

# NIVI TRADING LIMITED

Annual Report 2022-23

# C O R P O R A T E I N F O R M A T I O N

## **Board of Directors**

Mr. Rajnikant Devidas Shroff (DIN: 00180810)  
*Non-Executive Chairman*

Mrs. Sandra Rajnikant Shroff (DIN: 00189012)  
*Managing Director*

Mr. Jaidev Rajnikant Shroff (DIN: 00191050)  
*Non-Executive Director*

Mr. Prasad Vasudev Paranjape (DIN: 00242305)  
*Independent Director*

Mrs. Meena Deepak Ved (DIN: 07706272)  
*Independent Director*

## **Chief Financial Officer**

Mr. Brubeck Pierre Dias

## **Company Secretary**

Mrs. Priyanka Jain

## **Auditors**

Vora & Associates  
*Chartered Accountants*

## **Corporate Identity Number (CIN)**

L99999MH1985PLC036391

## **Registered Office**

C/o. United Phosphorus Ltd., Readymoney Terrace, 4th Floor, 167, Dr. A.B. Road, Worli, Mumbai - 400 018.

## **Administrative Office**

C/o. Kanta Niwas, C.D. Marg, 11<sup>th</sup> Road, Opp. Madhu Park, Khar (West), Mumbai - 400 052.

## **Registrar & Transfer Agent**

Link Intime India Pvt. Ltd.  
Unit: Nivi Trading Limited  
Add: C-101, 247 Park, LBS Marg, Vikhroli (West),  
Mumbai -400083 Tel.: +91-22-49186270  
Email Id.: [rnt.helpdesk@linkintime.com](mailto:rnt.helpdesk@linkintime.com)

# NOTICE

**NOTICE** is hereby given that the **38<sup>th</sup> Annual General Meeting (AGM)** of the members of Nivi Trading Limited will be held on **Wednesday, 27<sup>th</sup> September 2023** at **01.00 P.M. IST** at the registered office of the Company at C/o. United Phosphorus Limited, Readymoney Terrace, 4<sup>th</sup> Floor, 167, Dr. Annie Besant Road, Worli, Mumbai-400018, to transact the following business:s

## **ORDINARY BUSINESS:**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- 1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditor thereon:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditor thereon as circulated to the members be and are hereby considered and adopted.”

- 2. To re-appoint Mr. Jaidev R. Shroff (DIN: 00191050), Non-Executive Director who retires by rotation and, being eligible, offers himself for re-appointment:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jaidev R. Shroff (DIN: 00191050), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Date: 18<sup>h</sup> May 2023  
Place: Mumbai

By Order of the Board of Directors  
For **NIVI TRADING LIMITED**

## **Registered Office:**

C/o., United Phosphorus Limited  
Readymoney Terrace, 4<sup>th</sup> Floor,  
167, Dr. Annie Besant Road, Worli,  
Mumbai-400018.  
CIN: L99999MH1985PLC03639

Sd/-  
**Rajnikant Devidas Shroff**  
**Chairman**  
DIN :00180810

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Explanatory Statement sets out all material facts relating to the business(es) to be dealt at the Annual General Meeting as mentioned in the Notice:

### **Item No. 2: Re-appointment of Mr. Jaidev R. Shroff as Director**

In terms of the provisions of Section 152 of the Companies Act, 2013 (“the Act”) at least two thirds of the total number of directors (excluding Independent Directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mr. Jaidev R. Shroff (DIN: 00191050) retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

Mr. Jaidev R. Shroff has been the Non-Executive Director on the Board of Nivi Trading Limited since 02<sup>nd</sup> March, 1992. The brief profile and statutory details for Mr. Jaidev R. Shroff are enclosed at Annexure I. The Company has received consent from Mr. Jaidev R. Shroff for re-appointment as Director in terms of Section 152(5) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board of Nivi Trading Limited, based on the performance evaluation recommends resolution at Item No. 2 relating to re-appointment of Mr. Jaidev R. Shroff as Director, for approval of the members as an Ordinary Resolution.

Except for Mr. Rajnikant D. Shroff, Mrs. Sandra R. Shroff and Mr. Jaidev R. Shroff himself, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

# ANNEXURE

Item No. / Resolution No.	2
Name of the Director	Jaidev Rajnikant Shroff
Director Identification Number	00191050
Date of joining the Board	2 <sup>nd</sup> March 1992
Age	58 years
Qualification	Bachelor of Science
Brief Resume of the Director	<p>Mr. Jaidev R. Shroff has strategic capabilities and consumer insight with a proven track record of driving consumer-centric and digital innovation.</p> <p>He is a well recognized global leader in the Chemicals and Agri-inputs industry with over 33 years of experience in India and abroad.</p>
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Global Business and Strategic Planning</li> <li>• Management and Leadership</li> <li>• Finance, Risk, Compliance and Governance</li> </ul>
Number of meetings of the Board attended in FY2022-23	1 out of 6 meetings
Remuneration last drawn from the Company / Remuneration sought to be paid.	He is a non-executive director and does not draw remuneration from the company.
Number of shares held in the Company including shareholding as a beneficial owner	<p>Holds 75,000 equity shares in personal name</p> <p>Holds 6,33,000 equity shares as significant beneficial owner.</p>
Directorships and Committee memberships in other companies and names of the listed entities from which the Director has resigned in the past three years	<p><b>A. Directorships*</b></p> <ol style="list-style-type: none"> <li>1. UPL Limited</li> <li>2. Ventura Guaranty Limited</li> <li>3. Uniphos Enterprises Limited</li> <li>4. Advanta Enterprises Limited</li> <li>5. UPL Sustainable Agri Solutions Limited</li> </ol> <p><b>B. Committee Memberships</b></p> <ol style="list-style-type: none"> <li>1. Advanta Enterprises Limited – Audit Committee Member</li> <li>2. UPL Sustainable Agri Solutions Limited - Audit Committee Member</li> </ol> <p>C. Mr. Jai Shroff has not resigned from any listed entity in past three years.</p>
Relationship with other Directors/KMP	<p>Father – Mr. Rajnikant D. Shroff</p> <p>Mother – Mrs. Sandra Rajnikant Shroff</p>

*\* Directorships in private limited companies, foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders Relationship Committee of only public companies have been included in the aforesaid table.*

## NOTES:

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

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agent – Link Intime India Ltd., Unit: Nivi Trading Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli(West), Mumbai – 400 089, quoting their Folio Number and in case their shares are held in dematerialized form, the intimation of change of address should be passed on to their respective Depository Participants.
5. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
6. Members who have not registered their e-mail addresses so far, are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 A.M. and 6.00 P.M. up to the date of 38<sup>th</sup> Annual General Meeting.
8. The Statutory Registers of the Company will be available for inspection by the members at the Meeting.
9. Voting Options

(i) Voting through Electronic Means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means i.e. the business may

be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by Link Intime India Pvt. Ltd.

The Company has approached Link Intime India Pvt. Ltd. for providing remote e-voting services through their e-voting platform – Insta Vote. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on the remote e-Voting system.

The Notice of the 38<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.nivionline.com/niviagm.html>

The remote e-voting period commences on Sunday, 24<sup>th</sup> September 2023 at 9:00 A.M. IST and ends on Tuesday, 26<sup>th</sup> September 2023 at 5:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September 2023, may cast their vote by remote e-voting.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20<sup>th</sup> September 2023.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27<sup>th</sup> September 2023.

The process and manner for remote e-voting are as under:

Remote e-Voting : Instructions for shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

- 1) Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with depositories and depository participants.
- 2) Shareholders are advised to update their mobile number and email-id in their demat accounts to access e-Voting facility.
- 3) Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"><li>• Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password.</li><li>• 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</li></ul>

	<p>page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ul style="list-style-type: none"> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi/Easiest the user will be able to see the E-voting Menu. The Menu will have links of e-Voting service provider.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .</li> <li>• Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile No. &amp; Email as recorded in the demat Account. After successful authentication, user</li> </ul>

	<p>will be provided links for the respective e-Voting service provider where the E Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME</p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>➤ Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -               <ol style="list-style-type: none"> <li>a) <b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>b) <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>c) <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>d) <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> <li>e) Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.</li> </ol> </li> <li>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>➤ Click “confirm” (Your password is now generated).</li> </ul> </li> <li>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> </ol>

	<p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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4) Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

5) Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

6) Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

1) Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

2) Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

(ii) Voting at the AGM venue:

The Chairman shall, at the 38<sup>th</sup> Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

Please note the following:

- A member may participate in the 38<sup>th</sup> Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20<sup>th</sup> September 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

The Board of Directors have appointed Mr. Yogesh V. Thakker, Chartered Accountant (Membership No. 039631), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer, after the conclusion of voting at the AGM, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall

make, not later than 48 hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman / a person authorized by him in writing shall declare the result of the voting forthwith.

The results of voting will be declared by the Chairman/a person authorized by the Board and the same along with the Scrutinizers Report will be:

- a) Communicated to BSE Limited within 48 hours from the conclusion of the 38<sup>th</sup> AGM.
- b) Published on the website of the Company <https://www.nivionline.com/niviagm.html>
- c) Published on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in/Result/Resultpage>

Date: 18<sup>h</sup> May, 2023  
Place: Mumbai

By Order of the Board of Directors  
For **NIVI TRADING LIMITED**

**Registered Office:**

C/o., United Phosphorus Limited  
Readymoney Terrace, 4<sup>th</sup> Floor,  
167, Dr. Annie Besant Road, Worli,  
Mumbai-400018.  
CIN: L99999MH1985PLC03639

Sd/-  
**Rajnikant Devidas Shroff**  
**Chairman**  
DIN :00180810

# BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their report and audited financial statements for the year ended 31<sup>st</sup> March 2023.

## FINANCIAL RESULTS

Particulars	(Amt. in Thousand)	
	Year ended 31 <sup>st</sup> March 2023	Year ended 31 <sup>st</sup> March 2022
Profit/(Loss) before taxation	(1,710)	(75)
Add/(Less): Provision for taxation/ Tax Adjustments	(212)	(10)
Profit/(Loss) after taxation	(1,498)	(65)
Add: Other Comprehensive Income	331	569
Total Profit/(Loss) for the year	(1,167)	504

## OPERATIONAL PERFORMANCE

The company had incurred a loss of Rs. 11,66,549/- during the year as compared to profit of Rs. 5,04,103/- in the previous year.

## DIVIDEND

In view of losses, Your Directors do not recommend any dividend for the year under review.

## TRANSFER TO RESERVES

You Company does not propose to transfer any amount to reserves.

## SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2023 was Rs. 1,24,56,000.

**i) Issue of Equity Shares with differential rights, Issue of Sweat Equity shares and Issue of Employee Stock Options**

During the year under review, the Company has not issued any shares with differential voting rights, Issue of Sweat Equity shares and Issue of Employee Stock Options- (ESOS).

**ii) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to the Financial Statements. There are no loans given and no guarantees issued by the Company.

## **AUDITORS AND AUDITORS' REPORT**

### **a) Statutory Auditors**

At the 37<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022, the Members of the Company have approved the re-appointment of M/s Vora & Associates, Chartered Accountants (ICAI Firm Registration Number 111612W) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 for a term of 5 (five) years from the Company's financial year 2022-23. They will hold office till the conclusion of the ensuing 42<sup>nd</sup> Annual General Meeting.

There are no instances of any fraud reported by the statutory auditor to the Audit Committee or the Board pursuant to Section 143(12) of the Act. The report of the Statutory Auditors along with the Notes to Schedules forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation or adverse remark.

### **b) Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s N.L. Bhatia & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2022-23. Accordingly, the Secretarial Audit Report (Form MR 3) is annexed herewith as 'Annexure 1 to Board's Report'. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

## **DIRECTORS**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jaidev R. Shroff (DIN: 00191050), Director of the Company, retires by rotation at the ensuing 38<sup>th</sup> Annual General Meeting of the Company, and being eligible, offers himself for re-appointment. An Ordinary Resolution in this regard has been proposed for approval of the members.

The information of Directors seeking appointment/ re-appointment as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) is provided in the annexure to the Notice convening the 38<sup>th</sup> Annual General Meeting of the Company.

All the independent directors of the Company have given requisite declarations stating that they meet the criteria of Independence laid down under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of their integrity, expertise and

experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. In terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company are registered on the Independent Director Databank maintained by the Indian Institute of Corporate Affairs (IICA).

None of the Directors of the Company has incurred any disqualification.

As the paid-up equity share capital of your Company is not exceeding twenty-five crore rupees, a statement pursuant to the provisions of Section 134(3)(p) the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014, and Regulation 24(4) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors, is not required to be given.

### **NUMBER OF MEETINGS OF THE BOARD**

During the year under review, six Board Meetings were held on 05<sup>th</sup> May 2022, 01<sup>st</sup> August 2022, 08<sup>th</sup> August 2022, 10<sup>th</sup> November 2022, 22<sup>nd</sup> December 2022 and 2<sup>nd</sup> February 2023.

### **COMPOSITION OF AUDIT COMMITTEE**

Pursuant to the provisions of section 177 of the Companies Act, 2013, the Company has constituted an Audit Committee consisting of the following persons:

1. Mr. Prasad Paranjape (Chairman)
2. Mr. Rajnikant D. Shroff (Member)
3. Mrs. Meena D. Ved (Member)

There were no recommendations of the Audit Committee which were not accepted by the Board.

### **COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to the provisions of section 178 of the Companies Act, 2013, the Company has constituted a Nomination and Remuneration Committee consisting of the following persons:

1. Mrs. Meena D. Ved (Chairman)
2. Mr. Rajnikant D. Shroff (Member)
3. Mr. Prasad Paranjape (Member)

### **KEY MANAGERIAL PERSONNEL**

The Company has the following Key Managerial Personnel as per Section 2(51) of the Act:

1. Mrs. Sandra Rajnikant Shroff – Managing Director
2. Mr. Brubeck Pierre Dias – Chief Financial Officer
3. Ms. Nikitha Nair – Company Secretary and Compliance Officer (upto 5th May, 2022).

4. Ms. Simran Panwar– Company Secretary and Compliance Officer (from 01st August 2022 upto 13th April, 2023).
5. Mrs. Priyanka Jain – Company Secretary and Compliance Officer (from 18th May, 2023).

## **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, Senior management and their remuneration. The policy lays down criteria for selection of directors and senior management such as expertise, experience and integrity of the directors, independent nature of the directors, personal and professional standing, diversity of the Board, etc. At present no Director of the Company receives any remuneration from the Company.

## **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

As none of the Directors of your Company receive remuneration from the Company and the senior management personnel are working for the Company on deputation basis, the information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, in respect of Directors/ employees of your Company are not given.

The Company has no employee who- (i) if employed throughout the financial year, was in receipt of remuneration, in aggregate, more than Rs.1.02 crores, or (ii) if employed for a part of the financial year, was in receipt of remuneration, in aggregate, more than Rs.8.50 lacs per month. Hence, the information required to be given pursuant to the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is not applicable and hence not attached.

## **RELATED PARTY TRANSACTIONS**

There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Since there were no materially significant Related Party Transactions entered into during the year, the Form AOC- 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not attached to this Report.

## **VIGIL MECHANISM / WHISTLEBLOWER POLICY**

The Company has formed whistleblower policy to deal with any fraud, irregularity or mismanagement in the Company. The policy enables any employee or director to directly communicate to the Chairman of the Audit Committee to report any fraud, irregularity or mismanagement in the Company. The policy ensures strict confidentiality while dealing with concerns and no discrimination or victimization is meted out to any whistleblower.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

The Company is engaged in trading activities.

### **SEGMENTWISE PERFORMANCE**

The Company operates in single segment viz. Trading

### **BUSINESS OUTLOOK**

The Company continues to look at new opportunities of trading in India and abroad.

### **FINANCIAL RATIOS**

The financial ratios including the changes therein have been provided in the notes to Financial Statements.

### **HUMAN RESOURCES DEVELOPMENT**

The relationship with employees continued to be cordial throughout the year.

### **RISK MANAGEMENT FRAMEWORK**

Pursuant to SEBI Listing Regulations, the Company has prepared Risk Management Framework for identifying and evaluating various major business risks faced by the Company. Risk Management Framework aims to lay down the procedure for risk assessment and risk minimization. Risk Management Framework is prepared to ensure internal controls and effectively respond to any changes in the business environment to achieve high degree of business performance, limit any negative impact on its working and avail of benefits arising out of any business opportunities. The audit committee has additional oversight in the area of financial risks and controls.

There are standard practices in place to ensure that strong financial controls are in place. Key business risks perceived by the Company and mitigating initiatives are as under:

- **Funding risk:** As there are no much activities in the Company, the Company may not be able to mobilize adequate funds, if any, in time. The mitigating factors are that the Company has good investment in the quoted shares, etc., so raising additional funds, if any, will not be difficult for the Company.
- **Regulatory risk:** Any change in Government / Regulators Policy / Rules / Regulations will require fresh compliances. The mitigating factors are that the group has very strong and dedicated team consisting of professionals to study regulatory changes and fresh requirement.
- **Foreign Currency risk:** The Company is engaged in trading activities, which may lead to risk of less profit/loss on account of volatility in foreign currency exchange. The mitigating factors are that the management ensures in trading transactions in such a way that there are minimal risks of volatility in foreign currency exchange or the Company may take adequate forward cover for foreign exchange fluctuations.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal control system, commensurate with the size, scale and complexity of its operation. The Group has an in-house internal audit team which undertakes internal audit and ensures that all transactions are authorized and recorded in the books of the Company. The internal audit department monitors the efficacy and adequacy of internal control. Significant audit observations, if any, are presented to the Audit Committee and action taken to correct any deficiency is informed to them. The report prepared by internal audit team forms the basis of utilization by the Managing Director and Chief Financial Officer for financial reporting as required under Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

### **Internal Controls over Financial Reporting:**

The Company has adequate internal financial controls in place, commensurate with the size, scale and complexity of its operations.

The Company is complying with all the applicable Accounting Standards. The accounting records are maintained in accordance with generally accepted accounting principles in India. This ensures that the financial statements reflect true and fair financial position of the Company.

## **REPORTING OF FRAUD**

The auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013.

## **DEPOSITORY SYSTEM**

100% of the total paid up equity shares of the Company are dematerialized as on 31<sup>st</sup> March, 2023.

## **INFORMATION REGARDING CONSERVATION OF ENERGY ETC.**

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year ended 31<sup>st</sup> March 2023 is furnished here below.

**I. CONSERVATION OF ENERGY – Not Applicable**

**II. TECHNOLOGY ABSORPTION – Not Applicable**

**III. FOREIGN EXCHANGE EARNING AND OUTGO**

(a) Foreign Exchange earned	-	Nil
(b) Foreign Exchange outgo	-	Nil

## **DIRECTORS' RESPONSIBILITY CORPORATE GOVERNANCE**

As the paid-up equity share capital and net worth of your Company does not exceed Rs. 10 crores and Rs. 25 crores respectively, as on the last date of the previous financial year, the compliance with certain Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not mandatory, for the time being, hence the same is not attached to this Report.

## **LISTING OF THE COMPANY'S EQUITY SHARES AND DEMAT**

The Equity Shares of your Company continue to be listed at the BSE Ltd. The Stock Code is 512245. There is no default in payment of annual listing fees.

## **EXTRACT OF ANNUAL RETURN**

A copy of the Annual return filed by the Company shall be displayed on the website of your Company at <https://www.nivionline.com/niviear.html>

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

During the year under review from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023, there were no material changes or commitments affecting the financial position of the Company.

## **COMPLIANCE AS PER SECRETARIAL STANDARDS**

The Company has made necessary compliances as per the Secretarial Standards issued by the Institute of Company Secretaries of India.

## **GENERAL**

No disclosure or reporting is required in respect of the following points as there were no transactions on these items or were not applicable to your Company during the year under review.

- a) The Company has no subsidiary as on 31<sup>st</sup> March 2023;
- b) The Company has not accepted any deposits from public.
- c) Details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year.
- d) Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- e) There is no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2022-23.
- f) There was no instance of one-time settlement with any Bank or Financial Institution.
- g) The Company is not required to maintain cost records under Section 148 of Companies Act, 2013 read with the rules made thereunder.

### **ACKNOWLEDGEMENT**

Your Directors are thankful to all the stakeholders, various government agencies and ministries for their continued support.

Date: 18<sup>h</sup> May 2023  
Place: Mumbai

By Order of the Board of Directors  
For **NIVI TRADING LIMITED**

**Registered Office:**  
C/o., United Phosphorus Limited  
Readymoney Terrace, 4<sup>th</sup> Floor,  
167, Dr. Annie Besant Road, Worli,  
Mumbai-400018.  
CIN: L99999MH1985PLC03639

Sd/-  
**Rajnikant Devidas Shroff**  
**Chairman**  
DIN:00180810



**N L BHATIA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

Tel. : 91-022-2510 0718  
Tel. : 91-022-2510 0698  
E-mail : navnitlb@hotmail.com  
brupadhyay@hotmail.com  
Website : www.nlba.in


To,  
**The Members**  
**NIVI TRADING LIMITED**

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

- (1) Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
- (2) We have followed the auditing standards issued by the Institute of Company Secretaries of India ("ICSI") and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the Institute of Company Secretaries of India ("ICSI") provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
- (4) 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 provisions of Corporate and other Applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s N. L. Bhatia & Associates**  
**Practicing Company Secretaries**  
**UIN: P1996MH055800**  
**P/R No. : 700/2020**



  
**Bhaskar Upadhyay**  
**Partner**  
**FCS: 8663**  
**CP. No. : 9625**  
**UDIN: F008663E000331733**

**Date: May 18, 2023.**  
**Place: Mumbai**



**SECRETARIAL AUDIT REPORT**

**FORM NO. MR-3**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

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

To,

**The Members,**

**NIVI TRADING LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good governance practices by **Nivi Trading Limited (hereinafter called the "Company")**. Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India ("**the Auditing Standards**") and the processes and practices followed during the conduct of Audit are aligned with the Auditing Standards to provide 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** has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the financial year ended on **March 31, 2023** according to the provisions of:



1. The Companies Act, 2013 (“**the Act**”) and the Rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the Rules made thereunder to the extent applicable.
3. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder.
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”):-
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable for the financial year 2022-23**).
  - (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable for the financial year 2022-23**).
  - (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable for the financial year 2022-23**).
  - (g) Other Laws applicable to the Company as per the presentation made by the Management is attached as “**Annexure – A**” to this Report.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.

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

**We further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the requirement of the Companies Act, 2013.

Adequate Notice is given to all Directors to schedule the Board Meetings and Board Committee Meetings. Agenda and detailed Notes on Agenda are sent at least seven days in

advance and a system exists for obtaining further information and clarification on the Agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the Minutes. **All the decisions have been taken unanimously both in Board and Shareholders meeting and no dissent recorded.**

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**We further report that** during the Audit Period no specific event has taken place which has major bearing on the Company's Affairs.

**For M/s N. L. Bhatia & Associates  
Practicing Company Secretaries**

**UIN: P1996MH055800**

**P/R No. :700/2020**



**Bhaskar Upadhyay**

**Partner**

**FCS: 8663**

**CP. No. : 9625**

**UDIN: F008663E000331733**

**Date: May 18, 2023.**

**Place: Mumbai**

**Note:** This Report is to be read with our letter of even date which is annexed and forms integral part of this Report.

**ANNEXURE - A**

**LIST OF OTHER APPLICABLE LAWS FORMING PART OF THE SECRETARIAL  
AUDIT REPORT OF NIVI TRADING LIMITED FOR FINANCIAL YEAR 2022-23  
i.e. 01/04/2022 to 31/03/2023:**

1. The Indian Contract Act, 1872.
2. The Negotiable Instruments Act, 1881.
3. The Income Tax Act, 1961, Finance Act, 1994 (as amended from time to time) and Rules thereunder.





**VORA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

101-103, REWA CHAMBERS  
31, NEW MARINE LINES  
MUMBAI - 400 020, INDIA

91-99305 75933  
022-22005933 - 2200 5934  
www.cavoras.com  
office@cavoras.com  
cavoras@gmail.com

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of,  
**NIVI TRADING LIMITED**

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone Financial statements of **NIVI TRADING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement for the year ended and the notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2023, the Loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

**Key Audit Matters**

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

**Information Other than the Financial Statements and Auditors Report thereon**

The Company's Board of Directors is responsible for the other information. The Other information comprises the information included in the Directors Report including Annexures thereon but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibility**

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

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

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("The Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant rules issued thereunder
- e) On the basis of written representations received from the directors as on 31 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 the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanation given to us, the company has not paid any remuneration to its directors during the year.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us:
  - i. The Company does not have any pending litigations which shall impact its financial positions.
  - ii. The Company does not have any long terms contracts for which provisions are required to be made.
  - iii. The Company is not liable to transfer any amount to the Investor Education and Protection Fund.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any

manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

- v. According to the information and explanation given to us, the company has not paid/declared any Dividend during the year. Hence the provision of section 123 of the Act is not applicable to the company.
  
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial period ended March 31, 2023.

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)

Digitally signed by RONAK ASHOK  
RAMBHIA  
Date: 2023.05.18 12:20:13 +05'30'

RONAK A. RAMBHIA  
PARTNER  
(Membership No. 140371)

UDIN: 23140371BGQVSU4616  
PLACE: MUMBAI  
DATED: 18/05/2023

### **Annexure A to the Independent Auditors' Report**

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone Financial Statements for the year ended 31<sup>st</sup> March 2023, we report that:

- (i) In respect of Company's Property, Plant and Equipment and Intangible Assets:  
The Company does not hold any fixed Assets as on 31/03/2023. Accordingly, reporting under clause 3(i) of the Order is not applicable
- (ii) In respect of inventories  
The Company does not hold any inventory as on 31/03/2023. Accordingly, reporting under clause 3(ii) of the Order is not applicable.
- (iii) The Company has neither made any investments in, companies, firms, Limited Liability Partnerships, nor granted unsecured loans to other parties, during the year hence reporting under clause 3(iii) of the Order is not applicable.
- (iv) In opinion and according to the information and explanations given to us, the Company has not given loan to any director in accordance with the provisions of Section 185 of the Companies Act, 2013. The Company has not given any loans or guarantees; hence, the Company has complied with the provisions of Section 185 and 186 of the Act, as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 of the Companies Act 2013. Hence, reporting under clause 3(v) of the Order are not applicable to the Company
- (vi) According to the information and explanations given to us and based on our examination of the records of the Company, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) In respect to statutory dues
  - a. According to the records of the Company, the undisputed statutory dues under Income tax, Goods & Service Tax and other Statutory Dues as applicable to it have been generally regularly deposited with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2023 for a period of more than six months from the date they became payable.

- b. There are no dues of income tax and goods and services tax which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix)
  - a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
  - b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3 (ix)(c) of the Order is not applicable.
  - d. The Company has not taken any short-term loan during the year and hence, reporting under clause 3 (ix)(d) of the Order is not applicable.
  - e. On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x)
  - a. In our opinion and according to the information and explanations given to us, the Company has not raised any funds by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.
  - b. According to information and explanations 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. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)
  - a. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
  - b. According to information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government, during the year and up to the date of this report.

- c. According to the information and explanations given to us, there were no whistle blower complaints received by the Company during the year (and upto the date of this report) Accordingly, paragraph 3 (xi)(c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with section 177 and section 188 of the Act, as applicable, and details of such transactions have been disclosed in the standalone Financial Statements as required by the applicable accounting standard.
- (xiv) a. In our opinion and according to the information and explanation given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us, there are no non cash transactions with Directors or any persons connected with them during the year under review.
- (xvi) a. According to the information and explanations given to us, the company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. In our opinion and according to the information and explanation given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) According to the information and explanations given to us, the Company has incurred cash losses during the financial year covered by our audit. The Company has not incurred cash loss in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanation given to us and based on our examination of the records of the Company, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities

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

- (xx) According to the information and explanations given to us and based on our examination of the records of the Company, section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility (CSR) is not applicable to the Company. Accordingly, paragraph 3 (xx) of the Order is not applicable

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)

Digitally signed by RONA K ASHOK  
RAMBHIA  
Date: 2023.05.18 12:20:55 +05'30'

RONAK A. RAMBHIA  
PARTNER  
(Membership No.140371)

PLACE: MUMBAI  
DATED: 18/05/2023



**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS  
FINANCIAL STATEMENTS OF NIVI TRADING LIMITED**

**Independent Auditors Report on Internal Financial Control over Financial Reporting**

**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 **NIVI TRADING LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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

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

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

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)

Digitally signed by RONAK  
ASHOK RAMBHIA  
Date: 2023.05.18 12:18:58 +05'30'

RONAK A. RAMBHIA  
PARTNER  
(Membership No. 140371)

PLACE: MUMBAI  
DATED: 18/05/2023



**N L BHATIA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718  
Tel. : 91-022-2510 0698  
E-mail : navnitlb@hotmail.com  
brupadhyay@hotmail.com  
Website : www.nlba.in


To,  
The Members  
NIVI TRADING LIMITED

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

- (1) Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
- (2) We have followed the auditing standards issued by the Institute of Company Secretaries of India ("ICSI") and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the Institute of Company Secretaries of India ("ICSI") provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
- (4) 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 provisions of Corporate and other Applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For M/s N. L. Bhatia & Associates  
Practicing Company Secretaries  
UIN: P1996MH055800  
P/R No. : 700/2020



  
Bhaskar Upadhyay  
Partner  
FCS: 8663  
CP. No. : 9625  
UDIN: F008663E000331733

Date: May 18, 2023.  
Place: Mumbai



**SECRETARIAL AUDIT REPORT**

**FORM NO. MR-3**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

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

**To,**

**The Members,**

**NIVI TRADING LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good governance practices by **Nivi Trading Limited (hereinafter called the "Company")**. Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India ("**the Auditing Standards**") and the processes and practices followed during the conduct of Audit are aligned with the Auditing Standards to provide 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** has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the financial year ended on **March 31, 2023** according to the provisions of:



1. The Companies Act, 2013 (“**the Act**”) and the Rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the Rules made thereunder to the extent applicable.
3. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder.
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”):-
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable for the financial year 2022-23**).
  - (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable for the financial year 2022-23**).
  - (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable for the financial year 2022-23**).
  - (g) Other Laws applicable to the Company as per the presentation made by the Management is attached as “**Annexure – A**” to this Report.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.

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

**We further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the requirement of the Companies Act, 2013.

Adequate Notice is given to all Directors to schedule the Board Meetings and Board Committee Meetings. Agenda and detailed Notes on Agenda are sent at least seven days in



advance and a system exists for obtaining further information and clarification on the Agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the Minutes. **All the decisions have been taken unanimously both in Board and Shareholders meeting and no dissent recorded.**

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**We further report that** during the Audit Period no specific event has taken place which has major bearing on the Company's Affairs.



**For M/s N. L. Bhatia & Associates  
Practicing Company Secretaries**

**UIN: P1996MH055800**

**P/R No. :700/2020**

**Bhaskar Upadhyay**

**Partner**

**FCS: 8663**

**CP. No. : 9625**

**UDIN: F008663E000331733**

**Date: May 18, 2023.**

**Place: Mumbai**

**Note:** This Report is to be read with our letter of even date which is annexed and forms integral part of this Report.

**ANNEXURE - A**

**LIST OF OTHER APPLICABLE LAWS FORMING PART OF THE SECRETARIAL  
AUDIT REPORT OF NIVI TRADING LIMITED FOR FINANCIAL YEAR 2022-23**

**i.e. 01/04/2022 to 31/03/2023:**

1. The Indian Contract Act, 1872.
2. The Negotiable Instruments Act, 1881.
3. The Income Tax Act, 1961, Finance Act, 1994 (as amended from time to time) and Rules thereunder.



**NIVI TRADING LIMITED**

CIN: L99999MH1985PLC036391  
BALANCE SHEET AS AT 31ST MARCH, 2023

Amount in Thousand Rs

	Schedule	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS:</b>			
<b>NON CURRENT ASSETS:</b>			
(i) Financial Assets			
Investments	A	2,835	2,543
(ii) Other Non Current Asset	B	454	510
(iii) Deferred tax Asset	C	645	433
<b>Total Non Current Asset</b>		<b>3,934</b>	<b>3,486</b>
<b>CURRENT ASSETS:</b>			
(i) Financial Assets:			
Cash & Cash Equivalents	D	11,489	13,248
(ii) Other Current Assets	E	371	228
<b>Total Current Asset</b>		<b>11,860</b>	<b>13,477</b>
<b>Total Assets</b>		<b>15,794</b>	<b>16,963</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>EQUITY</b>			
Equity Share Capital	F	12,456	12,456
Other Equity		3,300	4,467
<b>Total Shareholders Fund</b>		<b>15,756</b>	<b>16,923</b>
<b>NON CURRENT LIABILITIES</b>			
<b>CURRENT LIABILITIES:</b>			
Other Current Liabilities	G	38	40
<b>Total Equity and Liabilities</b>		<b>15,794</b>	<b>16,963</b>

Significant Accounting Policies & Other Disclosure

1

As per our Report of even date attached

**For VORA & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
(ICAI FRNo.: 111612W)

Digitally signed by RONAK ASHOK  
RAMBHIA  
Date: 2023.05.18 16:35:13 +05'30'

RONAK A. RAMBHIA  
**PARTNER**  
(Membership No.: 140371)

**For and on behalf of Directors of NIVI TRADING LTD.**

SANDRA RAJNIKANT SHROFF  
T SHROFF  
Digitally signed by SANDRA RAJNIKANT SHROFF  
Date: 2023.05.18 12:35:54 +05'30'

SANDRA R. SHROFF  
DIN: 00189012  
**Managing Director**

PRIYANKA JAIN  
**Company Secretary**  
Membership No. A40848



RAJNIKANT DEVIDAS SHROFF  
SHROFF  
Digitally signed by RAJNIKANT DEVIDAS SHROFF  
Date: 2023.05.18 12:39:56 +05'30'

RAJNIKANT D. SHROFF  
DIN: 00180810  
**Director**

BRUBECK DIAS  
**Chief Financial Officer**

Place: Mumbai  
Dated: 18th May,2023

Place: Mumbai  
Dated: 18th May,2023

<b>NIVI TRADING LIMITED</b>			
CIN: L99999MH1985PLC036391			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023			
		Amount in Thousand Rs	
PARTICULARS	Sched	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>INCOME</b>			
Revenue from Operations	H	-	-
Other Income	I	591	546
<b>Total Income</b>		591	546
<b>EXPENSES</b>			
Other Expenses	J	2,301	621
<b>Total Expenses</b>		2,301	621
Profit / (Loss) before tax		<b>(1,710)</b>	<b>(75)</b>
Tax Expense:			
(i) Provision for Tax for the year		-	-
(ii) Short (Excess) Provision for Tax		1	(7)
(iii) Deferred Tax	C	(213)	(2)
Tax expense		(212)	(10)
Profit / (Loss) after tax		<b>(1,498)</b>	<b>(65)</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Profit or Loss A/c		331	569
(ii) Income tax relating to Items that will not be reclassified to Profit or Loss A/c		-	-
<b>Total Profit / (Loss) for the year</b>		<b>(1,167)</b>	<b>504</b>
Earning per equity share of Rs. 10 each Basis & Diluted		(1.20)	(0.05)
Significant Accounting Policies & Other Disclosure	1		
<b>As per our Report of even date attached</b>			
<b>For VORA &amp; ASSOCIATES</b>		<b>For and on behalf of Directors of NIVI TRADING LTD.</b>	
CHARTERED ACCOUNTANTS			
(ICAI FRNo.: 111612W)			
Digitally signed by RONA K ASHOK RAMBHIA Date: 2023.05.18 16:35:57 +05'30'		SANDRA Digitally signed by SANDRA RAJNIKANT SHROFF Date: 2023.05.18 12:36:31 +05'30'	
RONAK A. RAMBHIA <b>PARTNER</b> (Membership No.: 140371)		RAJNIKA Digitally signed by RAJNIKANT DEVIDAS SHROFF Date: 2023.05.18 12:40:36 +05'30'	
		SANDRA R. SHROFF DIN: 00189012 <b>Managing Director</b>	
		RAJNIKANT D. SHROFF DIN: 00180810 <b>Director</b>	
			
			
		PRIYANKA JAIN <b>Company Secretary</b> Membership No. A40848	
		BRUBECK DIAS <b>Chief Financial Officer</b>	
Place: Mumbai Dated: 18th May, 2023		Place: Mumbai Dated: 18th May, 2023	

**NIVI TRADING LIMITED**

CIN: L99999MH1985PLC036391

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**

Amount in Thousand Rs

		<u>2022 - 2023</u>	<u>2021 - 2022</u>
<b>( I ) CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit / (Loss) before Tax and Extraordinary items		(1,710)	(75)
<b>ADJUSTMENTS FOR:</b>			
<u>Add(Less):</u> Notional (Gain) / Loss on Mutual Fund		9	96
<u>Add(Less):</u> (Gain) / Loss on REIT		1,590	-
<u>Less:</u> Interest on Tax Refund		(6)	(5)
<u>Less:</u> Interest on REIT		(223)	-
<u>Less:</u> Gain on Mutual Fund		(10)	(529)
<u>Less:</u> Dividend received		(346)	(12)
Operating Profit / (loss) before Working Capital Changes		(696)	(525)
(Increase) / Decrease in Other Non Currents Assets		-	-
(Increase) / Decrease in Other Currents Assets		(143)	(87)
Increase / (Decrease) in Other Current Liabilities		(2)	(9)
Cash (used) / generated from Operations		(840)	(622)
<u>Less:</u> Net Income Taxes paid / (Refund)		(60)	(50)
Net Cash Flow from Operating Activities	(A)	(780)	(572)
<b>( II ) CASH FLOW FROM INVESTING ACTIVITIES</b>			
Dividend		346	12
Interest on REIT		223	-
(Purchase) / Sale of Investments (Net)		(1,549)	1,092
Net cash used in investing activities	(B)	(980)	1,104
<b>( III ) CASH FLOW FROM FINANCING ACTIVITIES</b>			
Net cash generated from Financial Activities	(C)	-	-
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		<b>(1,760)</b>	<b>532</b>
Cash and cash equivalents at the beginning of the year		13,248	12,716
Cash and cash equivalents at the close of the year		11,489	13,248
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>		<b>(1,760)</b>	<b>532</b>

Notes:

- The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard 7 Cash Flow Statement'
- Cash and Cash Equivalents includes Cash and Bank Balance.
- Figures of Previous years have been regrouped and rearranged wherever necessary to confirm with current year's classification.

**As per our Report of even date attached**

**For VORA & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 (ICAI FRNo.: 111612W)

Digitally signed by RONAK  
 ASHOK RAMBHIA  
 Date: 2023.05.18 16:36:44  
 +05'30'

**RONAK A. RAMBHIA**  
**PARTNER**  
 (Membership No.: 140371)

**For and on behalf of Directors of NIVI TRADING LTD.**

**SANDRA**  
**RAJNIKAN**  
**T SHROFF**  
Digitally signed by SANDRA RAJNIKAN SHROFF  
 Date: 2023.05.18 12:36:58 +05'30'

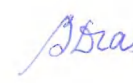
**SANDRA R. SHROFF**  
 DIN: 00189012  
**Managing Director**



**PRIYANKA JAIN**  
**Company Secretary**  
 Membership No. A40848

**RAJNIKAN**  
**T DEVIDAS**  
**SHROFF**  
Digitally signed by RAJNIKAN DEVIDAS SHROFF  
 Date: 2023.05.18 12:41:16 +05'30'


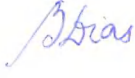
**RAJNIKAN D. SHROFF**  
 DIN: 00180810  
**Director**



**BRUBECK DIAS**  
**Chief Financial Officer**

Place: Mumbai  
 Dated: 18th May, 2023

Place: Mumbai  
 Dated: 18th May, 2023

<b>NIVI TRADING LIMITED</b>				
<b>CIN: L99999MH1985PLC036391</b>				
<b>Statement of Changes in Equity for the year ended 31st March 2023</b>				
<b>Amount in Thousand Rs</b>				
	<b>Equity Share Capital</b>	<b>Other Equity</b>		
		<b>Retained Earnings</b>	<b>Other Comprehensive Income</b>	<b>TOTAL</b>
Balance as at 01/04/2021	12,456	(1,323)	5,286	3,963
Add: Addition during the year	-	(65)	569	504
<b>Balance as at 31/03/2022</b>	<b>12,456</b>	<b>(1,388)</b>	<b>5,855</b>	<b>4,467</b>
	<b>Equity Share Capital</b>	<b>Other Equity</b>		
		<b>Retained Earnings</b>	<b>Other Comprehensive Income</b>	<b>TOTAL</b>
Balance as at 01/04/2022	12,456	(1,388)	5,855	4,467
Add: Addition during the year	-	(1,498)	331	(1,167)
<b>Balance as at 31/03/2023</b>	<b>12,456</b>	<b>(2,886)</b>	<b>6,186</b>	<b>3,300</b>
<b>As per our Report of even date attached</b>				
<b>For VORA &amp; ASSOCIATES</b>		<b>For and on behalf of Directors of NIVI TRADING LTD.</b>		
CHARTERED ACCOUNTANTS				
(ICAI FRNo.: 111612W)				
Digitally signed by RONAK ASHOK RAMBHIA		SANDRA Digitally signed by SANDRA		
Date: 2023.05.18 16:40:45 +05'30'		RAJNIKAN Digitally signed by RAJNIKAN		
RONAK A. RAMBHIA		T DEVIDAS Digitally signed by T DEVIDAS		
<b>PARTNER</b>		SHROFF Date: 2023.05.18		
(Membership No.: 140371)		T SHROFF Date: 2023.05.18 12:37:27 +05'30'		
		SHROFF 12:41:45 +05'30'		
		SANDRA R. SHROFF		
		DIN: 00189012		
		Managing Director		
		RAJNIKANT D. SHROFF		
		DIN: 00180810		
		<b>Director</b>		
				
		PRIYANKA JAIN		
		<b>Company Secretary</b>		
		Membership No. A40848		
				
		BRUBECK DIAS		
		<b>Chief Financial Officer</b>		
Place: Mumbai		Place: Mumbai		
Dated: 18th May,2023		Dated: 18th May,2023		

<b>NIVI TRADING LIMITED</b>		
CIN: L99999MH1985PLC036391		
Schedules to Assets as at 31 <sup>st</sup> March 2023		
	Amount in Thousand Rs	
	31st March 2023	31st March 2022
<b>A INVESTMENTS</b>		
<b>1 (Investments stated at Fair Value Through OCI)</b>		
<b>I Investments in Equity instruments (Quoted)</b>		
188 Equity Shares (P.Ys. 188) in Ahluwalia Contracts Limited	108	89
132 Equity Shares (P.Ys. 132) in Bilcare Limited	6	9
9508 Equity Shares (P.Ys. 9508) in Gateway Distriparks Limited	593	634
934 Equity Shares (P.Ys. 934) in GMR Airport Infrastructure Limited	38	35
93 Equity Shares (P.Y.93) in GMR Power and Urban Infrastructure Ltd. - (Scheme of Arr)	1	3
474 Equity Shares (P.Ys. 474) in IDFC Limited	37	29
474 Equity Shares (P.Ys. 474) in IDFC First Bank Limited	26	19
15000 Equity Shares (P.Ys. 15000) in J&K Bank Limited	736	485
2211 Equity Shares (P.Ys. 2211) in Oswal Greentech Limited	44	51
103 Equity Shares (P.Ys. 103) in Jyoti Structures Limited	1	2
<b>Total (a)</b>	<b>1,591</b>	<b>1,355</b>
<b>II Investments in Equity instruments(Unquoted)</b>		
18800 Equity Shares (P.Ys. 18800) in Uniphos International Limited	1,245	1,149
<b>Total (b)</b>	<b>1,245</b>	<b>1,149</b>
<b>2 (Investments stated at Fair Value Through PNL)</b>		
<b>I Investments in Mutual Funds (Quoted)</b>		
Nil Units (P.Ys.1149.2570)in Franklin India Ultra STerm Bond Fund G of FV- Rs.10/-	-	39
<b>Total (c)</b>	<b>-</b>	<b>39</b>
<b>Total (a+b+c)</b>	<b>2,835</b>	<b>2,543</b>
<b>B OTHER NON CURRENT ASSET</b>		
Income Tax Paid	190	379
Less: Provision for Tax	(133)	(266)
<b>Income Tax (Net)</b>	<b>57</b>	<b>114</b>
MAT credit entitlement	396	396
	<b>454</b>	<b>510</b>
<b>C DEFERRED TAX ASSET</b>		
Temporary Difference arising under Income Tax loss	645	433
	<b>645</b>	<b>433</b>
<b>D Cash and Cash Equivalent</b>		
Balance with Bank		
- Current Accounts	11,489	13,248
	<b>11,489</b>	<b>13,248</b>
<b>E Other Current Asset</b>		
GST Input	341	228
Prepaid TDS	30	-
	<b>371</b>	<b>228</b>

**NIVI TRADING LIMITED**

CIN: L99999MH1985PLC036391

Schedules to Liabilities as at 31<sup>st</sup> March 2023

Amount in Thousand Rs

F Equity Share Capital	31st March 2023	31st March 2022
	<b>1. Authorised Capital-</b>	
12,50,000 (Previous Year 12,50,000) Equity Shares of Rs 10/- only	12,500	12,500
	<u>12,500</u>	<u>12,500</u>
<b>2. Issued, Subscribed &amp; Fully Paid Up-</b>		
12,45,600 (Previous Year 12,45,600) Equity Shares of Rs 10/- only	12,456	12,456
	<u>12,456</u>	<u>12,456</u>

(a) The Company has only one class of equity shares having a part value of Rs 10 per share

(b) Each holder of equity shares is entitled to one vote per share

(c) During the year ended 31st March 2023, the amount of dividend per share recognised as distributions to equity shareholders was NIL (P.Y. NIL)

**3. Reconciliation of the number of shares:**

Equity shares of Rs 10/- each	31st March 2023		31st March 2022	
	No. of shares	Rs (Thousand)	No. of shares	Rs (Thousand)
Shares outstanding at the beginning of the year	12,45,600	12,456	12,45,600	12,456
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the beginning of the year	12,45,600	12,456	12,45,600	12,456

**4. Equity Share Holders Holding More than 5% of total shareholding**

Name of Shareholders	31st March 2023		31st March 2022	
	No. of Shares Held	Percentage of Shareholding	No. of Shares Held	Percentage of Shareholding
Bloom Packaging Pvt. Ltd.	1,87,000	15.01%	1,87,000	15.01%
Mr. Jaidev R. Shroff	75,000	6.02%	75,000	6.02%
Mr. Vikram R. Shroff	75,000	6.02%	75,000	6.02%
<b>Total</b>	<b>3,37,000</b>	<b>27.06%</b>	<b>3,37,000</b>	<b>27.06%</b>

G Other Current Liabilities:	Amount in Thousand Rs	
	31st March 2023	31st March 2022
Statutory Liabilities	2	6
<u>Other Payables :</u>		
Payable to Auditor	37	34
	<u>38</u>	<u>40</u>

**NIVI TRADING LIMITED**

CIN: L99999MH1985PLC036391

**Schedules to Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2023**

	Amount in Thousand Rs	
	31st March, 2023	31st March, 2022
<b>H Revenue from Operations</b>	-	-
<b>I Other Income</b>		
Dividend Received	28	12
Dividend Received - REIT (tax free)	318	-
Interest - Income from Units of REIT	223	-
Other - REIT	1	-
Interest On FD	5	-
Interest On IT refund	6	5
<b>Realised gain on sale of mutual fund units:</b>		
-Debt Short Term	-	283
-Debt Long Term	10	50
-Equity Long Term	-	196
Miscellaneous Income	0	-
	<b>591</b>	<b>546</b>
<b>J Other Expenses</b>		
Listing Fees	300	300
Advertisement expenses	46	45
Dematerialisation Charges	1	1
Depository Service Fees	38	18
Registrar transfer agent fees	15	5
Miscellaneous Expenses	0	-
Professional fees	71	53
ROC Filing Fees	4	2
Transaction charges - REIT	23	-
<b>Realised Loss on sale of REIT units:</b>		
-Short Term	1,590	-
Notional Loss of mutual fund (as per IND AS)	9	96
Stamp Duty on MF	-	1
STT Paid on MF	-	0
Rent - Office	88	-
Sitting Fees - Ind. Directors	40	40
Professional Tax	3	3
	<b>2,228</b>	<b>564</b>
<b>Auditors Remuneration:</b>		
- For Statutory Audit	22	22
- For Tax / GST/ Certification Matters	51	35
	<b>73</b>	<b>57</b>
	<b>2,301</b>	<b>621</b>
<b>K. Financial ratios</b>		
a) Current ratio	309.67	336.92
b) Debt-equity ratio	Note 1	Note 1
c) Debt service coverage ratio	Note 1	Note 1
d) Return on Equity ratio	(0.09)	0.04
e) Inventory turnover ratio	Note 2	Note 2
f) Trade receivable turnover ratio	Note 2	Note 2
g) Trade payable turnover ratio	Note 2	Note 2
h) Net capital turnover ratio	Note 2	Note 2
i) Net profit ratio	(2.53)	(0.12)
j) Return on capital employed	(0.07)	0.03
k) Return on Investment	(0.07)	0.03
<b>NOTES</b>		
1) There is no debt, so ratio is not applicable		
2) There is no turnover and inventory, so ratio is not applicable		
3) All other ratios are based on standard accounting practices		

## **NIVI TRADING LIMITED**

### **Notes on Ind AS financial statements for the year ended 31<sup>st</sup> March 2023**

#### **1. A. Background**

NIVI TRADING LIMITED (“the Company”) is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company is incorporated with an object to carry on the business of trading in goods.

The Company’s shares are listed on Bombay Stock Exchange (BSE) in India.

#### **B. Basis of preparation**

##### **1.1. Statement of compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

##### **1.2. Going concern**

These financials are prepared on going concern basis on following basis:

- i) Company has minimal profit during the year, had a net loss in the preceding previous year;
- ii) The Company is providing business auxiliary services.

##### **1.3. Functional and presentation of currency**

The financial statements are prepared in Indian Rupees which is also the Company’s functional currency. All amounts are rounded to the nearest rupees.

##### **1.4. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair values, as applicable, have been determined for measurement and / or disclosure purpose using methods as prescribed in “Ind AS 113 Fair Value Measurement”.

## 1.5. Use of significant accounting estimates, judgement and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses for the periods presented. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

### **Estimates and Assumptions**

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described as below. The estimates used in the preparation of the financial statements are prudent and reasonable. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

## **C. Significant Accounting Policies**

### 1.6. Presentation and disclosure of financial statement

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013 for a company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months, however for the purpose of current/ non- current classification of assets and liabilities, period of 12 months have been considered as its normal operating cycle.

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

#### **An asset is treated as current when it is:**

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

**A liability is current when:**

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

**1.7. Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government and discounts given to the customers. The Company has applied the guidelines mentioned in Ind AS 18 for Revenue Recognition.

Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the rate as applicable.

Dividend is recognized on actual receipt basis.

**1.8. Employee benefits**

The employee retirement benefits like Gratuity, etc, if any shall be recorded on actual payment basis. However, currently there are no employees in the Company.

**1.9. Taxes on income**

Tax expense comprises current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax.

Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets is recognized subject to the consideration of prudence and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing difference at the year end and based on the tax rates and laws enacted or substantially enacted as on the reporting date.

#### **1.10. Investments in equity instruments at FVTOCI**

The quoted and unquoted Equity investments of other companies (including Equity oriented Mutual Funds) are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

There are no equity investments which are held for trading.

The Quoted Shares are valued as per quoted value available on the stock Exchange on the last day of the year

The unquoted Shares are valued as per Book value of the previous year as per the audited accounts of the Company

#### **1.11. Investments in equity instruments at FVTPNL**

The investments in Mutual Funds are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value are recognised in Profit & Loss A/c.

#### **1.12. Cash and cash equivalent**

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of cash flow statement, cash and cash equivalent as calculated above also includes outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### **1.13. Cash flow statement**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or

accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

#### **1.14. Provisions, contingent liabilities, contingent assets**

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event 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. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

#### **1.15. Earnings per share**

Basic earnings per share are computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of

the year or date of issuance of such potential equity shares, to the date of conversion.

#### **1.16. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

**2. OTHER ADDITIONAL INFORMATION FORMING PART OF FINANCIAL STATEMENT**

- I. Contingent Liability: NIL
- II. Capital Commitment: NIL
- III. Segment Reporting:  
The Company has one reportable business and geographical segment and hence no further disclosure is required under IND AS- 108 on Segment Reporting.
- IV. Related Parties Disclosures under IND AS 24:  
As per Annexure attached.
- V. Previous year's figures have been regrouped and recast wherever necessary to conform to the current year classification.

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI FRNo.: 111612W)

Digitally signed by RONA  
K ASHOK RAMBHIA  
Date: 2023.05.18 16:42:41  
+05'30'

RONAK A. RAMBHIA  
PARTNER  
(Membership No.: 140371)

FOR AND ON BEHALF OF THE BOARD

SANDRA RAJNIKANT  
RAJNIKANT SHROFF  
T SHROFF  
Digitally signed by SANDRA RAJNIKANT SHROFF  
Date: 2023.05.18 12:38:26 +05'30'

SANDRA R. SHROFF  
MANAGING DIRECTOR  
DIN: 00189012



PRIYANKA JAIN  
COMPANY SECRETARY

RAJNIKANT DEVIDAS  
SHROFF  
Digitally signed by RAJNIKANT DEVIDAS SHROFF  
Date: 2023.05.18 12:42:28 +05'30'

RAJNIKANT D. SHROFF  
DIRECTOR  
DIN: 00180810



BRUBECK DIAS  
CHIEF FINANCIAL OFFICER

Place: Mumbai  
Date: 18<sup>th</sup> May, 2023

Place: Mumbai  
Date: 18<sup>th</sup> May, 2023



# ATTENDANCE SLIP

## Nivi Trading Limited

CIN: L99999MH1985PLC036391

Registered Office: C/o. United Phosphorus Ltd., Readymoney Terrace, 167, Dr. A.B. Road, Worli, Mumbai - 400 018.

Email: [nivi.investors@upl-ltd.com](mailto:nivi.investors@upl-ltd.com) Website: [www.nivionline.com](http://www.nivionline.com)

### 38<sup>th</sup> ANNUAL GENERAL MEETING

Registered Folio No./ DP ID and Client ID	
Name and address of the Member(s)  Joint Holder 1 Joint Holder 2	

I/We hereby record my/our presence at the 38<sup>th</sup> Annual General Meeting of the Company at the Registered Office of the Company on Wednesday, 27<sup>th</sup> September 2023 at 01.00 P.M. IST.

.....  
Member's/Proxy's name in Block Letters

.....  
Member's/Proxy's Signature

#### Attention:

- Please bring this Attendance Slip to the AGM and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
- Collect your Ballot Paper (If not voted through e-voting option)
- PLEASE MAINTAIN SOCIAL DISTANCING.

# PROXYFORM – MGT 11

## **Nivi Trading Limited**

CIN: L99999MH1985PLC036391

Registered Office: C/o. United Phosphorus Ltd., Readymoney Terrace, 167, Dr. A.B. Road, Worli, Mumbai - 400 018.

Email: [nivi.investors@upl-ltd.com](mailto:nivi.investors@upl-ltd.com) Website: [www.nivionline.com](http://www.nivionline.com)

### **38<sup>th</sup> ANNUAL GENERAL MEETING**

Name of the Member(s):

Registered Address:

Email ID:

Folio No./DP ID and Client ID:

I/We being member(s) of Nivi Trading Limited, holding.....shares of the Company, hereby appoint:

1) Name.....  
Address.....  
Email Id: .....

Signature ..... or failing him

2) Name.....  
Address.....  
Email Id: .....

Signature ..... or failing him

3) Name.....  
Address.....  
Email Id: .....

Signature .....

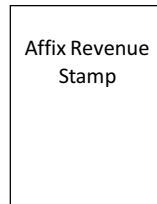
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 27<sup>th</sup> September 2023 at 01.00 P.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To consider and adopt the audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2023 and the reports of the Board of Directors and Auditor thereon
2.	To re-appoint Mr. Jaidev R. Shroff (DIN: 00191050), as director.

Signed this ..... day of ..... 2023

Signature of the Member .....

Signature of Proxy holder(s) .....



**Notes:**

1. 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 Annual General Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the 38<sup>th</sup> Annual General Meeting.

.....  
 .....

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
230500		

**NOTE :** Please read the instructions printed under the Notes section of the Notice of 38<sup>th</sup> Annual General Meeting dated 27<sup>th</sup> September 2023. The remote e-voting period starts from Sunday, 24<sup>th</sup> September 2023 at 9:00 A.M. IST and ends on Tuesday, 26<sup>th</sup> September 2023 at 5:00 P.M. IST. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

# ROUTE MAP

