ART Nirman Ltd.
Crafting Comfort.

04.09.2023

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

Dear Sir / Ma'am,

Company Symbol: ARTNIRMAN
Company Series: SM

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

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report of Art Nirman Limited for the financial year 2022-23.

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

Thanking You,

For, Art Nirman Limited

YESHA AAGAM SHAH

ART NIRMAN LTD. AHMEDABAD

Yesha Shah
Company Secretary & Compliance Officer.

ART Nirman Ltd.
Crafting Comfort.

ANNUAL REPORT

2022-23



"BUILDING VALUE, BUILDING TRUST: TIMELY PROJECTS AND AN UNCOMPROMISING STANDARD OF EXCELLENCE."

www.artnirman.com

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Disclaimer:

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

Corporate Information

Board of Directors & KMP



Ashokkumar Thakker
Chairman and Managing Director



Dharmishtaben Thakkar
Non-Executive Director



Piyush Thakkar
Executive Director



Krunal Mistry
Independent Director



Hemang Shah
Independent Director



Chintan Bhatt
Independent Director



Yesha Shah
Company Secretary



Chetankumar Modi
Chief Financial Officer

Statutory Auditor
Arpan Shah & Associates
Chartered Accountants

Secretarial Auditor
Yash Mehta & Associates
Company Secretary

Audit Committee

Krunal Mistry
Chairman
Hemang Shah
Member
Ashok kumar Thakker
Member

Stakeholder Relationship committee

Krunal Mistry
Chairman
Hemang Shah
Member
Ashok kumar Thakker
Member

Nomination Remuneration Committee

Krunal Mistry
Chairman
Hemang Shah
Member
Dharmishthaben Thakkar
Member

Registered Office

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

Registrar and Share Transfer Agent

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

Site Office:

1. Club Babyloan, Survey No. 223/5
   Sub Plot B, S.P. Ring Road,
   Nr. Bhadaj Circle, At Bhadaj,
   Ahmedabad-380060, Gujarat, India.

2. Shree Vishnudhara Essence
   Opposite Somvilla Bunglows,
   B/H Binnori Hotel, Off S.G. Highway,
   Thaltej , Ahmedabad-380059, Gujarat, India.

3. Omkar Enclave
   B/H, GSRTC, Ranip,
   Ahmedabad- 382480, Gujarat, India.

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

5. Shree Vishnudhara Nidhi Appartment
   Block No.24-25, 132 ft ring road,
   Pragatinagar, Naranpura,
   Ahmedabad- 380063, Gujarat, India.

From the desk of CMD



Ashokkumar Thakker

Chairman and Managing Director

Dear Stakeholders,

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

Thank you for the trust and confidence you have placed in the Art Nirman Limited. By most accounts, we closed FY23 at a significantly improved place compare to the last year. We are stronger operationally, and taking a more futuristic approach to solutions. India's growth continues to be resilient, underpinned by the Government's capital outlay and buoyant private consumption. India's GDP is estimated to have registered a growth of 6.8% in FY2022-23 and is expected to continue to be the fastest growing large economy for the third consecutive year. While we believe 2023 may hold similar challenges for housing, we are confident that Anywhere, with our unique advantages, leading position, and track record of delivery, can continue to simplify the real estate transaction and win in the market.

Organization Performance:

This year company come up with Four more project . " Ashiyana Apartments," it is residential and commercial redevelopment project which is situated at Bhimjipura, vadaj, Ahmedabad. "Shree Vishnudhara Nidhi Apartment" it is also residential and commercial government redevelopment project which is situated at Naranpura, Ahmedabad. Other one is "Shree Vishnudhara Essence" it is residential project which is situated at Thaltej, Ahmedabad. "Omkar Enclave" it is residential project which is situated at Ranip, Ahmedabad. All the projects are on starting phase. The company also earn good revenue from its existing projects. Also the company is focusing on applying government tender for different type projects. which will help the company in continuing the momentum.

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

Sincerely yours,
Ashokkumar Thakker
Chairman & Managing Director

Place: Ahmedabad
Date: 31.08.2023

Notice

Notice is hereby given that 12th Annual General Meeting of members of Art Nirman Limited will be held on Tuesday, 26th September 2023 at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India at 10:30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

01. Adoption of Audited Financial Statements:

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2023, including Audited Balance Sheet as at 31st March 2023, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31st March, 2023 along with the reports of Auditors and Directors thereon.

02. Re-appointment of Directors Retiring by Rotation:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

05. <u>To increase the overall managerial remuneration of the KMP & Directors of the company.</u>

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

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

a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

"**RESOLVED FURTHER THAT,** where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 50,00,000 (Rupees Fifty Lakhs Only).

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

06. To Re-appoint Mr. Hemang Shah as a Non-Executive Independent Director for further period of 5 years:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Hemang Shah (DIN: 08022348), who holds office of Independent Director up to 28th September, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Hemang shah's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 28th September, 2023 upto 27th September, 2028.

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

Place: Ahmedabad
Date: 31st August, 2023
Registered office:
410, JBR Arcade,
Science City Road, Sola,
Ahmedabad 380060, Gujarat, India.
CIN: L45200GJ2011PLC064107

By order of the Board
For Art Nirman Limited

Sd/-
Yesha Shah
Company Secretary & Compliance Officer

NOTES:

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

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

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

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

4. The Register of Members and Share Transfer Register of the company will remain closed from September 20, 2023 to September 26, 2023 (both days inclusive) for Annual General Meeting for Financial Year 2022-23.

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

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

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

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

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

10. Annual Report for the financial year 2022-23 of the company has been uploaded on website of the Company i.e. www.artnirman.com.

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

12. In compliance with the stated MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2022-2023, is being sent only through electronic mode to those members whose email addresses are registered with the Registrar/Depository Participant(s).
Members may note that this Notice and the Annual Report for the financial year 2022-2023 are also be available on the Company's website viz. https://www.artnirman.com/Compliance.html, websites of Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and on the website of Central Depository Services (India) Limited (CDSL) (agency for providing e-voting facility viz. https://www.evotingindia.com/).

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

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

15.The members whose name are appear in the Register of Member as on Friday, 25th August, 2023 are eligible for receiving Notice and Annual Report of the 11th Annual General Meeting of the company.

16.Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Tuesday, 19th September, 2023.

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

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

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

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

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

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

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

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

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

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

PROCEDURE FOR REMOTE E-VOTING:

1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

2) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of SEBI LODR listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

3) The e-voting period shall commence at 09:00 a.m. on 23rd September 2023 and end at 05:00 p.m. on 25th September, 2023. During this period, Members of the Company, holding shares either in physical or de-materialised form, as on the cut-off date i.e. 19th September 2023, may cast their vote electronically.

The e-voting module shall be disabled by Central Depository Services (India) Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you click one Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on **"Shareholders"** module.
3) Now enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ii) After entering these details appropriately, click on **"SUBMIT"** tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the **EVSN: 230817015** for the relevant **<Company Name>** on which you choose to vote.

(vi) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

(ix) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the **"Corporates"** module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued infavour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

Place: Ahmedabad
Date: 31st August, 2023
Registered office
410, JBR Arcade,
Science City Road, Sola,
Ahmedabad 380060,
Gujarat, India.
CIN: L45200GJ2011PLC064107

By order of the Board
For Art Nirman Limited

SD/-
Yesha Shah
Company Secretary & Compliance Officer

Details of director seeking re-appointment at the Annual General Meeting

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings ("SS-2") issued by Institute of Company Secretaries of India)

Name of the Director	Piyushkumar Chandrakantbhai Thakkar	Hemang Kiritkumar Shah
Date of Birth	12/11/1982	11/06/1986
DIN	07555460	08022348
PAN	AEJPT8651B	BQUPS0042R
Education Qualification	Graduate	Chartered Accountant
Date of Appointment	08/09/2017	28/09/2018
Experience	More than 13 years of experience in Real Estate Sector	More than 10 years of experience as a Chartered Accountant
Nature of expertise in specific functional area	Business Management for Real Estate Company.	In the field of finance related matter
Disclosure of relationship between director inter se	Mr. Piyushkumar Thakkar belongs to the promoter group. He is not related to the any existing director as per the Companies Act ,2013	He is not related to the any existing director as per the Companies Act ,2013.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Not Applicable	Not Applicable
Remuneration Details (Including setting fees & Commission)	9,24,000/- p.a.	Rs. 15,000/- sitting fees per board meeting attended

Explanatory statement pursuant to section 102 of Companies Act 2013:

Item No.:3: Approval of Loans, Investments, Guarantee or Security Under Section 185 Of Companies Act, 2013:

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

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

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

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

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

In view of the above and considering the longterm business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies

corporate, from time to time, prior approval of the Members is being sought for the same.
The Board of Directors Recommend the Special Resolution for approval by the members.

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

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

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

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

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

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

Item No. 06. To Re-appoint Mr. Hemang Shah as a Non-Executive Independent Director for further period of 5 years:

Mr. Hemang Shah was appointed as an Independent Non-Executive Director for term of 5 years from 27th September, 2018 to 28th September, 2023. He has experience of more than 10 years in the chartered Accountant field which helps the company at the some financial decision.

Pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 14th August,2023, the members of the committee decided to re-appoint Mr. Hemang Shah for further period of 5 years with effect from September 28, 2023 to September 27, 2028 subject to approval of shareholder in the general meeting with the same terms and conditions and remuneration as earlier stated. The Director has given a declaration to the Board that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Hemang Shah fulfils the conditions specified in the Act for his appointment as an Independent Director.
The Company has also received from the above directors:-

(i) the consent in writing to act as Director and
(ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.
(iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
Approval of the members of the company in the Annual General Meeting of the company is required for reappointment.

Brief profile of the Mr. Hemang Shah is provided in the notice.
The Board of Directors Recommend the Special Resolution for approval by the members.

Except Mr. Hemang Shah None of the other Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

Place: Ahmedabad
Date: 31st August, 2023
Registered office
410, JBR Arcade,
Science City Road, Sola,
Ahmedabad 380060,
Gujarat, India.
CIN: L45200GJ2011PLC064107

By order of the Board
For Art Nirman Limited

SD/-
Yesha Shah
Company Secretary & Compliance Officer

DIRECTORS' REPORT

Dear Members,

Your director's take pleasure in presenting the 12th Annual Report of the company along with Audited Financial Statements for the financial year ended on 31st March, 2023. Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective. The Board of Directors feels pleasure and is very much thankful to all the stakeholders of the company who have shown their trust and interest in Company.

FINANCIAL PERFORMANCE:

The highlights of financial figures for the year 2022-23 in comparative format are as under:

(Standalone)

Particulars for the year ended	March 31, 2023	March 31, 2022
Total Revenue	19,74,48,000	36,88,66,000
Financial Expense	20,72,000	45,17,000
Profit Before Depreciation and Tax	79,24,000	(10,29,49,000)
Less: Depreciation	70,88,000	71,37,000
Profit Before Tax	**8,36,000**	**(11,00,86,000)**
Less: Tax Expense (including deferred tax)	(2,86,000)	(1,17,000)
Profit After Tax	**11,22,000**	**(10,99,70,000)**
Surplus Brought Forward	9,04,70,000	20,04,40,000
Balance Carried to Balance Sheet	9,15,92,000	9,04,70,000

STATE OF COMPANY'S AFFAIRS:

- During the year under review, your Company has achieved total net sales of INR 1974.88 lakhs and achieved Net Profit of INR 11.22 Lakhs.

- The Scheme "Shree Vishnudhara Gardens" 2 & 3 BHK Apartments, showrooms, Shops and offices, Residential and Commercial scheme at Gota, Ahmedabad is completed and only 2 units are unsold.

- The company has made works contract with Art Club Private Limited for construction of "Club Babylon" an upcoming leading Club situated near Village Bhadaj, S.P. Ring Road, Ahmedabad. The construction and development expenses incurred during the year have been shown as Construction work in progress "Club Babylon" for which, Company has generated total revenue of INR 16,81,55,838/- during the financial year 2022-23.

- The company has made works contract for JV Industrial Estate and Company has generated total revenue of INR 1,20,00,000/- during the financial year 2022-23.

- The company has made works contract with Om Enterprise for construction of "Omkar Enclave residential project and generated total revenue of 3,92,86,638/- during the financial year 2022-23.

DIVIDEND:

Your Board of Directors feel that it is prudent to plough back the profits of the Company for future growth of the Company and therefore do not recommend any dividend for the year ended March 31, 2023.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

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

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

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

RESERVES:

During the year under review, the Company has closing balance of INR 915.92 Lakhs as Reserve and Surplus as on 31.03.2023.

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

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

CONSOLIDATED FINANCIAL STATEMENTS:

Company doesn't have any subsidiaries and hence company is not required to prepare consolidated financial statement for the F. Y. 2022-23.

PUBLIC DEPOSIT:

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

SHARE CAPITAL:

The authorized capital of the company is 25 crores, no change made during the financial year 2022-23.

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

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT:

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

PARTICULARS OF RELATED PARTY TRANSACTION:

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

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

EXTRACT OF THE ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the company's website www.artnirman.com.

DIRECTORS AND KEY MANAGEMENT PERSONNEL:

- **Composition of Board:**

  The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors in compliance with provisions of Section 149 of Companies Act 2013. As on 31st March 2023, the Board of Company comprises of 6(Six) Directors. The Chairman of the Board is an Executive Director.

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

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

- **Declaration from Independent Director:**

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

  Therefore Board is duly composed as per the Companies Act 2013 provisions and SEBI (Listing Obligation and Disclosure Requirements), 2015.

  There is no change held in the composition of Board of Directors during the Financial Year 2022-23.

BOARD AND COMMITTEE COMPOSITION AND MEETINGS:

- **Board Meeting and Composition:**

The Board of Directors met 8 times during the financial year 2022- 2023 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The intervening gap between two board meetings was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

8 board meeting are held as under:

- 30.05.2022
- 10.08.2022
- 26.08.2022
- 14.11.2022
- 29.11.2022
- 17.01.2023
- 14.02.2023
- 25.03.2023

Name of Director	Designation	Category	No of Board Meetings entitled to attend during the year.	No of Board Meetings attended during the year
Ashokkumar Thakker	CMD	Promoter	8	8
Piyushkumar Thakkar	ED	Promoter	8	8
Dharmisthaben Thakkar	NED	Promoter	8	8
Krunal Mistry	NED	Independent	8	8
Hemang Shah	NED	Independent	8	4
Chintan Bhatt	NED	Independent	8	6

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

- **Meeting of Independent Directors:**

During the year under review, the Independent Directors duly met on 14th November, 2022 in absence of other non-independent Directors and reviewed the performance of

Non-Independent Directors and the Board as a whole, reviewed the performance of Chairperson of the Company, taking into account the views of the other Executive and Non-Executive Directors.

- **Committee Meeting and Composition**

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

- **Committee Meetings:**

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

POLICY ON DIRECTORS' APPOINTMENT:

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

- **Criteria for Appointment:**

The proposed Director shall meet all statutory requirements and should:

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

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

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

- **Criteria for Performance Evaluation:**

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

- **Criteria for Board Evaluation:**

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

- **Criteria for Committee Evaluation:**

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

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

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

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

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

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

REMUNERATION POLICY:

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

Components of Remuneration:

- Fixed Pay comprising Basic Salary, HRA, Car Allowance (applicable to General Managers &above employees), Conveyance Allowances / Reimbursement, Company's contribution to Provident Fund, Superannuation Fund, Gratuity, etc.

- Variable Pay, which is either in the form of: Commission to Managing Directors and Commission to Whole-time Directors

A) Annual Appraisal process:

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

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

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

B) Remuneration of Independent Directors:

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

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

CHIEF FINANCIAL OFFICER:

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

COMPANY SECRETARY:

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

COMPLIANCE OFFICER:

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

STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

(a) In the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period under review.

(c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

(d) The directors have prepared the annual accounts on a going concern basis.

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

After the close the Financial Year on 31st March 2023 and before the date of the Report, no material changes affecting the financial position of the Company have occurred:

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

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

AUDITORS:

- **Statutory Auditor:**

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

  There are no qualifications, reservations or adverse remarks made by M/s. Arpan Shah & Associates, Chartered Accountants, the Statutory Auditors of the Company, in their report.

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

  Notes to Accounts & Auditors remarks in the Auditors' report are self explanatory and do

not call for any further comments.

- **Secretarial Auditor:**

As required under provisions of Section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board has appointed the Secretarial Auditors of the Company, M/s Yash Mehta & Associates, Practicing Company Secretaries, for conducting the Secretarial Audit for the FY 2022-23.

Secretarial Audit Report in Form MR-3 issued by the Secretarial Auditor of the Company for the year ended on March 31, 2023 is attached to the Director's Report as **Annexure- B.**

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

a. The Company has not made any provisions for the gratuity payable to the employees.

- The company is under process of adopting the gratuity policy for its employees.

- **Cost Audit & Cost Record:**

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

- **Internal Audit:**

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

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

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGSAND OUTGO

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

ENVIRONMENT, HEALTH AND SAFETY (EHS)

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

STATEMENT REGARDING THE DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

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

ADEQUACY OF INTERNAL FINANCIAL CONTROL

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

During the year, no reportable material weakness was observed.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE REPORT

Corporate Governance refers to a set of systems, procedures and practices which ensure that the company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance

include transparency, accountability and independence. Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI. A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Statutory Auditor regarding compliance of condition of Corporate Governance is **Annexure-A** to the said Report.

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

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

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

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

ACKNOWLEDGEMENT

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

Date: 31.08.2023
Place: Ahmadabad

For and on behalf of the Board of Directors

Ashokkumar Raghuram Thakker
Chairman & Managing Director DIN: 02842849

Annexure A

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY:

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

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

2. BOARD OF DIRECTORS

Composition and Category of Board of Directors as on 31st March, 2023:

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

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

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

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

Confirmation and Certification:

On an annual basis, the Company obtains from each director, details of the Board and Board Committee position he/she occupies in other Companies, and the changes, if any, regarding their directorship. Based on the said declarations, as on 31st March, 2023, none of the Directors on the Board are Members of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the public companies in which they are Directors.

Independent Directors:

In the opinion of the Board this is to confirm that the Independent Directors of the Company meet all the criteria mandated by SEBI LODR and the Companies Act, 2013 and are independent of the management. As per the declarations received from Independent Directors as on 31st March, 2023, none of the Independent Directors serve as Independent Director of more than Seven (7) Listed Companies. Moreover, none of the Independent Directors hold positions as Whole time Director of any listed Company.

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

(i) reviewed the performance of Non-Independent Directors and the Board as a whole;

(ii) reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

(iii) assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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

Familiarisation Programmes:

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

The details of such familiarization programmes are disclosed on the website of the Company And the web link for the same is www.artnirman.com.

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

Succession Planning:

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

Board Meetings:

8 board meeting are held as under:

Date of meeting	Total strength of the Board on the date of Meeting	No. of Directors present at the Board Meeting
30/05/2022	6	6
10/08/2022	6	6
26/08/2022	6	5

14/11/2022	6	6
29/11/2022	6	5
17/01/2023	6	4
14/02/2023	6	6
25/03/2023	6	4

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

Composition of the Board and Directorship held as on 31st March, 2023:

The names and categories of the directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on 31st March, 2023 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI LODR.

Name of Director	Nature of Directorship	Attendance Particular		Number of directorship in other public company	Committee membership/chairmanship		No of shares held in company	Inter-se relationship	Directorship held in other listed company
		Board meeting	Last AGM		Member	Chairman			
Ashokkumar Raghuram Thakker	Chairman& MD	8 of 8	Yes	-	2	-	15788995	Husband of Dharmisthaben Thakkar	-
Dharmisthaben Ashokkumar Thakkar	Woman Non-Executiv	8 of 8	Yes	-	1	-	875000	Wife of Ashokkumar Thakker	-

	e Director								
Piyushkumar Chandrakantbhai Thakkar	Executive Director	8 of 8	Yes	-	-	-	870001	-	
Krunal Kiritkumar Mistry	Independent Director	8 of 8	Yes	-	-	3	-	-	
Hemang Kirtikumar Shah	Independent Director	8 of 4	No	-	3	-	-	-	
Chintan Umeshbhai Bhatt	Independent Director	8 of 6	Yes	-	-	-	-	-	

Skills/expertise/ competencies of Board of Directors:

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

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

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

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

Board Committees:

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Third (3) committees i.e. Audit Committee, Nomination and

Remuneration Committee, Stakeholders Relationship Committe. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided in detailed hereinafter. There were no instances during the financial year 2022-2023, wherein the Board had not accepted recommendations made by any committee of the Board.

3. AUDIT COMMITTEE

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

a. Powers of Committee:

The Committee-
(1) May call for comments of auditors about internal control system, scope of audit, including observations of auditors and review of financial statement before their submission to board;

(2) May discuss any related issues with internal and statutory auditors and management of the Company;

(3) To investigate into any matter in relation to above items or referred to it by Board;

(4) To obtain legal or professional advice from external sources and have full access to information contained in the records of the Company;

(5) To seek information from any employee;

(6) To secure attendance of outsiders with relevant expertise, if it considers necessary;

(7) Any other power as may be delegated to the Committee by way of operation of law.

b. Terms of Reference of Committee:
(1) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
(2) Examination of the financial statement and auditors' report thereon;
(3) Approval or any subsequent modification of transactions of the Company with related parties'
(4) Scrutiny of inter-corporate loans and investment;

(5) Valuation of undertakings or assets of the Company, wherever it is necessary;

(6) Evaluation of internal financial controls and risk management systems;

(7) Monitoring the end use of funds raised through public offers and related matters

(8) Any other matters as prescribed by law from time to time.

c. Role of Committee:

The role of the Audit Committee shall include the following:

(1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Qualifications in the draft audit report.

(5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document /prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

(8) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(9) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(10) Discussion with internal auditors of any significant findings and follow up there on;

(11) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(12) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(13) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(14) To review the functioning of the Whistle Blower mechanism (i.e. Vigil Mechanism);

(15) Approval of appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(16) To review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on date of coming into force of this provision.

(17) To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc; on the Company and its shareholders.

(18) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

d. Review of Information by the Committee:

The Audit Committee shall mandatorily review the following information:

(1) Management discussion and analysis of financial condition and results of operations;

(2) Management letters/ letters of internal control weaknesses issued by the statutory auditors;

(3) Internal audit reports relating to internal control weaknesses; and

(4) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

(5) Statement of deviations:

(a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32 (1) (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32 (7).

(6) The Company shall provide the following information, for review of the audit committee for approval of a proposed RPT:

a) Type, material terms and particulars of the proposed transaction;

b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);

c) Tenure of the proposed transaction (particular tenure shall be specified);

d) Value of the proposed transaction;

e) The percentage of the listed entity's annual consolidated turnover, for the immediately

preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
f) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:
(i) details of the source of funds in connection with the proposed transaction;
(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
- nature of indebtedness;
- cost of funds; and
- tenure;
(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
g) Justification as to why the RPT is in the interest of the listed entity;
h) A copy of the valuation or other external party report, if any such report has been relied upon;
i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis
j) Any other information that may be relevant.
(7) The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Composition of Committee, Meeting and Attendance of each Member at Meetings:
During the Year under review, the Committee met Four (4) times viz. 30.05.2022, 10.08.2022, 14.11.2022 and 14.02.2023.

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

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

Ashokkumar Thaker	Managing Director	Member	4	4

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

4. NOMINATION AND REMUNERATION COMMITTEE:

The role of Committee is as prescribed under Regulation 19 of SEBI LODR read with Part D of Schedule II. The Remuneration Policy and criteria for evaluation of Independent Directors and Board is available on the website of the Company viz.www.artnirman.com

Terms of reference:

The terms of reference is as under:

(1) Identify persons who are qualified to become directors and who may be appointed in

(2) senior management in accordance with the criteria laid down;

(3) Recommend to Board their appointment and removal;

(4) Formulation of criteria for evaluation of Independent Directors and the Board;

(5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

(6) Shall specify the manner for effective evaluation of every performance of Board, its Committee and individual directors to be carried out either by Board, by Nomination and Remuneration Committee or by independent external agency and review its implementation and compliance;

(7) Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend the Board, a Policy, relating to the remuneration for the directors, KMP and other employees;

(8) For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(a) Use the services of an external agencies, if required;

(b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(c) consider the time commitments of the candidates.

(9) Devising a policy on diversity of Board of Directors;

(10) Recommend to the board, all remuneration, in whatever form, payment to senior management. Explanation: Senior Management means personnel who are members of the core management team excluding BOD comprising all members of management one level below the executive directors, including functional heads.

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

During the year under review, the Committee met on 30.05.2022.

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

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

Performance Evaluation criteria for Independent Directors:

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

Remuneration of Directors:

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

The details of remuneration and perquisites paid to managerial personnel for the Financial Year 2022-2023 are given below:

Name of Director	Designation	Amount
Ashokkumar Raghuram Thakker	Managing Director	1200000/-
Piyushkumar C. Thakkar	Director	924000/-
Chintan Bhatt	Independent Director	42000/-
Hemang Shah	Independent Director	65000/-

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

1. Review of proposals for the appointment of Directors and Senior Management (employees in Core Management Team - one level below Managing/Executive Directors) and their recommendation to the Board;

2. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;

3. Formulation of a performance evaluation methodology for evaluation of the Board, its committees and individual directors and reviewing the process from time to time;

4. Periodically overseeing the evaluation of the Board, its committees and individual directors and recommending desirable changes in the Board size, composition, committee structure and processes, and other aspects of the Board's functioning;

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

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

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

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

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

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

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

Role/Terms of Reference:

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

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

During the Year under review the Committee held Four (4) meetings viz. 07.04.2022, 13.07.2022, 12.10.2022 and 09.01.2023.

Further, the Committee consists of following:

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

Name and Designation of Compliance Officer

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

Details of complaints received and redressed:

Number of complaints outstanding as on 01/04/202	0
Number of complaints received from the investor from 01/04/2022 to 31/03/2023	0
Number of complaints solved to the satisfaction of the Investors as on 31/03/2023	0
Number of complaints pending as on 31/03/2023	0

6. General Body meetings:

Year	Date	Time	Venue
2021-22	29.09.2022	10:30 a.m.	Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India
2020-21	25.09.2021	11:00 a.m.	Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India
2019-20	30.09.2020	10:30 a.m.	Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India

SPECIAL RESOLUTIONS:

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

POSTAL BALLOTS:

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

i. e. Migration of equity shares of the company from Emerge platform of National Stock Exchange of

India limited to the main board of National Stock Exchange of India.

Resolution required				Special Resolution			
Whether promoter/ promoter group are interested in the agenda/ resolution?				No			
Category	Mode of voting	No. of Votes	No. of Votes-in Favor*	No. of Votes-in against	% Votes-in favor*	% Votes-in against	No of votes invalid
Promoter and Promoter Group	E-Voting	NIL					
	Poll						
	Postal Ballot (if applicable)						
	Total						
Public	E-Voting	3846000	3840000	0	99.84	0	0
	Poll						
	Postal Ballot (if applicable)		6000	0	0.16		0
	Total		3846000	0	100.00%		
Total		3846000	3846000	0	100.00%	0	0

7. Disclosure:

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

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

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

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web link of the policy www.artnirman.com.

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

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

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

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

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

The Company has established a Vigil Mechanism/Whistle Blower Policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s) / Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism have been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism / Whistle Blower Policy is available on the website of the Company on the web-link www.artnirman.com.

It is affirmed that no personnel has been denied access to Audit Committee during the financial year 2022-23.

(v) Details of Compliance with mandatory requirements and adoption of non-mandatory requirements:

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

The Board: Since the Company does not have a non-executive chairman it does not maintain such office.

Shareholders Rights: The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website viz. www.artnirman.com. Hence, these are not individually sent to the Shareholders.

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

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

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

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

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

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

8. Means of communication:

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

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

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

MD&A is a part of annual report.

Website – The financial results are also displayed on the Company's website viz. www.artnirman.com.

The Company also keeps on updating its website with other relevant information, as per statutory requirements.

9. General Shareholder information:

(i) AGM : 26th September, 2023 at 10:30 a.m. venue: Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India.

(ii) Financial Calendar: 1st April to 31st March

(iii) Date of Book closure: 20.09.2023 to 26.09.2023

(iv) Dividend Payment Date : During the year under review, Board has not recommended any dividend.

(v) Listing on Stock Exchange: 18.10.2021 on NSE mainboard

(vi) Stock Code: ARTNIRMAN

(vii) Market Price Data & Performance in comparison to BSE Sensex and NSE Nifty:

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

Month	Company			NSE	
	High (Rs)	Law(Rs)	Volume (Nos.) (Lakhs)	Nifty 50 (High)	Nifty 50 (Law)
April,2022	106.90	81.15	1.73	18,114.65	16,824.70
May, 2022	87.90	65.00	1.02	17,132.85	15,735.75
June, 2022	69.75	59.15	0.78	16,793.85	15,183.40
July, 2022	88.60	60.15	0.59	17,172.80	15,511.05
August, 2022	91.40	67.50	6.43	17,992.20	17,154.80
September, 2022	123.55	91.40	10.18	18,096.15	16,747.70
October, 2022	128.50	64.35	10.94	18,022.80	16,855.55
November, 2022	85.85	58.20	6.55	18,816.05	17,959.20
December, 2022	71.10	59.30	4.05	18,887.60	17,774.25
January,2023	93.90	64.10	6.49	18,251.95	17,405.55
February,2023	91.00	59.00	3.79	18,134.75	17,255.20
March,2023	64.25	49.60	3.42	17,799.95	16,828.35

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

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

(x) Share Transfer System: Share Transfer System:

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

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

(xi) Distribution of Shareholding as on March 31, 2023:

Art Nirman Limited					
DISTRIBUTION OF SHAREHOLDING (RUPEES)					
SR.NO.	**SHAREHOLDING OF NOMINAL SHARES**	**SHAREHOLDER**	**PERCENTAGE OF TOTAL**	**TOTALSHARES**	**PERCENTAGE OF TOTAL**

1	1	to	5000	2348	87.2862	1661300	0.6657
2	5001	to	10000	128	4.7584	977740	0.3918
3	10001	to	20000	69	2.5651	987820	0.3958
4	20001	to	30000	30	1.1152	745010	0.2985
5	30001	to	40000	19	0.7063	685630	0.2747
6	40001	to	50000	12	0.4461	558900	0.2240
7	50001	to	100000	28	1.0409	1930750	0.7737
8	Above 100000			56	2.0818	242012850	96.9758
			Total	**2690**	**100**	**249560000**	**100**

Art Nirman Limited							
Listing of shareholders category (Summary)							
Category	Demated_Shares	Demated_Holders	Physical Shares	Physical Holders	Total Shares	Total Value	Total Percent
Clearing Members	401	5	0	0	401	4010	0.0016
Other Bodies Corporate	35222	9	0	0	35222	352220	0.1411
Hindu Undivided Family	841738	16	0	0	841738	8417380	3.3729
Non Resident Indians	666	4	0	0	666	6660	0.0027
Non Resident (Non Repatriable)	40	1	0	0	40	400	0.0002
Public	5673933	2648	0	0	5673933	56739330	22.7357
Promoters	15788995	1	0	0	15788995	157889950	63.267
Promoters / Directors	2615005	6	0	0	2615005	26150050	10.479

(xii) Dematerialization of shares and liquidity:

Electronic	No. of shares	Percentage
NSDL	2003224	8.03%
CDSL	22952776	91.97%

TOTAL	24956000	100.00%

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

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

(xv) Address for correspondence:

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

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

10. DECLARATION ON CODE OF CONDUCT

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

I confirm that the Company has in respect of the Financial Year ended 31st March, 2023, received a declaration of compliance with the Code of Conduct from the senior management personnel of the Company and the members of the Board.

Ashokkumar Thakker
Managing Director
DIN : 02842849

CERTIFICATE ON CORPORATE GOVERNANCE

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

I have examined the compliance of conditions of Corporate Governance by ART NIRMAN LIMITED ("the Company") for the year ended on March 31, 2023 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (LODR) Regulations, 2015.

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

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

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

Date: 16.08.2023
Place: Ahmedabad

FOR YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES

YASH MEHTA
PROPRIETOR
FCS: 12143
COP:16535
PEER REVIEW NO.:1269/2021
UDIN: F012143E000808400

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

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

In my/~~our~~ opinion and to the best of my~~/our~~ information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me ~~/ us~~ by the Company & its officers, I/~~We~~ hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

Date: 16.08.2023
Place: Ahmedabad

FOR YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES

YASH MEHTA
PROPRIETOR
FCS: 12143
COP:16535
PEER REVIEW NO.:1269/2021
UDIN: F012143E000808510

Annexure -B

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ART NIRMAN LIMITED** (hereinafter referred to as the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has during the audit period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Auditor's Responsibility

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

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

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

We have examined the books, papers, minute books, forms, returns filed and other records maintained by the Company for the financial year ended on **March 31, 2023** according to the provisions of;

1) The Companies Act, 2013 (the Act) and the Rules made thereunder;

2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder - However, there were no instances of FDI, ODI or ECB during the year under review.

5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') Rules, Regulations, Circulars, Orders, Notifications and Directives issued under the statue to the extent applicable;

   (a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; {SEBI (SAST) Regulations, 2011}

   (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; {SEBI (PIT) Regulations, 2015}

   Based on the Examination, We report the following instances of Non Compliances by the Company:

   The Company has installed SDD Software on September, 2022. Thus for quarter ended June, 2022 and September, 2022 no audit trail system maintained by the Company.

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

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

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

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

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

1) Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
2) The Company has not declared any dividend during the year under review; therefore Secretarial Standards on Dividend (SS-3) was not applicable.

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

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines subject to the following observations / qualifications, reservations or adverse remarks if any.

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

1. The members of the Company at their Annual General Meeting held on 29th September, 2022 re-appointed Mr. Piyushkumar Thakkar (DIN: 07555460) liable to retire by rotation.

2. The members of the Company at their Annual General Meeting held on 29th September, 2022 approved limits for granting loans, investments, guarantee or security u/s 185 of Companies Act, 2013.

3. The members of the Company at their Annual General Meeting held on 29th September, 2022 approved increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act, 2013.

4. The members of the Company at their Annual General Meeting held on 29th September, 2022 approved increase of Managerial Remuneration of the KMP & Directors of the Company.

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

Sr.	Name of the Adjudicating Authority	Particulars of the Case	Case No.	Remarks (If any)
1	Securities Appellate Tribunal	National Stock Exchange imposed the penalty for delay in submitting the listing application for warrant conversion by the Company against which the promoters of the Company has filed the petition with SAT.	Appeal No. 499 & 500 of 2019	Final order received on 08.04.2022 against the company and the Company has already paid the penalty hence no further remarks.
2	Securities and Exchange Board of India	The Promoters of the Company has filed a settlement application for non compliance under the SEBI (SAST) Regulations, 2011 and SEBI (PIT) Regulations, 2015.	NA	SEBI has issued order dated 31st May, 2022 against the promoters of the Company and they have the paid penalty hence no further remarks.

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

There were no other instances of:

a) Public issue / Right issue of Shares / Debentures / Sweat Equity etc.
b) Redemption / Buy – Back of Securities.
c) Merger / amalgamation / Reconstruction etc.
d) Foreign Technical Collaboration.

FOR YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES

YASH MEHTA
PROPRIETOR
FCS : 12143
COP : 16535
PEER REVIEW NUMBER: 1269/2021
UDIN: F012143E000770626

Date : 14.08.2023
Place : Ahmedabad

"ANNEXURE A"

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

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

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

2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES

YASH MEHTA
PROPRIETOR
FCS : 12143
COP : 16535
PEER REVIEW NUMBER: 1269/2021
UDIN: F012143E000770626

Date : 14.08.2023
Place : Ahmedabad

Annexure -C

To the Director's Report

Particulars of Contracts or Arrangement with Related Parties

Form No. AOC 2

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

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

- During the F.Y. 2022-23, Company has entered into related party transactions which are in ordinary course of business and at the Arm's Length basis. For that transactions there is not requirement to mention it on AOC-2.
- However following are the related party transactions of previous year which are ongoing at Arm's Length basis:

Particulars	Details	Details	Details
Name of Related Party and nature of Relationship	Art Nirman Limited, Director of the company are director of said related party & Mr. Ashokkumar Thakkar, Director of the company	Art Club Private Limited, Directors of the company are directors of said related party & Mrs. Dharmisthaben Thakkar, Director of the company	Dharmishthaben Thakkar Director of the Company
Nature of Contract /arrangements / transactions	Rent Agreement	Tripartite Agreement	Lease Agreement
Duration of Contracts / arrangements/ transactions	3 years	5 years	5 years
Salient terms of the Contract.	Office taken on rent from the director of the company.	Development of first club facility infrastructure	Taken on Lease Property of director admesuring 7128 Sq. Mtrs.

Justification for entering into such contract / arrangement /transaction.	Director of the company have good office which is used as Registered office of the company.	Employees of the Company hold good command with experience in development of projects.	For the construction of temporary club and office as the land has good location for building club and it's office.
Date of approval by the Board / Audit Committee	16.10.2018	01.04.2016	21.02.2017
Amount paid as Advance if any.	N.A.	N.A.	N.A.
Date of General meeting in which Ordinary resolution was passed	N.A.	29.04.2016	16.08.2016

Date: 31.08.2023
Place: Ahmadabad

For and on behalf of the Board of Directors

Ashokkumar Raghuram Thakker
Chairman & Managing Director DIN: 02842849

Annexure D
to the Director's Report

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

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

Sr. No.	Name and Designation	Ratio of Remuneration of Director to Median Remuneration of Employee	% Increase in remuneration for FY 2021 22
		Sub Clause (i) of Rule 5(1)	Sub Clause (ii) of Rule 5(1)
1	Ashokkumar Raghuram Thakker Managing Director *	3.63:1	No increase
2	Dharmisthaben Ashookumar Thakkar Director **	NIL	NIL
3	Piyushkumar Chandrakantbhai Thakkar	2.8:1	24.15
4	Chetankumar Rasiklal Modi Chief Financial officer	1.99:1	24.15
5	Yesha Yatishbhai Shah Company Secretary	1.34:1	No increase

* Mr. Ashokkumar Raghuram Thakker, Managing Director of the Company was paid same remuneration during the FY 2022-23.

** Mrs. Dharmishtha Ashokkumar Thakkar, Director of the company was not paid any remuneration during the FY 2022-23. Hence no disclosure is required w. r. t. increase in remuneration of the Company.

II) Sub Clause (iii) of Rule 5(1): The median remuneration of employee in the financial year 2022-23 was INR 3,30,000/- (INR 2,59,800/- in financial year 2021-22). There was increase in median remuneration of employee and decrease of median. Median of last year and current year if different because of increase in the numbers of employee in 2022-23.

III) Sub Clause (iv) of Rule 5(1): There are 23 employees on the pay roll of the Company other than Directors on the Board of Company.

IV) Sub Clause (viii) of Rule 5(1): During the FY 2022-23, average salary of the Company has

been increased.

V) Sub Clause (xii) of Rule 5(1): it is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

VI) Sub Clause (i) to (iii) of Rule 5(2): Names of top ten employees of the Company and their relevant details as required to be disclosed under rule 5(3) are as under:

Sr. No	Name of Employees on payroll of Company and Designation	Remuneration paid during the year (INR in Lakhs)	Shareholding in the Company	Relation with Director/ KMP
1	Kamlesh Solanki Interior Designer	10.45	NIL	No
2	Shailesh Jayntilal Shah MEP Engineer	7.94	NIL	No
3	Chetankumar Modi CFO	6.57	NIL	No
4	Shilpaben M. Thakkar Sales Manager	4.80	NIL	No
4	Pritiben C. Thakkar Sales Manager	4.80	NIL	No
5	Yesha Shah Company Secretary	4.41	NIL	No
6	Hemendra Premsingh Rajput Site Supervisor	3.70	NIL	No
7	Kaushal A Majmundar Sales Executive	3.47	NIL	No
8	Shaileshbhai H. Patel Account Executive	3.44	NIL	No
9	Mrugesh Modi Sales Executive	3.40	NIL	No
10	Ashok Soyankar Project supervisor	3.31	NIL	No

Annexure E

Management Discussion And Analysis

GLOBAL OVERVIEW:

According to The World Economic Outlook (WEO) update, the world economic output growth slowed down to 3.4% in CY2022, after growing by 6.0% in CY2021. The rise in central bank rates to fight inflation and Russia's war in Ukraine continue to weigh on economic activity with it's impact likely to spill over to CY2023 as well. The rapid spread of COVID-19 in China also dampened growth in CY2022, but the reopening has paved the way for a recovery. Stronger-than-expected private consumption and investment amid tight labor markets and greater-than anticipated fiscal support helped the major economies.

For emerging market and developing economies, growth is projected to rise modestly, from 3.9% in CY2022 to 4.0% in 2023. Growth in emerging and developing Asia is expected to rise in CY2023 to 5.3% after the deeper than-expected slowdown in CY2022 to 4.3% attributable to China's economy. Growth in China is projected to rise reflecting rapidly improving mobility and full reopening.

India's economy on the other hand, will slow down from 6.8% in CY2022 to 5.9% in CY2023 as per world economic outlook, impacted by rising global inflation and the resultant interest rate hikes.

INDIAN ECONOMY:

The Indian economy continues to remain fairly resilient in the last year despite the global headwinds. However, it will see a moderation in growth in FY24 to 5.9-6.3% as per various estimates as against 6.9% in FY23. Consumer inflation is expected to moderate from 6.8% in FY23 to 5.2% in FY24, owing to a high-base effect.

The World Bank expects the government to meet its fiscal deficit target of 5.9% of GDP in FY24 and narrow the current account deficit to 2.1% from an estimated 3% in FY23 on the back of robust service exports and a narrowing merchandise trade deficit.

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

REAL ESTATE SECTOR:

Fiscal 2023 was a milestone year for the Indian Real estate sector with all-time high sales. The sector showed healthy growth on the back of a high base achieved in fiscal 2022. The demand pick-up seen in

the second half of fiscal 2021 has continued into fiscal 2023 and is expected to continue in fiscal 2024. The number of launches are also increasing and touched a decadal high last year, inventory is continuing to show a decline or stability across Tier-1 cities, indicating a healthy demand momentum. While the residential segment witnessed strong performance, commercial office sector continues to remain sluggish with demand not yet reaching the pre-pandemic levels. The challenges to office space demand has been the work from home trend and slowdown in global economic growth. The global slowdown directly impacts sectors like IT/ITeS which is the major occupier of office space in India. Retail real estate sector though, is back to full swing with consumption recovering beyond pre-pandemic levels and should continue the momentum.

RESIDENTIAL REAL ESTATE MARKET:

The residential market has sustained the momentum seen in the latter half of fiscal 2022. The robust performance of the sector during last year signifies the strength of the underlying demand for property. The demand is driven by healthy economic recovery post pandemic, healthy affordability compared to historic levels and other favorable macroeconomic factors. The industry though faced headwinds of steep rise in raw material costs, consumer inflation and a sharp increase in borrowing costs.

The requirement for work from home setups has also emerged as a factor influencing homebuyer preferences. The demand for real estate is also seen beyond Tier-1 cities and it is likely to lead the sector's growth in the coming years.

The industry continues to consolidate with residential developments steadily shifting into the hands of stronger developers who have been able to weather the economic storm created by the pandemic. As per credit rating agency CRISIL Ratings limited, the share of large listed developers

has increased to -24% in fiscal 2023 from -14% before the pandemic and their share will continue to increase as share of new launches by these large listed developers was 40-45% in last fiscal.

BUDGET 2023 – KEY TAKEAWAYS FOR CLIMATE CHANGE

The Union Budget FY 2023-24 promises sustained economic growth through its vision for the Amrit Kaal Blueprint for an empowered and inclusive economy. The focus is on sustainable growth for continued recovery from the global economic slowdown, caused due to the COVID-19 pandemic and the Russia-Ukraine war. The multi-pronged approach adopted by the Budget includes targeted capital investment, with a thrust on green infrastructure, to help facilitate GDP growth. There is a 33% increase in capital investment outlay, and an estimated GDP growth of 5.9-6.2% forecasted for FY 2023-24. The thrust on the infrastructure sector to drive growth is also evident in the 66% increase in the outlays for the Pradhan Mantri Awas Yojna (PMAY), setting up of the Urban Infrastructure Development Fund (UIDF), and many other sector-linked initiatives.

Green Growth is one of the 7 priority areas of the Budget FY 2023-24. The initiatives for the same are spread across industries including agriculture, Oil and Gas, Infrastructure, Transport, etc. to enable inclusive and sustainable growth. The recently launched Hydrogen Mission with an outlay

of ₹19,700 crores, will aide India's transition to a low carbon economy. Under the Galvanizing Organic Bio- Agro Resources (GOBAR)-Dhan Scheme an investment of ₹10,000 crores has been estimated, to facilitate circular economy through the setting up compressed biogas plants. Whether it be through setting of Bio-Input Resource Centres, or through increasing battery storage capacity, infrastructure development is a major focus area of Green Growth.

IMPACT OF CLIMATE CHANGE ON REAL ESTATE SECTOR

Buildings are the fourth highest emitters globally after power, transport and industry. Global emissions from buildings increased from 2.91 Gt CO_2 in 2019 to 2.97 Gt CO_2 in 2028. 11% of these GHG emissions result from manufacturing of raw materials of hard-to-abate industries such as steel and cement. The remaining are from the onsite emissions through electricity consumption, mainly for lighting and air conditioning. Enormous emissions reduction potential remains untapped due to the continued use of fossil fuel-based assets, lack of effective energy-efficiency policies and insufficient investment in sustainable buildings.

Due to the nature of business, the real estate sector is a significant contributor to the GDP of India. It is also responsible for nearly one-fifth of the nation's emissions, and 33% of total energy consumption10 . With India's ambitious climate targets such as Net-Zero by 2070, the Indian real estate sector must move swiftly and efficiently. As climate change continues to adversely impact

economies and the sector, both physical and transition risks have the potential to negatively affect assets, either directly or indirectly, and the markets with which those assets interact.

OPPORTUNITY AND THREATS:

- **Opportunity:**

a) Housing Demand:

- The pandemic has nudged a lot of fence-sitters to convert into first-time home buyers and existing ones to upgrade to larger homes by re-establishing the security that homeownership offers, resulting in rising housing demand across segments.
- Hybrid working models will also continue to drive demand for larger homes.

b) Consolidation:

- The highly fragmented Indian real estate sector has been in a prolonged consolidation phase from the past few years and the pandemic has been one important factor pushing weaker players out of business. The disruptions in the real estate sector have ensured that no new player has an easy entry into the sector. As the sector moves towards fewer big players in each region, the

consolidation presents a lucrative opportunity for the existing real estate developers to cater to the rising housing demand.

c) Digital Real Estate Sales:

- Digital marketing tools have ascended to the throne in today's marketing scene. Digital marketing tools are required for real estate enterprises as well, regardless of the industry.

- Digital marketing tools have ascended to the throne in today's marketing scene. Digital marketing tools are required for real estate enterprises as well, regardless of the industry.

- Emerging tools such as virtual reality, augmented reality, AI powered chatbots are being extensively used to establish personalized services with prospective customers. Going ahead, it will be imperative for the developers to adapt to a tech-savvy future and the proportion of real estate business generated online is expected to only rise further.

d) Metro Cities have driving demand for Commercial Space.

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

➢ **Threats:**

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

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

c) **Shortage of Labour and Technology:** Being the second largest employer in the country, the construction sector is heavily dependent on manual labour. During the pandemic, the sector was badly hit due to labor availability issues which affected the project completion timelines. Hence, there is a need for development of technologically less labour intensive alternative methods of construction.

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

SEGMENT / PRODUCT WISE PERFORMANCE:

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

schemes.

- Company has entered into development contract with **New Ashiyana Apartment Co-Op. Housing Society Ltd**. Which situated at Bhimjipura, New Vadaj, Ahmedabad, Gujarat. The company is agree to redevelop the old society and build new 104 residential flats and 45 commercial shops.

- Company has also got works contract from Art Club Private Limited for **Club Babylon**, by this contract company will enter in new division of construction segment apart from houses and shops. However the club is not owned by the company but experience of club construction will provide immense future opportunity for the company and also will add noted recognition to the company in industry. With in shorter period of time club will be available for the usage by the public.

Following Projects are on starting phase:

- Company has entered into redevelopment contract for the **Shree Vishnudhara Nidhi Apartment**, Naranpura, Ahmedabad. This project taken by the company with the government tender. This work is on PPP (Public Private Partnership) base. It covered 2453 sq. mtr. Land for construction of residential flats and shops.

- Company has entered into work contract for the development of **Shree Vishnudhara Essence** which covered 5745.08 sq.mtr land for construction of 160 residential flat which is situated at Thaltej, Ahmedabad.

- Company has entered into work contract for the development of **Omkar Enclave which covered 3831 sq. mtr. Land for construction of 160** residential flat which is situated at Ranip, Ahmedabad.



Club Babyloan, Bhadaj Circle,Ahmedabad



Shree Vishnudhara Essence, Thaltej, Ahmedabad



Shree Vishnudhara Ashiyana, Vadaj, Ahmedabad

OUTLOOK:

FY 2023 will be known for its resilience. Despite being hit by the deadly second wave in the first quarter followed by series of set backs in the form of supply chain disruptions, power shortages along with hike in crude and food prices, India has shown strong character and positioned itself as the fastest growing economy. Faster and more efficient vaccination drive with aggressive monetary policy taken by the Government led the country not only being resilient when

the time is adverse but also to be in the forefront of growth in terms of infrastructure development, self-reliability and digitisation.

RISKS AND CONCERNS

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

INTERNAL CONTROL SYSTEM AND ADEQUACY

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

DISCUSSION ON FINANCIAL PERFORMANCE WITH REFERENCE TO OPERATIONAL PERFORMANCE:

Your Company has achieved total revenue of INR 19,74,48,000/- The aggregate revenue of the Company decreased compared to PY 2021 22 but due to decrease in the expenses the company earn the profit this year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT ETC

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

DISCLOSURE OF ACCOUNTING TREATMENT

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

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

Particular	FY ended on 2023	FY ended on 2022	changes between current & past FY	Explanation if changes more than 25 %
Debtors /Turnover	1.17	0.4876	1.40	-
Inventory/Turnover	0.73	0.2235	2.27	-
Interest Coverage Ratio (EBIT/Int Exp)	1.40	-23.3713	-1.06	-
Current Ratio (Current Assets/current Liability)	4.26	7.078	-0.40	-
Debt Equity Ratio (total Liabi/total equity)	0.52	0.3228	0.61	-
Operating Profit Margin (%)(operating profit(EBIT)/ sales)	1.4749	-0.2867	-5.10	-
Net Profit Margin (%)(net profit/sales	0.57	-0.2986	-2.90	-

UDIN: 23116736BGPREN6507

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ART NIRMAN LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **ART NIRMAN LIMITED**("the company"),which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act,2013(the "Act") in the manner so required and give a true and fair view in conformity withthe Indian Accounting standards prescribed under section 133 of the Act read with the companies Rules ,2015, as amended and other the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

  adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors of the company as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in "Annexure – B".

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

i. The company does not have any pending litigation which would impact its financial position except Gst demand of Rs. 59,70,176/- for which the company has made an appeal and paid Pre-deposit amount which considered under Balance sheet.Refer point no. 17 of Note 1 to the financial statements.

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

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (i) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entity(ies), including foreign entities.

(ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities.

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v. No dividend declared or paid during the year by the company.

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

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

CA Arpan shah
Proprietor
Membership No.: 116736
Peer Review Certificate No.:014622

Ahmedabad, Aug 14, 2023

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

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

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

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

(ii) The Company has maintained proper records showing full particulars of Intangible assets.

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) The company has generally been regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues, as applicable, with the appropriate authorities in India except GST and TDS and Provident Fund and Employees' State Insurance which have been complied with delays.
(b) There were no undisputed amounts payable in respect of the above arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.
(c) There were no dues of Income Tax, Service Tax, Good and Service Tax and Customs Duty which have not been deposited as at March 31, 2023 on account of any dispute.

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

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

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

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

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

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

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

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

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

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

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

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

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

xiii. (a) The Company has an internal control system commensurate with the size and nature of business.
(b) The reports of the Internal Auditors for the period have been taken in to consideration while executing audit by the Statutory Auditor.

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

xv. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year and hence the company not required to be registered under Section 45-IA of the Reserve Bank of India Act,1934.
(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve

Bank of India.

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

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

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

xviii. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

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

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

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

CA Arpan shah
Proprietor
Membership No.: 116736
Peer Review Certificate No.:014622

Ahmedabad, Aug 14, 2023

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **ART NIRMAN LIMITED** ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

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

timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

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

CA Arpan shah
Proprietor
Membership No.: 116736
Peer Review Certificate No.:014622

Ahmedabad, Aug 14, 2023

BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. In Lakh)

	Particulars	Notes	As at 31/03/2023	As at 31/03/2022
I	**ASSETS**			
1	**NON-CURRENT ASSETS**			
	(a) Property, Plant and Equipment	2	577.53	647.33
	(b) Capital work-In-progress			
	(c) Right of use assets			
	(d) Investment Property			
	(e) Other Intangible assets	2	0.53	0.53
	(f) Intangible assets under development			
	(g) Deferred tax assets (net)			
	(h) Financial Assets			
	(i) Investments	3	0.00	31.63
	(ii) Trade receivables			
	(iii) Loans			
	(iv) Others (to be specified)	3	59.02	50.83
	(i) Other Non-current Assets		0.00	0.00
			637.08	**730.32**
2	**CURRENT ASSETS**			
	(a) Inventories	4	1431.17	823.19
	(b) Financial Assets			
	(i) Investments			
	(ii) Trade Receivables	5	2300.60	1795.54
	(iii) Cash and Cash Equivalents	5	19.64	515.21
	(iv) Bank Balances other than (Ill) above		0.00	0.00
	(v) Loans	5	467.85	561.31
	(vi) Other Financial Assets		0.00	0.00
	(c) Other Current Assets	6	332.40	72.27
			4551.67	**3767.51**
	TOTAL ASSETS		**5188.74**	**4497.84**
II	**EQUITY AND LIABILITIES**			
1	**EQUITY**			
	(a) Equity Share Capital	7	2495.60	2495.60
	(b) Other Equity	8	915.92	904.70
	TOTAL EQUITY		**3411.52**	**3400.30**
2	**LIABILITIES**			

(i)	**NON-CURRENT LIABILITIES**			
	(a) Financial Liabilities			
	(i) Borrowings	9	242.84	12.93
	(ii) Lease Liabilities			
	(iii) Trade payables			
	(iv) Other financial liabilities		0.00	0.00
	(b) Provisions		0.00	0.00
	(c) Deferred Tax Liabilities (Net)	10	25.39	28.25
	(d) Other non-current liabilities	11	441.00	524.10
			709.23	**565.28**
(ii)	**CURRENT LIABILITIES**			
	(a) Financial Liabilities			
	(i) Borrowings	12	9.78	9.78
	(ii) Lease Liabilities			
	(iii) Trade Payables			
	(A) Total outstanding dues of micro enterprises and small enterprises	12	73.08	16.17
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	12	598.81	142.03
	(iv) Other Financial Liabilities		0.00	0.00
	(b) Other Current Liabilities	13	379.78	357.85
	(c) Provisions	14	6.55	6.44
	(d) Current Tax Liability (Net)	15	0.00	0.00
			1067.99	**532.26**
	TOTAL LIABILITIES		**1777.22**	**1097.54**
	TOTAL EQUITY AND LIABILITIES		**5188.74**	**4497.84**
	The accompanying notes forming an integral part of the financial statements	1		

For, Arpan Shah & Associates
Chartered Accountants

For and on behalf of the Board of
ART NIRMAN LIMITED

Ashokkumar Thakker
Chairman & MD
(DIN: 02842849)

Piyushkumar Thakkar
Executive Director
(DIN: 07555460)

CA Arpan Shah
Proprietor
Membership No: 116736
UDIN:23116736BGPREN6507
Peer Review Certificate No.:014622
Place: Ahmedabad
Date: 14-08-2023

Chetan Kumar Modi
Chief Financial Officer

Yesha Shah
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. In Lakh except Per Share Data)

	Particulars	Notes	For the year ended	
			31-03-2023	31-03-2022
1	Revenue from Operations	16	1971.68	3682.50
2	Other Income	17	2.80	6.15
3	**Total Income (1+2)**		**1974.48**	**3688.66**
4	**Expenses**			
	a) Cost of Materials Consumed	18	1397.80	1140.10
	b) Purchase of stock-in-trade			
	c) Changes in Inventories	19	(499.39)	2497.33
	d) Employee Benefits Expense	20	100.86	90.63
	e) Finance Costs	21	20.72	45.17
	f) Depreciation and Amortization Expense	2	70.88	71.37
	g) Other Expenses	22	875.24	944.92
	Total Expenses		**1966.12**	**4789.52**
5	**Profit before tax (3 - 4)**		**8.36**	**(1100.87)**
6	**Tax Expense:**			
	(1) Current tax			
	- For the Current Year		0.00	0.00
	- For earlier years		0.00	(0.20)
	(2) Deferred tax liabilities / (asset)		(2.86)	(0.97)
	Total Tax Expense		**(2.86)**	**(1.17)**
7	**Net Profit for the period / year (5-6)**		**11.22**	**(1099.70)**
8	**OTHER COMPREHENSIVE INCOME (OCI**			
	A (i) Items that will not be reclassified to Profit or Loss		0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		0.00	0.00
	B (i) Items that will be reclassified to Profit or Loss		0.00	0.00

	(ii) Income tax relating to items that will be reclassified to Profit or Loss		0.00	0.00
	TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)		**0.00**	**0.00**
9	**Total Comprehensive Income for the period /year (7+8)**		**11.22**	**(1099.70)**
10	**Earning Per Share(of Rs 10/- each)**			
	(1) Basic		0.04	(4.41)
	(2) Diluted		0.04	(4.41)
	Weighted average number of equity shares		24956000	24956000
	The accompanying notes forming an integral part of the financial statements	1		

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

For and on behalf of the Board of
ART NIRMAN LIMITED

Ashokkumar Thakker
Chairman & MD
(DIN: 02842849)

Piyushkumar Thakkar
Executive Director
(DIN: 07555460)

CA Arpan Shah
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Place: Ahmedabad
Date: 14-08-2023

Chetan Kumar Modi
Chief Financial Officer

Yesha Shah
Company Secretary

AUDITED STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. In Lakh)

Particulars	For The Year Ended 31st March, 2023	For The Year Ended 31st March, 2022
A. Cash Flow from Operating Activities		
Profit Before Tax	**8.36**	**(1100.87)**
Adjusted for:		
Depreciation	70.88	71.37
Finance Costs	20.72	45.17
Interest Income	(2.80)	(3.34)
Rent Income	0.00	0.00
Net (Gain)/ Loss on Sale of Property, Plant & Equipment	0.15	0.00
Operating Profit before Working Capital changes	97.31	(987.67)
Changes in Working Capital		
Adjustment for:		
(Increase)/ Decrease In Trade Receivables & other receivable	(505.06)	(382.55)
(Increase)/ Decrease Financial Assets	93.46	(306.21)
(Increase)/ Decrease In Inventories	(607.99)	2497.33
(Increase)/ Decrease In other Assets	(260.13)	359.67
Increase/ (Decrease) in Trade Payable & other payable	535.62	(305.58)
Increase/ (Decrease) in Trade Payable	**(83.10)**	48.65
Increase/ (Decrease) In Other Financial Liabilities	**0.11**	6.24
Cash generated from operations Before Income Tax Paid	**(729.77)**	**929.88**
Direct Taxes Paid	0.00	0.20
Net Cash Flow From Operating Activities (A)	**(729.77)**	**930.08**
Cash Flow From Investing Activities :		
Payments for purchase of Property, Plant & Equipment	(1.23)	(1.46)
Proceeds from sales of Property, Plant & Equipment		
Increase/ (Decrease) in Non-financial Asset	(8.19)	(11.06)
Proceeds/(Payments) of term deposits		
(Purchase)/ Sale in Investments	31.63	2.72
Rent Income	0.00	0.00
Interest Income	2.80	3.34
Net Cash Flow Used In Investing Activities (B)	**25.02**	**(6.46)**
Cash Flow From Financing Activities :		
Proceeds/(Repayment) of Borrowings		
Increase/ (Decrease) in Non-Current Borrowings (Net)	229.91	(472.31)
Increase/ (Decrease) in Current Borrowings (Net)		

Finance Costs paid	(20.72)	(45.18)
Net Cash Flow Used In Financing Activities (C)	**209.19**	**(517.49)**
Net Increase in cash and cash equivalents during the year [A+B+C]	**(495.57)**	**406.14**
Add: Cash and cash equivalents at the beginning for the year	**515.21**	**109.07**
Cash and cash equivalents at the end for the year	**19.64**	**515.21**
Cash and cash equivalents as per above comprises of the following		
Cash and cash equivalents	19.64	515.21
Current Investments	0.00	0.00
Balance as per statement of cash flow	19.64	515.21

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

For and on behalf of the Board of
ART NIRMAN LIMITED

CA Arpan Shah
Proprietor
Membership No: 116736
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Place: Ahmedabad

Date: 14-08-2023

Ashokkumar Thakker	**Piyushkumar Thakkar**
Chairman & MD	**Executive Director**
(DIN: 02842849)	**(DIN: 07555460)**
Chetan Kumar Modi	**Yesha Shah**
Chief Financial Officer	**Company Secretary**

Notes forming an integral part of the financial statements

(Rs. In Lakh)

2 Other intengible asset

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Other intengible asset	**0.53**	0.53
	0.53	**0.53**

3 Financial Assets

(i) Investments

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Other Investment		
FD Investments	0.00	31.63
	0.00	**31.63**

(iv) Others

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Unsecured - Considered Good		
Loans and Advances	20.09	19.14
Security deposits	38.93	31.69
	59.02	**50.83**

4 Inventories

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Finished Goods	0.00	0.00
Construction Work-in-Progress	1431.17	823.19
	1431.17	**823.19**

5 Financial Assets

(ii) Trade Receivables

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Trade receivables – Billed		
Undisputed trade receivables – considered good	**2300.60**	**1795.54**
Disputed trade receivables – considered good		

Trade receivables – Unbilled		
	2300.60	**1795.54**

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

(iii) Cash and Cash Equivalents

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Cash in hand	7.26	14.04
Balance with banks		
in Current Account	12.38	501.17
in FD Account	0.00	0.00
	19.64	**515.21**

(iv) Bank Balances other than (Ill) above

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Earmarked balances with banks	0.00	0.00
	0.00	**0.00**

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

(v) Loans

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Considered good		
Inter-corporate deposits		
Loans and advances to employees		
Advance given to Related parties	0.00	0.00
Advance given to vendors	467.85	539.31
Advance to others	0.00	22.00
	467.85	**561.31**

(vi) Other Financial Assets

	AS AT 31/03/2023	AS AT 31/03/2022
Security deposits	0.00	0.00
Others	0.00	0.00
	0.00	**0.00**

6 Other Current Assets

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Balances with government authorities	41.06	55.58
Others		

Prepaid Expenses	1.10	0.63
Other Receivables	5.52	6.56
Other Current Asset	284.73	9.49
	332.40	**72.27**

8 Other Equity

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Securities Premium		
Balance as at the beginning of the year	1581.72	1581.72
Addition during the year	0.00	0.00
	1581.72	**1581.72**
Retained earnings		
Balance as at the beginning of the year	-677.02	422.68
Profit for the year	11.22	-1099.70
	-665.80	**-677.02**
	915.92	**904.70**

9 Financial Liabilities

(i) Borrowings

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Secured Loans		
Rupee Term Loan	-	-
From Banks	0.00	0.00
From NBFCs (Note (i))	0.00	-3.97
Unsecured Loans		
From Directors	242.84	16.90
	242.84	**12.93**

Note: (i)Security :

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

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

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

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

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

(iii) Repayment Schedule:

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

(iv) Other financial liabilities

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
	0.00	**0.00**

10 Deferred Tax Liabilities (Net)

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Deferred Tax Liabilities	25.39	28.25
Tax impact due to Timing difference of depreciation on PPE		
	25.39	**28.25**

11 Other non-current liabilities

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Maintainence Deposits from Customers	441.00	524.10
Security Deposit		
From Related Party		
	441.00	**524.10**

12 Financial Liabilities

(i) Borrowings

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Unsecured		
Loan Repayable on Demand		
Other Body Corporates	9.78	9.78
	9.78	**9.78**

(iii) Trade Payables

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Micro Small and Medium Enterprise	73.08	16.17
Others	598.81	142.03
	671.88	**158.20**

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

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2023 and March 31, 2022 is as under:

	AS AT 31/03/2023	AS AT 31/03/2022
Dues remaining unpaid to any supplier		
Principal	**73.08**	**16.17**
Interest on the above		
Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006		
Amount of interest accrued and remaining unpaid		
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006*		

(iv) Other Financial Liabilities

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
	0.00	**0.00**

13 Other Current Liabilities

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Secured Current Maturities of Long Term Debt	0.00	0.00
Interest Accrued But Not Due	0.00	-0.43
Advance received for works contract	0.00	120.00
Other Payables		
Booking Advances from Members	0.00	227.88
Statutory Dues Payable	0.00	5.10
Retention Money	5.12	5.12
Others	374.67	0.18
	379.78	**357.85**

14 Provisions

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
Provision for Exp	6.55	6.44
Provision for taxation	0.00	0.00
	6.55	**6.44**

15 Current Tax Liability (Net)

Particulars	AS AT 31/03/2023	AS AT 31/03/2022
	0.00	**0.00**

Notes forming an integral part of the financial statements

16 Revenue From Operations

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022
Sale of Real Estate Developments	112.00	2071.51
Sale of Service	1859.68	1593.61
	1971.68	**3665.12**
Other Operating Revenues		
Rent Income	0.00	0.00
Other Income	0.00	17.38
	0.00	**17.38**
	1971.68	**3682.50**

17 Other Income

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022
Interest Received	2.80	3.34
Foreign Transaction Gain	0.00	0.00
Sundry Balances Written off	0.00	2.81
	2.80	**6.15**

18 Cost of Material Consumed

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022
Inventories at the beginning of the year	0.00	0.00
Add: Purchases	1506.40	1140.10
Less: Inventories at the end of the year	108.60	0.00
Cost of Materials Consumed	**1397.80**	**1140.10**

19 Changes In Inventories

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022
Inventories at the beginning of the year		
Finished Goods	0.00	30.18
Construction Work-in-Progress	823.19	3290.33
	823.19	**3320.51**
Inventories at the end of the year		
Finished Goods	0	0.00
Construction Work-in-Progress	1322.57	823.19
	1322.57	**823.19**
Changes In Inventories	**(499.39)**	**2497.33**

20 Employee Benefit Expenses

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022
Salaries, Bonus and Allowances	96.78	88.19
Contribution to Provident and Other Funds	2.47	2.02
Staff Welfare expenses	1.61	0.43
	100.86	**90.63**

21 Finance Cost

Particulars	For The Period Ended on	For The Period Ended on

	March 31, 2023	March 31, 2022
Interest Expense	20.44	45.17
Other Borrowing Cost	0.28	0.00
	20.72	**45.17**

22 Other Expenses

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022
Advertising and marketing expenses	7.55	2.05
Brokerage expense	0.00	7.05
Courier & postages Charges	3.12	0.00
Electricity Exp.	22.27	0.00
Site related expenses	360.47	0.00
Professional Fees	113.97	0.00
Conveyance and travelling expenses	0.53	0.00
Statutory registration Fees	28.39	0.00
Printing & Stationary expenses	2.34	0.00
Communication Internet expenses	4.78	0.00
Payment to the Auditor(refer note 22a)	2.50	0.00
Office expenses	9.29	0.00
Donation expenses	0.00	0.00
Insurance expenses	5.55	7.53
Repair & Maintanance expenses	7.90	19.54
Royalty Exp.	4.58	0.00
Rent expenses	22.37	22.37
Labour expenses	271.40	175.49
Security expenses	6.65	15.16
Miscellaneous/other expenses	1.44	695.73
Loss on sale of Assets	0.15	0.00
	875.24	**944.92**

22A Payment to the auditor

Particulars	For The Period Ended on March 31, 2023	For The Period Ended on March 31, 2022

(a) As an auditor		
Statutory Audit Fees	1.00	1.00
Internal Audit Fees	1.00	1.00
(b) For Taxation Matters		
Tax Audit Fees	0.50	0.50
	2.50	**2.50**

7 Equity Share Capital

(Rs. In Lakh except Shares related data)

Particulars	As at March 31, 2023 No of Shares	As at March 31, 2023 Amount in Rs.	As at March 31, 2022 No of Shares	As at March 31, 2022 Amount in Rs.
(a) Authorised				
Ordinary Equity Shares of Rs. 10/- Each	25000000	2500.00	25000000	2500.00
(b) Issued, Subscribed & Paid Up				
Ordinary Equity Shares of Rs. 10/- Each	24956000	2495.60	24956000	2495.60
Total	**24956000**	**2495.60**	**24956000**	**2495.60**

(a) Reconciliation of number of ordinary shares outstanding

Particulars	As at March 31, 2023 No of Shares	As at March 31, 2023 Amount in Rs.	As at March 31, 2022 No of Shares	As at March 31, 2022 Amount in Rs.
Shares Outstanding at the beginning of the period	**24956000**	**2495.6**	**24956000**	**2495.60**
Add : Warrants converted into shares during the year	**0**	**0**	**0**	**0.00**
Shares Outstanding at the end of the year	**24956000**	**2495.6**	**24956000**	**2495.6**

(b) Terms / rights attached to equity shares :

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

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

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

Particulars	As at March 31, 2023 No of Shares	As at March 31, 2023 % of holding	As at March 31, 2022 No of Shares	As at March 31, 2022 % of holding
Ashokkumar R Thakker	15788995	63.27	15788995	63.27
Ajaykumar Jamnalal Pujara	864380	3.46	897680	3.6

(d) Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Promoter name	Shares held by promoters				% Change during the year
	As at March 31, 2023		As at March 31, 2022		
	No. of shares	% of total shares	No. of shares	% of total shares	
ALPESHKUMAR C PATEL	1	0	1	0	0
ASHOKKUMAR R THAKKER HUF	1	0	1	0	0
THAKKER R VASRAMBHAI HUF	1	0	1	0	0
PIYUSHKUMAR C THAKKAR	870001	3.49	870001	3.49	0
RAGHURAMBHAI V THAKKER	870001	3.49	870001	3.49	0
DHARMISTHABEN A THAKKAR	875000	3.51	875000	3.51	0
ASHOKKUMAR R THAKKER	15788995	63.27	15788995	63.27	0.00
Total	**18404000**	**73.76**	**18404000**	**73.76**	**0.00**

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

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

Statement of changes in equity for the year ended 31st March, 2023

A. Equity Share Capital (` in Lakhs)

Particulars	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting Year
For the year ended 31st March, 2022	2495.6	0	2495.6
For the year ended 31st March, 2023	2495.6	0	2495.6

B. Other Equity (` in Lakhs)

Particulars	Reserves and Surplus		
	Securities Premium account	Retained earnings	Total
Balance as at 1st April, 2021	**1581.72**	**422.68**	**2004.40**
Profit for the year		-1099.70	-1099.70
Other Comprehensive Income (net of tax)			
Total Comprehensive Income for the year	0	-1099.70	-1099.70

Transfer from retained earnings			
Balance as at 31st March, 2022	**1581.72**	**-677.02**	**904.70**
Profit for the year	0.00	11.22	11.22
Other Comprehensive Income (net of tax)			
Total Comprehensive Income for the year	0	11.22	11.22
Transfer from retained earnings			
Balance as at 31st March, 2023	**1581.72**	**-665.80**	**915.92**

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

For and on behalf of the Board of ART NIRMAN LIMITED

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Peer Review Certificate No.:014622
Place: Ahmedabad

Date: 14-08-2023

Chetan Kumar Modi
Chief Financial Officer

Yesha Shah
Company Secretary

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

GROSS BLOCK				DEPRECIATION FUND							NET BLOCK OF ASSET AS ON 31/03/2023 (Rs.)	NET BLOCK OF ASSET AS ON 31/03/2022 (Rs.)
					Addition							
OPENING BLOCK	ADDITION	SALES	CLOSING BLOCK	OPENING BALANCE	1st Half (Q1 & Q2)	Q3	Q4	Total	SALES/ADJUSTMENT	CLOSING BALANCE		
17.55	-	-	17.55	14.65	0.86	0.43	0.43	1.72	-	16.37	1.18	2.90
164.23	-	-	164.23	73.10	6.12	3.06	3.05	12.23	-	85.33	78.89	91.13
28.75	0.49	0.68	28.56	18.28	1.69	0.83	0.84	3.36	0.41	21.23	7.33	10.47
32.08	-	-	32.08	16.50	1.52	0.76	0.76	3.05	-	19.55	12.54	15.58
17.13	-	-	17.13	12.30	1.06	0.43	0.56	2.05	-	14.35	2.78	4.83
17.90	0.35	-	18.25	14.12	1.13	0.38	0.56	2.08	-	16.20	2.05	3.78
22.99	0.52	-	23.51	20.76	0.33	0.17	0.12	0.62	-	21.38	2.13	2.23
300.63	**1.35**	**0.68**	**301.30**	**169.71**	**12.71**	**6.06**	**6.33**	**25.11**	**0.41**	**194.40**	**106.90**	**130.92**
457.04	-	-	457.04	79.48	7.24	3.62	3.61	14.46	-	93.94	363.10	377.56

152.72	-	-	152.72	96.97	9.07	4.53	4.52	18.12	-	115.09	37.63	55.75
43.71	-	-	43.71	14.68	1.38	0.69	0.69	2.77	-	17.45	26.26	29.03
109.75	-	-	109.75	55.69	5.21	2.61	2.60	10.42	-	66.11	43.64	54.06
763.22	**-**	**-**	**763.22**	**246.82**	**22.90**	**11.45**	**11.42**	**45.77**	**-**	**292.59**	**470.63**	**516.40**
10.66	-	-	10.66	10.13	0.00	0.00	0.00	0.01	-	10.13	0.53	0.53
10.66	**-**	**-**	**10.66**	**10.13**	**0.00**	**0.00**	**0.00**	**0.01**	**-**	**10.13**	**0.53**	0.53
1,074.51	**1.35**	**0.68**	**1,075.18**	**426.66**	**35.62**	**17.52**	**17.75**	**70.88**	**0.41**	**497.13**	**578.06**	**647.86**

Notes forming an integral part of the financial statements

Note No. 1

Significant Accounting Policies:

1. Corporate Information:

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

2. Basis of Preparation of Financial Statements:

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

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

3. Use of Estimates and judgements :

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

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

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

(i) Recognition and initial measurement

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

Cost comprises the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses. Revenue earned, if any, during trial run of assets is adjusted against cost of the assets. Cost also includes the

cost of replacing part of the plant and equipment

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

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

(ii) Subsequent measurement (depreciation and useful lives)

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

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

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

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

(iii) De-recognition

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

5. Intangible assets

(i) Recognition and initial measurement

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

(ii) Subsequent measurement (Amortisation)

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

The carrying amount of intangible asset is reviewed at each financial year end for impairment based on

internal /external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

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

6. Inventory

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

7. Provisions and contingent liabilities

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

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

i) possible obligations which will be confirmed only by future events not wholly within the control of the Group; or

ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

8. Leases

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

9. Borrowing costs

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

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

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

10. Segment Reporting

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

11. Cash and cash equivalents

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

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

12. Employee benefits

i) Short term employee benefits

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

ii) Defined contribution plans

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

iii) Defined Benefit Plans

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

13. Revenue Recognition

The revenue from the project related to real estate developments is recognized on the basis of conveyance deed executed with the members of the scheme and possession given to the members, on a year to year

basis in pursuance of Indian Accounting Standard – 115 (Ind AS - 115) and Guidance Note on Real Estate Developers (Revised), 2012, issued by ICAI.

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

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

14. Income tax

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

i) ***Current tax***

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

ii) ***Deferred tax***

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

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

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

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

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

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

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

15. Earnings per Share

i) Basic Earnings Per Share

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

	March 31, 2023	March 31, 2022
Profit attributable to ordinary shareholders (basic)		
(Rs. In lakh)	**11.22**	**(1099.70)**
Profit for the year, attributable to ordinary shareholders of the Company	**11.22**	**(1099.70)**
Weighted average number of ordinary shares (basic)		
Weighted average number of equity shares at the beginning of the year	**24956000**	**24956000**
Add: Weighted average number of warrants converted into equity shares during the year	**0.00**	**0.00**
Weighted average number of equity shares outstanding at the end of the year	**24956000**	**24956000**
Basic Earnings Per Share	**0.04**	**(4.41)**

ii) Diluted Earnings Per Share

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

	March 31, 2023	March 31, 2022
Profit attributable to ordinary shareholders (diluted)		
(Rs. In lakh)	**11.22**	**(1099.70)**
Profit for the year, attributable to ordinary shareholders of the Company	**11.22**	**(1099.70)**
Weighted average number of ordinary shares (diluted)		
Weighted average number of equity shares outstanding (basic)	**24956000**	**24956000**
Add: Weighted average effect of potential equity shares		

	24956000	**24956000**
Diluted Earnings Per Share	**0.04**	**(4.41)**

16. Related party Disclosures

i) ***List of related parties:***

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

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

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

- Art Club Pvt Ltd
- ***DAT Hotels and Resorts Private Limited***
- ***Vishnudhara Developers LLP***
- ***Vishnudhara Paradise LLP***
- ***Ohm Enterprise***

ii) ***Related Party Transactions*****:**

For the Financial year ended 2022-23

Sr. No	Name of Related party	Relation	Nature of Transaction	Transaction Amount(In Lakhs)
1	Ashokkumar R Thakker – Loan	Managing Director	Unsecured Loan taken	645.68
2	Ashokkumar R Thakker – Loan	Managing Director	Unsecured Loan repaid	466.75
3	Ashokkumar R Thakker – Loan	Managing Director	Interest on Unsecured loan	18.01
4	Ashokkumar R Thakker – Rent	Managing Director	Office Rent	26.40
5	Ashokkumar R Thakker – Salary	Managing Director	Remuneration	12.00
6	ART Club Pvt Ltd	Sister Concern Company	Work Contract Income	1425.05
7	ART Infocom LLP	Sister Concern Company	Material Purchase/ Labour(Incl GST)	24.85

8	Piyushkumar C. Thakkar – Loan	Executive Director	Unsecured Loan taken	55.00
9	Piyushkumar C. Thakkar	Executive Director	Creditors - reimbursement of Exp	0.32
10	Piyushkumar C. Thakkar – Salary	Executive Director	Remuneration	9.24
11	Piyushkumar C. Thakkar – Loan	Executive Director	Unsecured Loan repaid	26.00
12	Chintan U Bhatt	Independent Director	Sitting Fee	0.25
13	Hemang Shah	Independent Director	Sitting Fee	0.54
14	Ohm Enterprise	Director Interested	Work Contract Income	332.93
15	Vishnudhara developer LLP (old name - Dhara Developers)	Director Interested	Advance for Development Project(Clo. Balance)	1076.91
16	Vishnudhara developer LLP (old name - Dhara Developers)	Director Interested	Receivables	255.00
17	Vishnidhara Paradise LLP	Director Interested	Adv for Project	143.49

17. The Director General of Goods & Services Tax Intelligence Zonal Unit, Ahmedabad, conducted search in the premises of the company on 12/10/2018 and impounded certain material. The investigation is concluded for certain matter for which 444.10 Lakhs amount has been paid which is recognized as expense in Statement of Profit and Loss of the financial 2021-22. However for another matter the appeal has been filed against demand of RS 5970176.00 for which the company has paid RS 1044783/- as GST Pre-deposit for Appeal and Pre-deposit amount considered under Balance sheet.

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

19. Ageing for trade receivables

Ageing for trade receivables – current outstanding as at March 31, 2023 is as follows: (Amt in Lakhs)							
Trade receivables – Billed	**Not due**	**Outstanding for following periods from due date of payment**					**Total**
		Less than 6 months	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Undisputed trade receivables – considered good	968.68			1331.92			2300.60

Disputed trade receivables – considered good							0
Trade receivables – Unbilled							0

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

Trade receivables – Billed	**Not due**	**Outstanding for following periods from due date of payment**					**Total**
		Less than 6 M	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Undisputed trade receivables – considered good	1540.54		255.00				1795.54
Disputed trade receivables – considered good							0
Trade receivables – Unbilled							0

20. Ageing for trade payables

Ageing for trade payables outstanding as at March 31, 2023 is as follows: (Amt in Lakhs)

Trade payables	**Not due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
MSME*		55.95	17.13			73.08
Others	327.56	216.23	55.02			598.81
Disputed dues - MSME*						0
Disputed dues – Others						0

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade payables outstanding as at March 31, 2022 is as follows: (Amt in Lakhs)

Trade payables	**Not due**	**Outstanding for following periods from due date of payment**				**Total**
		Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
MSME*		0.68	15.49			16.17

Others	17.42	69.90	5.88	24.46	24.37	142.03
Disputed dues - MSME*						0
Disputed dues – Others						0

21. **Additional Regulatory Information**

Ratio Name	Formula	F.Y. 2022-23	F.Y. 2021-22
Current ratio (in times)	**= Total Current Assets / Total Current Liabilities**	**4.262**	**7.078**
Debt-Equity Ratio(in times)	**= Short Term Debt + Long Term Debt + Other Fixed Payment / Shareholder's Equity**	0.074	0.007
Debt Service Coverage* Ratio(in times)	**= Net Operating Income / Total Debt Payment**	NA	NA
Return on Equity Ratio(in %)	**= Net Income * 100 / Shareholder's Equity**	0.33	-32.34
Net Profit Ratio(in %)	= **Net Profit * 100 / Net Sales**	0.57	-29.86
Trade Receivable Turnover Ratio(in times)	**= Net Credit Sales / Net Account Receivable[1]**	0.96	2.285
Trade Payable Turnover Ratio(in times)	**= Credit Purchase / Net Account Payable[2]**	3.63	4.49
Net Capital turnover Ratio(in times)	**= Net Sales / Average Working Capital**	0.57	1.13
Return on Capital Employed(in %)	**= EBIT * 100 / Capital Employed**	0.85	-31.04
Return on Investment(in %)	**= Net Profit * 100 / Shareholder's Equity**	0.33	-32.34

Note 1 : Net Account Receivable as on 31/3/22 and 31/03/23 taken as Average of closing balance shown in Financials.

Note 2 : Net Account Payable as on 31/3/22 and 31/03/23 taken as Average of closing balance shown in Financials.

There are no debt having fixed repayment obligation and hence DSCR not reported.

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

For and on behalf of the Board of
ART NIRMAN LIMITED

Ashokkumar Thakker
Chairman & MD
(DIN: 02842849)

Piyushkumar Thakkar
Executive Director
(DIN: 07555460)

CA Arpan Shah
Proprietor
Membership No: 116736
UDIN: 23116736BGPREN6507
Peer Review Certificate No.:014622
PLACE: AHMEDABAD
Date: 14/08/2023

Chetankumar Modi
Chief Financial Officer

Yesha Shah
Company Secretary

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

12th Annual General Meeting – 26th September 2023.

ATTENDENCE SLIP

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

Shares: For Physical Shares:

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

Full Name of the Member attending:

_____

Name of the proxy:

_____

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

I, hereby record my presence at the 12th Annual General Meeting of the company to be held on Tuesday, 26th September 2023 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad-380060, Gujarat, India.

_____

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

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

Art Nirman Limited

10, JBR Arcade, Science City Road,
Sola, Ahmedabad – 380060, Gujarat, India
Email id: cs@artnirman.com Website:
www.artnirman.com
CIN: L45200GJ2011PLC064107

12th Annual General Meeting – 26th September, 2023

PROXY FORM

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

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No./ Client Id: _____

DP Id: _____

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

Name:	Email id:
Address:	Signature:

Or failing him/ her:

Name:	Email id:
Address:	Signature:

Or failing him/ her:

Name:	Email id:
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th **Annual General Meeting** of the Company, to be held on the Tuesday, 26th September 2023 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

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

Signed this_____day of_____, 2023

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

Signature of Member(s)

Signature of Proxy Holder

Notes:

1. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 12th Annual General Meeting.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

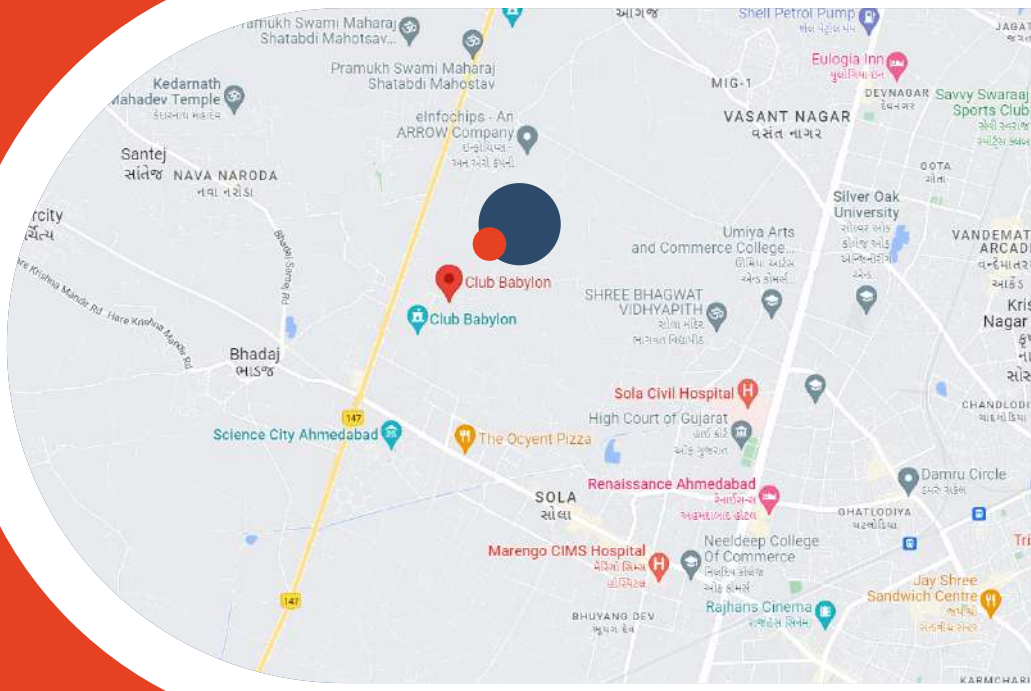
We are **Gujarat's Most Growing** Real Estate Company.

www.artnirman.com

Route map to AGM

Venue: ClubBabylon, SPRoad, Nr. Science-City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India.

Date: 26/09/2023
Time: 10.30 A.M.



ART Nirman Ltd.
Crafting Comfort.

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