Ms. Chinu Kalal	Independent Director	0.18	-
Repayment of Loan			
- Mr. Maulin Shah	Director	0.99	-

## (iii) Related Party Balances

in Lakhs

Particulars	Relationship	As at 31 March 2024	As at 31 March 2023
Unsecured Loan			
- Samir Rasiklal Shah	Managing Director	792.23	924.69
- Mr. Maulin Shah	Director	1.49	2.49
Remuneration Payable			
- Samir Rasiklal Shah	Managing Director	0.05	8.09
- Saamil Shrenikbhai Shah	Executive Director	-	13.53

## 29 Financial Instrument

## Financial Risk Management - Objectives and Policies

The key objective of the Company's financial risk management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company is focused on maintaining a strong equity base to ensure independence, security, as well as financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

Company's principal financial liabilities, comprise Borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance Company's operations. Company's principal financial assets include trade and other receivables and cash & cash equivalents. Company is exposed to interest rate risk, credit risk and liquidity risk.

The Company's Board oversees the management of these risks. The Company's Board is supported by senior management team that advises on financial risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance to the Company's Board that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

## A. Financial Assets and Liabilities

in Lakhs

Particulars	As at 31 March 2024			As at 31 March 2023		
	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI
<b>Assets Measured at</b>						
Investments	3.13	-	-	2.13	-	-
Trade receivables	985.27	-	-	670.98	-	-
Cash and cash equivalent	186.32	-	-	24.08	-	-
Other bank balances	-	-	-	-	-	-
Loans	36.46	-	-	33.20	-	-
Non current Financial Assets (A)	-	-	-	-	-	-
Current Other financial assets (A)	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-
<b>Total</b>	<b>1,211.18</b>	<b>-</b>	<b>-</b>	<b>730.39</b>	<b>-</b>	<b>-</b>
<b>Liabilities Measured at</b>						
Borrowings	847.49	-	-	981.08	-	-
Trade payables	1,083.39	-	-	610.54	-	-
Lease liabilities	-	-	-	-	-	-
Non current Other financial liabilities (A)	-	-	-	-	-	-
Other financial liabilities (A)	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-
<b>Total</b>	<b>1,930.88</b>	<b>-</b>	<b>-</b>	<b>1,591.62</b>	<b>-</b>	<b>-</b>

## B. Market Risk

## (a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial liability will fluctuate because of changes in market interest rates.

## (i) Exposure to Interest Rate Risk

in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
Borrowing bearing fixed rate of interest	38.73	42.37
Borrowing bearing variable rate of interest	-	-
<b>Total</b>	<b>38.73</b>	<b>42.37</b>



**(ii) Sensitivity Analysis**

The sensitivity analysis in the following sections relate to the position as at March 31, 2024 and March 31, 2023. The sensitivity of the relevant income statement item is the effect of the assumed changes in respective market risks.

Profit or loss is sensitive to higher/lower interest expenses from borrowings as a result of change in interest rates.

Particulars	` in Lakhs	
	As at 31 March 2024	As at 31 March 2023
Interest Rate - Increase by 50 basis points	(0.19)	(0.21)
Interest Rate - Decrease by 50 basis points	0.19	0.21
<b>Total</b>		

**C. Credit Risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk mainly from its operating activities (primarily trade receivables).

Credit risk on trade receivables is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has no concentration of risk as customer base is widely distributed both economically and geographically.

Particulars	` in Lakhs	
	As at 31 March 2024	As at 31 March 2023
Low Credit Risk	-	-
Cash and Cash Equivalents	186.32	24.08
Trade Receivables	985.27	670.98
Loans	36.46	33.20
Investments	3.13	2.13
Moderate/High Credit Risk	-	-
Other receivables	-	-
<b>Total</b>	<b>1,211.17</b>	<b>730.39</b>

**D. Liquidity Risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash flow obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet its cash requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from banks at optimised cost and cash flow from operations.

**Maturity Table for Financial Liabilities****For Current Year**

Particulars	` in Lakhs				
	Less than 1 year	1- 2 Years	2-3 Years	More than 3 Years	Total
Borrowings	-	-	808.76	38.73	847.49
Trade Payables	1,083.39	-	-	-	1,083.39
Other Financial Liabilities	-	-	-	-	-
Others 1	-	-	-	-	-
Others 2	-	-	-	-	-
<b>Total</b>	<b>1,083.39</b>	<b>-</b>	<b>808.76</b>	<b>38.73</b>	<b>1,930.88</b>

**For Previous Year**

Particulars	` in Lakhs				
	Less than 1 year	1- 2 Years	2-3 Years	More than 3 Years	Total
Borrowings	-	-	-	981.08	981.08
Trade Payables	610.54	-	-	-	610.54
Other Financial Liabilities	-	-	-	-	-
Others 1	-	-	-	-	-
Others 2	-	-	-	-	-
<b>Total</b>	<b>610.54</b>	<b>-</b>	<b>-</b>	<b>981.08</b>	<b>1,591.61</b>

#### E. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. Company monitors capital using a gearing ratio, which is net debts divided by total equity plus net debts. Net debt are non-current and current borrowings as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

in Lakhs

Particulars	As at 31 March 2024	As at 31 March 2023
Total Borrowings	847.49	981.08
Less: Cash and cash equivalents	186.32	24.08
Net Debts (A)	661.17	957.00
Total Equity (B)	737.07	661.82
Capital Gearing Ratio (A/B)	0.90	1.45

#### 30 Ratio Analysis

Particulars	Numerator/Denominator	As at 31 March 2024	As at 31 March 2023	Change in %	Reasons
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.29	1.77	-26.92%	Due to increase in current liabilities
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Equity}}$	1.15	1.48	-22.44%	Due to decrease in borrowings
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Interest + Installments}}$	0.29	0.16	79.63%	Due to decrease in borrowings
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	0.11	0.03	247.19%	Due to increase in net profit
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	5.52	3.34	65.46%	Due to increase in revenues
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	1.57	1.50	4.75%	
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	0.63	0.48	-31.02%	Due to propionate increase in trade payables
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Working Capital}}$	3.16	2.26	39.76%	Due to increase in revenues
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	0.06	0.02	176.98%	Due to increase in net profit
(j) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	0.07	0.02	245.84%	Due to increase in net profit
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	0.04	0.06	-38.80%	Due to increase in investments

#### 31 Regrouping

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

For & on Behalf of  
S. D. Mehta & Co.  
Chartered Accountants  
FRN: 137193W

Shaishav D. Mehta  
Partner 32891  
UDIN: 24032891BKAFZS6995

Place: Ahmedabad  
Date: 30/05/2024

For and on behalf of Board of Directors,  
Shangar Decor Limited (CIN: L36998GJ1995PLC028139)

Samir R Shah  
Managing Director 00787630

Place: Ahmedabad  
Date: 30/05/2024

Saumil S Shah  
CFO & Executive Director 01601299



---

SHANGAR DÉCOR LIMITED

---

THANKS

