

# NAVKAR URBANSTRUCTURE LIMITED

(Formerly Known as Navkar Builders Limited)

304, Circle P, NearPrahladnagarGarden, AnandNagar, Ahmedabad, Gujarat - 380051

CIN: L45200GJ1992PLC017761Tele Ph. : 079 – 48484095

E - mail: [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in) Web : [www.navkarbuilders.com](http://www.navkarbuilders.com)

06<sup>th</sup>September, 2022

To,  
The Department of Corporate Services  
BSE Limited  
Ground Floor, P. J. Tower  
Dalal Street,  
Mumbai - 400 001

**Ref: Scrip Code: 531494**

Dear Sir/Madam,

**Sub: Submission of Annual Report for the F.Y.2021-22**

With reference to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Report for the financial year 2021-22.

Kindly take the same on your records.

Thanking You,

**For, Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

Shah Harsh

Digitally signed by Shah Harsh  
DN: cn=Shah Harsh, o=Navkar Urbanstructure Limited, email=shah.harsh@navkarbuilders.com, c=IN, postalCode=380007, serialNumber=5bbbf4ed77f920bc2fb059c65712c7635  
b1b04b79a3d215402ee127d299, cm=Shah Harsh  
Date: 2022.09.06 18:23:44 +05'30'

**Harsh Shah  
Managing Director  
Din: 01662085**

**Encl.: as above**

30TH  
ANNUAL  
REPORT  
2021 - 2022

NAVKAR URBANSTRUCTURE LIMITED  
(FORMERLY KNOWN AS NAVKAR BUILDERS  
LIMITED)

CIN NO:- L45200GJ1992PLC017761

### **Board of Directors**

Mr. Harsh Shah	Chairman & Managing Director
Ms. Pinki Nirmal Sagar	CFO and Executive Director
Ms. Sonal Gandhi	Independent Director
Mr. Sarjeevan Singh	Independent Director
Mr. Nileshkumar Patel	Independent Director
Ms Bhoomi Ben Patel	Additional Independent Director
Ms. Ami Dilipbhai Kankaria	Company Secretary & Compliance officer.

### **Secretarial Auditor**

PCS Rupal Patel,  
Ahmedabad

### **Auditors**

M/s. S. V. Agrawal & Co.,  
Chartered Accountants  
Ahmedabad

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

MCS Share Transfer Agent Ltd  
383, Lake Gardens  
1<sup>st</sup> Floor, Kolkata,  
West Bengal-700045

### **Registered Office**

304, Circle P, near Prahlad Nagar,  
S.G. Highway, Ahmedabad – 380051  
Email Id: navkarbuilders@yahoo.co.in  
Website: www.navkarbuilders.com

**NOTICE FOR ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Navkar Urbanstructure Limited will be held on Thursday, 29<sup>th</sup> September, 2022 at 01:00 Noon at 304, Circle P, Near Prahlad Nagar, S.G. Highway, Ahmedabad – 380051, to transact the following business:-

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To approve and declare final dividend of 01% (Rs.0.10 per equity share of Rs.2 each face value) for the financial year 2021-22.
3. To re-appoint a Director in place of Mrs. Pinki Sagar (DIN: 08113318) who retires by rotation and being eligible offers herself for reappointment.

**Special Businesses:-**

4. **Regularization of Appointment of Additional Director Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Bhoomiben Patel (DIN: 08316893), who was appointed as Additional Independent Director on 30<sup>th</sup> July, 2022 and who holds office up to the date of this Annual General Meeting, be and is hereby regularized and appointed as an Independent Director of the Company for a period of five years.”

**“RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

**Place: Ahmedabad  
Date: 01/09/2022**

**Sd/-  
Harsh Shah  
Managing Director  
DIN: 01662085**

**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY .**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

**2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.****3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23<sup>rd</sup> September, 2022 to Thursday, 29<sup>th</sup> September, 2022 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.****4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.****5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.****6. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/ **MCS Share Transfer Agent Limited** has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.****7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e- mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.****8. The Company has fixed Thursday, 22<sup>nd</sup> September, 2022 as the 'Record Date' for determining entitlement of members to receive final dividend for the financial year ended March 31, 2022, if approved at the AGM. The final dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days of declaration. The dividend will be paid, after deduction of tax at source, through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated,**

dividend warrants / demand drafts will be sent to their registered address.

**In case of change of address:**

- a. Members Holding Shares in Physical Form: Members holding shares in physical form are requested to advise immediately change in their address, and also inform their valid E-mail ID, if any, quoting their Folio number(s), to MCS Share Transfer Agent Ltd., R & T Agents.
- b. Members Holding Shares in Dematerialized Form: Members holding shares in dematerialized form are requested to advise immediately change in address and register their valid E-mail ID, if any, quoting their respective Client ID / DP ID Nos., to their respective Depository Participants only and not to the Company.

9. **Final dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid to:**
- a. **All beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the the Central Depository Services (India) Limited (CDSL) herein after referred to "Depositories" as of close of business hours on September 22, 2022.**
  - b. **All members in respect of shares held in physical form after giving effect to valid transfer, transposition or transmission requests lodged with the company as of the close of business hours on September 22, 2022.**
10. **Bank Mandates:** In terms of Regulation 12 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 SEBI has advised all the concerned to use electronic mode of payment facility approved by the Reserve Bank of India (RBI) for making payment viz. dividends, interest, redemption or repayment amounts to the investors Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques may be issued. In the cases of shareholder/s, where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to them. However, in case of Members, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments. Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques may be issued. In the cases of shareholder/s, where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to them. However, in case of Members, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.

11. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL)

**A. The instructions for members for voting electronically are as under:-**

- (i) **The voting period begins on 26<sup>th</sup> September, 2022 at 11:00 A.M. and ends on 28<sup>th</sup> September, 2022 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 22<sup>nd</sup> September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- B.** The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 22<sup>nd</sup> September, 2022.**
- C.** A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.**
- E.** The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F.** In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mrs. Rupal Patel, Scrutinizer, having office address at 303, Prasad Apt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-9409054403, E-mail: roopalcs2001p@gmail.com so as to reach her on or before **28<sup>th</sup> September, 2022 by 5.00 p.m.** Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G.** The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H.** The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I.** The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.navkarbuilders.com](http://www.navkarbuilders.com) within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.



12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
13. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
14. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
15. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to MCS Share Transfer Agent Limited - Registrar and Share Transfer agent of the Company immediately.
16. Members are requested to note that the company does not have any amount which required to be transferred to the Investor Education and Protection Fund (IEPF).
17. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.
18. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**By Order of the Board of Directors  
For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

Place: Ahmedabad  
Date: 01/09/2022

Sd/-  
Harsh Shah  
Managing Director  
DIN: 01662085

**ANNEXURE TO THE NOTICE**

**Item No. 3****Details of Director seeking reappointment at Annual General Meeting:**

<b>Name</b>	Mrs. Pinki Sagar
Date of Birth	02/03/1969
Directorship in other Public Limited Companies	Nil
Membership of Committees of other Public Limited Companies	Nil
Director of Company since	18/04/2018
No. of Shares Held	Nil

**Item No. 4****Regularization and Appointment of Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director**

Mrs. Bhoomiben Patel (DIN: 08316893) was appointed as an Additional Independent Director with effect from 30<sup>th</sup> July, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Ms. Bhoomiben Patel (DIN: 08316893) as Independent Director of the Company, is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **ordinary resolution**.

Brief profile of Ms. Bhoomiben Patel (DIN: 08316893) is given below for reference of the member:

<b>Name</b>	:	Ms. Bhoomiben Patel
<b>Father's Name (in full):</b>		Nileshbhai Somabhai Patel
<b>Date of birth</b>	:	03/03/1997
<b>Address</b>		48, Rajmani Society, Makarpura, Vadodara, Gujarat, India, 390014
<b>Director of the Company since</b>	:	30/07/2022
<b>Directorship in other public limited companies</b>	:	3
<b>Membership of Committees of other public limited companies</b>	:	3
<b>No. of Shares held in the Company</b>	:	Nil
<b>Expertise</b>	:	Management, Administration

**By Order of the Board of Directors  
For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

Place: Ahmedabad  
Date: 01/09/2022

Sd/-  
Harsh Shah  
Managing Director  
DIN: 01662085

## DIRECTORS' REPORT

To  
The Members,  
Navkar Urbanstructure Ltd (formerly known as Navkar Builders Limited)

Your directors have pleasure in presenting their 30<sup>th</sup> Annual Report on the business and operations of the Company together with its Audited Accounts for the year ended 31<sup>st</sup> March, 2022. The Management Discussion and Analysis is also included in this Report.

## 1. FINANCIAL RESULTS:

The highlights of the financial results of the Company for the financial year ended March 31, 2022 are as under:

(Rs. In Lacs)

Particulars	Year Ended on 31.03.2022	Year Ended on 31.03.2021
GrossSales/Income	1485.45	843.35
Depreciation	13.00	14.73
Profit/(Loss)beforeTax	96.48	66.68
Taxes/DeferredTaxes	4.96	15.65
Profit/(Loss)AfterTaxes	91.52	51.02
P& L Balance b/f	1855.98	1804.96
Profit/(Loss)carried to Balance Sheet	1947.51	1855.98

## 2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

During the year under review the total income was Rs. 1485.45 Lacs as compared to Rs. 843.35 Lacs of that of the previous Year. The Company has provided Rs.13.00 Lacs for depreciation. After making all necessary provisions for current year and after taking into account the current year net profit and total provisions for taxation, the surplus carried to Balance Sheet is Rs. 91.52 Lacs. The Promoters, Board of Directors and entire management team are putting their stern effort to achieve targeted turnover in the segment of infrastructure projects.

## 3. CHANGE IN THE NATURE OF BUSINESS:

The Company is engaged in the Business of Infrastructure Activity including supplying of RCC Pipes. The Company is also expanding its commercial activities by actively participating in to various Government Tenders.

There was no change in the nature of the business of the Company during the year under review.

## 4. CHANGE OF NAME:

The name of the company has been changed from Navkar Builders Limited to Navkar Urbanstructure Limited w.e.f. 28.09.2021. Company has obtained all the required approval for the change of name.

**5. FINANCE:**

The Company has not borrow loan from any Bank during the year under review.

**6. SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2022 was Rs. 19,88,38,000.

**A) Issue of equity shares with differential rights:**

During the year under review, the Company has not issued any shares with differential voting rights.

**B) Issue of sweat equity shares:**

During the year under review, the Company has not issued any sweat equity shares.

**C) Issue of employee stock options:**

During the year under review, the Company has not issued any employee stock options.

**D) 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. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

**7. DIVIDEND:**

The Board of Director of the company make recommendation of final dividend of 01% [Rs.0.10 per equity share of Rs. 10 each face value for the Financial year 2021-22, subject to the approval of shareholders in the ensuing Annual General Meeting.

**8. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

The Company has no subsidiaries, Associates and Joint Venture Companies.

**9. DIRECTORS AND KMP:**

**a) Key Managerial Personnel:**

The following are the Key Managerial Personnel of the Company.

Mr. Harsh Shah	Chairman and Managing Director
Ms. Pinki Sagar	Chief Financial Officer and Director
Ms. Ameer Kankaria	Company Secretary & Compliance officer

**b) Director:**

The following are the Director of the Company.

Mr. Sarjeevan Singh	Non-Executive-Independent Director
Mr. Nileshkumar Patel	Non-Executive-Independent Director
Mrs.Sonal Gandhi*	Non-Executive-Independent Director

Ms. Bhoomi Shah **	Non-Executive-Independent Director
Ms. Bhoomiben Patel***	Additional Independent Director

\*Mrs .Sonal Gandhi has been appointed as additional Independent Director of the Company w.e.f 26 July, 2021 and her appointment was regularized in the previous Annual General Meeting as Independent Director of the Company.

\*\* Mrs.Bhoomi Shah resigned w.e.f 26.072021.

\*\*\* Ms.Bhoomiben Patel has been appointed as an additional Independent Director of the company w.e.f. 30.07.2022 and her regularization for appointment as an independent director is proposed in the notice of AGM.

**c) Changes in Directors and Key Managerial Personnel:**

To re-appoint a Director in place of Mrs. PinkiSagar (DIN: 08113318) who retires by rotation and being eligible to offer herself for reappointment

**During the year**, the following changes occurred in the Composition of Board Directors due to Appointments and Resignations of several Directors and KMP:

Name and Designation	Date of Appointment	Date of Resignation
Mrs. Sonal Gandhi (Additional Independent Director)	26/07/2021	--
Ms. Bhoomi Shah	--	26/07/2021

**d) Declaration by an Independent Director(s) and reappointment, if any:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013 and the Code of conduct formulated by the Company as hosted on the Company's Website i.e. [www.navkarbuilders.com](http://www.navkarbuilders.com)

**10. EXTRACT OF THE ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013, an extract of annual return as of the Company as on March 31, 2022 is available on the Company's Website and can be accessed at <http://www.navkarbuilders.com/info.html>

**11. NUMBER OF MEETINGS OF THE BOARD:**

During the year the Board of Directors met nine times (09). The details of the board meetings are provided in Corporate Governance Report.

05.04.2021	21.06.2021	05.07.2021	21.07.2021	26.07.2021
13.08.2021	30.09.2021	30.10.2021	14.02.2022	

**12. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors made the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- c. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the annual financial statements have been prepared on a going concern basis.
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. That system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**13. DETAIL OF FRAUD AS PER AUDITORS REPORT:**

There is no fraud in the Company during the Financial Year ended 31st March, 2022. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial year ended 31st March, 2022.

**14. BOARD'S COMMENT ON THE AUDITORS' REPORT:**

There were no qualifications, reservations or adverse remarks made by Auditors in their respective reports. Observation made by the Statutory Auditors in their Report are self-explanatory and therefore, do not call for any further comments under section 134(3)(f) of the Companies Act, 2013.

**15. AUDITORS:**

**A. Statutory Auditors:**

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company **M/s. S. V. Agrawal & Co., Chartered Accountants, Ahmedabad** were appointed as Statutory Auditors of the Company from Annual General Meeting of year 2019 and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting which will be held in the year 2024 on such remuneration as may be fixed by the Board of Directors in consultation with them.

The certificate of eligibility under applicable provisions of the Companies Act, 2013 and corresponding Rules framed thereunder was furnished by them towards appointment of a 5 (Five) years term.

**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 **PCS Rupal Patel, Practicing Company Secretary**, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure -A**".

**Reply for qualification Remark in Secretarial Audit Report:**

1. The Company is committed to timely disclosure of financial results as per the requirement.
2. Although company has not published/advertised the financial result Financial Year 2021-2022 under review in the newspaper. However, the same was uploaded on the company website as well as BSE Portal.

**16. TRANSFER TO RESERVES:**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs.91,52,401/- has been carried forward to profit & loss account.

**17. DEPOSITS:**

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31<sup>st</sup> March, 2022.

**18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

The Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES::**

The company has not entered into any contracts or arrangements with related party during the year under review.

**20. 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.

**21. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the year under review, there were **4 proceedings** that were filed by your Company (operational creditor) against the Corporate Debtors, which are pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other Courts.

Name of Petitioner	Name of Respondent	Case No.	Amt. Involved	Bench Details
Navkar Builders Ltd.	NiyojitInfratech Pvt. Ltd.	800/2022	8,29,54,798/-	NCLAT, New Delhi
Navkar Builders Ltd.	SPML Infra Ltd.	424/2021	4,69,40,395/-	NCLT, New Delhi
Navkar Builders Ltd.	Vishnuprakash R. Punglia Ltd.	189/2021	1,20,92,792/-	NCLT, Mumbai
Navkar Builders Ltd.	Sivion Contractors Ltd. (Formerly Known as Univista Contractors Ltd.)		2,16,93,000/-	NCLT, New Delhi

**22. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination &

Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**23. CORPORATE SOCIAL RESPONSIBILITY:**

The Provision of Section 135 of the Company Act, 2013 are applicable to the company and fall under Category of Rules of the Corporate Responsibility Rules 2014 w.e.f. the financial year 2019-2020. The Annual Report on CSR Activity is annexed herewith as “Annexure B.

**24. BUSINESS RISK MANAGEMENT:**

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the company operates and reputation as “Risks”. Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks.

**25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year under review, the company retained external audit firm to review its existing internal control system with a view of tighten the same and introduce system of self-certification by all the process owners to ensure that internal controls over all the key business processes are operative. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

**26. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has adequate and proper internal financial controls with reference to the Financial Statements during the year under review.

**27. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

**28. EMPLOYEE RELATIONS:**

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.

**29. NOMINATION & REMUNERATION POLICY OF THE COMPANY:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration



Policy is stated in the Corporate Governance Report and is also available on the Company's website at [www.navkarbuilders.com](http://www.navkarbuilders.com)

**30. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Company has been proactive in the following principles and practices of good corporate governance. A report in line with the requirements of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Management Discussion and Analysis and the Corporate Governance practices followed by the Company and the Auditors Certificate on Compliance of mandatory requirements are given as an "Annexure C & D" respectively to this report.

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.

As per 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - E".

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

During the said period, the existing equity shares of the Company, having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking pari-passu with each other in all respects, the said resolution passed through postal ballot on 2<sup>nd</sup> June 2022.

*The equity share of the company before sub-division of shares was 1,98,83,800 and after sub division the equity shares are 9,94,19,000 and the total paid up capital of the Company remain same.*

**33. PARTICULARS OF EMPLOYEES:**

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as "Annexure- F" to the Board's report.

None of the employees of the Company drew remuneration of Rs.1,02,00,000/- or more per annum and Rs.8,50,000/- or more per month during the year. No employee was in receipt of remuneration during the year or part thereof which, in the aggregate, at a rate which is in excess of the remuneration drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**34. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has *zero tolerance* for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2021-22, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31<sup>st</sup> March, 2022.

**35. SECRETARIAL STANDARDS:**

The Directors State that applicable Secretarial Standards - 1,2,3 and 4 issued by the Institute of Company secretaries of India relating to 'Meetings of the Board of Directors' and General Meetings' and 'Report of the Board of Directors' respectively, have been duly followed by the Company.

**36. ACKNOWLEDGMENT:**

Your Directors acknowledge thanks ton to the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**By Order of the Board of Directors  
For NavkarUrbanstructureLimited  
(Formerly Known as Navkar Builders Limited)**

Date: 01.09.2022  
Place: Ahmedabad

Sd/-  
Harsh Shah  
Managing Director  
(DIN: 01662085)

Sd/-  
PinkiSagar  
Director & CFO  
(DIN: 08113318)

**SECRETARIAL AUDIT REPORT  
FORM MR-3**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2022

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

To,  
The Members,  
**Navkar Urbanstructure Limited**  
**(Formerly known as Navkar Builders Limited)**  
**(CIN: L45200GJ1992PLC017761)**  
304, Circle P, Near Prahlad Nagar, S.G. Highway,  
Ahmedabad - 380051

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Navkar Urbanstructure Limited**. (Hereinafter called “the company”) for the audit period covering the financial year ended on 31<sup>st</sup> March, 2022. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of company’s books, papers, minutes book, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2022, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.
  - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

We have also examined compliance of the following to the extent applicable:

- (i). Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective from 1st July, 2015); under the provisions of Companies Act, 2013;

We have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company and listed in **Annexure -I** to this report.

On the basis of our examination and representation made by the Company we report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non-compliance in respect of:

- a) The Company has not submitted the Audited financial statement for the financial year 2021-2022 and auditor report thereon on the due date i.e. 30<sup>th</sup> may, 2022 which was later filed on 04<sup>th</sup> June, 2022 along with penalty imposed by BSE.
- b) The Company has not published/advertised the financial result during the period under review in the newspaper as mentioned in the regulation 47 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

We Further Report that, there were no actions/ events in pursuance of:

- a) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Requiring compliance thereof by the Company during the period under review.

**We further report that** the compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of account has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professional .

**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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

**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 there were no specific events / actions having a major bearing on the company's affairs.

**Date: 01.09.2022**  
**Place: Ahmedabad**

**Signature: Sd/-**  
**Name of Practicing Company Secretary: Rupal Patel**  
**C. P. No.: 3803**  
**FCS No.: 6275**  
**UDIN: F006275D000891907**

**Note: This report is to be read with our letter of even date which is annexed as ANNEXURE-I and forms an integral part of this report.**

## ANNEXURE- I

### List of applicable laws to the Company

1. The Company has complied with the laws and regulations applicable specifically to the Company for its business belongs to construction and development of infrastructure projects (including Reinforced Cement Concrete Pipes):
  1. Factory Act, 1948
  2. The Workmen's Compensation Act, 1923
  3. The Employees' State Insurance Act, 1948
  4. The Motor Transport Workers Act, 1961 & Rules, 1964
  5. Motor Vehicles Act, 1988
  6. Motor Vehicles (Central) Rules, 1989
  7. Bombay Shops and Establishment Act, 1948As amended from time to time till date.
2. All General Laws such Direct and Indirect Taxation related, Labour Laws and other incidental laws of respective States;

**Date: 01.09.2022**  
**Place: Ahmedabad**

**Signature: Sd/-**  
**Name of Practicing Company Secretary: Rupal Patel**  
**C. P. No.: 3803**  
**FCS No.: 6275**  
**UDIN: F006275D000891907**

**Annexure II**

To,  
The Members,  
**Navkar Urbanstructure Limited**  
**(Formerly Known as Navkar Builders Limited)**  
**(CIN: L15400GJ1981PLC004170)**  
304, Circle P, near Prahlad Nagar, S.G. Highway,  
Ahmedabad - 380051

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. 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 management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date: 01.09.2022**  
**Place: Ahmedabad**

**Signature: Sd/-**  
**Name of Practicing Company Secretary: Rupal Patel**  
**C. P. No.: 3803**  
**FCS No.: 6275**  
**UDIN: F006275D000891907**

## Annexure-B

## Annual Report on CSR Activity

**1. A Brief outline of company's CSR policy**

The Corporate Social Responsibility (CSR) Policy of Navkar Builders Limited has been developed in accordance with the Section 135 of Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rule, 2014 (here by collectively referred to as the Act) notified by the Ministry of Corporate Affairs, Government of India. The CSR Vision of the Company is to build relationship of trust with Local communities, Society and Stakeholder as good corporate citizen and to contribute to developing a sustainable society for future generations. The CSR Policy, formulated in alignment with the vision of the company, lay down guidelines and mechanisms to be adopted by the Company in order to carry out CSR Projects/Programs.

**2. The Composition of the Committee as at 31st March 2022 and the details of Members participation at the Meetings of the Committee are as under:**

The Corporate Social Responsibility Committee has been formed as on 14.10.2019 comprising of 4 Members out of which 3 Non-Executive Independent Director and 1 Executive Directors. Mr. Nileshkumar Patel, Non-Executive Director has been appointed as a Chairman of the Committee.

During the year, 1 Committee Meetings were held on January 06, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Nileshkumar Patel	Chairman	1	1
2	Sarjeevan Singh	Member	1	1
3	Harsh Shah	Member	1	1
4	Bhoomi Shah	Member	1	1

**3. Average Net Profit of the company for the last three financial years:**

The average net profit for the company in financial year calculated as per the section 198 of the Act read with the companies (CSR) Rules thereof (average net profit) accrued during the three immediately preceding Financial year to Rs. 60,51,615.

Financial Year	Net Profit for Computation of CSR (in rupees)
2021-2022	91,52,401/-



2020-2021	51,02,757/-
2019-2020	38,99,686/-
<b>Total</b>	<b>1,81,54,844/-</b>
Three year Average Net Profit	60,51,615/-

4. **Prescribe CSR Expenditure (Two percentage of amount in item 3 above):**

The Prescribe CSR Expenditure (Two percentage of Average net Profit) amount to Rs. 1,21,032.

5. **Details of CSR amount spent during the Financial Year:**

Set off the excess expenditure.

6. **In Case the Company has failed to spend the two per cent of the average net profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:**

The company is required to spend Rs. 1,21,032 during the financial year as CSR expenditure. However the company in preceding financial year has done CSR expenditure of Rs. 7,42,670 against the mandatory requirement of Rs. 5,84,132. The company has spent rupees 1,58,538 in excess of the Mandatory requirement under section 135(5) of the Companies Act, 2013. Hence, the company would eligible for set off the excess expenditure Rs. 1,58,538 in the previous financial year, for the financial year 2021-22 in accordance with sub rule(3) of rule 7 of CSR (amendment) rules 2021.

7. **Responsibility Statement of the CSR Committee:**

The implementation and monitoring of CSR policy by the Company is in compliance with CSR objectives and Policy of the Company.

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

Sd/ -

Harsh Shah

Managing Director

(DIN: 01662085)

Sd/-

Nileshkumar Patel

Director (Chairperson of CSR Committee)

(DIN: 08316887)

**ANNEXURE - C****Corporate Governance Report**

In Accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (the 'Listing Regulations') with BSE Limited the Report Containing the Details of Corporate Governance Systems and Processes at Navkar Urbanstructure Limited for Financial Year ended 31<sup>st</sup> March, 2022 is as follows:

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

The Navkar Urbanstructure Limited is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below.

**2. BOARD OF DIRECTORS:****2.1 Composition of the Board:**

The Board of Directors comprises optimum combination of directors including of Two Executive and Four Non-Executive Directors. Mr. Harsh Shah is the Chairman & Managing Director of the Company and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their receptive fields. The following is the Composition of the Board are as follows:

Sr. No.	Name of Director	Category	No. of Directorship(s) held in other Indian public & private Limited Companies	Committee(s) position (Including this company)	
				Member	Chairman
1	Mr. Harsh Shah	Chairman Managing Director – Executive	2	4	Nil
2	Ms. Pinki Nirmal Sagar	Executive Director (Non-Independent)	1	Nil	Nil
3	Mr. Sarjeevan Singh	Non-Executive Director (Independent)	1	4	Nil
4	Mr. Nileshkumar Patel	Non-Executive Director	1	Nil	4

		(Independent)			
5	Ms. Sonal Gandhi *	Non-Executive Director (Independent)	1	Nil	Nil
6	Ms. Bhoomi Shah#	Non-Executive Director (Independent)	Nil	Nil	Nil
7	Ms. Bhoomiben Patel**	Additional Independent Director	3	3	Nil

\*Appointed on July 26, 2021

\*\* Bhoomiben Patel appointed on July 30, 2022 as an additional Independent Director.

#Ms. Bhoomi Shah resigned on July 26, 2021 as an Independent Director

**2.2 The Board has identified the following skills/expertise/competencies with reference to its Business for the effective functioning of the Company and which are currently available with the Board:**

Name of the Director	Skills/Expertise/Competencies
Mr. Harsh Shah	Finance, Marketing, Management
Ms. Pinki Nirmal Sagar	Administration and co-ordination
Mr. Sarjeevan Singh	Administration, Reporting and Observation
Ms. Sonal Gandhi	Management
Mr. Nileshkumar Patel	Management
Mrs. Bhoomiben Patel	Management

**2.3 Board Agenda:**

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of each year. Meetings are governed by a structured Agenda and a Board Member may bring up any matter for consideration of the meeting in consultation with the Chairman. Agenda papers are generally circulated to the Board Members generally at proper length in advance. In addition, for any business exigencies the resolutions are passed by circulation and later placed at the subsequent Board or Committee Meeting for ratification/approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

**Invitees & Proceedings:**

The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues.

**Support and Role of Compliance Officer:**

The Compliance officer is responsible for convening the Board and Committee meetings, preparation and distribution of agenda and other documents and recording of the minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance to the Board and the Management.

**2.4 Meetings and Attendance:**

During the year, the Board of Directors met 09(nine) times on April 05, 2021, June 21, 2021, July 05, 2021, July 21, 2021, July 26, 2021, August 13, 2021, September 30, 2021, October 30, 2021 and February 14, 2022. The gap between two Board Meetings was within the maximum time gap prescribed in SEBI (LODR) Regulations, 2015. The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under:

Sr. No.	Name of Director	No. of Board Meetings held during the period when the Director was on the Board	No. of Meetings Attended	Attendance at the last AGM held on 30/09/2021
1	Mr. Harsh Shah	09	09	Yes
2	Ms. Pinki Nirmal Sagar	09	09	Yes
3	Mr. Sarjeevan Singh	09	09	Yes
4	Mr. Nileshkumar Patel	09	09	Yes
5	Ms. Sonal Gandhi*	07	07	Yes
6	Ms. Bhoomi Shah#	1	1	No
7	Mrs. Bhoomiben Patel **	0	0	No

\*Appointed on 26.07.2021

# Resigned as on 26.07.2021

\*\* Appointed on 30.07.2022

## 2.5 Independent Directors:

Independent Directors play an important role in the governance processes of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest in the decision making process.

None of the Independent Directors serves as “Independent Directors” in more than seven listed companies.

The Board of Directors have confirmed that the Independent Directors fulfill the conditions specified under SEBI (LODR) Regulations, 2015 and are independent of the management.

During the year under review, the Independent Directors met on March 26, 2022, interalia:

- To review the performance of the Non-Independent Directors (Executive Directors);
- To review the performance of the Board of the Company as a whole;
- To review the performance of Chairman of the Company taking into account the views of Executive Directors on the same;
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

They expressed satisfaction at the robustness of the evaluation process, the Board’s freedom to express views on the business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of meetings.

## 2.6 Disclosure of relationships between the Directors inter-se:

There is no relationship between the Directors inter-se.

## 2.7 Number of shares and convertible instruments held by Non-Executive Directors:

- None of the Non-Executive Directors of the Company held shares of the Company.
- During the year under review, the Company has not issued any Convertible Instruments.

## 2.8 Familiarisation Programme for Independent Director:

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program. The Programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

The details of familiarisation program imparted to Independent Directors is also posted on the Company's Website at <https://www.navkarbuilders.com/info.html>

### **2.9 Code of Conduct for Directors and Senior Management Personnel:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

### **2.10 Prohibition of Insider Trading Code:**

During the year, the Company has amended the Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and also formulated Policy on procedures to be followed while conducting an inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended codes viz. "Code of Conduct for Prohibition of Insider Trading" and the "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

### **2.11 Committees of the Board:**

The Board of Directors has constituted 4 Committees of the Board viz.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

## **3. AUDIT COMMITTEE:**

The Audit Committee of the Company comprises of 04 members out of which 3 members are Non-Executive Independent Directors. The Committee members are professionals having requisite experience in the fields of Finance and Accounts, Banking and Management. Mr. Nileshkumar Patel, Non-Executive Independent Director is a Chairman of the Committee.

### **3.1 Terms of reference of the committee inter alia, include the following:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-regulation (1) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

**3.2 The Composition of the Committee as at 31<sup>st</sup> March 2022 and the details of Members participation at the Meetings of the Committee are as under:**

During the year, 04 Audit Committee Meetings were held on April 05, 2021, July 05, 2021, October 30, 2021 and February 14, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Nileshkumar Patel	Chairman	04	04
2	Sarjeevan Singh	Member	04	04
3	Sonal Gandhi	Member	04	04
4	Harsh Shah	Member	04	04

The representatives of Internal and Statutory Auditors are invitees to Audit Committee meetings.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the company comprises of 4 members out of which 3 members are Non-Executive Independent Directors. Mr. Nileshkumar Patel, Non-Executive Independent Director is a Chairman of the Committee.

During the year, 01 committee meetings were held during the year on July 21, 2021. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Nileshkumar Patel	Chairman	01	01
2	Sarjeevan Singh	Member	01	01
3	Harsh Shah	Member	01	01
4	Sonal Gandhi	Member	01	01

**4.1 The terms of reference of the Committee inter alia, include the following:****Nomination of Directors / Key Managerial Personnel / Senior Management**

- To evaluate and recommend the composition of the Board of Directors;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
- To consider and recommend to the Board, appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
- Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
- To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- To review HR Policies and Initiatives.

**Remuneration of Directors / Key Managerial Personnel / Senior Management/ other Employees**

1. Evolve the principles, criteria and basis of Remuneration Policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, senior management and other employees of the Company and to review the same from time to time;

2. The Committee shall, while formulating the policy, ensure the following:

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

\*Senior Management for the above purpose shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and comprising all members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager and shall specifically include Company Secretary and Chief Financial Officer.

**4.2 Evaluation of the Board's Performance:**

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**4.3 Remuneration of Directors:**

Remuneration of Managing Director is recommended by the Nomination and Remuneration Committee



and approved by the Board of Directors and the Shareholders of the Company.

The remuneration of Non-Executive Directors is determined by the Board and is also approved by the Shareholders in General Meeting.

No seating fees have been paid to any Non-Executive Directors.

Details of remuneration to all Directors for the Financial Year 2021-22 are as under:

Sr. No.	Name of Director	Salary (₹)	Perquisites & Allowances (₹)	Retirement & Leave Benefits (₹)	Sitting Fees	Amount (Rs.)	
						Commission/ Bonus (₹)	Stock Option
1.	Mr. Harsh Shah*	3,60,000	-	-	-	-	-
2.	Ms. Pinki Nirmal Sagar	-	-	-	-	-	-
3.	Mr. Sarjeevan Singh	-	-	-	-	-	-
4.	Mr. Nileshkumar Patel	-	-	-	-	-	-
5.	Ms. Sonal Gandhi	-	-	-	-	-	-

None of the Directors of the company / Key managerial Personnel had any pecuniary relationship with the Company during the year.

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

The Company has not issued any stock option during the year under review.

#### 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has 04 Members comprising of 3 Non-Executive Independent Director and 1 Executive Directors. Mr. Nileshkumar Patel, Non-Executive Director has been appointed as a Chairman of the Committee.

##### 5.1 The Composition of the Committee as at 31<sup>st</sup> March 2022 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 04 Committee Meetings were held on April 19, 2021, July 17, 2021, October 05, 2021 and January 08, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Nileshkumar Patel	Chairman	4	4

2	Sarjeevan Singh	Member	4	4
3	Harsh Shah	Member	4	4
4	Sonal Gandhi	Member	3	3

**5.2 Name and Designation of Compliance Officer:**

Mr. Ami Kankaria, Company Secretary and Compliance Officer of the company.

**5.3 Details of Complaints / Queries received and redressed during 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022 are as follows:**

Number of shareholders' complaints pending at the beginning of the year	Number of shareholders' complaints received during the year	Number of shareholders' complaints redressed during the year	Number of shareholders' complaints pending the end of the year
Nil	Nil	Nil	Nil

All the complaints/ queries have been redressed to the satisfaction of the complainants and no shareholders' complaint/ query was pending at the end of the year.

**6. INFORMATION ON GENERAL BODY MEETINGS:****6.1 The last 3 Annual General Meetings of the Company were held as under:**

Date	Time	Venue
30 <sup>th</sup> September, 2021	12.00 Noon (IST)	304, Circle P, Near Prahlad Nagar, S. G. Highway, Ahmedabad-380051
28 <sup>th</sup> December, 2020	12.00 Noon (IST)	304, Circle P, Near Prahlad Nagar, S. G. Highway, Ahmedabad-380051
26 <sup>th</sup> September, 2019	11.30 A.M. (IST)	304, Circle P, Near Prahlad Nagar, S. G. Highway, Ahmedabad-380051

**6.2 Special Resolutions passed in the last 3 Annual General Meetings:****2020-21**

- To Regularize the Appointment of Mrs. Sonal Gandhi (DIN: 07351479) as a Non-Executive Independent Director of the Company:

**2019-20**

No Special resolution was passed at the Annual General Meeting held on 28<sup>th</sup> December, 2021

**2018-19**

- To Regularize the Appointment of Mr. Sarjeevan Singh (DIN: 08258683) as a Non-Executive Independent Director of the Company.
- To Regularize the Appointment of Mr. Nileshkumar Patel (DIN: 08316887) as a Non-Executive Independent Director of the Company.
- To Regularize the Appointment of Ms. Bhoomi Shah (DIN: 08525163) as a Non-Executive Independent Director of the Company.

**6.3 Extraordinary General Meeting (EGM):**

One Extra Ordinary General Meeting held during the financial year under review.

**6.4 Details of Resolution Passed through Postal Ballot, the person who conducted the Postal Ballot Exercise and details of the voting pattern:**

No resolution has been passed through the exercise of Postal Ballot during the previous year.

**7. MEANS OF COMMUNICATION:**

- i. **Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and Local English and Vernacular language newspapers and are simultaneously displayed on its website ([www.navkarbuilders.com](http://www.navkarbuilders.com)).
- ii. **Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website ([www.navkarbuilders.com](http://www.navkarbuilders.com)).
- iii. **Website:** The Company's website ([www.navkarbuilders.com](http://www.navkarbuilders.com)) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a downloadable form.
- iv. **Annual Report:** The Annual Report containing, inter-alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website ([www.navkarbuilders.com](http://www.navkarbuilders.com)).
- v. **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are also filed electronically on the Listing Centre.
- vi. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.

**8. GENERAL SHAREHOLDER INFORMATION:**

**Annual General Meeting:**

Date	29 <sup>th</sup> September, 2022
Time	01:00 Noon (IST)
Venue	304, Circle P, Near Prahlad Nagar, S. G. Highway, Ahmedabad-380051

**a. Financial Calendar (Tentative):**

The Financial Year of the Company is for a period of 12 months from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

First quarter results	:	Second week of August, 2022
Second quarter results	:	Second week of November, 2022
Third quarter results	:	Second week of February, 2023
Fourth quarter results / Year end results	:	Last week of May, 2023

**b. Book Closure:** 23<sup>rd</sup> September, 2022 to 29<sup>th</sup> September, 2022 (both days inclusive)

**c. Listing on Stock Exchanges:**

The names and addresses of the Stock Exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

Sr. No.	Name of Stock Exchanges	Stock Code
1.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	BSE – 531494

**d. Market Price Data:**

High and low during each month in the (2021-22) financial year on the Stock Exchanges:

Month	High (Rs.)	Low (Rs.)
April – 2021	10.61	8.67
May – 2021	17.94	10.05
June – 2021	18.90	13.70
July – 2021	41.30	16.40
August – 2021	43.00	34.20
September -2021	55.70	37.70
October -2021	50.90	36.60
November – 2021	43.80	37.00
December – 2021	50.90	37.50
January – 2022	46.90	39.20
February – 2022	46.20	36.00
March – 2022	61.15	33.95

**e. Registrar And Transfer Agent:**

M/S. MCS SHARE TRANSFER AGENT LIMITED.

1. 383 Lake Gardens, 1<sup>st</sup> Floor, Kolkata 700045

2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009

Tele. No.: 033-40724051, 079 26582878

Fax No.: 033-40724050

E-mail: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) , [mcsashmd@gmail.com](mailto:mcsashmd@gmail.com)

**f. Share Transfer System:**

Applications for transfer of shares held in physical form are received at the office of the Registrars & Share Transfer Agents of the Company. All valid transfers are processed and registered within stipulated time.

Shares held in dematerialized form are electronically traded through the Depositories.

Requests for dematerialization of physical shares are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2020 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company.

**g. Shareholding Pattern as on 31<sup>st</sup> March 2022:**

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	2	69,70,600	35.06
Public-Institutions	Nil	Nil	Nil
Public-Individual	1876	75,69,874	38.07
Bodies Corporate	46	42,93,123	21.59
NRI	1	8,52,400	4.29
HUF	32	1,97,803	0.99
Shares underlying DRs	Nil	Nil	Nil
Shares held by Employee Trusts	Nil	Nil	Nil
<b>Total Shareholding</b>	<b>1957</b>	<b>1,98,83,800</b>	<b>100</b>

**h. Shareholding Pattern as on 31<sup>st</sup> March 2022:**

Category	Number of Shareholders	Percentage of shareholder (%)	Number of Shares	Percentage of shareholding (%)
1- 500	1327	67.8079	257927	1.2972
501-1000	350	17.8845	272407	1.3700
1001- 2000	86	4.3945	133000	0.6689
2001- 3000	34	1.7374	85620	0.4306
3001- 4000	24	1.2264	89382	0.4495
4001- 5000	15	0.7665	70946	0.3568
5001- 10000	37	1.8906	264641	1.3309
10001-50000	49	2.5038	1245209	6.2624
50001-100000	15	0.7665	1061275	5.3374
Above 100000	20	1.0220	16403393	82.4963
<b>TOTAL</b>	<b>1957</b>	<b>100</b>	<b>19883800</b>	<b>100</b>

**i. Dematerialization of shares and liquidity:**

Particulars of Equity holding	Equity Shares of Re. 10/- each.	
	Number of shares	Percent of total shares
<b>NSDL</b>	3919661	19.71
<b>CDSL</b>	15555639	78.23
<b>Physical form</b>	408500	2.05

**j. Outstanding GDRs / ADRs / Warrants or any convertible instruments and conversion date and likely impact on equity:**

There were no outstanding GDRs / ADRs / Warrants or any convertible instruments as at March 31, 2022.

**k. Commodity price risk or foreign exchange risk and hedging activities:** Not Applicable

**l. Plant Locations:** Plot No. 1160, 1161-A, Village: Sanghana, Ta.: Matar, Dist.: Kheda, Gujarat

**m. Unclaimed Dividend:**

Sr. No	Financial Year	Date of Declaration	Dividend of Declare	Dividend Paid	Unclaimed Dividend	Due date for Transfer to IEPF
1	2014-15	23/09/2015	17453300	17138576	314724	19/10/2022
2	2015-16	13/09/2016	8726650	8620762	105888	21/09/2023
3	2016-2017	01/10/2017	1745330	1716509	28821	01/10/2024

**n. Nomination Facility:**

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit the prescribed Form SH-13 for this purpose. Shareholders may write to the Secretarial Department of the Company for a copy of the Form

**o. Credit Ratings:**

No credit ratings obtained by the Company during the relevant financial year for any debt instruments, fixed deposit programme, any scheme or proposal, involving mobilization of funds, whether in India or abroad.

**p. Address for correspondence:**

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrar and Transfer Agent of the Company:

<p><b>Navkar Builders Limited</b>            304, Circle P, Near Prahlad Nagar,            S.G. Highway, Ahmedabad – 380051            Tele. No. : 079-48484095            Fax : 079-48484095            CIN : L45200GJ1992PLC017761            Email : <a href="mailto:navkarbuilders@yahoo.co.in">navkarbuilders@yahoo.co.in</a>            Website : <a href="http://www.navkarbuilders.com">www.navkarbuilders.com</a></p>	<p><b>MCS SHARE TRANSFER AGENT LIMITED</b>            1. 383 Lake Gardens, 1<sup>st</sup> Floor, Kolkata 700045            2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009            Tele. No.: 033-40724051, 079 26582878            Fax No.: 033-40724050            Email: <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a>  <a href="mailto:mcsashmd@gmail.com">mcsashmd@gmail.com</a></p>
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**9. OTHER DISCLOSURES:**

- 9.1** There are no materially significant transactions with the related party's viz. promoters, directors or the management or their relatives or subsidiaries etc. that had potential conflict with the company's interest. Suitable disclosure as required by the Indian Accounting Standard has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's Website at <https://www.navkarbuilders.com/info.html>.
- 9.2** Transactions with related parties are disclosed in detail in Note No. 3 (A) "Notes to the Financial Statement" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.
- 9.3** There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.
- 9.4** No Strictures or penalties have been imposed on the company by the Stock Exchanges or by the Security Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.
- 9.5** The Company has formed the policy for determining material subsidiary as required by Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the Company's website. The web link is <https://www.navkarbuilders.com/info.html>.
- 9.6 Vigil Mechanism:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: <https://www.navkarbuilders.com/WHISTEL%20BLOWER%20POLICY.pdf>

No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue.

**9.7** The minimum information to be placed before the Board of Directors as specified in Part A of Schedule II of Listing Regulations is complied with to the extent possible.

**9.8 Certification from Company Secretary in Practice:**

The Company has obtained a certificate from Practicing Company Secretary as required under the SEBI (LODR) Regulations, 2015, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

**9.9 Complaints pertaining to Sexual Harassment:**

During the year, the Company has received 0 (zero) complaint pertaining to sexual harassment.

**9.10 Details of total fees paid to Statutory Auditors:**

Details relating to fees paid to the Statutory Auditors are given in Note No. 27.1 to the Standalone Financial Statements.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the year, the Company has fully complied with the mandatory requirements as stipulated under SEBI (LODR) Regulations, 2015.

The status of compliance with discretionary recommendations and adoption of the non-mandatory requirements as specified in Regulation 27(1) of the SEBI (LODR) Regulations, 2015, is provided below:

- a. **The Board:** The Chairman of the Company is Executive Director.
- b. **Shareholder Rights:** Half-yearly and other Quarterly financial statements are published on newspapers and uploaded on company's website [www.navkarbuilders.com](http://www.navkarbuilders.com).
- c. **Modified Opinion(s) in Audit Report:** The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- d. **Chairperson and Chief Executive Officer:** Mr. Harsh Shah is the Chairman and Managing Director of the Company.
- e. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

The above Report was placed before the Board at its meeting held on September 01, 2022 and the same was approved.

**For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

Place: Ahmedabad

Date: 01/09/2022

Sd/-  
Harsh Shah  
Managing Director  
DIN: 01662085

**DECLARATION**

**Compliance with the Code of Business Conduct and Ethics**

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Navkar Builders Limited Code of Business Conduct and Ethics for the year ended March 31, 2022.

**For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

**Place: Ahmedabad**

**Date: 01/09/2022**

**Sd/-  
Harsh Shah  
Managing Director  
DIN: 01662085**



**CEO/CFO CERTIFICATE**

We the undersigned, in our respective capacities as Chief Financial Officer of Navkar Urbanstructure Limited (“the Company”) to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year 2021-22 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2021-22 which are fraudulent, illegal or violative of the Company’s code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -

- Significant changes in internal control over the financial reporting during the year 2021-22;
- Significant changes in accounting policies during the year 2021-22 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over the financial reporting.

**By For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

**Place: Ahmedabad**

**Date: 01/09/2022**

**Pinki Sagar  
Director & CFO  
(DIN: 08113318)**

**CERTIFICATE ON FINANCIAL STATEMENTS**

To,  
The Members,  
**Navkar Urbanstructure Limited**

We have hereby certify that:

1. We have reviewed the financial statements and the cash flow statements of Navkar Urbanstructure Limited for the financial year 2021-22 and to the best of our knowledge and belief, we state that:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes in internal control over financing reporting during the year;
  - b. significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - c. That there were no instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**For Navkar Urbanstructure Limited  
(Formerly Known as Navkar Builders Limited)**

**Place: Ahmedabad  
Date: 01/09/2022**

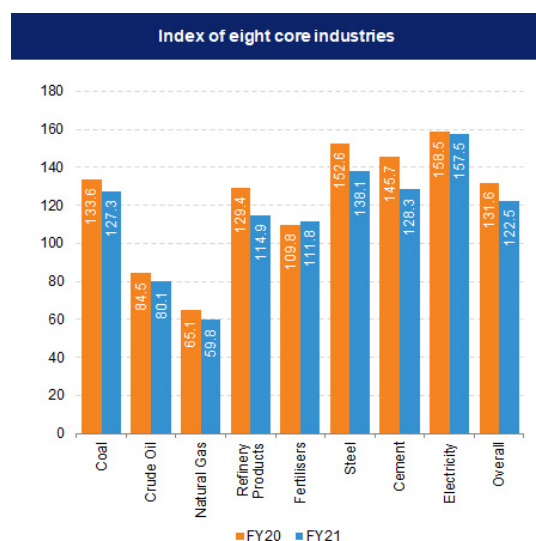
**Sd/-  
Harsh Shah  
Managing Director  
DIN: 01662085**

**ANNEXURE - D****MANAGEMENT DISCUSSION AND ANALYSIS****Introduction**

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

**Market Size**

India plans to spend US\$ 1.4 trillion on infrastructure through 'National Infrastructure Pipeline' in the next five years. In FY21, infrastructure activities accounted for 13% share of the total FDI inflows of US\$ 81.72 billion. India will need to construct 43,000 houses every day until 2022 to achieve the vision of Housing for All by 2022.



Hundreds of new cities need to be developed over the next decade. Over the next 10 years, demand for urban freight is predicted to increase by 140%. Final-mile freight transit in Indian cities accounts for 50% of the total logistics expenditures in the country's increasing e-commerce supply chains. India is expected to become the third-largest construction market globally by 2022. Indian logistics market is estimated to touch US\$ 320 billion by 2025.

**Government Initiative and investment**

Some of the recent government initiatives and investments in the Infrastructure sector are as follows:

**In Union Budget 2022-23:**

- The government has given a massive push to the infrastructure sector by allocating Rs. 10 lakh crore (US\$ 130.57 billion) to enhance the infrastructure sector.
- The government allocated Rs. 134,015 crore (US\$ 17.24 billion) to National Highways Authority of India (NHAI).
- The government announced an outlay of Rs. 60,000 crore (US\$ 7.72 billion) for the Ministry of Road Transport and Highways.
- The government announced Rs. 76,549 crore (US\$ 9.85 billion) to the Ministry of Housing and Urban Affairs.
- The government allocated Rs. 84,587 crore (US\$ 10.87 billion) to the Department of Telecommunications to create and augment telecom infrastructure in the country.
- The total revenue expenditure by Railways is projected to be Rs. 234,640 crore (US\$ 30.48 billion)
- 100 PM-GatiShakti Cargo Terminals for multimodal logistics facilities will be developed over next three years.

- Focus was on the PM GatiShakti - National Master Plan for multimodal connectivity to economic zones. Everything, from roads to trains, from aviation to agriculture, as well as many ministries and departments, will be integrated under the PM GatiShakti National Master Plan.
- In June 2022 Mr. NitinGadkari, Minister of Road Transport and Highways inaugurated 15 National Highway projects in Patna and Hajipur in Bihar worth Rs. 13,585 crore (US\$ 1.75 billion)
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built up infrastructure and construction development projects) and construction (infrastructure) activities stood at US\$ 26.20 billion and US\$ 27.92 billion, respectively, between April 2000 - March 2022.
- In March 2022, Mr. NitinGadkari, Minister of Road Transport and Highway inaugurated 19 National Highway projects in Haryana and Rajasthan totaling Rs. 1,407 crore (US\$ 183.9 million).
- The government expanded the 'National Infrastructure Pipeline (NIP)' to 9,335 projects. 217 projects worth Rs. 1.10 lakh crore (US\$ 15.09 billion) were completed as of 2020.
- In November 2021, the Asian Development Bank (ADB) has approved a US\$ 250-million loan to support development of the National Industrial Corridor Development Programme (NICDP). This is a part of the US\$ 500-million loan to build 11 industrial corridors bridging 17 states.
- In November 2021, India, the US, Israel and the UAE established a new quadrilateral economic forum to focus on infrastructure development projects in the region and strengthen bilateral co-operation.
- The initiative 'Infrastructure for Resilient Island States' (launched in November 2021) will give India a huge opportunity to contribute to the betterment of other vulnerable countries in the world.
- In October 2021, the Union Cabinet of India approved the PM GatiShakti National Master Plan—including implementation, monitoring and support mechanism—for providing multi-modal connectivity.
- In October 2021, the Dubai government and India, inked an agreement to develop infrastructure such as industrial parks, IT towers, multipurpose towers, logistics centres, a medical college and a specialised hospital in Jammu & Kashmir.
- In FY22, government initiatives such the National Infrastructure Pipeline, National Monetisation Pipeline, BharatmalaPariyojana, changes in the Hybrid Annuity Model (HAM) and fast pace of asset monetization to boost road construction.
- As of October 2021, the Ministry of Road Transport and Highways constructed national highways extending 4,450 kms compared with 4,956 kms, as of October 2020.
- To encourage rooftop solar (RTS) throughout the country, notably in rural regions, the Ministry of New and Renewable Energy is undertaking Rooftop Solar Programme Phase II, which aims to install RTS capacity of 4,000 MW in the residential sector by 2022 with a provision of subsidy.
- In May 2021, Minister for Road Transport & Highways and Micro, Small and Medium Enterprises, Mr. NitinGadkari stated that the government is giving utmost priority to infrastructure development and has set a target of road construction of worth Rs.15 lakh crore (US\$ 206 billion) in the next two years.
- The Ministry of Railways plans to monetise assets including Eastern and Western Dedicated Freight Corridors after commissioning, induction of 150 modern rakes through PPP, station redevelopment through PPP, railway land parcels, multifunctional complexes (MFC), railway colonies, hill railways and stadiums.
- Mega Investment Textiles Parks (MITRA) scheme was launched to establish world-class infrastructure in the textile sector and establish seven textile parks over three years.
- The government announced Rs. 305,984 crore (US\$ 42 billion) over the next five years for a revamped, reforms-based and result-linked new power distribution sector scheme.

**INDUSTRY STRUCTURE:**

The construction industry makes up for a major part of India's GDP. Being a significant contributor to the GDP of India, the industry acts as a gateway for more opportunities. Investment in the construction industry in India, therefore, directly leads to the country's economic development. The Construction industry in India consists of the real estate as well as the urban development segment. The Real estate segment covers residential, office, retail, hotels and leisure parks, among others, while urban development segment broadly consists of sub-segments such as Water supply, Sanitation, Urban transport, Schools, and Healthcare.



By 2025, Construction market in the country is expected to emerge as the 3rd largest globally and the construction output is expected to grow on an average of 7.1% each year. An enhancement in the construction industry will directly have a positive effect on other industries like cement, technology, steel, etc. The development of a nation is recognized through its infrastructure. FDI in the construction department in North India will bring with it new possibilities to uplift the construction industry.

100% FDI in construction development sector under automatic route is permitted in completed projects for operations and management of townships, malls/shopping complexes, and business constructions.

100% FDI in real estate in India is allowed under the automatic route for urban infrastructures such as urban transport, water supply and sewerage and sewage treatment.

**OPPORTUNITIES:**

The word "potential" is a much over used phrase when looking at India. As we have seen earlier the infrastructure statistics are of such mind – boggling proportions that it could be said that there is a massive potential for the growth of ready mixed concrete industry. However, realizing that potential will take a considerable time as companies come to terms with the unique obstacles presented in the Indian market.

The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure during 2019-23 to have a sustainable development of the country. The Government has suggested investment of Rs. 5,000,000 crore (US\$ 750 billion) for railways infrastructure from 2018-30. Favourable valuations make the sector an attractive opportunity. Only 24% of the National Highway network in India is four lane. Therefore presents an immense scope for improvement. The regional connectivity scheme (RCS) gives opportunity for development of airports.

India and Japan have joined hands for infrastructure development in India's Northeast states and are also setting up an India-Japan Coordination Forum for Development of Northeast to undertake strategic infrastructure projects for the region.

Our vision is to achieve leadership position in India and explore the opportunities out of India. We committed to building long term relationships based on integrity, performance and value, as well as client satisfaction. To be one of the premier infrastructure company in India by 2022 executing various vertical of construction activities with the help of its in-house raw material production.

**CHALLENGES RISKS & CONCERNS:**

- **Industry/policyrisk:**

The Company's business is highly dependent on road and bridge projects in India undertaken or awarded by governmental authorities and other entities funded by governments. Any change in government policies resulting in a decrease in the amount of road and bridge projects undertaken or a decrease in private sector participation in road and bridge projects adversely affects our business and results of operations. Our business may be affected by changes in interest rates, changes in Government policy, taxation, exchange rates and controls, social and civil unrest and political, economic or other developments in or affecting India.

- **Project risk:**

Infrastructure projects involve agreements that are long-term in nature (as much as three years in EPC contracts and around 25 years in Design, Build, Finance, Operate and Transfer (DBFOT) road projects). All long term projects have inherent risks associated with them and involve variables that may not necessarily be within our control. These include inflation, interest rates movements, liquidity, commodity and oil prices, governance, construction delays, material shortages, unanticipated cost increases, cost overruns, inability to negotiate satisfactory arrangements with joint venture partners, and disagreements with our joint venture partners.

We are increasingly bidding for large-scale infrastructure projects. There are various risks associated with the execution of large-scale projects. Managing large-scale integrated projects may also increase the potential relative size of cost overruns and negatively affect our operating margins. In addition, we may need to execute large-scale projects through joint ventures with other companies, which expose us to the risk of default by our Joint Venture Partners.

- Adherence To Safety & Quality Norms
- Sustainable & Continual Growth
- Teamwork And Healthy Competition
- Concern Towards The Stakeholders
- Deliver Best Service.
- Strong Willingness to Learn.
- Adherence To Values & Ethics

**Company's Diversified Activities***Drainage Work*

- ❖ Company has been awarded by Gujarat Urban Development Corporation (GUDC) for Drainage Work at Anand Town amounting to Rs. 90 Cr which is completed satisfactorily.
- ❖ Company has been awarded by Gujarat Urban Development Corporation (GUDC) for Drainage Work at Borsad Town amounting to Rs. 23 Cr. which is completed satisfactorily.
- ❖ Company has been awarded by Gujarat Water Sewerage & Supply Board (GWSSB) for Drainage Work at Kapadwanj Town amounting to Rs. 24 Cr. which is running satisfactorily.
- ❖ Company has been recently awarded an order of Rs. 211.00 Cr by Bhopal Municipal Corporation for Sewage Treatment Project at Kolar Town & outside upper and lower lake catchment area south & south east zone in the name of Joint Venture.

We have equipped ourselves with all the resources required to venture into the new field.

Manpower –

- We have recruited best talent available in the market for executing this new project viz. Project Management, Project Execution, Finance, HR, Legal, IT.

Money –

- We are financially self-sustained however capable of raising funds easily due to our reputation and contacts with the Banks like Union Bank, HDFC, Axis etc.

Method –

- We have developed the best SOPs so that the project taken is completed well within time / before time without compromising quality of work.

Material –

- We preserve an extensive database for local vendors and others so that no work delays due to material unavailability.

Management –

- We are a professionally managed company wherein we follow the best solutions to our business aspects in the most strategic way.

As mentioned –

- We are professionally managed company.
- We are financially self-reliant and enjoy very robust relationship with Banks.
- Our core strength lies in Infrastructural Development.
- We are equipped with the best machines / resources.
- Our Project Team is highly qualified and carries rich experience.
- We believe in sustainable growth without compromising Quality & Safety.

**FUTURE OUTLOOK:**

With the concern over liquidity there has been a general slowdown in both real estate and infrastructure projects. Many of the high-end residential projects, especially in metro cities, have been delayed.

India is in fast-forward mode and time is of essence. Players like BPOs often want to start operations straight away and have no time to wait. All this is tipping the scales in favor of infrastructure project, and mechanized construction equipment at sites. So we conclude that the coming years will be moving from the recession to the boom in such a way that infrastructure industry will get booster without compromise.

**SEGMENT WISE PERFORMANCE:**

The Company is operating only in one sector i.e. Infrastructure Project Activity therefore the segment reporting and performance standard is not applicable to the Company.

**QUALITY CONTROL:**

The Management and the Employees of Navkar Builders Ltd. are committed to operate every aspect of the Construction adhering to the standards that offers quality service to all clients by adopting and implementing effecting Quality Management System & Procedures.

**FINANCIAL PERFORMANCE:**

The Company has diversified its business activities and at the verge of achieving better financial performance. The Company has successfully implemented various operational excellence programs designed with the help of external consultants so as to optimize on cost and delivery commitments. The Company's cash flow position as at the yearend continues to remain strong.

Increased liquidity has strengthened the Company's confidence for launching new growth initiatives for the existing and emerging businesses of construction.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof, including:

Sr. No.	Financial Ratio	Year ended	
	Particulars	31.03.2022	31.03.2021
1.	Debtors Turnover	0.84	0.45
2.	Inventory Turnover	1.07	0.51
3.	Interest Coverage Ratio	1.73	1.47
4.	Current Ratio	3.65	1.60
5.	Debt Equity Ratio	0.59	0.33
6.	Operating Profit Margin (%)	0.21	(1.15)
7.	Net Profit Margin (%)	6.72	6.87

**Notes:**

1. Debtors Turnover is increase due to increase in sales and decrease in Trade Receivables
2. Inventory Turnover ratio is increased Due to change in Purchase during the year.
3. Current Ratio is increased due to change in Loans and advances in the current Financial year
4. Debt equity ratio increase due to repayment of loan in F.Y 2021-22
5. Operating Profit Margin (%) is increase due to increase in sales and repayment of loan in Current Financial year.

**INTERNAL CONTROL SYSTEM:**

The Company's employees and projects have been and are exposed to risks and threats to life, liberty, and property while operating in risky geographical areas. The Company however takes pride in executing prestigious works in the nation building task. The Company has taken measures with the help of the Government to provide adequate security, facilities, and also insurance coverage in such places. The Company has a formal Enterprise Risk Management framework in place which will be reviewed periodically.

By Order of the Board of Directors  
For Navkar Builders Limited

Date: 01.09.2022  
Place: Ahmedabad

Sd/-  
Harsh Shah  
Managing Director  
(DIN: 01662085)

Sd/-  
PinkiSagar  
Director & CFO  
(DIN: 08113318)



**ANNEXURE –E****TO THE DIRECTORS' REPORT FOR THE YEAR 2021-2022**

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

<b>a)</b>	<b>Conservation of energy</b>			
	(i)	the steps taken or impact on conservation of energy	NIL	
	(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL	
	(iii)	the capital investment on energy conservation equipment's	NIL	
<b>(b)</b>	<b>Technology absorption</b>			
	(i)	the efforts made towards technology absorption	NIL	
	(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL	
	(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-		NIL
		(a) the details of technology imported		NIL
		(b) the year of import;		NIL
		(c) whether the technology been fully absorbed		NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof		NIL	
(iv)	the expenditure incurred on Research and Development	NIL		
<b>(c)</b>	<b>Foreign exchange earnings and Outgo</b>			
During the year, the total foreign exchange used was Rs. Nil and the total foreign exchange earned was Rs. Nil.				

**ANNEXURE - F****PARTICULARS OF EMPLOYEE****I. INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014****Remuneration paid to whole-time directors and KMP**

Name of the Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage increase in Remuneration in the Financial year 2021-22
Mr. Harsh Shah	Managing Director	1:1	NIL
Mrs. Pinki Sagar	Chief Financial Officer	NIL	NIL
Mr. Sarjeevan Singh	Independent Director	NIL	NIL
Ms. Bhoomi Shah#	Independent Director	NIL	NIL
Mr. Nileshkumar Patel	Independent Director	NIL	NIL
Mrs. Sonal Gandhi*	Independent Director	NIL	NIL
Ms. Ameer Kankaria*	Company Secretary	0.44:1	NIL

\*Appointed on 26 July, 2021

# Resigned on 26 July, 2021

**Note:**

1. The details of remuneration of the Independent Directors of the Company have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above.
  2. Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- II. The percentage increase in the median remuneration of employees in the financial year 2021-22 was Nil.
  - III. There were 2 permanent employees on the rolls of the Company as on March 31, 2022.
  - IV. Average percentage increase made in the salaries of employees other than the KMP in the previous financial year was Nil, whereas the average percentage increase in remuneration of the KMP was Nil. The average increase of remuneration every year is an outcome of the Company's market competitiveness as against similar Companies. The increase of remuneration this year is a reflection of the compensation philosophy of the Company and in line with the benchmark results.
  - V. It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2022, were as per the Nomination and Remuneration Policy of the Company.

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## **INDEPENDENT AUDITOR'S REPORT**

**To,  
The Members of  
NAVKAR URBANSTRUCTURE LIMITED  
Report on the Audit of the Financial Statements**

### **Opinion**

We have audited the financial statements of **NAVKAR URBANSTRUCTURE LIMITED**, which comprise the balance sheet as at **31st March 2022**, and the statement of profit and loss, statement of cash flows, notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, and 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial Statements under the provisions of the Companies Act, 2013 and the Rules 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.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report for example, Director's Statement, Key Highlights, Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the

Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure – 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report **in Annexure - B**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
  - (iv) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entity(ies), including foreign entity(ies).

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

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

**For, S.V. Agrawal &Co.  
Chartered Accountant  
ICAI Firm Reg. No. 100164W**

**(CA S. V. Agrawal)  
PROPRIETOR  
Place : Ahmedabad  
Date: 30/05/2022  
Mem. No. :030851  
UDIN :22030851AKGDAC9482**



## ANNEXURE A- TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under report on other Legal & Regulatory requirements of our report of event date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.  
  
(b) The Company has regular programme of physical verification of its Fixed Assets through which all Fixed Assets are verified in a phased manner over a period of 3 years. In our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its Assets. As informed to us, no material discrepancies were noticed on such verification as carried out under the above programme during the Current Year.  
  
(c) In our opinion and according to information and explanations given to us the Company has title deeds of Immovable Properties in the name of the Company itself.  
  
(d) The Company has not revalued any of its Property, Plant and Equipment or Intangible Assets or both during the year.  
  
(e) No Proceedings have been initiated or are pending against the Company for holding any benami property if any under the Benami Transactions(Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company has regular programme of physical verification of its inventory through which all Inventory are verified. There are no material discrepancies.  
  
(b) The Company has not been sanctioned any working capital limit at any point of time of the year in excess of five crores rupees, in aggregate from banks or financial institutions on the basis of security of current assets.
- (iii) (a) The Company has granted Loans and Advances to Companies, firms and other entities and it is observed that  
(A) The Aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates is Rs. 16,600.

(B) The Aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to other than subsidiaries, joint ventures and associates is Rs.7,32,62,278.

(b) The Company has granted Loans & Advances are they are not prejudicial to the Company's Interest.

(c) In respect of loans and advances in the nature of loans, there is no schedule of repayment of principal and interest has also not been charged on the above.

(d) There is no repayment schedule so no amount is overdue, hence this clause is not applicable

(e) The Company has not renewed any loans or advances in the nature of loans during the year to settle the overdues of existing loans given to the same parties.

(f) The Company has granted new loans or advances in the nature of loans during the year and the aggregate amount of loans or advances granted during the year without any terms or period of repayment is Rs. 7,52,93,186.

- (iv) On the basis of verification of books of accounts of the Company it is observed that the loans & advances given by the Company are according to the provisions of Companies Act 2013 and thus no contravention exists under provisions of Sec 185 & 186 of the Companies Act, 2013. To the best of our knowledge and information provided to us by the management, the Company has not failed to comply with the provisions of Section 185 & 186 of Companies Act, 2013.
- (v) On verification of books of accounts, it has come to notice that the company has not accepted any deposits in contravention as prescribed under Companies (Acceptance of Deposit) Rules, 2014 and relevant provisions of Companies Act, 2013.
- (vi) On verification of books of accounts, it has come to notice that the company has not required to maintain cost record as per sec 148 (1) of the Companies Act 2013.
- (vii) In respect of Statutory dues:
- (a) The Company is not regular in depositing undisputed statutory dues. The Company deposits TDS under Income Tax Act, 1961 for the whole year only during the fourth quarter and files the return for the same in the last

quarter. Moreover there are statutory dues which has not been paid by the Company until the end of reporting period.

- (b) There are no disputed statutory dues pending for deposit to government/ departmental authority.
- (viii) In our opinion and according to the information and explanation given to us, and as per observation from the books of accounts. the Company has not recorded any transactions in the books of accounts or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (43 of 1961)
- (ix) (a) In our opinion and according to the information and explanations given to us, and as per observation from books of accounts the Company has not defaulted in the payment of dues to Banks or Financial Institutions during the year.
  - (b) The Company has not been declared as a willful defaulter by any bank or financial institution or other lender.
  - (c) There is no term loan with the Company.
  - (d) According to information and explanation no funds were raised on Short term basis by the Company.
  - (e) According to information and explanation given to us the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
  - (f) In our opinion and according to the information and explanations given to us, and as per observation from books of accounts the Company has not raised any new loans during the year.
- (x) (a) According to the information and explanation the company has not raised any funds by way of Initial Public Offering or any Debt Instrument or any Term Loan during the reporting period.
  - (b) The Company has made preferential allotment during the year and requirements of Section 42 and Section 62 of the Companies Act, 2013 have been complied with. The funds raised have been used for the purpose for which the funds were raised by the Company during the year.
- (xi) (a) In our opinion and according to the information and explanation given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

- (b) According to information and explanation given to us the Company has not filed any report in Form ADT-4 under sub section (12) of section 143 of the Companies Act, 2013.
- (c) According to information and explanation given to us the company has established vigil mechanism to handle whistle-blower complaints.
- (xii) The Company is not a Nidhi Company and thus this clause is not applicable.
- (xiii) In our opinion and according to information and explanation given to us the Company has entered in Related Party Transactions during the year under consideration as details in Notes to Accounts.
- (xiv) (a) According to information and explanation given to us the Company has proper Internal Audit System as per provisions of SEBI LODR Regulations.
- (b) Internal Audit is conducted by the employee of the Company and Report of the same was not provided by the Assessee, so we are not able to comment on the same.
- (xv) In our opinion and according to information and explanation given to us , during the year the Company has entered into non cash transactions with its Director, Mr. Harsh Shah. Salary of Rs. 360000 has been given to him and provisions of Sec 192 of Companies Act have been complied with.
- (xvi) (a) In our Opinion and according to information and explanation provided to us , the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion and according to information and explanation given to us, the Company has not conducted any Non Banking Financial or Housing Finance activities.
- (c) The Company is not a Core Investment Company (CIC) and thus this clause is not applicable.
- (d) As per information and explanation given to us, the group is not having any CIC as part of the group.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditor during the year and thus this clause is not applicable.

- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that the 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.
- (xx) (a) Section 135 of Companies Act, 2013 is not applicable to the Company as Company is neither having net worth of Rs. 500 crore or more nor having turnover of Rs. 1000 crore or more or net profit of Rs. 5 crore or more during the immediately preceding financial year.
- (b) Section 135 of Companies Act, 2013 is not applicable to the Company, thus this clause is not applicable to the Company.
- (xxi) The Company is neither having any Holding Company nor Subsidiary Company or Associate Company, thus this clause is not applicable.

**For S. V. AGRAWAL & CO.**  
**Chartered Accountants**  
**ICAI Firm Reg. No. 100164W**

**Place :- Ahmedabad**

**Date:- 30-05-2022**

**CA S.V.Agrawal**  
**Proprietor**  
**Membership No. 30851**  
**UDIN:22030851AKGDAC9482**

**ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS OF NAVKAR URBANSTRUCTURE LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022.**

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

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the "Guidance Note") the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial controls and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls with reference to Financial Statements**

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

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

Because of the inherent limitations of internal financial controls with reference to 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 with reference to financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March,2022, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India

**For S. V. Agrawal & Co.**  
**Chartered Accountants**  
**ICAI Firm Reg. No. 100164W**

**Place: Ahmedabad**  
**Date: 30-05-2022**

**(CA S. V. Agrawal)**  
**(Proprietor)**  
**Membership Number: 030851**  
**UDIN: 22030851AKGDAC9482**

<b>NAVKAR URBANSTRUCTURE LTD.</b>				
<b>STATEMENT OF ASSETS AND LIABILITIES AS AT 31.03.2022</b>				
	Particulars	Note No.	As at 31-03-2022	As at 31-03-2021
<b>I</b>	<b>ASSETS</b>			
	<b>(1) Non Current Assets</b>			
	(a) Property, Plant and Equipment	5	553,416,921	545,487,400
	(b) Capital Work in Progress		12,697,969	12,697,969
	(c) Investment Property			
	(d) Goodwill			
	(e) Other Intangible Assets			
	(f) Intangible Assets under development			
	(g) Biological Assets other than bearer plants			
	(h) Financial Assets			
	(i) Investments	6	10,126,009	2,724,309
	(ii) Trade Receivables			
	(iii) Loans & Advances	7	3,666,875	1,566,875
	(iv) Others (to be specified)	7A	4,668,482	4,668,482
	(i) Deferred tax assets (net)			
	(j) Other non-current assets			
	<b>(2) Current assets</b>			
	(a) Inventories	8	294,510,409	299,132,198
	(b) Financial Assets			
	(i) Investments			
	(ii) Trade Receivables	9	161,728,297	165,961,099
	(iii) Cash and Cash Equivalents	10	33,047,350	76,116,674
	(iv) Bank balances other than (iii) above			
	(v) Loans & Advances	11	790,598,686	128,107,126
	(vi) Others (to be specified)			
	(c) Current Tax Assets (Net)			
	(d) Other current assets			
	<b>TOTAL ASSETS</b>		<b>1,864,460,998</b>	<b>1,236,462,132</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity Share Capital	12	198,838,000	198,838,000
	(b) Other Equity	13	1,293,465,126	586,067,778
	<b>LIABILITIES</b>			
	<b>(1) Non Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	14	1,420,265	135,717,983
	(ia) Lease liabilities			
	(ii) Trade Payables :-			
	(A) total outstanding dues of micro enterprises and small enterprises ; and			
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises			
	(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
	(b) Provisions			
	(c) Defererd Tax liabilities (net)	15	20,466,980	20,321,896
	(d) Other non-current liabilities			
	<b>(2) Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	16	4,267,061	2,805,334
	(ia) Lease liabilities			
	(ii) Trade Payables	17	332,483,818	279,286,583
	(A) total outstanding dues of micro enterprises and small enterprises ; and			
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises			
	(iii) Other financial liabilities (other than those specified in item (b), to be specified)			
	(b) Other Current liabilities			
	(c) Provisions	18	6,699,553	6,349,000
	(d) Current Tax Liabilities	19	6,820,196	7,075,556
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,864,460,998</b>	<b>1,236,462,132</b>
	<b>As per our report of even date</b> For, S. V. Agrawal & Co. Chartered Accountants Firm Reg. No: 100164W UDIN:-22030851AKGDAC9482		<b>For and on behalf of the Board of Navkar Builders Limited</b>	
	CA S.V. Agarwal Proprietor M.No. 030851	Sd/- Nilesh Patel Director (DIN : 08316887)	sd/- Harsh J. Shah (DIN:1662085) Managing Director	
	Place :- Ahmedabad Date :-30/05/2022		sd/- Pinki Nirmal Sagar (DIN:08113318) CFO & Director	
			sd/- Ami Kankaria Company Seceretary	
			Place :- Ahmedabad Date :-30/05/2022	



**NAVKAR URBANSTRUCTURE LTD**

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2022**

(Amount in Rs.)

PARTICULARS		Note No.	Year Ended 31.03.2022	Year Ended 31.03.2021
I	Revenue from Operations	20	136,293,637	74,264,805
II	Other Income	21	12,250,982	10,070,765
<b>III</b>	<b>Total Income (I+II)</b>		<b>148,544,619</b>	<b>84,335,570</b>
<b>IV</b>	<b>EXPENSES</b>			
	(1) Cost of Materials Consumed	22	108,073,640	159,886,780
	(2) Purchase of Stock-In-Trade			-
	(3) Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade	23	4,621,789	(114,438,000)
	(4) Prior Period Items			-
	(5) Employee Benefits Expense	24	2,202,404	2,917,400
	(6) Finance Cost	25	16,294,518	19,946,154
	(7) Depreciation and Amortisation Expense	5	1,300,219	1,473,459
	(8) Impairment Loss	5	-	-
	(9) Other Expenses	26	6,404,012	7,881,102
	<b>Total Expenses (IV)</b>		<b>138,896,582</b>	<b>77,666,895</b>
<b>V</b>	<b>Profit before Exceptional Items and Tax (III-IV)</b>		<b>9,648,037</b>	<b>6,668,675</b>
VI	Exceptional Items			-
<b>VII</b>	<b>Profit before Tax</b>		<b>9,648,037</b>	<b>6,668,675</b>
VIII	Tax Expense			
	(1) Current Tax		350,553	1,400,000
	(2) Prior Period Taxation			-
	(3) Deferred Tax		145,083	165,918
<b>IX</b>	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>9,152,401</b>	<b>5,102,757</b>
X	Profit /(Loss) from discontinued operations			
XI	Tax Expense of discontinued operations			
<b>XII</b>	<b>Profit (Loss) from discontinuing operations (after tax) (X-XI)</b>			
<b>XIII</b>	<b>Profit (Loss) for the period (IX-XIII)</b>		<b>9,152,401</b>	<b>5,102,757</b>
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			-
	(ii) Income tax relating to items that will not be reclassified to profit or loss			-
	B (i) Items that will be reclassified to profit or loss			-
	(ii) Income tax relating to items that will be reclassified to profit or loss			-
<b>XV</b>	<b>Total Comprehensive Income for the Period (XIII+XIV)</b>		<b>9,152,401</b>	<b>5,102,757</b>
<b>XVI</b>	<b>Earnings Per Equity Share</b>			
	(1) Basic		0.46	0.26
	(2) Diluted		0.46	0.26

As per our report of even date  
For, S. V. Agrawal & Co.  
Chartered Accountants  
Firm Reg. No: 100164W  
UDIN:-22030851AKGDAC9482

CA S.V. Agarwal  
Proprietor  
M.No. 030851

Place :- Ahmedabad  
Date :-30/05/2022

For and on behalf of the Board of  
Navkar Builders Limited

Sd/-  
Harsh J. Shah (DIN:1662085)  
Managing Director

Sd/-  
Nilesh Patel  
Director  
(DIN : 08316887)

Sd/-  
Pinki Nirmal Sagar (DIN:08113318)  
CFO & Director

Sd/-  
Ami Kankaria  
Company Seceretary

Place :- Ahmedabad  
Date :-30/05/2022

**NAVKAR URBANSTRUCTURE LTD**  
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2022

4.

(A) EQUITY SHARE CAPITAL

Particulars	As at 31st March,2022	As at 31st March,2021
Balance as at the beginning of the year	19,883,800	19,883,800
Issued during the year	-	-
<b>Balance as at the end of the year</b>	<b>19,883,800</b>	<b>19,883,800</b>

(B) OTHER EQUITY

Particulars	Share Application Money Pending For Allotment / Money received against share warrants	Reserves & Surplus				Other Comprehensive Income		Total
		Retained Earnings	General reserves	Capital reserves	Security Premium	Revaluation Surplus	Equity Instrument through OCI	
Balance as on 01.04.2021	-	185,598,927	275,000	6,759,000	27,027,500	365,000,000	1,407,351	586,067,778
Addition During the Year	698,244,948							698,244,948
Profit For the year		9,152,401						9,152,401
Other Comprehensive Income								-
Impairment in Property plant & Equipment								-
Dividend								-
Dividend Distribution Tax								-
<b>Balance as on 31.03.2022</b>	<b>698,244,948</b>	<b>194,751,328</b>	<b>275,000</b>	<b>6,759,000</b>	<b>27,027,500</b>	<b>365,000,000</b>	<b>1,407,351</b>	<b>1,293,465,126</b>
Balance as on 01.04.2020	-	180,496,171	275,000	4,611,500	27,027,500	365,000,000	207,351	577,617,522
Addition During the Year				2,147,500			1,200,000	3,347,500
Profit For the year		5,102,757						5,102,757
Other Comprehensive Income								-
Impairment in Property plant & Equipment								-
Dividend								-
Dividend Distribution Tax								-
<b>Balance as on 31.03.2021</b>	<b>-</b>	<b>185,598,928</b>	<b>275,000</b>	<b>6,759,000</b>	<b>27,027,500</b>	<b>365,000,000</b>	<b>1,407,351</b>	<b>586,067,779</b>

As per our report of even date  
For, S. V. Agrawal & Co.  
Chartered Accountants  
Firm Reg. No: 100164W  
UDIN:-22030851AKGDAC9482

CA S.V. Agarwal  
Proprietor  
M.No. 030851

Place :- Ahmedabad  
Date :-30/05/2022

For and on behalf of the Board of Directors of  
Navkar Builders Limited

Sd/-  
Nilesh Patel  
Director  
(DIN : 08316887)

Sd/-  
Harsh J. Shah (DIN:1662085)  
Managing Director

Sd/-  
Pinki Nirmal Sagar (DIN:08113318)  
CFO & Director

Sd/-  
Ami Kankaria  
Company Secretary

Place :- Ahmedabad  
Date :-30/05/2022

<b>NAVKAR URBANSTRUCTURE LTD.</b> CIN : L45200GJ1992PLC017761 Registered Office # 304, Circle P, Near Prahlad Nagar, S G Highway, Ahmedabad - 380 015 CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022			
Particulars	For the period ended on 31-03-2022	For the period ended on 31-03- 2021	For the period ended on 31-03- 2020
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax	9,648,037	6,668,675	9,493,663
<b>Adjustments for:</b>			
Depreciation	1,300,219	1,473,549	1,260,418
Preliminary Exps. Written off	0	-	-
Finance Cost	16,294,518	19,490,529	17,991,759
Interest Income	-1,161,508	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>26,081,266</b>	<b>27,632,753</b>	<b>28,745,840</b>
<b>Movements in Working Capital :</b>			
Decrease / (Increase) in Inventories	4,621,789	(114,438,000)	(55,719,943)
Decrease / (Increase) in Sundry Debtors	4,232,802	91,862,664	271,040,872
Decrease / (Increase) in Loans and Advances	-662,491,560	(20,682,501)	118,994,106
Decrease / (Increase) in Current Assets	0	1,155,327	100,000
Decrease / (Increase) in Non Current Assets	0	2,708,638	5,432,947
(Decrease) / Increase in Trade Payables	53,197,235	65,590,290	(515,053,055)
(Decrease) / Increase in Short Term Provisions	0	(222,604)	(45,716,993)
(Decrease) / Increase in Current Liabilities	0	(295,151)	43,810,062
(Decrease) / Increase in Other Current Liabilities	-255,361	-	-
Cash (used in) / generated from operations	-600,695,094	-	-
Direct Taxes Paid (net of refunds)	0	-	32,398,878
<b>Net cash (used in) / generated from operating activities (A)</b>	<b>-574,613,829</b>	<b>53,311,416</b>	<b>#####</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(Purchase) of Fixed Assets	-9,229,748	(5,282,080)	(4,448,851)
Sale / Disposal of Fixed Assets	-	-	175,639
Interest Received	1,161,508	2,138,878	1,961,462
Borrowing	-	102,275,431	-
Profit on sale of Investment / Assets	-7,401,700	-	-
<b>Net cash (used in) / generated from investing activities (B)</b>	<b>-15,469,940</b>	<b>99,132,229</b>	<b>(2,311,750)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
(Repayment) / Proceeds From Long Term Borrowings	-134,297,718	(123,909,428)	(2,366,233)
(Repayment) / Proceeds From Short Term Borrowings	1,461,727	-	-
Repayment / (Proceeds) From Long Term Loans & Advances	-2,100,000	-	-
Proceeds from Issue of Share Warrants	698,244,948	-	-
Interest Expense	-16,294,518	19,490,529	17,991,759
Dividend	-	-	-
Dividend Distribution Tax	-	-	-
<b>Net cash (used in) / generated from financing activities (C)</b>	<b>547,014,438</b>	<b>(104,418,899)</b>	<b>15,625,526</b>
<b>D.NET INCREASE IN CASH AND CASH EQUIVALENTS (D)=(A+B+C)</b>	<b>-43,069,331</b>	<b>48,024,746</b>	<b>#####</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>76,116,674</b>	<b>28,091,929</b>	<b>130,745,438</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>33,047,350</b>	<b>76,116,674</b>	<b>28,091,928</b>
<b>Components of cash and cash equivalents</b>			
Cash and cheques on hand	285,202	9,217,398	4,367,360
With Scheduled Banks	-	-	-
- in Current Account	12,592,743	47,383,997	1,179,194
- in Term Deposit Accounts	20,169,405	19,515,279	22,545,374
	<b>33,047,350</b>	<b>76,116,674</b>	<b>28,091,928</b>
<b>As per our report of even date</b>			
<b>For, S. V. Agrawal &amp; Co.</b> Chartered Accountants Firm Reg. No: 100164W UDIN:-22030851AKGDAC9482		<b>For and on behalf of the Board of Directors of Navkar Builders Limited</b>	
		Sd/- Nilesh Patel Director (DIN : 08316887)	sd/- Harsh J. Shah (DIN:1662085) Managing Director
<b>CA S.V. Agarwal</b> Proprietor M.No. 030851		sd/- Pinki Nirmal Sagar CFO & Director (DIN:08113318)	
<b>Place :- Ahmedabad</b> <b>Date :-30/05/2022</b>		sd/- Ami Kankaria Company Seceretary  Place :- Ahmedabad Date : - 30/05/2022	

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

**1. CORPORATE INFORMATION:**

NAVKAR URBANSTRUCTURE LIMITED ('the company') is engaged in the business of construction and development of infrastructure projects (including provision of Ready mix concrete and Reinforced Cement Concrete Pipes).

**2. SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Basis of preparation and presentation**

These standalone financial statements are prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015; and other relevant provisions of Companies Act, 2013 and the rules made thereunder. The financial statements are prepared under Ind AS application w.e.f. 01-04-2016.

The standalone financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified thereunder, except for certain financial assets liabilities measured at fair value.

**2.2 Use of Estimates**

The preparation of financial statements are in conformity with the recognition and measurement principles of Ind AS which requires management to make critical judgments, estimates and assumptions that affect the reporting of assets, liabilities, income and expenditure.

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

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of:

- Useful lives of property, plant and equipment
- Valuation of deferred tax assets
- Valuation of inventories
- Provisions & contingent liabilities

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

## **2.3 Property, plant and equipment**

### **2.3.1 Tangible Assets:**

Property (including lease assets), plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and any accumulated impairment losses. The cost of fixed assets comprises of its purchase price, non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to financing of acquisition or construction of the qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.

When major items of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. The cost of replacement of any property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefit associated with the item will flow to the Company and its cost can be measured reliably.

The Estimated Useful Lives of assets are in accordance with the Schedule II of the Companies Act, 2013.

**2.3.2** Capital WIP includes advances for Capital work in Progress amounting to Rs. 126.98 lacs. These are old advances prior to 2016 pending for completion.

**2.3.3.** The Company has revalued leasehold GIDC (Halol) land at fair value in the financial year 2017-2018 and the increased amount of such land amount by Rs.36,50,00,000/- which has been credited to Reserve Surplus under the head Other Comprehensive Income as per the Requirement of Ind AS 16.

## **2.4 Financial Instruments**

### **2.4.1 Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement comprise cash on hand, balance in banks (including Non-operational Bank accounts) and fixed deposits, that are readily convertible to know amounts of cash and which are subject to an insignificant risk of change in value.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of 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. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

#### **2.4.2 Investments**

The company has enter into Joint Venture with Ankita-Navkar-Sarjit JV by giving bank guarantee to said JV. There is no capital investment. The profit of earlier F.Y. 2019-20 of Rs. 05.30 lakhs and profit for the F.Y. 2020-21 Rs. 70.95 lakhs is accounted during the year. The business of the JV is construction of infrastructure.

#### **2.4.3 Trade Receivables**

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

#### **2.4.4 Borrowings**

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

#### **2.4.5 Trade payables**

Trade payables are amounts due to vendors for purchase of goods or services and sub contracts given in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

#### **2.4.6 Other financial assets and liabilities**

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

### **2.5 Leases**

#### **Finance lease**

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount.

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

### **Land acquired on long-term leases**

The Company classifies leasehold land of GIDC (Halol) as finance lease where:

- Initial amount paid is substantially all of the fair value of land
- The company has option to purchase the land at a price that is sufficiently lower than fair value at the date option is exercisable
- Lessor has agreed to renew lease on expiry of lease term.
- The Company has revalued leasehold GIDC (Halol) land at fair value in the financial year 2017-2018 and the increased amount of such land amount by Rs.36,50,00,000/- which has been credited to Reserve Surplus under the head Other Comprehensive Income as per the Requirement of Ind AS 16

From the above details analysis, company concludes that a land lease is finance lease and will be presented as an item of PPE covered under Ind AS-16. The company expects to obtain ownership of the land by the end of the lease term. Hence, the company has not charged any depreciation/ amortisation on such asset since the land has unlimited useful life.

### **Operating lease**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating lease. Operating lease payments are recognized as an expense on a straight line basis over the lease term unless the payments are structured to increase in line with the expected general inflation so as to compensate for the lessor's expected inflationary cost increases. There is no such operating lease.

## **2.6 Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including overheads incurred in bringing them to their respective present location and condition. Cost of raw materials,

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

**2.7 Impairment of Property Plant & Equipment:**

There is no impairment of Property Plant & Equipment during the year.

**Employee Benefit**

**Short term employee benefits**

Short term benefits payable before twelve months after the end of the reporting period in which the employees have rendered service are accounted as expense in statement of profit and loss.

**Long term employee benefits**

**Defined benefit plans**

There is no provision for gratuity liability as at 31-03-2021. The Company has not obtained actuarial valuation at the end of the financial year and has not made provision for gratuity liability during the year under audit.

**Defined Contribution Plan**

Defined contribution to provident fund and ESIC are by charged to the profit and loss account on accrual basis.

**2.8 Provisions, contingent liabilities and contingent assets**

**Contingent liability:**

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

Contingent liabilities are disclosed by way of Notes to Accounts if any.

**Contingent assets:**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised and disclosed only when an inflow of economic benefits is probable.



**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

**Provisions:**

A provision is recognized when as a result of a past event, the Company has a present obligation whether legal or constructive that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. If the obligation is expected to be settled more than 12 months after the end of reporting date or has no definite settlement date, the provision is recorded as non-current liabilities after giving effect for time value of money, if material. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**2.9 Revenue Recognition**

- a) Revenue from the contract is recognised when significant risks and rewards in respect of work of the contract are transferred to the contractee, as per the terms of the order. The company has shown separately the revenues from the operations which are stated at gross amount as per the Requirement of Ind AS 115 “Revenue from contract with customers”. Further, the amounts collected on behalf of third parties such as Government authorities for VAT, Service Tax and GST are excluded from the revenue since the same do not result in increase in Equity.
- b) Interest Income is recognised on time proportion basis.

**2.10 Income taxes**

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss and when they relate to items recognized in comprehensive income

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

### **2.11 Earnings Per Share**

- a) Basic earnings per share are calculated by dividing the net profit by number of equity shares outstanding at the end of the year. The company has not issued any equity shares during the year under review..

### **2.12 Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

### **2.13 Segment Reporting**

The company has only one preliminary reportable segment i.e. construction and development of infrastructure projects (including provision of Reinforced Cement Concrete Pipes) hence there is no separate reportable segments as required in Ind AS 108 issued by ICAI.

### **2.14 Depreciation**

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale or disposal, as the case may be.

### **2.15 Foreign currency Transactions**

There is Nil foreign currency transaction during period under reporting.

### **2.18. Disclosure of Interest in other Entities:**

As per Ind AS 112 – ‘Disclosure of Interest in other Entities’, as notified by the Rules, the disclosures of transactions with the related parties as defined in the accounting standard are given below:

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

**a) Key management personnel**

Harsh J. Shah  
 Ami Kankaria,  
 Pinky Nirmal Sagar.

**b) Entities have significant influence –**

Navkar Fiscal Services Pvt. Ltd.  
 Efficient Tie-up Pvt Ltd.  
 Parshva Alluminium Co. Ltd.

**C) Joint Venture-**

Ankita-navkar-Sarjit JV

**Disclosure of significant transactions with related parties: (Rs. In lacs) [As per the details furnished by the management]**

Type of the Transaction	Type of relationship	Name of the entity/person	Year ended March 31,	
			2022	2021
Salary	Key Managerial Personnel	Harsh J. Shah	3.60	3.60
Loan repaid	Entities where KMP/ RKMP has significant influence	Efficient Tie-up Pvt Ltd	0.00	90.17
Unsecured loan	Key Managerial Personnel	Dakshesh R. Shah	75.00	140.55
Loans & Advances given	Entities where KMP/ RKMP has significant influence	Parshva Alluminium Co. Ltd.	0.052	0.59
Loans recovered	Entities where KMP/ RKMP has significant influence	Navkar Fiscal Services Pvt. Ltd.	1.03	0.00
Amount received	Joint Venture	Ankita-Navkar-Sarjit JV	19.13	119.13
<b>Balances Outstanding as on 31.03.2022 &amp; 31.03.2021)</b>				
Loans & Advances given	Entities where KMP/ RKMP has significant influence	Parshva Alluminium Co. Ltd.	76.81	76.76
Loans & Advances taken	Entities have significant influence	Efficient Tie-up Pvt Ltd	0.00	0.00
Salary Payable	Key Managerial Personnel	Harsh J. Shah	2.47	3.37
Unsecured loan	Key Managerial Personnel	Dakshesh R. Shah	3.99	32.00

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

**3 Disclosure as required by clause 32 of listing agreement with stock exchanges**

(Rs. In Lacs)

Type of relationship	Name	Amount outstanding as at March 31, 2022	Maximum Amount outstanding during the year
Companies in which directors are interested	Parshva Alluminium Co. Ltd.	76.81	76.81
Companies in which directors are interested	Navkar Fiscal Services Private Limited	0.17	1.11

Note:

- a) All the above balances of loans are payable on demand.
- b) No loans have been granted by the Company to any person for the purpose of investing in the shares of Navkar Builders Limited.

**3.1. Unclaimed dividend:**

Particulars	As at April 01,2021	Declared during the year	Distributed during the year	Unclaimed as at March 31, 2022
Final Dividend FY 2014-15	3,14,724	-	-	3,14,724
Final Dividend FY 2015-16	1,05,888	-	-	1,05,888
Final Dividend FY 2016-17	28,821	-	-	28,821
Final Dividend FY 2017-18	76,027	-	-	76,027
Final Dividend FY 2018-19	43,570	-	-	43,570

- 3.2. a) In opinion of the management, contingent liability not provided is Rs. Nil. (Nil).
- b) Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs. Nil (Nil).
- c) As informed to us by the management that there are no any other contingent liability as as 31-03-2022 other than reported above.

- 3.3. Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long Term and Short Term Loans & Advances, In-operative bank accounts, Other Current and Other Non Current Assets and Provisions are subject to the confirmation of the

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

- 3.4.** In the absence of information regarding outstanding dues of Micro or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III to the Companies Act.
- 3.5.** The Company is engaged in the business of infrastructure activities and not carried out any manufacturing activities during the year. The company having projects at different locations where the company supplied the materials and the project given on labour cum job work basis to third parties for which no contract is executed for the same. On completion of the project the company issued the sales invoices.
- 3.6.** Figures have been rounded off to the nearest rupee wherever required.

**3.7 Share Capital**

**Share holding of Promoters and others holding more than 5% of total holding**

Sr. No.	Shares held by the Promoters at the end of the year			% Change during the year
	Promoter Name	No. Of shares	% of total shares	
1	Daksheshbhai Shah	11,61,250	5.84%	-
2	Navkar Fiscal Services (P) Ltd	58,09,450	29.22%	-

**NAVKAR URBANSTRUCTURE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FINANCIAL YEAR 2021-22**

**3.8 Loans or Advances**

**Loans or Advances in the nature of loans are granted to promoters, directors, KMP's and the related parties**

<b>Type of Borrower</b>	<b>Amount of loan or Advance in the nature of loan outstanding</b>	<b>Percentage to the total Loans and Advances in the nature of loans</b>
Promoter	16,600	0.07%
Related Parties	76,80,936	34.3%

**As per our report of even date**

**For, S. V. Agrawal & Co.**  
**Chartered Accountants**  
**Firm Reg. No: 100164W**

**CA S.V. Agrawal**  
**Proprietor**  
**M.No. 030851**

**Place :- Ahmedabad**  
**Date :- 30/05/2022**  
**UDIN: 22030851AKGDAC9482**

**For and on behalf of the Board of**  
**Directors of**  
**Navkar Builders Limited**

**Harsh J Shah**  
**Managing Director**

**Pinki Nirmal Sagar**  
**Director**

**Place:- Ahmedabad**  
**Date:- 30/05/2022**

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**NAVKAR URBANSTRUCTURE LTD**

Notes to the Financial Statements for the Year ended 31st March, 2022

**Note no. 5 : Propery, Plant and Equipment & Intangible Assets**  
Depreciation is calculated as per WDV Method as per Companies Act,2013

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Addition for the year	Transfer / Adjusted for the year/Impairment loss	As at 31.03.2022	As at 01.04.2021	Addition for the year	Transfer / Adjusted for the year	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Leasehold Land	390,837,791	-	-	390,837,791	-	-	-	-	390,837,791	390,837,791
Building	52,268,073	1,320,000	-	53,588,073	6,327,732	-	-	6,327,732	47,260,341	45,940,341
Plant & Machinery	159,891,820	7,909,748	-	167,801,568	62,138,198	-	-	62,138,198	105,663,370	97,753,622
Computer	943,648	-	-	943,648	910,648	624	-	911,272	32,376	33,000
Furniture & Fixtures	3,377,262	-	-	3,377,262	2,226,182	121,124	-	2,347,306	1,029,956	1,151,080
Vehicles	14,868,989	-	-	14,868,989	5,097,431	1,178,470	-	6,275,901	8,593,088	9,771,558
<b>Total Tangible Assets</b>	<b>622,187,583</b>	<b>9,229,748</b>	<b>-</b>	<b>631,417,331</b>	<b>76,700,191</b>	<b>1,300,219</b>	<b>-</b>	<b>78,000,410</b>	<b>553,416,921</b>	<b>545,487,393</b>
Capital WIP	12,697,969	-	-	12,697,969	-	-	-	-	12,697,969	12,697,969
<b>Total Capital WIP</b>	<b>12,697,969</b>	<b>-</b>	<b>-</b>	<b>12,697,969</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,697,969</b>	<b>12,697,969</b>
<b>Total Propery, Plant and Equipment</b>	<b>634,885,552</b>	<b>9,229,748</b>	<b>-</b>	<b>644,115,300</b>	<b>76,700,191</b>	<b>1,300,219</b>	<b>-</b>	<b>78,000,410</b>	<b>566,114,882</b>	<b>558,185,362</b>

**Capital Work in Progress Ageing Schedule**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	12697969	12,697,969

**NAVKAR URBANSTRUCTURE LTD.**

Notes to the Financial Statements for the Year ended 31st March, 2022

Particulars	As at					
	March 31,2022	March 31,2021				
<b>NON CURRENT ASSETS</b>						
<b>FINANCIAL ASSET</b>						
<b>6 INVESTMENTS</b>	10,126,009	2,724,309				
<b>Total</b>	<b>10,126,009</b>	<b>2,724,309</b>				
<b>NON CURRENT ASSETS</b>						
<b>FINANCIAL ASSET</b>						
<b>7 LONG TERM LOANS AND ADVANCES</b>						
Deferred Revenue Expenditure	3,666,875	1,566,875				
<b>Total</b>	<b>3,666,875</b>	<b>1,566,875</b>				
<b>7A OTHER FINANCIAL ASSETS</b>						
Security Deposits	4,668,482	4,668,482				
<b>Total</b>	<b>4,668,482</b>	<b>4,668,482</b>				
<b>CURRENT ASSETS</b>						
<b>8 INVENTORIES</b>						
(As taken, valued and certified by management)						
Raw Material	10,632,044	10,632,044				
Finished Goods	7,103,364	7,725,153				
Work in Progress	276,775,000	280,775,000				
<b>Total</b>	<b>294510408.5</b>	<b>299,132,198</b>				
<b>CURRENT ASSETS</b>						
<b>FINANCIAL ASSET</b>						
<b>9 TRADE RECEIVABLES</b>	161,728,297	165,961,099				
Amount in Rs.						
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
<b>Particulars</b>						<b>Total</b>
(i) Undisputed Trade receivables- Considered good	-	-	-	-	88,787,291	88,787,291
(ii) Undisputed Trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables-Considered good	-	-	-	-	72,941,005	72,941,005
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables- credit impaired	-	-	-	-	-	-
<b>Total</b>					<b>161,728,297</b>	<b>165,961,099</b>
<b>CURRENT ASSETS</b>						
<b>FINANCIAL ASSET</b>						
<b>10 CASH AND CASH EQUIVALENT</b>						
Cash on Hand					285,202	9,217,398
Balance with Scheduled Banks						
a. in Current Accounts					12,592,743	47,383,997
b. in Term Deposit Accounts					20,169,405	19,515,279
<b>Total</b>					<b>33,047,350</b>	<b>76,116,674</b>
<b>CURRENT ASSETS</b>						
<b>FINANCIAL ASSET</b>						
<b>11 LOANS AND ADVANCES</b>						
Loans and Advances (Unsecured, Considered good)					22,395,528	22,250,728
Retention Money Receivable					15,711,620	3,117,780
Input Credit of Indirect Taxes and TDS Receivable					31,922,327	29,989,817
MAT Credit Entitlement					330,380	330,380
Advance Taxes					-	-
Advances to Creditors for goods / Expenses					719,743,752	71,923,342
Keyman Insurance					495,079	495,079
<b>Total</b>					<b>790,598,686</b>	<b>128,107,126</b>



Particulars	As at March 31,2022	As at March 31,2021
<b>13 OTHER EQUITY</b>		
Share Application money pending for allotment	-	-
<b>Reserves &amp; surplus</b>		
Retained Earnings	194,751,328	185,598,927
General reserves	275,000	275,000
Capital Reserves	6,759,000	6,759,000
Security Premium	27,027,500	27,027,500
	228,812,828	219,660,427
<b>Reserves Representing Unrealised gains/(loss)</b>		
Equity instruments through other comprehensive income	1,407,351	1,407,351
Revaluation Reserves	365,000,000	365,000,000
Share Warrant	698,244,948	-
	1,064,652,299	366,407,351
<b>Total</b>	<b>1,293,465,126</b>	<b>586,067,778</b>
<b>Non Current Liabilities</b>		
<b>Financial Liabilities</b>		
<b>14 Borrowings</b>		
<b>14.1 Secured</b>		
Vehicle Loans (Refer note no. 14.2)	1,035,644	5,302,705
Cash Credit with Banks	(15,272)	107,149,936
Covid Term Loan -076	-	20,072,501
Covid Term Loan -026	-	(7,307)
<b>14.2 Vehicle Loans from Bank</b>		
i Vehicle Loans of Long Term Borrowings are secured against respective vehicles under the Hire Purchase Contract .Principal repayable in monthly equated installments.		
ii Cash Credit with Union Bank of India are secured by hypothecation of present and future stock and book debts of company. The said limit is further secured by mortgage of Unit No. 304, Circle-P, Ahmedabad owned by M/s. Parshva Alluminium Co. Pvt. Ltd., Open plot of land AO-02 & AO-03 Suramya - VII, Ta.: Kalol owned by Mr. Dakshesh R. Shah & Plot No. 4, Phase _ III, GIDC Halol, Admeasuring area 49168.68 Sq. Mtr. owned by the Company ( Lease hold Land on 99 yrs lease allotted by GIDC). Moreover hypothication of P&M of the company. Personal Guarantee of three directors, and Corporate Guarantee of Navkar Fiscal Services Pvt. Ltd. & Parshva Alluminium Co. Pvt. Ltd.		
Interest is payable on Monthly Basis. Applicable Rate of Interest is B.R. + 4.65% p.a.		
<b>14.2 Unsecured Loans</b>		
From Related parties	399,893	3,200,148
Inter Corporate Deposit	-	-
<b>Total</b>	<b>1,420,265</b>	<b>135,717,983</b>

Particulars		As at March 31,2022	As at March 31,2021				
<b>15</b>	<b>Deferred Tax Liabilities</b>						
	<u>For the Timing Differences in Depreciation</u>						
	Opening Balance	20,321,896	20,155,978.00				
	(+/-):Deferred tax Expense/income	145,083.53	165,918.00				
	Closing Balance	20,466,980	20,321,896.00				
	<b>Total</b>	<b>20,466,980</b>	<b>20,321,896</b>				
<b>Current Liabilities</b>							
	<b>Financial Liabilities</b>						
<b>16</b>	<b>BORROWINGS</b>						
	Current Maturities of long term borrowings	4,267,061	2,805,334				
	<b>Total</b>	<b>4,267,061</b>	<b>2,805,334</b>				
<b>Current Liabilities</b>							
	<b>Financial Liabilities</b>						
<b>17</b>	<b>TRADE PAYABLES</b>						
	Micro, Small and Medium Enterprise (Refer note no. 17.2)		-				
	Others (Refer note no. 17.1)						
<b>17.1</b>	Amount in Rs.						
		<b>Outstanding for following periods from due date of Payment</b>					
		<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>	
	(i) MSME	-	-	-	-	-	
	(ii) Others	161,525,512	16,972,701	136,194,736	(128,857,594)	185,835,355	
	(iii) Disputed dues-MSME	-	-	-	-	-	
	(iv) Disputed Dues-Others	-	-	-	146,648,463	146,648,463	
	<b>Total</b>					332,483,818	279,286,583
	<b>Total</b>	<b>332,483,818</b>	<b>279,286,583</b>				
<b>17.2</b>	Under the Micro, Small & Medium enterprise development act, 2006, certain disclosures are required to be made relating to Micro & small enterprise. The company is in the process of compiling relevant information from its supplier about their coverage under the said act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provision of the this act is not expected to be material. This has been relied upon by the auditors.						
<b>18</b>	<b>SHORT TERM PROVISION</b>						
	Provision for Tax	6,699,553	6,349,000				
	Proposed Dividend		-				
	Corporate Dividend Tax		-				
	<b>Total</b>	<b>6,699,553</b>	<b>6,349,000</b>				
<b>19</b>	<b>OTHER CURRENT LIABILITIES</b>						
	Unclaimed Dividend	569,031	569,031				
	Statutory Dues Payable	5,700,006	6,017,593				
	Employees Liabilities	35,944	18,895				
	Other Payables	415,215	370,038				
	Retention Money Payable	-	-				
	Advance received from Customers	100,000	100,000				
	<b>Total</b>	<b>6,820,196</b>	<b>7,075,556</b>				

**NAVKAR URBANSTRUCTURE LTD**

**Notes to the Financial Statements for the Year ended 31st March, 2022**

A.

Note No.	Particulars		As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
12	<b>Share Capital</b>			
	<b>Authorised share capital :-</b> 2,20,00,000 Equity Shares of Rs. 10 each		500,000,000	220,000,000
			<b>500,000,000</b>	<b>220,000,000</b>
	<b>Issued Share Capital:-</b> 2,08,06,100 Equity shares of Rs. 10 each		208,061,000	208,061,000
	<b>Issued, Subscribed &amp; Paid-up Share Capital:-</b> 1,98,83,800 Equity Shares of Rs. 10 each fully paid up		198,838,000	198,838,000
			<b>198,838,000</b>	<b>198,838,000</b>

**12.1 List of Share Holders having more than 5% holding**

Sr. No.	Name of Shareholder	As at 31 March, 2022		As at 31 March, 2021		As at 31 March, 2020	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Navkar Fiscal Services (P) Ltd	5,809,450	29.22%	5,809,450	29.22%	5,809,450	29.22%
2	Efficient Tie-up Private Limited	3,706,000	18.64%	3,925,000	19.74%	3,925,000	19.74%
3	Daksheshbhai R Shah	1,161,250	5.84%	1,161,250	5.84%	1,161,250	5.84%
4	Yogesh B Parikh	925,000	4.65%	925,000	4.65%	925,000	4.65%

**12.2 The Reconciliation of the number of shares outstanding is set out below :**

Particulars		As at 31st March, 2022	As at 31st March, 2021
Balance as at the beginning of the year		19,883,800	19,883,800
Issued during the year		-	-
<b>Balance as at the end of the year</b>		<b>19,883,800</b>	<b>19,883,800</b>

**12.3 Terms and Rights attached to equity Shares**

The company has only one class of equity shares having a par value of Rs 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend proposed by the Board of Directors is subject to approval of the Shareholding in the ensuing Annual General Meeting.

**12.4 The company has not issued any Right/ Bonus shares during any preceding year.**

**NAVKAR URBANSTRUCTURE LTD**

Notes to the Financial Statements for the Year ended 31st March, 2022

Particulars	For the year ending on March 31,2022	For the year ending on March 31,2021
<b>20 REVENUE FROM OPERATIONS</b>		
Total Sales	24,056,398	51,418,169
Sale of Services	112,237,239	22,846,636
<b>Total</b>	<b>136,293,637</b>	<b>74,264,805</b>
<b>21 OTHER INCOME</b>		
Interest	1,161,508	2,138,878
Joint Venture (Ankita Navkar Sarjit)	7,500,000	7,624,819
Misc. Income	3,589,474	307,068
<b>Total</b>	<b>12,250,982</b>	<b>10,070,765</b>
<b>22 COST OF RAW MATERIAL CONSUMED INCLUDING LABOUR CHARGES</b>		
Opening Stock of Raw Material	10,632,044	10,632,044
Add : Purchases	108,073,640	159,886,780
Less : Closing Stock of Raw Material	10,632,044	10,632,044
<b>Raw Material consumed during the year (A)</b>	<b>108,073,640</b>	<b>159,886,780</b>
<b>Total</b>	<b>108,073,640</b>	<b>159,886,780</b>
<b>23 CHANGES IN INVENTORIES, WORK IN PROGRESS AND STOCK IN TRADE</b>		
<b>Opening Stock</b>		
Finished goods	7,725,153	7,725,153
Work in Progress	280,775,000	166,337,000
	288,500,153	174,062,153
<b>Less : Closing Stock</b>		
Finished Goods	7,103,364	7,725,153
Work in Progress	276,775,000	280,775,000
	283,878,364	288,500,153
<b>Total</b>	<b>4,621,789</b>	<b>(114,438,000)</b>
<b>24 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Wages, Allowances and Bonus	2,060,330	2,800,070
Staff Welfare Expenses	17,697	16,788
Providend Fund & ESIC	124,377	100,542
<b>Total</b>	<b>2,202,404</b>	<b>2,917,400</b>

Particulars	for the year ending on March 31,2022	for the year ending on March 31,2021
<b>25 <u>FINANCE COST</u></b>		
Interest Exp	15,044,918	17,146,961
Other Borrowing Costs	1,249,600	2,799,192
<b>Total</b>	<b>16,294,518</b>	<b>19,946,154</b>
<b>26 <u>OTHER EXP</u></b>		
<b><u>[A] Operating Expenses</u></b>		
Labour Charges	926,463	678,467
Electric Power, Fuel	148,829	100,063
Repairs & Maint. Exp	52,611	193,496
	1,127,904	972,026
<b><u>[B] Sales &amp; Distribution Expenses</u></b>		
Advertisement and Sales Promotion	23,693	51,662
Commission Exp		
	23,693	51,662
<b><u>[C] General &amp; Admin Expenses</u></b>		
Rates and Taxes	514,550	411,517
Communication Expenses	81,359	98,587
Payment to Auditors	514,719	335,000
Legal and Professional Expenses	266,534	931,248
Printing and Stationary Expenses		6,898
Insurance		325,898
Travelling Expenses	1,677,080	96,841
Other Office & Administrative Expenses	790,033	881,932
Listing Processing Fess		-
Portal Charges		5,020
Condonation fees for Export obligation		-
BSE Late filing fees	190,625	115,640
Bad Debts		3,648,833
Royalty Expense		-
Transportation Exp	1,019,269	-
Petrol Expense	77,826	
Conveyance Exp	30,421	
Rent Exp	90,000	
	5,252,416	6,857,415
<b>Total</b>	<b>6,404,012</b>	<b>7,881,102</b>

Ratio Ananlysis				
NAVKAR URBANSTRUCTURE LTD				
Sr No.	Ratio Name	F.Y. 2021-22	F.Y. 2020-21	Reason for Change if change more than 25%
1	Current ratio	3.65	2.26	Due to change in Loans and advances in the current year
2	Debt-Equity Ratio	0.00	0.18	Due to repayment of loan in F.Y 2021-22
3	Debt Service Coverage Ratio	0.59	0.33	Due to repayment of loan in F.Y 2021-22
4	Return on Equity Ratio	0.61%	0.65%	-
5	Net Profit Ratio	6.72%	6.87%	-
6	Inventory Turnover Ratio	1.07	1.46	Due to change in Purchase during the year
7	Trade Receivable Turnover Ratio	0.84	0.45	Due to increase in sales and decrease in Trade Receivables
8	Trade Payable Turnover Ratio	0.33	0.57	Due to increase in Trade Payable
9	Net Capital turnover Ratio	0.21	0.20	-
10	Return on Capital Employed	1.71%	2.83%	Due to increase in Assets and decrease in liabilites during the current year
11	Return on Investment	0.61%	0.65%	-

**ATTENDANCE SLIP****ANNUAL GENERAL MEETING– 29<sup>th</sup> SEPTEMBER, 2022 AT 01:00 Noon**

<b>DP Id.</b>		<b>Client Id. / Ben. A/c.</b>	
<b>Folio No.</b>		<b>No. of Shares</b>	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **30<sup>th</sup> ANNUAL GENERAL MEETING of the Company being held on 29<sup>th</sup> September, 2022 at 01:00 Noon at 304, Circle P, near Prahlad Nagar, S.G. Highway, Ahmedabad – 380051.**

Full Name of the Shareholder / Proxy (In Block Letter)

\_\_\_\_\_

Signature

**Form No. MGT-11****Proxy form**

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

**CIN:** L45200GJ1992PLC017761

**Name of the company:** Navkar Urbanstructure Limited

**Registered office:** 304, Circle P, near Prahlad Nagar, S.G. Highway, Ahmedabad- 380051

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name: .....  
 Address: .....  
 E-mail Id: .....  
 Signature:....., or failing him,

2. Name: .....  
 Address: .....  
 E-mail Id: .....  
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the **Thursday, 29<sup>th</sup> day of September, 2022 at 01:00 P.M. at 304, Circle P, near Prahlad Nagar, S.G. Highway, Ahmedabad- 380051** and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.		
2	To approve and declare final dividend of 01% [Rs.0.10 per equity share of Rs. 10 each face value] for the Financial year 2021-22.		
3	To appoint a Director in place of Mrs. Pinki Sagar (DIN: 08113318) who retires by rotation and being eligible offers herself for reappointment.		
4	Regularization of Appointment of Additional Director Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company.		

Signed this..... day of..... 20.....  
 Signature of Shareholder

Affix  
 Rs. 1 /-  
 Revenue  
 Stamp

Signature of Proxy holder(s)

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*



Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

BALLOT PAPER

Regd. Folio No.		DP ID	
		CLIENT ID	
Name of the Shareholder/Proxy holder			
Number of Shares held			
Promoter /Promoter group/ Public			

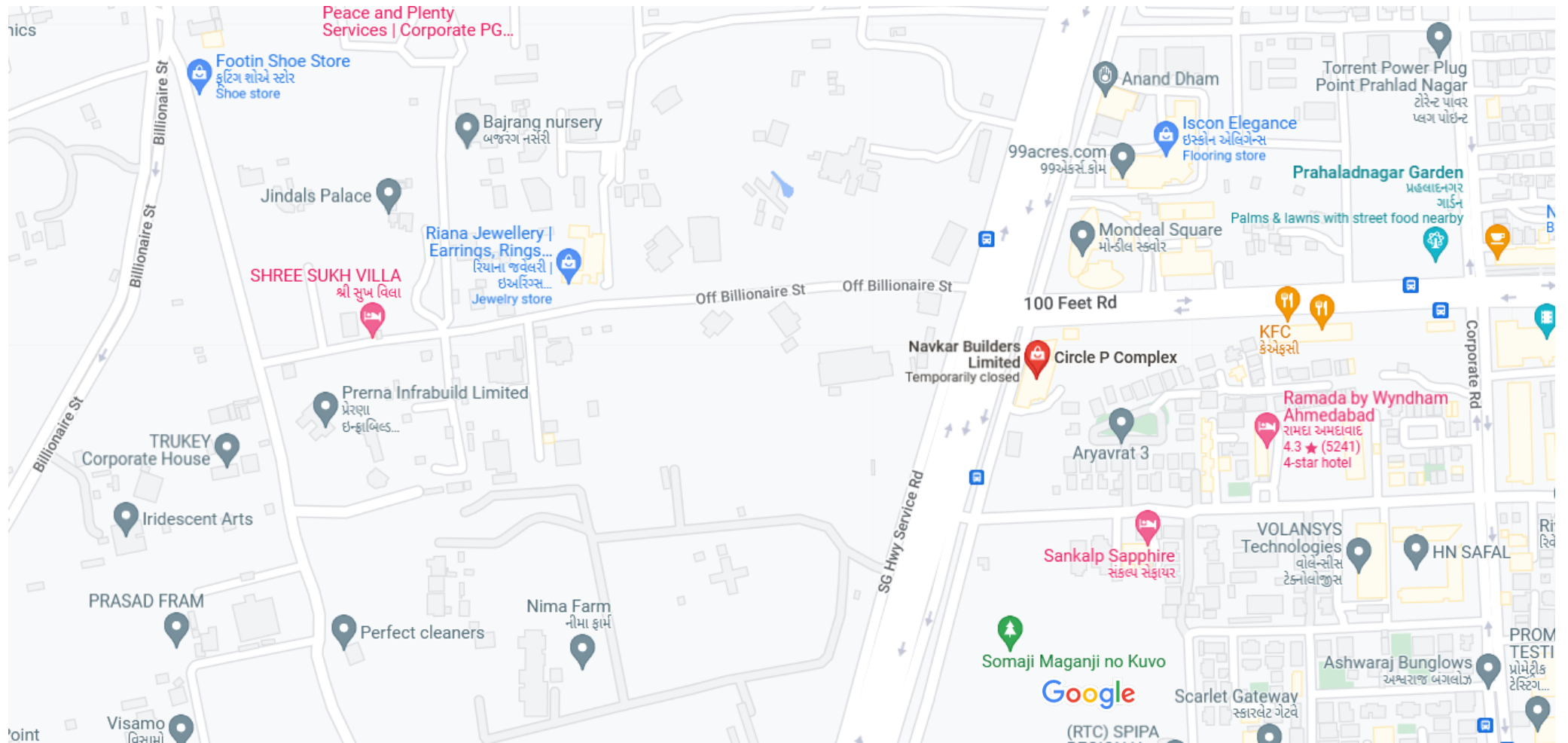
I/We hereby exercise my/our behalf at the Annual general meeting of the company, to be held on the Thursday, 29<sup>th</sup> day of September 2022, at 01:00 noon at registered office at 304, Circle P, Near Prahlad Nagar, S.G. Highway, Ahmedabad – 380051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.		
2	To approve and declare final dividend of 01% [Rs.0.10 per equity share of Rs. 10 each face value] for the Financial year 2021-22.		
3	To appoint a Director in place of Mrs. Pinki Sagar (DIN: 08113318) who retires by rotation and being eligible offers herself for reappointment.		
4	Regularization of Appointment of Additional Director Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company.		

Place: Ahmedabad

Date: 29/09/2022

-----  
Signature of Shareholder/Proxy



NAVKAR URBANSTRUCTURE LIMITED

**(Formerly known as Navkar Builders Limited)**

**L45200GJ1992PLC017761**

If Undelivered please retune to;

Navkar Urbanstructure Limited

Registered Office: - 304, Circle P, near Prahlad Nagar, S.G. Highway,  
Ahmedabad Ahmedabad GJ 380051

E-Mail ID: - [navkarbuilders@yahoo.co.in](mailto:navkarbuilders@yahoo.co.in)

Web site: - [www.navkarbuilders.com](http://www.navkarbuilders.com)