

Annual Report
2023

**NAMOKAR TRADE
(INDIA) LIMITED**

NAMOKAR TRADE (INDIA) LIMITED

CIN: L51909WB1985PLC038407

BOARD OF DIRECTORS

Executive Director

Mr. Ratan Lal Baid, Managing Director

Non-Executive Directors

Mr. Rajesh Kumar Agrawal

Independent Directors

Mr. Shyam Sundar Sekhsaria

Mr. Dhananjay Rai

Mrs. Priyanka Sancheti

CFO

Mrs. Aruna Baid

Company Secretary

Mrs. Nidhi Bajaj

AUDITORS

M/s. M K Surana & Co.

Chartered Accountants

20 Synagogue Street, 2nd floor

Kolkata-700001

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Niche Technologies Private Limited

3A, Auckland Place, 7th floor, Room no. 7A & 7B

Kolkata - 700017

LISTING DETAILS

The equity shares of the Company are listed on Calcutta Stock Exchange Limited.

REGISTERED OFFICE

Diamond Arcade, 5th - FR, FL - 504 68, Jessore Road

Kolkata – 700055

Phone: +91-33-3297-7609

E-mail: ratan.namokar@gmail.com

Website: www.namokartrade.com

BOARD'S REPORT

To
The Members of the Company,

Your Directors have pleasure in presenting their 42nd Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2023.

FINANCIAL PERFORMANCE

The summarized Financial Results of your Company are given in the table below:

Particulars	<i>(in Lakhs.)</i>	
	31-03-2023	31-03-2022
Total Revenue	84.35	107.88
Profit/(loss) before Tax (PBT)	9.34	26.64
Income Tax	(2.43)	(6.66)
Net Profit/(Loss) After Tax	6.91	19.98
Transfer from Reserve	-	-
Earnings Per Share (in Rs.)	0.03	0.08

SUMMARY OF OPERATIONS

The Company is engaged in the business of trading in garments, and 75.98% of the revenue from operation of the Company is derived from this activity in the current year.

During the year under review, the net revenue from operations of your Company increased to Rs. 64.09 Lakhs.

RESERVES

The Company has not transferred any sum to the General Reserve during the year under review.

DIVIDEND

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of the Business of the Company.

MATERIAL CHANGES AND COMMITMENT

There have been no Material changes and commitments, affecting the financial position of the company occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

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

INTERNAL CONTROL SYSTEMS

The Company has an Internal Control System, commensurate with the size, scale and Complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

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 of the Company.

BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

CAPITAL STRUCTURE

The paid-up share capital of your Company stood at Rs 2,40,85,330/- comprising 24,08,533 Equity shares of Rs.10/- each fully paid-up as on March 31, 2023. During the year under review, the Company has not issued any shares or any convertible instruments and there is no outstanding instrument pending conversion as on March 31, 2023.

TRANSFER IN DEMAT

As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Pvt. Ltd. ("RTA") for assistance in this regard.

SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

The Company does not have any subsidiaries or joint ventures or associates as on March 31, 2023. Hence, the statement containing the salient feature of the financial statement of associate companies in Form AOC-1 is not applicable to the Company.

Further, none of the companies have ceased to be a subsidiary, joint venture or associate company during FY2023.

BUSINESS REVIEW/STATE OF THE COMPANY'S AFFAIRS AND FUTURE PROSPECTS

The result of the current year was under stress in comparison to previous year. Your Company is planning to explore new market to expand its area of operations.

Your Company is in process of enhancing its resources, technology and manpower to strength its future capabilities.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate section on Management Discussion and Analysis is enclosed herewith as **Annexure – 1**

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

The Board of Directors is duly constituted in compliance with the provisions of Section 149 of the Companies Act, 2013 and relevant rules made thereunder. The Board of Directors comprises of four directors, two of them are Independent Directors, one is Executive Director and one is Non-Executive / Non-Independent director. The composition of the board is as follows:

Name	DIN	Category
Mr. Ratan Lal Baid*	07060481	Managing Director (Executive) Liable to retirement
Mr. Dhananjay Rai	07267961	Independent Not liable to retirement
Mr. Rajesh Kumar Agrawal	07457511	Non-executive Non-independent Liable to retirement
Mr. Shyam Sundar Sekhsaria	01724137	Independent Not liable to retirement

Mrs. Priyanka Sancheti** (appointed w.e.f May 30, 2022)	09610132	Independent Not liable to retirement
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*Mr. Ratan Lal Baid has been re-appointed as Managing Director of the company for a period of 5 years at the Board Meeting held on May 30, 2022.

Mr. Ratan Lal Baid, (DIN-07060481) who retires by rotation, and being eligible, offers himself for re-appointment. The resolution seeking approval of members for re-appointment of Mr. Ratan Lal Baid has been included in the Notice of Annual General Meeting.

**Mrs Priyanka Sancheti (DIN- 09610132) was appointed as an Additional Director (Independent) of the Company w.e.f May 30, 2022.

During the year, the non-executive and independent directors of the Company had no pecuniary relationship or transactions with the Company.

DECLARATION BY INDEPENDENT DIRECTORS

Based on declarations received from the Independent Directors about their Independency, the Board hereby confirms that the said Independent Directors duly fulfils the conditions specified under Section 149(6) of the Companies Act, 2013 and the Rules made thereunder.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, the following are the Key Managerial Personnel of the Company as on March 31, 2023:

1. Mr. Ratan Lal Baid, Managing Director
2. Mrs. Aruna Baid, CFO
3. Ms. Nidhi Bajaj, Company Secretary

BOARD MEETINGS

During the year under review, 4 (Four) Board Meetings were convened and held on May 30, 2022, August 12, 2022, November 12, 2022, and February 10, 2023. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Name	No. of meetings entitled attend	No. of meetings attended
Mr. Ratan Lal Baid	4	4
Mr. Dhananjay Rai	4	4
Mr. Rajesh Kumar Agrawal	4	4
Mr. Shyam Sundar Sekhsaria	4	4
Mrs.Sweta Dokania	4	4

Meetings of Independent Directors

In compliance with the provisions of the Companies Act, 2013, a meeting of the Independent Directors was held on February 10, 2023. The meeting was attended was all the Independent Directors of the Company.

BOARD COMMITTEES

a. Audit Committee

During the Financial Year 2022-23, Four (4) Audit Committee meetings were held viz. on May 30, 2022, August 12, 2022, November 12, 2022 and February 10, 2023.

In compliance with the provisions of Sections 177 of the Companies Act, 2013 and relevant rules made thereunder, the details of composition of the Audit Committee of the Board of Directors and the meetings attended by the respective members are as under:

Name	Category	No. of meetings	
		Entitled	Attended
Mr. Shyam Sundar Sekhsaria	Chairman	4	4
Mr. Dhananjay Rai	Member	4	4
Mr. Ratan Lal Baid	Member	4	4

There has been no instance where the recommendations of the Audit Committee have not been accepted by the Board.

The terms of reference, role and scope of Audit Committee are in line with those prescribed under Section 177 of the Companies Act, 2013. The Audit Committee of the Company is entrusted with the responsibility, inter alia, to supervise the Company's internal control and financial reporting process.

b. Nomination and Remuneration Committee

During the year under review, the Nomination and Remuneration Committee met on May 30, 2022 and November 12, 2022.

In compliance with the provisions of Sections 178 of the Companies Act, 2013, and relevant rules made thereunder, the Company has a Nomination and Remuneration Committee. The details of composition of the Nomination and Remuneration Committee of the Board of Directors and the meetings attended by the respective members are as under:

Name	Category	No. of meetings	
		Entitled	Attended
Mr. Shyam Sundar Sekhsaria	Chairman	2	2
Mr. Rajesh Kumar Agrawal	Member	2	2
Mr. Dhananjay Rai	Member	2	2

The terms of reference of the Committee are as under:

- The Committee shall identify persons who are qualified to become directors and who may be appointed as Key Managerial Persons in accordance with criteria laid down, recommend the board their appointment and removal and shall carry out evaluation of every director's performance.
- This Committee is empowered to review and recommend the Board of Directors, remuneration and commission of directors and other senior executives 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 same is enclosed herewith as **Annexure 2**.

ADOPTION OF POLICIES

Risk Management Policy

In terms of the requirement of the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time.

Your Company recognizes the need to control and limit the risk, which it faces in day to day course of the business. The Company is exposed to certain financial risks- principally interest rate risk, liquidity risk, credit risk and risks associated with the economy, regulations, competition among others. These risks are managed through Risk Management Policies that are designed to minimize the potential adverse effects of these risks on financial performance of the Company. The Policy contains the procedures to inform the Board Members about the risk assessment and minimization process. These processes are periodically reviewed to ensure that the management of the Company controls risk and runs through a well-defined framework.

Vigil Mechanism / Whistle Blower Policy

In compliance with the provisions of Section 177 of the Companies Act, 2013, your Company has established a mechanism for Directors/Employees to report concerns about unethical behavior, actual or suspected fraud in the Company. It also provides for adequate safeguards against victimization of directors/employees who avail of the mechanism. Your Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee. The detailed policy is available on Company's website.

Company's Policy on Appointment and Remuneration

The Nomination and Remuneration Committee of the Board has formulated the Nomination and Remuneration Policy, which broadly laid down the various principles for selection, appointment and payment of remuneration. The said policy provides the procedure for selection and appointment of Board Members, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company along with a detailed framework for remuneration to be paid to the members of the Board of Directors, Key Managerial Personnel (KMPs) and the Senior Management Personnel (SMPs) of the Company.

The Nomination and Remuneration Committee identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.

The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The Board Members should be qualified, independent and have positive attributes. The said policy is available on the Company's Website www.namokartrade.com. Brief of aforesaid Policy has been produced as hereunder:

- i. The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and other executive level.
- ii. The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder's interests, industry standards and relevant Indian corporate regulations.
- iii. The remuneration policy will ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
- iv. Remuneration Package largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his individual performances, etc.

PERFORMANCE EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committee 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, performances of specific duties & obligations, governance issues etc.

The evaluation of the Independent Directors was carried out by the entire Board and the review of performance of Non-Independent Directors and the Boards as a whole was carried out by the Independent Directors at their meeting.

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

STATUTORY AUDITORS

Pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules framed thereunder, M/s. Sultaniya Umesh & Company., Chartered Accountants (Firm Regn. No. -

326973E), Kolkata, was appointed as the Statutory Auditor of the Company for a term of five years from the conclusion of the 41st Annual General Meeting (AGM) until the conclusion of the 46th AGM to be held in the year 2027.

The Company has received a certificate from the Statutory Auditors in compliance with the provisions of Section 139(1) of the Companies Act, 2013, stating that they are not disqualified from being continuing as Statutory Auditors and that their appointment is within the limits prescribed under the Companies Act, 2013 and Rules made thereunder.

SECRETARIAL AUDIT REPORT

Pursuant to Sub-section (1) of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014, Ms. Pooja Bansal, Practicing Company Secretary (C.P. No. 18524), has been appointed as a Secretarial Auditor of the Company for issuance of Secretarial Audit report for the FY2022-23. The report of the Secretarial Auditor is enclosed as an **Annexure-3** to this report. The Secretarial Audit Report is self-explanatory and, therefore, do not call for any further comments. There is no qualification, reservation or adverse remark made by Secretarial Auditor in his report.

STATUTORY AUDITOR'S REPORT

The Reports of the Auditors including references made therein to the Notes forming part of the Statement of Accounts are self-explanatory and do not call for any further explanation. The Auditor's Report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) are not applicable to the Company.

SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

MAINTENANCE OF COST RECORDS AND COST AUDIT

The requirement of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and audit of cost records were not applicable to the Company during the year under review.

DETAILS OF FRAUD REPORTED BY THE AUDITORS

During the year under review, the Statutory Auditors and Internal Auditor have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION

There was no one time settlement by the Company with the Banks or Financial Institutions during the year under review, thus, the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors confirm that:

- (a) In the preparation of the annual accounts for the Financial Year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures from the same;

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

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed with this Report as **Annexure-4**.

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of section 197 of the Companies Act, 2013 read with rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, as amended.

GREEN INITIATIVES IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs has permitted Companies to send copies of Annual report, Notices, etc., electronically to the email IDs of shareholders. We request the shareholders to get their email id registered either with the Company to receive the soft copies of documents and communications from the Company. In case, any shareholder would like to receive physical copies of these documents, the same shall be forwarded upon receipt of written request in this respect.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2023 is available on the Company's website at www.namokartrade.com.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

There are adequate internal control procedures commensurate with the size of the Company and nature of its business. The management has put in place effective Internal Control Systems to provide reasonable assurance for Safeguarding Assets from unauthorised access and Maintenance of Proper Accounting Records and Adequacy & Reliability of the information used for carrying on Business Operations.

Further, the Company has taken adequate steps to ensure proper authorization of financial transactions and to prevent possibilities of frauds or other irregularities.

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, 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, are not applicable to the Company during the year under review.

DISCLOSURE AS PER SEXUAL HARRASSMENT 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 on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2022-23, no complaint had been received and that there is no complaint pending at the beginning and at the end of the year 2022-23.

DISCLOSURE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

During the year under review, neither any application was made nor is any proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016

HUMAN RESOURCES

The Company has always provided equal opportunities of employment to all irrespective to their caste, religion, color, marital status and sex. The Company believes that human capital of the Company is its most valuable assets and its human resource policies are aligned towards this objective of the Company.

The relation amongst its employees remained harmonious and the year under review remained free from any labor unrest.

GENERAL

Your Director states that no disclosure or reporting is required in respect of following items as there were no transactions on this items and/or not applicable to the Company during the year under review:

1. The provisions of Sections 135 of the Companies Act, 2013 and relevant rules made thereunder are not applicable to the Company.
2. The Company has not made loan, guarantee or acquired security as per section 186 of the Companies Act, 2013.
3. The Company has entered into contracts/arrangements with the related parties during the Financial Year 2022-23 which were in the ordinary course of business and on arm's length basis. Thus provisions of Section 188(1) of the Act are not applicable and the disclosure under AOC 2 is not required.
4. The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employee as mentioned in Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.
5. The Company has not bought back any of its securities during the year under review.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for the valuable support received from the Company's bankers, financial institutions, state government authorities, clients, consultants, suppliers and members of the Company and look forward to a greater measure of the same in the coming years.

For and on behalf of the Board of Directors of
NAMOKAR TRADE (INDIA) LIMITED

Diamond Arcade
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055
May 29, 2023

Sd/-
Dhananjay Rai
Director
DIN: 07267961

Sd/-
Ratan Lal Baid
Managing Director
DIN : 07060481

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of NAMOKAR TRADE (INDIA) LIMITED presents the analysis of performance of the Company for the financial year ended March 31, 2023, and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments both in India and abroad.

INDIAN ECONOMY OVERVIEW FY 2022-2023**Indian economy**

The Indian economy appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilisation across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

India's economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of Goods and Services Tax (GST) they pay, while the Emergency Credit Linked Guarantee Scheme (ECLGS) is easing their debt servicing concerns. The Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) has been directly providing jobs in rural areas and indirectly creating opportunities for rural households to diversify their sources of income generation. Schemes like PM-Kisan and PM Garib Kalyan Yojana have helped in ensuring food security in the country, and their impact was also endorsed by the United Nations Development Programme (UNDP). The results of the National Family Health Survey (NFHS) also show improvement in rural welfare indicators from FY16 to FY20, covering aspects like gender, fertility rate, household amenities, and women empowerment.

SEGMENT WISE PERFORMANCE

The Company is engaged in trading garments and accordingly there are no separate reportable segments.

OUTLOOK

The economic slowdown had a significant bearing on the functioning and profitability trading businesses in the medium term. But it has been estimated that in the long run there are vast opportunities for trading entities. Hence, the Company is expecting to improve its performance and profitability in years to come.

OPPORTUNITIES

Business opportunities for trading companies are enormous as the new areas and segments are being explored. Your Company on its part is also well poised to seize new opportunities as they come. New opportunities like introduction of new fashionable items, expanding its product range may take the Company to new scales of success.

WEAKNESS

As our company is a Kolkata based Company it has little presence outside Kolkata. The Company does not have all India based network and establishments to reach out to large segment of people in the country in both semi-urban and rural areas.

THREATS

The major threat being faced by trading companies are change in taste & preference of customers, fall in demand, high inflation etc. The Company is also facing stiff competition from competitors due to their ability to procure materials at a lower cost which enables them to provide materials at much cheaper rate.

RISKS & CONCERNS

Your Company's growth and profitability are dependent on the functioning of economy. The Company is exposed to several market risks like inflation, rise in operating cost etc. The volatility of the market in which your Company operates is also a major cause of concern to the Company.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

HUMAN RESOURCES

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented. The Company has seven (7) employees as on March 31, 2023.

FINANCIAL PERFORMANCE

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

For and on behalf of the Board of Directors of
NAMOKAR TRADE (INDIA) LIMITED

Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055
May 29, 2023

Sd/-
Dhananjay Rai
Director
DIN: 07267961

Sd/-
Ratan Lal Baid
Managing Director
DIN : 07060481

NOMINATION AND REMUNERATION POLICY

PURPOSE

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2011 as amended from time to time, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

OBJECTIVES

- To recommend to the Board the Remuneration payable to the Directors, Key Managerial Personnel (KMP) and Senior Management.
- To guide / recommend to the Board appointment and removal of Directors, KMP and Senior Management of the Company.
- To evaluate the performance of every member of the Board / KMP / member of Senior Management and provide necessary report to the Board for their further performance evaluation by the Board.
- To recommend reward(s) payable to the KMP and Senior Management linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To do such other acts / deeds as may be prescribed by the Central Government.

ROLE OF COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. Our Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- Analysing, monitoring and reviewing various human resource and compensation matters;
- Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
- The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
- Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Evaluating the current composition, organization and governance of the Board and its committees as well as determining future requirements and making recommendations to the Board for approval;
- Determining on an annual basis, desired qualifications along with the expertise, characteristics and conduct searches for potential Board members with corresponding attributes. Thereafter, evaluation and proposal of nominees for election to the Board. In performing these tasks, the committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates;
- Evaluation and recommendation of termination of membership of individual directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
- Making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel at such level(s);
- Reviewing, amending, modifying and approving all other human resources related policies of our Company from time to time;
- Reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
- Reviewing and recommending to the Board, matters relating to revision of compensation/ salary and long term wage settlements;
- Consideration and approval of employee stock option schemes and to administer and supervise the same;
- Decision on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc;
- Periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
- Authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;
- Ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
- Developing a succession plan for our Board and senior management and regularly reviewing the plan;
- Consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate;
- Ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company; and
- Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

Appointment criteria and qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management level and recommend to the Board his / her appointment and while doing so, take note of the following:-

- The person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or employ at the same time a managing director and a manager.
- The Company shall not appoint or continue the employment of any person as Managing Director / Manager / Whole-time Director who is below the age of twenty one years or has attained the age of seventy years.
- Provided that the appointment of a person who has attained the age of seventy years or term of such person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- At the time of appointment of a Director it should be ensured that number of Boards on which such Director serves as a Director, including an alternate directorship, is restricted to twenty companies (including not more than ten public companies).
- An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business. Any vacancy in the office of independent director shall be filled by appointment of a new independent director within a period of not more than 180 days: Provided that where the company fulfills the requirement of independent directors in its Board even without filling the vacancy, the requirement of replacement by / appointment of a new independent director within the period of 180 days shall not apply.

TERM / TENURE OF MANAGING DIRECTOR / WHOLE-TIME DIRECTOR / MANAGER:

Managing Director/Whole-time Director/Manager:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time.

Independent Director:

An Independent Director shall hold office for a term up to five consecutive years and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act and the rules made thereunder.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL:

General

The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and the Central Government, if required.

The remuneration and commission to be paid to a Managerial Personnel shall be in accordance with the percentage/slabs/ conditions laid down in the Act.

Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director / Managing Director / Manager.

Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

REMUNERATION TO WHOLE-TIME / EXECUTIVE / MANAGING DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL:

Fixed pay

The Whole-time / Managing Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board / the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time / Managing Director / Manager in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government, if required.

REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:

Commission

Commission may be paid on profits within the monetary limit approved by the shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act.

Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending the meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time

Provided further that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

Reimbursement of expenses

An Independent Director may receive reimbursement of expenses for participation in the Board and other meetings of the Company. Policy relating to the loans / advances to employees of the Company Loans / advances to the employees shall be granted in accordance with their conditions of service and shall be as per the prevailing policy of the Company.

MEMBERSHIP

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minute, tabled at the subsequent Board and Committee meeting and shall be signed by the Chairman of the Committee within 30 days from the date of conclusion of such meeting.

REVIEW / AMENDMENT

The Board of Directors can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To,
The Members
Namokar Trade (India) Limited
CIN – L51909WB1985PLC038407
Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Namokar Trade (India) Limited** (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2023 ('Audit Period') 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the Audit Period;**
- (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– **Not Applicable to the Company during the Audit Period;**

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the Audit Period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable to the Company during the Audit Period;**
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company during the Audit Period;**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the Audit Period;** and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 (herewith referred as Listing Regulations).

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General meetings.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

I 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the Shares of the Company has been suspended from the Calcutta Stock Exchange due to the non payment of listing fees.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, 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.

I further report that during the audit period, there was no other event/action having a major bearing on Company's affairs.

Pooja Bansal
Practicing Company Secretary
ACS No.: 50458
CP No.: 18524
Peer Review No. 1725/2022

UDIN: A050458E000415515

Place: Kolkata
Date: May 29, 2023

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

'ANNEXURE A'

To,
The Members
Namokar Trade (India) Limited
CIN – L51909WB1985PLC038407
Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Pooja Bansal
Practicing Company Secretary
ACS No.: 50458
CP No.: 18524
Peer Review No. 1725/2022

UDIN: A050458E000415515

Place: Kolkata
Date: May 29, 2023

Annexure - 4

Particulars of Managerial remuneration as stated in section 197 of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

Sr. N	Requirements of Rule 5(1)	Details
i.)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	No remuneration has been paid to any of the Directors of the Company during the year under review and that none of the employees have served the Company for a complete financial year. Accordingly, ratio is not ascertainable.
ii.)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<u>Directors & KMP:</u> Mr. Ratan Lal Baid, MD: No remuneration was drawn by MD during the year. Mrs. Aruna Baid, CFO: No increase in remuneration during the year under review. Nidhi Bajaj, CS: No increase in remuneration during the year under review
iii.)	the percentage increase in the median remuneration of employees in the financial year;	No increase in remuneration during the year under review.
iv.)	the number of permanent employees on the rolls of company	7 employees (including KMPs) as on 31.03.2023
v.)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	No increase in the remuneration of non-managerial employees during the year 2022-23 There are no exceptional circumstances for increase in the managerial remuneration.
vi.)	affirmation that the remuneration is as per the remuneration policy of the company.	The Board of Directors hereby affirm that the remuneration paid during the financial ended March, 31, 2023 is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors of
NAMOKAR TRADE (INDIA) LIMITED

Diamond Arcade
5th - FR, FL - 504 68
Jessore Road,
Kolkata – 700055
May 29, 2023

Sd/-
Dhananjay Rai
Director
DIN: 07267961

Sd/-
Ratan Lal Baid
Managing Director
DIN : 07060481

NAMOKAR TRADE (INDIA) LIMITED
Balance Sheet as on 31st March, 2023

(in lakhs)

	Notes	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
ASSETS				
Non-Current Assets				
(a) Property, plant and equipment		0.56	0.72	0.58
(b) Financial assets :				
(i) Investments	3	198.64	171.29	139.02
(ii) Loans	4	888.66	894.80	985.43
(ii) Other Financial assets		-	-	-
(c) Deferred tax assets (net)		-	-	-
(d) Other Non Current Assets	5	0.75	1.00	0.50
Total Non-Current Assets		1,088.61	1,067.81	1,125.53
Current Assets				
(a) Inventories		3.99	8.53	-
(b) Financial assets:				
(i) Trade receivables	6	36.70	19.49	-
(ii) Cash and cash equivalents	7	29.72	60.87	9.19
(iii) Bank balance other than (ii) above		-	-	-
(iv) Loans		-	-	-
(v) Other Financial assets		-	-	-
(c) Other Current Assets	8	4.80	5.48	3.97
Total Current Assets		75.21	94.38	13.16
Total Assets		1,163.82	1,162.19	1,138.69
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	9	240.85	240.85	240.85
(b) Other Equity	10	914.05	912.13	891.24
Total Equity		1,154.90	1,152.98	1,132.09
Liabilities				
Non-Current Liabilities				
(a) Financial liabilities:				
(i) Borrowings		-	-	-
(ii) Other financial Liabilities (DT)	11	2.02	1.75	2.19
(b) Provisions				
Total Non-Current Liabilities		2.02	1.75	2.19
Current liabilities				
(a) Financial liabilities:				
(i) Borrowings				
(ii) Trade payables	12	0.71	1.16	-
(iii) Other financial Liabilities		-	-	-
(b) Other current liabilities		-	-	-
(c) Provisions	13	6.19	6.30	4.41
Total Current Liabilities		6.90	7.46	4.41
Total Equity and Liabilities		1,163.82	1,162.19	1,138.69

Summary of significant accounting policies

The accompanying notes referred to above form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

FOR, SULTANIYA UMESH & CO.

CHARTERED ACCOUNTANTS
FRN NO. 326973E

SD/-
CA UMESH KUMAR SULTANIYA
PARTNER
Membership No.068349
Dated : 29.05.2023
UDIN : 23068349BGUSTB3135

SD/-
RATAN LAL BAID
Managing Director
DIN NO. : 07060481

SD/-
PRIYANKA SANCHETI
Director
DIN NO. : 09610132

SD/-
ARUNA BAID, CFO
PAN : AKUPB6348L

SD/-
CS NIDHI BAJAJ
M. NO. 51059

NAMOKAR TRADE (INDIA) LIMITED
Statement of profit and loss for the year ended 31st March, 2023

	Notes	As at 31st March 2023	As at 31st March 2022
(in lakhs)			
Income			
Revenue from operations	14	28.36	54.49
Other income	15	55.99	54.26
Total revenue		84.35	108.75
Expenses			
Manufacturing Expenses		-	-
Purchase of stock-in-trade		20.45	60.38
Change in inventories of work-in-progress, stock-in-trade and finished goods		4.54	-8.53
Employee benefits expenses	16	19.02	19.37
Finance costs	17	0.02	0.02
Depreciation and amortization expenses		0.16	0.20
Administrative & Other Expenses	18	30.83	9.83
Total expenses		75.02	81.27
Profit/(Loss) before tax		9.34	27.48
Less: Tax expenses :			
Current tax		-6.19	-6.30
Deferred tax			
MAT credit entitlement Adjustment			
Income Tax relating to earlier years			
Less: Short/Excess Provisions for Earlier Years		-1.23	-0.29
Profit/(Loss) for the year		1.92	20.89
Other Comprehensive Income/(Expenses) (OCI)			
A. Items that will be reclassified to profit or loss:			
Exchange differences on translation of foreign operations			
Less: Income Tax effect			
		-	-
B. Items that will not be reclassified to profit or loss:			
Remeasurement gains/(losses) on defined benefit plans		-	-
Less: Income Tax effect		-	-
		-	-
Revaluation of land/railway siding		-	-
Less: Income Tax effect		-	-
		-	-
Net (loss)/gain on FVTOCI equity securities & Mutual Funds		-	-
Less: Income Tax effect		-	-
		-	-
Other Comprehensive Income/(Expenses) (OCI), net of taxes		-	-
Total Comprehensive Income /(Loss) for the year		1.92	20.89
Earnings per equity share [nominal value ` 10 per share (` 10 per share) - Basic & Diluted (`)	19	0.08	0.87
Basic (`)		0.08	0.87
Diluted (`)			

Summary of significant accounting policies

The accompanying notes referred to above form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

FOR, SULTANIYA UMESH & CO.
 CHARTERED ACCOUNTANTS
 FRN NO. 326973E

SD/-
CA UMESH KUMAR SULTANIYA
 PARTNER
 Membership No.068349
 Dated : 29.05.2023
 UDIN : 23068349BGUSTB3135

SD/-
 RATAN LAL BAID
 Managing Director
 DIN NO. : 07060481

SD/-
 PRIYANKA SANCHETTI
 Director
 DIN NO. : 09610132

SD/-
 ARUNA BAID, CFO
 PAN : AKUPB6348L

SD/-
 CS NIDHI BAJAJ
 M. NO. 51059

NAMOKAR TRADE (INDIA) LIMITED

A. Equity Share Capital

(in lakhs)

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
At the beginning of the year	240.85	240.85	240.85
Add: Addition during the year	-	-	-
At the End of the year	240.85	240.85	240.85

B. Other Equity

(in lakhs)

	Capital Reserve	Securities Premium Account	General Reserve	Employee Stock Options Outstanding	Revaluation Reserve	Retained Earning	Total Equity
Balance as at 31st March 2021	133	50	708		68	-	959
Add: Profit/(Loss) for the year	21					-	21
Add: ESOP Cost						-	-
Less: Reversal Revaluation done during the period						-	-
Less: Adjustment with Depreciation						-	-
Balance as at 31st March 2022	154	50	708	-	68	-	980
Add: Profit/(Loss) for the year	2					-	2
Add: ESOP Cost	-				-	-	-
Less: Reversal Revaluation done during the period	-				-	-	-
Less: Adjustment with Depreciation					-	-	-
Balance as at 31st March 2023	156	50	708	-	68	-	982

As per our report of even date

NAMOKAR TRADE (INDIA) LIMITED
(CIN : L51909WB1985PLC038407)
68 JESSORE ROAD, DIAMOND ARCADE
5TH FLOOR ROOM NO-504 KOLKATA- 700055

(in lakhs)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023		
PARTICULARS	YEAR ENDED March 31, 2023 (Rs.)	YEAR ENDED March 31, 2022 (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before taxes	9.34	27.48
Adjustments for:		
Depreciation	0.16	0.20
Finance Cost	-	-
	9.50	27.68
Operating Profit/(Loss) before Working Capital Changes	9.50	27.68
Changes in Working capital:		
Adjustments for (increase)/decrease in operating assets:		
Trade & Other Receivables	(17.21)	(19.49)
Inventories	4.54	(8.53)
Other Non-Current Assets	0.68	(1.50)
Adjustments for increase/(decrease) in operating liabilities:		
Trade Payable	(0.45)	1.16
Other Current Liabilities	0.27	(0.44)
	(12.16)	(28.81)
Cash generated from operations	(2.67)	(1.13)
Income Tax Paid	(6.47)	(5.91)
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES (A)	(9.14)	(7.05)
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investment	-	-
Purchase of Investment	(27.35)	(32.27)
NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES (B)	(27.35)	-
CASH FLOW FROM FINANCING ACTIVITIES		
Loan Given	-	-
Loan Amount Received	5.32	91.01
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (C)	5.32	91.01
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(31.17)	51.70
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	60.88	9.19
CASH AND CASH EQUIVALENTS AT END OF YEAR	29.72	60.88

AUDITORS' CERTIFICATE

We have verified the attached Cash Flow Statement of Namokar Trade (India) Ltd for the year ended 31st March, 2023. The statement has been prepared by the company in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.

As per Our Report Annexed of Even Date

For and on behalf of the Board,

FOR, SULTANIYA UMESH & CO.

CHARTERED ACCOUNTANTS
FRN NO. 326973E

SD/-
RATAN LAL BAID
Managing Director
DIN NO. : 07060481

SD/-
PRIYANKA SANCHETI
Director
DIN NO. : 09610132

SD/-

CA UMESH KUMAR SULTANIYA
PARTNER

Membership No.068349
Dated : 29.05.2023
UDIN : 23068349BGUSTB3135

SD/-
ARUNA BAID, CFO
PAN : AKUPB6348L

SD/-
CS NIDHI BAJAJ
M. NO. 51059

NAMOKAR TRADE (INDIA) LIMITED

Notes forming parts of Financial Statements for the Year ended 31st March, 2023

COMPANY OVERVIEW:

The Company was incorporated on 11th January, 1985 under the laws of republic of India and has its registered office at Kolkata, West Bengal. The company is engaged in trading of readymade garments. The company also give and take loans & advances. The shares of the company are listed in Calcutta Stock Exchange .

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES :

A. BASIS OF PREPERATION OF FINANCIAL STATEMENT:

The financial statements are prepared as a going concern under historical cost convention on accrual basis, except those with significant uncertainty and in accordance with the Companies Act, 2013 Accounting policies not stated explicitly otherwise are consistent with generally accepted accounting principles and Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013.

All assets and liabilities have been classified as current or non current as per the company's normal operating cycle and other criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

The effect on reported financial position and financial performance of the Company on transition to Ind AS has been provided in **Note 32**, which also includes reconciliations of total equity and total comprehensive income for comparative years under Indian GAAP to those reported for respective years under Ind AS.

The financial statements have been prepared on historical cost basis, except for financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/ or disclosures in these financial statements is determined on such a basis, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

A) Statement of compliance

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015. Upto the year ended March 31, 2023, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standard) Rules, 2006. The date of transition to Ind AS is April 1, 2016. Refer **Note 32** for the details of first-time adoption exemptions availed by the Company.

B) Fixed Assets

There is fixed Asset of the company and depreciated as per Income Tax Rules,

C) Depreciation and amortisation of property, plant and equipment and intangible assets

As there is fixed asset of the company, hence depreciation charged.

D) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

i) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

ii) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

E) Cash Flow

Cash Flows are reported using Indirect Method, where by profit / (Loss) before extraordinary items and its tax is adjusted for the effects of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.

F) Valuation of Inventories

Raw Materials : Valued at Cost or Net Realisable Value whichever is lower (Cost is computed using "Weighted Average Cost Method").

Finished goods :

i) **Trading goods** : At Cost or Net Realisable Value whichever is lower (Cost is computed using " Specific Identification Method").

Packing Materials, : At Cost or Net Realisable Value whichever is lower (Cost is Computed Using "FIFO Method")

G) Revenue Recognition

Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

Sale of Services

Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection.

H) Provision, Contingent Liabilities & Contingent Assets

Provision involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statement.

I) Borrowing Costs

Borrowings 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 those assets, until such time as the assets are substantially ready for the intended use or sale.

J) Provision For Current And Deferred Tax

Provision for Current Tax is made on the basis of taxable income for the current accounting period and in accordance with the provisions as per Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future.

K) First-Time Adoption - Mandatory Exceptions, Optional Exemptions

i) Overall principle

The Company has prepared the opening balance sheet as per Ind AS as of April 01, 2016 ("the transition date") by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exceptions and certain optional exemptions availed by the Company as detailed below.

ii) Deemed cost for Property, Plant and Equipment and Intangible assets

The Company has elected to continue with the carrying value of all its plant and equipment and intangible assets recognised as of April 1, 2016 ("transition date") measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

2. NOTES ON ACCOUNTS

- a) In the opinion of the board of Directors of the Company the value on realization of current assets, loans & advances in the ordinary course of business will not be less than the amount at which they are stated in the accounts and provisions for all known liabilities are adequate and not in excess of the amount reasonably required. There is no contingent liability as informed by the management.

b) Auditors Remuneration

(Excluding Service Tax & Education Cess)

For Statutory Audit

	<u>Year Ended</u>	<u>Year Ended</u>
	<u>31.03.2023</u>	<u>31.03.2022</u>
	<u>Rupees</u>	<u>Rupees</u>
	0.25	0.20
	0	0

- c) In compliance with the accounting standard for taxes in income (AS -22) issued by the Institute of Chartered Accountants of India the Company has calculated Deferred Tax Asset of NIL

Composition of deferred tax Assets /Liabilities	Rupees
Net Deferred tax liability(Opening)	0
Tax effect of current year difference in depreciation as per Income Tax Act, and as per companies Act	0
Net Deferred tax liabilities	0

- d) Pursuant to the Accounting Standards (AS 18) on "Related Party Disclosure" the company has not had any transaction during the year ended 31st March, 2023.

- f) The Figures of Previous year have been recast and regrouped wherever necessary.

- g) The figures have been rounded off to the nearest rupees.

As per our report of even date

FOR, SULTANIYA UMESH & CO.

CHARTERED ACCOUNTANTS

FRN NO. 326973E

SD/-

RATAN LAL BAID

Managing Director

DIN NO. : 07060481

SD/-

PRIYANKA SANCHETI

Director

DIN NO. : 09610132

SD/-

CA UMESH KUMAR SULTANIYA

PROPRIETOR

Membership No.068349

Dated : 29.05.2023

UDIN : 23068349BGUSTB3135

SD/-

ARUNA BAID, CFO

PAN : AKUPB6348L

SD/-

CS NIDHI BAJAJ

M. NO. 51059

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

3A. Investments (at MV)

(in lakhs)

	No. of Shares	As at 31st March 2023	No. of Shares	As at 31st March 2022	No. of Shares	As at 31st March 2021
Trade investments						
Investment in un-quoted equity shares						
KOHINOOR PULP & PAPER PVT LTD	6250	10.00	6250	10.00	6250	10.00
KONCEPT NIRMAAN	0	0	45000	33.26	45000	33.26
MONYVEST TRADING PVT LTD	990000	2.48	990000	2.48	990000	2.48
RHYTHMIC DEVELOPERS PVT LTD	50000	10.00	50000	10.00	50000	10.00
		22.48		55.74		55.74

(in lakhs)

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
3B. Investment in Partnership Firm			
KIDZELLO FASHION	176.16	115.55	83.28
	176.16	115.55	83.28

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

4. Loans (Unsecured, considered good unless stated otherwise)

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Non Current			
Loan to Employees			
Inter corporate Loans	752.62	887.54	873.42
Total	752.62	887.54	873.42
B. Current			
Loan to Employees			
Inter corporate Loans	136.04	7.27	112.01
Total	136.04	7.27	112.01

5. Other Non Current Assets (Unsecured, considered good unless stated otherwise)

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Non Current			
Capital advances			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances	-	-	-
(A)	-	-	-
Advances recoverable in cash or kind			
Considered good - To Related Parties			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances	-	-	-
(B)	-	-	-
Advance income-tax	0.75	1.00	0.50
MAT credit entitlement			
(C)	0.75	1.00	0.50
Total	0.75	1.00	0.50

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

6. Trade receivables (Unsecured)

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Outstanding for a period exceeding six months from the date they are due for payment			
Considered good	-	-	-
Doubtful	-	-	-
Less: Provision for doubtful receivables	-	-	-
	(A)	-	-
Other trade receivables (considered good)	(B) 36.70	19.49	
Total	(A+B) 36.70	19.49	-

7. Cash and Cash Equivalents

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Balances with banks:			
On current accounts	8.56	47.18	4.54
Fixed Deposits	-	-	-
Remittance in Transit	-	-	-
Cash on hand	21.16	13.70	4.65
	29.72	60.87	9.19

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

8. Other Non Current Assets (Unsecured, considered good unless stated otherwise)

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Non Current			
Capital advances			
Considered good - To Others			
Doubtful - To Others	-	-	-
Provision for doubtful advances	-	-	-
(A)	-	-	-
Advances recoverable in cash or kind			
Considered good - To Related Parties			
Considered good - To Others	0.18	0.29	0.15
Doubtful - To Others	-	-	-
Provision for doubtful advances	0.18	0.29	0.15
(B)	0.18	0.29	0.15
Advance income-tax			
MAT credit entitlement	-	-	-
(C)	-	-	-
Total	0.18	0.29	0.15
B. Current			
Capital advances			
Considered good - To Others			
Doubtful - To Others	-	-	-
Provision for doubtful advances	-	-	-
(A)	-	-	-
Advances recoverable in cash or kind			
Considered good - To Related Parties			
Considered good - To Others			
Doubtful - To Others	-	-	-
Provision for doubtful advances	-	-	-
(B)	-	-	-
Prepaid expenses			
Balances with statutory / Government authorities (GST Input)	1.05	1.06	0.42
TDS Recivable	3.57	4.12	3.40
(C)	4.63	5.19	3.82
Total	4.80	5.48	3.97

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

9. Share capital

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Authorized shares	943.00	943.00	943.00
NAMOKAR TRADE (INDIA) LIMITED			
Issued, subscribed and fully paid-up shares	240.85	240.85	240.85
	240.85	240.85	240.85

(a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
At the beginning of the year	240.85	240.85	240.85
Issued during the period	-	-	-
At the end of the year	240.85	240.85	240.85

(b) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Equity shares of ` 10 each fully paid AS PER SHAREHOLDER LIST			

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

10. Other Equity

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Capital Reserve (as per the last financial statements)			
Securities Premium Account (as per the last financial statements)	50.18	50.18	50.18
Balance as per the last financial statements			
Less: Adjustment of Deferred Tax Liability /			
Closing Balance	50.18	50.18	50.18
General Reserve (as per the last financial statements)	708.23	708.23	708.23
Add: Transfer from Surplus	-	-	-
Add : Transfer from revaluation reserve			
Closing Balance	708.23	708.23	708.23
Revaluation Reserve			
Balance as per the last financial statements	68.06	68.06	68.06
Less: Adjustment with carrying amount of			
Less: Transfer to General Reserve			
Less: Transfer on sale of fixed assets			
Closing Balance	68.06	68.06	68.06
Surplus in the Statement of Profit and Loss			
Balance as per the last financial statements	153.72	132.83	119.99
Profit/(Loss) for the year	1.92	20.89	12.84
Less: Proposed Dividend			
Less: Tax on Dividend			
Less: Transfer to General Reserve	-	-	-
Less: Adjustment with Depreciation			
Net surplus in the statement of profit and loss	155.64	153.72	132.83
Other Comprehensive Income/(Expenses) (OCI), net of taxes	-	-	
Total reserves and surplus	914.05	912.13	891.24

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

11. Other financial Liabilities

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Non Current			
Other payable	2.02	1.75	2.19
Payable towards fixed assets	-	-	-
Liability for Capital Expenditure	-	-	-
Others (Deferred Tax Liability)	-	-	-
	2.02	1.75	2.19

12. Trade Payables

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Acceptances			
Trade Payables	0.71	1.16	-
	0.71	1.16	-

13. Provisions

	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Non Current			
Provision for employee benefits*:			
Gratuity (Refer Note No. 33)			
Leave benefits			
	-	-	-
B. Current			
Provision for employee benefits*:			
Gratuity (Refer Note No. 33)			
For Proposed Dividend (Refer Note 3(b))			
For Tax on Dividend			
For Income Tax	6.19	6.30	4.41
	6.19	6.30	4.41

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March 2023

14. Revenue from operations	(in lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Revenue from operations			
Sale of products			
Finished goods	28.36	54.49	-
Packing Material	-	-	-
Raw Material	-	-	-
Revenue from operations	28.36	54.49	-

15. Other income	(in lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Share of Income from Partnership Firm-kidzello	2.76	2.58	1.12
Dividend Received	-	-	-
F&O Dealings	-	-	-
Miscellaneous Income Received	-	-	-
Interest Received	53.09	51.68	40.64
Speculation Profit/(Loss)	-	-	-
Profit on Sale of Long Term Investments	0.15	-	-
Profit on Sale of Short Term Investments	-	-	-
Rent Received	-	-	-
	55.99	54.26	41.76

16. Employee benefits expense	(in lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Salaries, wages and bonus	19.02	19.37	17.58
	19.02	19.37	17.58

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March, 2023

17. Finance costs

	As at 31st March, 2023	As at 31st March, 2022
Bank Interest	-	-
Bank Charges	0.02	0.02
Demat Charges	-	-
	0.02	0.02

18. Administrative & Other Expenses

	As at 31st March, 2023	As at 31st March, 2022
Advertisement expenses	0.50	0.46
Books & periodicals	0.16	0.16
Conveyance Expenses	0.64	0.58
cdsl Charges	0.05	0.05
Director remuneration	2.46	-
E-Voting expenses	0.20	0.05
Electricity Expenses	0.06	0.32
Empanelment Fees	0.05	-
Filling Fee	0.25	0.13
General Expenses	1.43	0.98
GST late fees & Interest	0.01	0.01
NSDL Charges	0.31	0.19
Int. paid on payment of Listing Annual Fees	-	0.14
Listing Fees	0.40	1.62
Loss on sale of Investment	17.21	-
Professional Fees	1.44	1.44
Profession Tax	0.03	0.03
Int paid on Profession Tax	0.00	-
Postage & Courier	0.50	0.27
Printing & Stationary	0.33	0.25
Registrar Expenses	0.17	0.18
Rent	1.20	1.20
Revocation charges	-	0.20
Round off	-0.00	-0.00
Secretarial Expenses		0.20
Staff Welfare exp	0.84	0.50
Tan Application fees	0.00	-
Tea & Tiffin Expenses	0.51	0.41
Telephone Charges	0.43	0.27
Trade License	0.33	-
Auditor's Remuneration		
As Statutory Audit Fees	0.25	0.20
As Secretarial Audit Fees	-	-
As Forensic Audit Fees	1.06	-
	30.83	9.83

NAMOKAR TRADE (INDIA) LIMITED
Notes to Financial Statements as at 31st March, 2023

19. Earnings per equity share

(in lakhs)

Basic and diluted earning per share (EPS) of the face value of Rs.10/- each is calculated as under:-	As at 31st March, 2023	As at 31st March, 2022
	Rs.	Rs.
Net profit as per Profit and Loss Account available for Equity Share Holder	1.92	20.89
Weighted average number of Equity Shares for Basis Earning Per Share	24.09	24.09
Basis / Diluted Earning Per Share (Weighted Average)	0.08	0.87

NAMOKAR TRADE (INDIA) LIMITED
Notes forming parts of Financial Statements for the Year ended 31st March, 2023

20 Adoption Ind AS reconciliations

a) Reconciliation of Balance Sheet

(in lakhs)

PARTICULARS	Note No	As at 31st March 2023			As at 31st March 2022		
		Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS	Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
ASSETS							
Non Current Assets							
a Property, Plant and Equipment		0.56	-	0.56	0.72	-	0.72
b Financial Assets			-			-	
(i) Investments	3	198.64		198.64	171.29	-	171.29
(ii) Long Term Loans & Advances	4	888.66	-	888.66	894.80	-	894.80
(iii) Other Non Current Financial Assets			-			-	
d Deferred tax Assets (Net)		-	-	-		-	
e Other Non Current Assets	5	0.75	-	0.75	1.00	-	1.00
Total Non Current Assets [a to e]		1,088.61	-	1,088.61	1,067.81	-	1,067.81
Current Assets							
a Inventories		3.99	-	3.99	8.53	-	8.53
b Financial Assets							
(i) Trade Receivables	6	36.70	-	36.70	19.49	-	19.49
(ii) Cash & Cash Equivalents	7	29.72	-	29.72	60.87	-	60.87
(iii) Bank balances other than (ii) above		-	-	-	-	-	-
(iv) Short term loans & Advances		-	-	-	-	-	-
(v) Other Current Financial Assets		-	-	-	-	-	-
c Other Current Assets	8	4.80	-	4.80	5.48	-	5.48
Total Current Assets [a to c]		75.21	-	75.21	94.38	-	94.38
TOTAL ASSETS [(1) + (2)]		1,163.82	-	1,163.82	1,162.19	-	1,162.19
EQUITY AND LIABILITIES							
Equity							
a Equity Share Capital	9	240.85	-	240.85	240.85	-	240.85
b Other Equity	10	914.05	-	914.05	912.13	-	912.13
Total Equity [a to b]		1,154.90	-	1,154.90	1,152.99	-	1,152.99

Liabilities**Non-Current Liabilities**

a Financial Liabilities						
(i) Long Term Borrowings		-	-	-	-	-
(ii) Other Financial Liabilities	11	2.02	-	2.02	1.75	1.75
b Provisions		-	-	-	-	-
Total Non Current Liabilities [a to d]		2.02	-	2.02	1.75	1.75

Current Liabilities

a Financial Liabilities						
(i) Borrowings		-	-	-	-	-
(ii) Trade Payables	12	0.71	-	0.71	1.16	-
(iii) Other Financial Liabilities		-	-	-	-	-
b Other Current Liabilities		-	-	-	-	-
c Provisions	13	6.19	-	6.19	6.30	6.30
Total Current Liabilities [a to c]		6.90	-	6.90	7.46	6.30

TOTAL EQUITY AND LIABILITIES [1 + 2 + 3]		1,163.82	-	1,163.82	1,162.19	1,161.04
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b) Reconciliation of Total Comprehensive Income**(in lakhs)**

	Note No	As at 31st March 2023		
		Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
INCOME				
I Revenue from operation	14	28.36	-	28.36
II Other Income	15	55.99	-	55.99
III Total Revenue (I + II)		84.35	-	84.35
IV EXPENDITURE				
Manufacturing Expenses		-	-	-
Purchase of Traded Goods		20.45	-	20.45
Change in inventories of Finished Goods, Work in Process and Stock in Trade		4.54	-	4.54
Employees Benefit expenses	16	19.02	-	19.02
Finance Costs	17	0.02	-	0.02
Depreciation		-	-	-
Administrative & Other Expenses	18	30.83	-	30.83
Total Expenses (IV)		74.86	-	74.86
(V) Profit/(Loss) before Exceptional Item & tax (III - I'		9.50		9.50
(VI) Exceptional Item		-		-

(VII)	Profit/(Loss) Before Tax [(V) - (VI)]	9.50	9.50
(VIII)	Tax expenses :		
a	Current Tax	(6.19)	(6.19)
b	Deferred Tax (Liability) / Assets		
c	MAT Credit Entitlement		
d	Taxes for earlier years		
e	Less: Excess Provisions For Earlier Years	(1.23)	(1.23)
	Total tax Expenses [a to d]	(7.42)	(7.42)
(IX)	Profit / (Loss) for the Period [(VII) - (VIII)]	2.08	2.08
(X)	Other Comprehensive Income		
	A (i) Items that will not be reclassified subsequently to the statement of Profit and Loss		
	a. Fair Value Changes of Investment	-	-
	b. Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans	-	-
	A (ii) Income tax on Items that will not be reclassified subsequently to the statement of Profit and Loss	-	-
	B (i) Items that will be reclassified subsequently to the statement of Profit and Loss		
	a. Procurement cost of Long Term Debt	-	-
	B (ii) Income tax on Items that will be reclassified subsequently to the statement of Profit and Loss	-	-
	Total Other Comprehensive Income/(Loss)	-	-
(XI)	Total Comprehensive Income/(loss) for the year [(X) + (XI)]	2.08	2.08

c) Reconciliation of Other Equity

Total equity under Previous GAAP

Fair Value Measurements of Deposits
Fair Value Adjustments of Term Loans
Fair Value Adjustments of Investments
Other Adjustments

Total equity under Ind AS

	As at 31st March 2023	As at 1st April 2022
	-	-
	-	-
	-	-
	-	-
	-	-

d) Effects of IND AS adoption on Cash Flows

(in lakhs)

Net Cash Generated/(Used) From Operating Activities
 Net Cash Used In Investing Activities
 Net Cash from Financing Activities /Fixed Assets
 Net Increase / (Decrease) In Cash And Cash Equivalents
 Cash & Cash Equivalents at the beginning of the year
 Cash & Cash Equivalents at the end of the year

For the Year Ended on 31st March 2023		
Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
(9.14)		(9.14)
(27.35)		(27.35)
5.32		5.32
-31.17	-	-31.17
60.88		60.88
29.72	-	29.72

NOTES:

Notes:

- To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.
- Financial liabilities and related transaction costs:**
 Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognized at amortised cost under IND AS with the difference been adjusted to opening retained earnings. Under previous GAAP, transaction costs incurred in connection with borrowings were amortised equally over the tenure of the borrowings. Under IND AS, transaction costs are deducted from the initial recognition amount of the financial liability and charged over the tenure of borrowing using the effective interest method.
- Financial assets at amortised cost:**
 Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the difference been adjusted to the opening retained earnings.
- Other comprehensive income:**
 Under IND AS, all items of income and expense recognized in the period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss and "other comprehensive income" includes remeasurements of defined benefit plans, foreign currency monetary item translation difference account, effective portion of gains and losses on cash flow hedging instruments and fair value gain or losses on FVTOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

Namokar Trade (India) Limited

Registered Office: Diamond Arcade, 5th - FR, FL - 504 68, Jessore Road, Kolkata – 700055

CIN: L51909WB1985PLC038407

Phone: +91-33-3297- 7609; **E-mail:** ratan.namokar@gmail.com; **Website:** www.namokartrade.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of Namokar Trade (India) Limited will be held at "Diamond Arcade" 5th Floor, FL-504, 68, Jessore Road, Kolkata – 700055, on Thursday, the 28th day of September, 2023 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023, together with the reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ratan Lal Baid (DIN-07060481), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Dhananjay Rai (DIN - 07267961) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee, Mr. Dhananjay Rai (DIN - 07267961), who being eligible was reappointed by the Board for second term of 5 year w.e.f. May 27, 2023, as an Independent Director and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and applicable regulations of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from May 28, 2023 upto May 27, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Place: Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055

Date: May 29, 2023

By Order of the Board of Directors
For Namokar Trade (India) Limited

Sd/-
Ratan Lal Baid
Managing Director
DIN: 07060481

NOTES:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at Diamond Arcade, 5th Floor, FL-504, 68, Jessore Road, Kolkata – 700055, not less than forty-eight hours before the commencement of the AGM.

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

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution/Authorization together with specimen signature authorizing their representative, intending to attend and vote at the AGM.
4. Members are requested to bring their copies of Annual Report to the Meeting, in order to register the attendance, at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
5. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and for which purpose the Company has engaged the services of NDSL. The Board of Directors of the Company has appointed Mr. Mohd Shahnawaz (COP No. 15076), Practicing Company Secretary as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on **Monday, September 25, 2023 at 9.00 AM and ends on Wednesday, September 27, 2023 at 5.00 PM**. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **September 21, 2023 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members of the Company will remain closed from **Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive)** for the purpose of Annual General Meeting.

11. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on Director seeking appointment/re-appointment at this AGM is furnished herewith annexure to the Notice. The director has furnished consent for his/her appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
12. The Annual Report 2022-23, the Notice of the 42nd AGM and instructions for e-voting, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s). Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at www.namokartrade.com and websites of the Stock Exchange i.e. CSE.
13. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent /Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 21, 2023, through email on ratana.namokar@gmail.com. The same will be replied by the Company suitably.
16. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
17. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.
18. Route map for the location of the venue of the 42nd Annual General Meeting of the Company is enclosed herewith.

Place: Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055

Date: May 29, 2023

By Order of the Board of Directors
For Namokar Trade (India) Limited

Sd/-
Ratan Lal Baid
Managing Director
DIN: 07060481

Statement Annexed to the Notice in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 (“Act”)

ITEM NO 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Mr. Dhananjay Rai (DIN - 07267961) has been re-appointed as Director (Independent) of the Company w.e.f May 28, 2023 by the Board of Directors of the Company.

Mr. Dhananjay Rai, aged 41 years, is a B.Com graduate. She is having 10 years of expertise in Administration and logistic. Mr. Dhananjay Rai, who is proposed to be re-appointed as an Independent Director for a further term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Dhananjay Rai’s association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Mr. Dhananjay Rai does not hold any equity shares in the Company.

Details of Mr. Dhananjay Rai are provided in the “Annexure” to the Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set forth at item no. 3 for approval of the members.

The resolution seeking approval of members for the re-appointment of Mr. Dhananjay Rai (DIN - 07267961) as an Independent Director of the Company is included in the Notice of AGM. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 3 of the Notice.

Place: Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055

Date: May 29, 2023

By Order of the Board of Directors
For Namokar Trade (India) Limited

Sd/-
Ratan Lal Baid
Managing Director
DIN: 07060481

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

Name of the Director	Mr. Dhananjay Rai	Mr. Ratan Lal Baid
DIN	07267961	07060481
Date of Birth	08/12/1981	12/09/1960
Age	41 Years	63 Years
Date of Appointment	28/05/2018	05/01/2015
Qualification	B.Com	B.Com
Experience and Expertise	10 years of experience in the field of Administration and logistic.	21 years of experience in the field of Administration.
Number of Meetings of the Board attended during the financial year (2022-23)	4 out of 4 meetings	4 out of 4 meetings.
List of Directorship/ Membership /Chairmanship of Committees of other Board	Directorship: NIL Membership / Chairmanship of Committees of Other Board: NIL	Directorship: NIL Membership / Chairmanship of Committees of Other Board: NIL
Membership / Chairmanship of Committees of Other Board:	NIL	Nil
Shareholding in the Company	NIL	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	As per the resolution at Item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Dhananjay Rai, is proposed to be re-appointed as an Independent Director, for a further term of 5 years and shall not be entitled to any remuneration except sitting fee, if any.	Being liable to retire by rotation and shall not be entitled to any remuneration.
Justification for choosing the appointees for appointment as Independent Directors	He has 10 years of experience in the field of Administration and logistic. His induction is beneficial in the interest of the Company	NA

EVOTING INSTRUCTIONS

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 25, 2023 at 9.00 AM and ends on Wednesday, September 27, 2022 at 5.00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your

	<p>User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to

login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

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

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

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

GENERAL INSTRUCTIONS

- a) The e-voting period begins from **September 25, 2023 from 9.00 A.M. and ends on September 27, 2023 at 5.00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of **September 21, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut- off/entitlement date of **September 21, 2023** may cast their vote electronically.
- c) Mr. Mohd Shahnawaz (COP No. 5841) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or

- against, if any, forthwith to the Chairman of the Company.
- e) Results shall be declared on or after the 42nd Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two (2) days of passing of the resolutions at the 42nd Annual General Meeting of the Company and shall be communicated to the Stock Exchange(s).

Place: Diamond Arcade,
5th - FR, FL - 504 68,
Jessore Road,
Kolkata – 700055
Date: May 29, 2023

By Order of the Board of Directors
For Namokar Trade (India) Limited

Sd/-
Ratan Lal Baid
Managing Director
DIN: 07060481

Namokar Trade (India) Limited

Registered Office: Diamond Arcade, 5th - FR, FL - 504 68, Jessore Road, Kolkata – 700055

CIN: L51909WB1985PLC038407

Phone: +91-33-3297- 7609; **E-mail:** rattan.namokar@gmail.com; **Website:** www.namokartrade.com

ATTENDANCE SLIP

Folio / DP ID & Client Id No.	
Name	
Address	
Joint Holder's Name	
No. of Shares	

I hereby record my presence at the 42nd Annual General Meeting of the Company being held on **Thursday, September 28, 2023** at 11:00 AM at the Registered Office of the Company at Diamond Arcade, 5th Floor, FL-504, 68, Jessore Road, Kolkata - 700055.

Signature of the Shareholder/Proxy Present

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1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
2. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

Namokar Trade (India) Limited

Registered Office: Diamond Arcade, 5th - FR, FL - 504 68, Jessore Road, Kolkata – 700055

CIN: L51909WB1985PLC038407

Phone: +91-33-3297- 7609; E-mail: rattan.namokar@gmail.com; Website: www.namokartrade.com

PROXY FORM

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

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:	E MAIL ID:

I/ We, being the member(s) of Namokar Trade (India) Limited holding _____ shares of the Company, hereby appoint

Name:- _____ Address:- _____

Email Id:- _____ Signature:- _____

or failing him/her

Name:- _____ Address:- _____

Email Id:- _____ Signature:- _____

or failing him/ her

Name:- _____ Address:- _____

Email Id:- _____ Signature:- _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 42nd Annual General Meeting to be held on **Thursday, September 28, 2023** at 11:00 a.m. at Diamond Arcade, 5th Floor, FL-504, 68, Jessore Road, Kolkata – 700055, and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution Nos.	Description of Resolution	Vote (Please mention no. of shares)		
		For	Against	Absent
Ordinary Business				
1.	Ordinary Resolution: Approval of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution: Re-appointment of Mr. Ratan Lal Baid (DIN-07060481), who retires by rotation and, being eligible, offers himself for re-appointment.			
Special Business				
3.	Re-appointment of Mr. Dhananjay Rai (DIN - 07267961) as an Independent Director of the Company			
Signed this _____ day of _____, 2022; Member's Folio./ DP ID/Client Id No. _____ Signature of Shareholder: _____; Signature of the Proxy: _____				Affix Revenue Stamp

Notes:

- Proxy need not to be a member of the Company
- The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting.
- It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

Route map for the location of the venue of the 42nd Annual General Meeting of the Company is given below:

Landmark: Codelogix Technologies Private Limited

