

Annual Report  
2022

**NAMOKAR TRADE  
(INDIA) LIMITED**

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# 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

### 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](mailto:ratan.namokar@gmail.com)

Website: [www.namokartrade.com](http://www.namokartrade.com)

## BOARD'S REPORT

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To  
The Members of the Company,

Your Directors have pleasure in presenting their 41st 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, 2022.

### FINANCIAL PERFORMANCE

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

Particulars	<i>(in Lakhs.)</i>	
	31-03-2022	31-03-2021
Total Revenue	107.88	41.73
Profit/(loss) before Tax (PBT)	26.64	17.60
Income Tax	(6.66)	(4.40)
<b>Net Profit/(Loss) After Tax</b>	<b>19.98</b>	<b>13.20</b>
Transfer from Reserve	-	-
Earnings Per Share (in Rs.)	0.08	0.05

### SUMMARY OF OPERATIONS

The Company is engaged in the business of trading in garments, and 50.51% 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. 54.49 Lakhs. Consequently, your Company's profit after tax also increased to 19.98 Lakhs as compared to 13.20 Lakhs in FY2022.

### 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, 2022. 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, 2022.

## **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, 2022. 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 FY2022.

## **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:

<b>Name</b>	<b>DIN</b>	<b>Category</b>
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. Sweta Dokania* (ceased w.e.f October 4, 2021)	01313628	Independent Not liable to retirement
Mrs. Priyanka Sancheti** (appointed w.e.f May 30, 2022)	09610132	Independent Not liable to retirement

Mr. Rajesh Kumar Agrawal, (DIN-07457511) who retires by rotation, and being eligible, offers himself for re-appointment. The resolution seeking approval of members for re-appointment of Mr. Rajesh Kumar Agrawal has been included in the Notice of Annual General Meeting.

\*Mrs Sweta Dokania (DIN-01313628) ceased to be the director of the Company w.e.f October 4, 2021.

\*\*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, 2022:

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, 6 (Six) Board Meetings were convened and held on May 27, 2021, August 14, 2021, October 4, 2021, November 13, 2021, February 12, 2022 and March 26, 2022. 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	6	6
Mr. Dhananjay Rai	6	6
Mr. Rajesh Kumar Agrawal	6	6
Mr. Shyam Sundar Sekhsaria	6	6
Mrs.Sweta Dokania	2	2

#### **Meetings of Independent Directors**

In compliance with the provisions of the Companies Act, 2013, a meeting of the Independent Directors was held on February 12, 2022. The meeting was attended was all the Independent Directors of the Company.

#### **BOARD COMMITTEES**

##### **a. Audit Committee**

During the Financial Year 2021-22, Four (4) Audit Committee meetings were held viz. on May 27, 2021, August 14, 2021, November 13, 2021 and February 12, 2022.

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 27, 2021 and October 4, 2021.

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	1	1
Mr. Dhananjay Rai	Member	2	2

\*Appointed w.e.f.October 4, 2021.

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](http://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 41<sup>st</sup> Annual General Meeting (AGM) until the conclusion of the 46<sup>th</sup> 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 FY2021-22. 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-5**.

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**

Under Section 92(3), 134(3)(a) of the Companies Act, 2013 and read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Annual Return is annexed herewith as **Annexure 4**.

#### **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 2021-22, no complaint had been received and that there is no complaint pending at the beginning and at the end of the year 2021-22.

#### **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 2021-22 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 30, 2022

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, 2022, 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 2021-2022****Indian economic**

The last two years have been difficult for the world economy on account of the COVID-19 pandemic. Repeated waves of infection, supply-chain disruptions and, more recently, inflation have created particularly challenging times for policy-making. Faced with these challenges, the Government of India's immediate response was a bouquet of safety-nets to cushion the impact on vulnerable sections of society and the business sector. It next pushed through a significant increase in capital expenditure on infrastructure to build back medium-term demand as well as aggressively implemented supply-side measures to prepare the economy for a sustained long-term expansion.

The Indian economy grew 8.7 per cent in 2021-22, with the gross domestic product (GDP) expanding 4.1% in the March quarter from a year ago. The GDP growth for 2021-22 takes the economy above its pre-pandemic level and is an improvement after contracting 6.6% in 2020-21. But the January-March quarter expansion was the weakest in the previous fiscal year. It is lesser than the 5.4% growth seen during the December quarter of 2021-22. Incidentally, the economic growth during the entire fiscal of 2021-22 has gradually spiralled downwards with each quarter.

In the first quarter of 2021-22, the economic growth had been a stupendous 20.1%, which however was mainly due to the low base effect. In the second quarter it was 8.4%, while it was 5.4% in third quarter. Now for the fourth quarter it has slid down to 4.1%. The GDP for 2021-22 though is lesser than the 8.9% growth estimated by the Ministry of Statistics and Programme Implementation (MoSPI), which releases the GDP data. The 8.7% growth also falls way short of the Reserve Bank of India's (RBI) estimation of 9.5% of GDP growth for 2021-22. Even the March quarter growth of 4.1% is much lesser than RBI's projection for the period, which was estimated to be at 6.1%.

The overall value of global trade reached the value of \$28.5 trillion in FY 2021, 25 per cent higher than FY 2020. India's exports of both goods and services have been good in 2021- 22. Despite rising trade costs, merchandise exports have crossed the US\$30 billion mark in eight consecutive months in FY 2021-22. The reasons for rising trade costs are global supply constraints such as fewer operational shipping vessels, exogenous events such as blockage of the Suez Canal and the Covid-19 pandemic in China's port city, Shenzhen, etc.

India has been consistently emphasizing on supply-side reforms, rather than a total reliance on demand management. These reforms include deregulation of numerous sectors, simplification of processes, removal of legacy issues like 'retrospective tax', privatization and production-linked incentives, higher rural income, and the boost from pent-up household savings in addition to continued emphasis on infrastructure spending by the government. Vaccination has played an important role in minimizing loss of lives, boosting confidence in the economy towards the resumption of activity and containing the sequential decline in output due to the second wave. Government CAPEX is budgeted to grow to 2.9% of GDP in FY 2022-23 the highest in nearly two decades. Private corporate investment is also expected to pick up in the second half of the year with improvement in demand leading to increased manufacturing sector capacity utilization and rollout of the Production-Linked Incentive Scheme

India has also been witnessing significant inflationary pressures similar to the global economy.

The outlook stands to be impacted given sustained inflation pressures in the next few quarters including the impact of Russia – Ukraine conflict, quicker tightening of financial conditions with RBI's rate hikes, high oil prices impacting current account balance and fiscal deficit and subsequent Covid-19 outbreaks. However the Indian economy is well prepared for any challenges that it might face in FY 2022-23

## **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, 2022.

## **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 30, 2022

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, 2022

[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 2022 ('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 2022, 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: A050458D000429221**

**Place: Kolkata**  
**Date: May 30, 2022**

**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.

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: A050458D000429221**

**Place: Kolkata**  
**Date: May 30, 2022**



b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>783179</b>	<b>264131</b>	<b>1047310</b>	<b>43.483</b>	<b>680626</b>	<b>264131</b>	<b>944757</b>	<b>39.23</b>	<b>(4.28)</b>

<b>B. Public shareholding</b>									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies Corporates									
i) Indian	184750	10790	195540	8.12	188500	10790	199290	8.27	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakhs	436961	2020	438981	18.23	430644	2020	432664	17.96	(0.26)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	726702	0	726702	30.17	831822	0	831822	34.54	4.36
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>1348413</b>	<b>12810</b>	<b>1361223</b>	<b>56.52</b>	<b>1450966</b>	<b>12810</b>	<b>1463776</b>	<b>60.78</b>	<b>4.26</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1348413</b>	<b>12810</b>	<b>1361223</b>	<b>56.52</b>	<b>1450966</b>	<b>12810</b>	<b>1463776</b>	<b>60.78</b>	<b>4.26</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2131592</b>	<b>276941</b>	<b>2408533</b>	<b>100.00%</b>	<b>2131592</b>	<b>276941</b>	<b>2408533</b>	<b>100.00%</b>	<b>0.00%</b>

## (ii) SHARE HOLDING OF PROMOTERS

SL No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Avinash Agarwal	85433	3.55	-	85433	3.55	-	-
2	Khusboo Agarwal	99194	4.12	-	99194	4.12	-	-
3	Laxmi Narayan Agarwal	100467	4.17	-	100467	4.17	-	-
4	Mukul Agarwal	83400	3.46	-	83400	3.46	-	-
5	Nidhi Agarwal	79504	3.30	-	79504	3.30	-	-
6	Niket Agarwal	93910	3.90	-	93910	3.90	-	-
7	Pawan Kumar Agarwal	94207	3.91	-	94207	3.91	-	-
8	Priya Saraf	102553	4.26	-	-	-	-	(4.26)
9	Shashi Saraf	103280	4.29	-	103280	4.29	-	-
10	Siddhart Kumar Jalan	102540	4.26	-	102540	4.26	-	-
11	Yashwant Agarwal	102822	4.27	-	102822	4.27	-	-
	Total	1047310	43.48%	-	944757	39.23%	-	(4.26)

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SL No.	Name of the Shareholder	Shareholding at the beginning of the Year		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	Part of Promoter Group	-	-	-	-	-	-	-	-

## (iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS &amp; HOLDERS OF GDRS &amp; ADRS)

Sl. No	Name of the Shareholder	Shareholding at the beginning of the Year		Date	Reason	Reason Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company			No. of Shares	% of total Shares of the Company	No of shares	% of total shares of the company
1	Akshay Jalan	30,780	1.28%	-	-	-	-	30,780	1.28%
2	Arham Distributors Private Limited	40,750	1.69%	-	-	-	-	40,750	1.69%

3	Axiom Goods Private Limited	1,10,000	4.56%	-	-	-	-	1,10,000	4.56%
4	Meha Parakh	27,270	1.13%	-	-	-	-	27,270	1.13%
5	Plutus Capital Management LLP	40,000	1.66%	-	-	-	-	40,000	1.66%
6	Prakashbhai K Vaghela	46,402	1.93%					46,402	1.93%
7	Shubh Karan Baid	63,588	2.64%	15/10/2021	Transfer	32,000	1.33%	95,588	3.97%
8	Shyam Kumar and sons HUF	2,567	0.11%	15/10/2021	Transfer	38,553	1.61%	41,120	1.71%
9	Sitaram Rawat	63,000	2.62%	-	-	-	-	63,000	2.62%
10	Sushila Baid	12,938	0.54%	15/10/2021	Transfer	32,000	1.33%	44,938	1.87%

(v) SHAREHOLDING OF DIRECTORS & KMP

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the Year		Date	Reason	Reason Increase/ Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company			No. of Shares	% of total Shares of the company	No of shares	% of total shares of the company
Directors and KMPs									
1	Aruna Baid	3444	0.14%	-	-	-	-	3444	0.14%

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and /or Manager: (Rs. in Lakh)

S. No.	Particulars of Remuneration	Mr. Ratan Lal Baid (Managing Director)	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income taxAct, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to other directors: (Rs. in Lakhs)

SL No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	Mr. Shyam Sundar Sekhsaria	Mr. Dhananjay Rai	
	<input type="checkbox"/> Fee for attending board / committee meetings <input type="checkbox"/> Commission <input type="checkbox"/> Others, please specify	-	-	-



	Total (1)	-	-	-
2.	Other Non-Executive Directors	Mrs. Sweta Dokania (Ceased on 04.10.2021)	Mr. Rajesh Kumar Agarwal	
	<input type="checkbox"/> Fee for attending board /committee meetings	-	-	-
	<input type="checkbox"/> Commission	-	-	-
	<input type="checkbox"/> Others, please specify	-	-	-
	Total (2)	-	-	
	Total (B)=(1+2)			-
	Total Managerial Remuneration			-
	Overall Ceiling as per the Act			-

Note: No remuneration either by way of salary, commission or sitting fees has been paid to any of the Independent Directors and Non- Executive Non-Independent Directors of the Company during the year under review.

C. Remuneration to key managerial personnel other than MD/Manager/WTD:(Rs. in Lakhs)

SL No	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Ratan Lal Baid (Managing Director)	Ms. Nidhi Bajaj (Company Secretary)*	Mrs Aruna Baid (CFO)	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	1,44,000	-	<b>1,44,000</b>
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify.	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,44,000	-	<b>1,44,000</b>

**VI. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY:					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS:					
Penalty	NIL				

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

Place: Diamond Arcade,  
5th - FR, FL - 504 68,  
Jessore Road,  
Kolkata – 700055  
Date: May 30, 2022

Sd/-  
**Dhananjay Rai**  
Director  
DIN: 07267961

Sd/-  
**Ratan Lal Baid**  
Managing Director  
DIN: 07060481

**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**

<b>Sr. N</b>	<b>Requirements of Rule 5(1)</b>	<b>Details</b>
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 &amp; 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 31.03.2022
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 2021-22  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, 2022 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 30, 2022

Sd/-  
**Dhananjay Rai**  
Director  
DIN: 07267961

Sd/-  
**Ratan Lal Baid**  
Managing Director  
DIN : 07060481

## INDEPENDENT AUDITOR'S REPORT

To the Members of **NAMOKAR TRADE (INDIA) LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **NAMOKAR TRADE (INDIA) LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> march 2022 and its profit and loss statement and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central-Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

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

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

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;

(e) on the basis of the written representations received from the directors as on 31 March 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013.

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

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

i. The Company does not have pending litigations.



- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company.

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

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Standalone financial statements for the year ended 31st March 2022, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets have been physically verified by the management according to a phased programme on a rotational basis, which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The inventory, except good in transit and material lying with third parties, which have been substantially confirmed by them, has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and no material discrepancies were observed.
- (iii) The Company has not granted loan to any body corporate covered in the register maintained under section 189 of the Companies Act, 2013('the Act'). So the provisions of paragraph 3(iii) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) On the basis of our examination of books and records of the Company, in our opinion and according to the information and explanations given to us, the company has not accepted deposits during the year and therefore the directives issued by the Reserve bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the Company.
- (vi) Maintenance of cost records under Section 148(1) of the Act is not required in the case of the Company hence the clause is not applicable in our case
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax,



duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of duty of customs, income tax, sales tax, service tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute.

(viii) Based on our audit procedures and as per the information & explanation given by the management, the Company has not defaulted in repayment of dues to financial Institution or Banks. The Company has not issued any debentures.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) . According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi). According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid or provided for managerial remuneration hence the clause is not applicable.

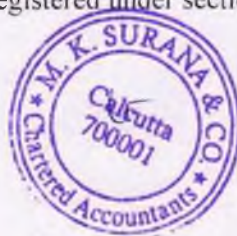
(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, there is no transaction with the related parties hence the clause is not applicable.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.



## Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **NAMOKAR TRADE (INDIA) LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### Auditor's Responsibility

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

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

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





## Meaning of Internal Financial Controls over Financial Reporting

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

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls, system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR, M.K. SURANA & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 0324127E

*Kirti Kumar Surana*

FCA KIRTI KUMAR SURANA  
PARTNER

MEM NO. 061605

Place: Kolkata

Date: 30.05.2022

UDIN : 22061605AJWPSA7805



**NAMOKAR TRADE (INDIA) LIMITED**  
**Balance Sheet as on 31st March, 2022**

(in lakhs)

	Notes	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, plant and equipment		0.72	0.58	0.68
(b) Financial assets :				
(i) Investments	3	171.29	139.01	186.76
(ii) Loans	4	894.80	985.43	922.94
(ii) Other Financial assets		-	-	-
(c) Deferred tax assets (net)		-	-	-
(d) Other Non Current Assets	5	1.00	0.50	1.00
<b>Total Non-Current Assets</b>		<b>1,067.81</b>	<b>1,125.53</b>	<b>1,111.38</b>
<b>Current Assets</b>				
(a) Inventories		8.53	-	-
(b) Financial assets:				
(i) Trade receivables	6	19.49	-	5.02
(ii) Cash and cash equivalents	7	60.87	9.19	9.07
(iii) Bank balance other than (ii) above		-	-	-
(iv) Loans		-	-	-
(v) Other Financial assets		-	-	-
(c) Other Current Assets	8	5.48	3.97	3.89
<b>Total Current Assets</b>		<b>94.38</b>	<b>13.16</b>	<b>17.98</b>
<b>Total Assets</b>		<b>1,162.19</b>	<b>1,138.69</b>	<b>1,129.36</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital	9	240.85	240.85	240.85
(b) Other Equity	10	912.13	891.24	878.40
<b>Total Equity</b>		<b>1,152.98</b>	<b>1,132.09</b>	<b>1,119.25</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
(a) Financial liabilities:				
(i) Borrowings		-	-	-
(ii) Other financial Liabilities (DT)	11	1.75	2.19	1.15
(b) Provisions		-	-	-
<b>Total Non-Current Liabilities</b>		<b>1.75</b>	<b>2.19</b>	<b>1.15</b>
<b>Current liabilities</b>				
(a) Financial liabilities:				
(i) Borrowings		-	-	-
(ii) Trade payables	12	1.16	-	3.73
(iii) Other financial Liabilities		-	-	-
(b) Other current liabilities		-	-	-
(c) Provisions	13	6.30	4.41	5.23
<b>Total Current Liabilities</b>		<b>7.46</b>	<b>4.41</b>	<b>8.96</b>
<b>Total Equity and Liabilities</b>		<b>1,162.19</b>	<b>1,138.69</b>	<b>1,129.36</b>

**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, M.K SURANA & CO.**  
CHARTERED ACCOUNTANTS  
FRN NO. 324127E



**NAMOKAR TRADE (INDIA) LTD.**

**NAMOKAR TRADE (INDIA) LTD.**

*Ratan Lal Baid*  
Director / Authorised Signatory

*Rajesh Kr Agarwal*  
Director / Authorised Signatory

RATAN LAL BAID  
Managing Director  
DIN NO. : 07060481

RAJESH KR AGARWAL  
Director  
DIN NO. : 07060481

**CA KIRTI KUMAR SURANA**

PARTNER

Membership No.061605

Dated : 30/05/22

UDIN : 22061605AJWPSA

7905

For, NAMOKAR TRADE (INDIA) LTD

*Aruna Baid*  
ARUNA BAID, CFO

ARUNA BAID, CFO  
PAN : AKUPB6348L

*Nidhi Bajaj*  
CS NIDHI BAJAJ

M. NO. 51059

**NAMOKAR TRADE (INDIA) LIMITED**  
**Statement of profit and loss for the year ended 31st March, 2022**

	Notes	As at 31st March 2022	As at 31st March 2021
(in lakhs)			
<b>Income</b>			
Revenue from operations	14	54.49	-
Other income	15	54.26	41.76
<b>Total revenue</b>		<b>108.75</b>	<b>41.76</b>
<b>Expenses</b>			
Manufacturing Expenses		-	-
Purchase of stock-in-trade		60.38	-
Change in inventories of work-in-progress, stock-in-trade and finished goods		-8.53	-
Employee benefits expenses	16	19.37	17.58
Finance costs	17	0.02	0.02
Depreciation and amortization expenses		-	-
Administrative & Other Expenses	18	10.03	6.53
<b>Total expenses</b>		<b>81.27</b>	<b>24.13</b>
<b>Profit/(Loss) before tax</b>		<b>27.48</b>	<b>17.63</b>
<b>Less: Tax expenses :</b>			
Current tax		-6.30	-4.41
Deferred tax			
MAT credit entitlement Adjustment			
Income Tax relating to earlier years			
Less: Short/Excess Provisions for Earlier Years		-0.29	-0.38
<b>Profit/(Loss) for the year</b>		<b>20.89</b>	<b>12.84</b>
<b>Other Comprehensive Income/(Expenses) (OCI)</b>			
<b>A. Items that will be reclassified to profit or loss:</b>			
Exchange differences on translation of foreign operations			
Less: Income Tax effect			
		-	-
<b>B. Items that will not be reclassified to profit or loss:</b>			
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			
		-	-
<b>Other Comprehensive Income/(Expenses) (OCI), net of taxes</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income /(Loss) for the year</b>		<b>20.89</b>	<b>12.84</b>
<b>Earnings per equity share [nominal value ` 10 per share ( ` 10 per share) - Basic &amp; Diluted ( `)]</b>	19	<b>0.87</b>	<b>0.53</b>
Basic ( ` )		<b>0.87</b>	<b>0.53</b>
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, M.K SURANA & CO.**  
 CHARTERED ACCOUNTANTS  
 FRN NO. 324127E

**NAMOKAR TRADE (INDIA) LTD.**

**NAMOKAR TRADE (INDIA) LTD.**



*Ratan Lal Baid*  
 Director / Authorised Signatory

*Rajesh Kr Agarwal*  
 Director / Authorised Signatory

RATAN LAL BAID  
 Managing Director  
 DIN NO. : 07060481

RAJESH KR AGARWAL  
 Director  
 DIN NO. : 07060481

**CA KIRTI KUMAR SURANA**

PARTNER

Membership No.061605

Dated : 30/05/22

UDIN : 22061605AJWPSA7805

For, NAMOKAR TRADE (INDIA) LTD

*Aruna Baid*

ARUNA BAID, CFO  
 PAN : AKUPB6348L

*Nidhi Bajaj*  
 CS NIDHI BAJAJ  
 M. NO. 51059

## NAMOKAR TRADE (INDIA) LIMITED

### A. Equity Share Capital

(in lakhs)

	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
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 2020	121	50	708		68	-	947
Add: Profit/(Loss) for the year	15					-	15
Add: ESOP Cost						-	-
Less: Reversal Revaluation done during the period						-	-
Less: Adjustment with Depreciation						-	-
<b>Balance as at 31st March 2021</b>	<b>136</b>	<b>50</b>	<b>708</b>	-	<b>68</b>	-	<b>962</b>
Add: Profit/(Loss) for the year	0					-	0
Add: ESOP Cost	-				-	-	-
Less: Reversal Revaluation done during the period	-				-	-	-
Less: Adjustment with Depreciation					-	-	-
<b>Balance as at 31st March 2022</b>	<b>136</b>	<b>50</b>	<b>708</b>	-	<b>68</b>	-	<b>962</b>

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)

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022</b>		
PARTICULARS	YEAR ENDED March 31, 2022 (Rs.)	YEAR ENDED March 31, 2021 (Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before taxes	27.48	17.63
Adjustments for:		
Depreciation	0.20	0.10
Finance Cost	-	0.02
	27.68	17.75
Operating Profit/(Loss) before Working Capital Changes	27.68	17.75
Changes in Working capital:		
Adjustments for (increase)/decrease in operating assets:		
Trade & Other Receivables	(19.49)	5.02
Inventories	(8.53)	
Other Non-Current Assets	(1.50)	(0.09)
Adjustments for increase/(decrease) in operating liabilities:		
Trade Payable	1.16	(3.73)
Other Current Liabilities	(0.44)	
	(28.81)	1.21
Cash generated from operations	(1.13)	18.95
Income Tax Paid	(5.91)	(4.41)
<b>NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES (A)</b>	<b>(7.05)</b>	<b>14.54</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investment	-	2.75
Purchase of Investment	(32.28)	-
<b>NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES (B)</b>	<b>(32.28)</b>	<b>2.75</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Loan Given	-	(17.18)
Loan Amount Received	91.01	-
<b>NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (C)</b>	<b>91.01</b>	<b>(17.18)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>51.69</b>	<b>0.11</b>
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	9.19	9.07
CASH AND CASH EQUIVALENTS AT END OF YEAR	<b>60.87</b>	<b>9.19</b>

**AUDITORS' CERTIFICATE**

We have verified the attached Cash Flow Statement of Namokar Trade (India) Ltd for the year ended 31st March, 2022. 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, M.K SURANA & CO.**  
 CHARTERED ACCOUNTANTS  
 FRN NO. 324127E



**CA KIRTI KUMAR SURANA**  
 PARTNER  
 Membership No.061605  
 Dated : 30/05/22  
 UDIN : 22061605AJWPSA 7805

For and on behalf of the Board,  
**NAMOKAR TRADE (INDIA) LTD.**

Director / Authorised Signatory

RATAN LAL BAID  
 Managing Director  
 DIN NO. : 07060481

Director / Authorised Signatory

RAJESH KR AGARWAL  
 Director  
 DIN NO. : 07060481

For, NAMOKAR TRADE (INDIA) LTD

Aruna Baid  
 ARUNA BAID, CFO

PAN : AKUPB6348L

Nidhi Bajaj  
 CS NIDHI BAJAJ  
 M. NO. 51059

## NAMOKAR TRADE (INDIA) LIMITED

### Notes forming parts of Financial Statements for the Year ended 31st March, 2022

#### **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, 2022, 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.

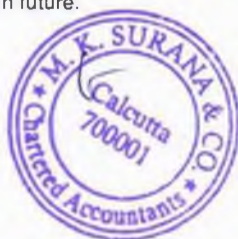
**I) Borrowing Costs**

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>31.03.2022</u>	<u>31.03.2021</u>
	<u>Rupees</u>	<u>Rupees</u>
	0.20	0.20
	<b>0</b>	<b>0</b>

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	<b>0</b>

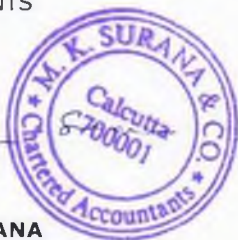
d) Pursuant to the Accounting Standards (AS 18) on "Related Party Disclosure" the company has not had any transaction during the year ended 31st March, 2022.

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, M.K SURANA & CO.**  
CHARTERED ACCOUNTANTS  
FRN NO. 324127E



**CA KIRTI KUMAR SURANA**  
PARTNER  
Membership No.061605  
Dated :

**NAMOKAR TRADE (INDIA) LTD.**

Director / Authorised Signatory

RATAN LAL BAID  
Managing Director  
DIN NO. : 07060481

**NAMOKAR TRADE (INDIA) LTD.**

Director / Authorised Signatory

RAJESH KR AGARWAL  
Director  
DIN NO. : 07060481

**For, NAMOKAR TRADE (INDIA) LTD**

ARUNA BAID, CFO  
ARUNA BAID, CFO  
PAN : AKUPB6348L

CS NIDHI BAJAJ  
M. NO. 51059



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March 2022**

**3A. Investments (at MV)**

(in lakhs)

	No. of Shares	As at 31st March 2022	No. of Shares	As at 31st March 2021	No. of Shares	As at 31st March 2020
<b>Trade investments</b>						
<b>Investment in un-quoted equity shares</b>						
INVECTA TECHNOLOGIES		-		-	100000	50.00
KOHINOOR PULP & PAPER PVT LTD	6250	10.00	6250	10.00	6,250	10.00
KONCEPT NIRMAAN	45000	33.26	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
		<b>55.74</b>		<b>55.74</b>		<b>105.74</b>

(in lakhs)

	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>3B. Investment in Partnership Firm</b>			
KIDZELLO FASHION	115.55	83.28	81.03
	<b>115.55</b>	<b>83.28</b>	<b>81.03</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
Notes to Financial Statements as at 31st March 2022

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

	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>A. Non Current</b>			
Loan to Employees			
Inter corporate Loans	887.54	873.42	839.37
<b>Total</b>	<b>887.54</b>	<b>873.42</b>	<b>839.37</b>
<b>B. Current</b>			
Loan to Employees			
Inter corporate Loans	7.27	112.01	83.56
<b>Total</b>	<b>7.27</b>	<b>112.01</b>	<b>83.56</b>

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

	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>A. Non Current</b>			
<b>Capital advances</b>			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances			
<b>(A)</b>	-	-	-
<b>Advances recoverable in cash or kind</b>			
Considered good - To Related Parties			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances			
<b>(B)</b>	-	-	-
Advance income-tax	1.00	0.50	1.00
MAT credit entitlement			
<b>(C)</b>	<b>1.00</b>	<b>0.50</b>	<b>1.00</b>
<b>Total</b>	<b>1.00</b>	<b>0.50</b>	<b>1.00</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March 2022**

6. Trade receivables (Unsecured)	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Outstanding for a period exceeding six months from the date they are due for payment			
Considered good	-	-	5.02
Doubtful	-	-	-
	-	-	5.02
Less: Provision for doubtful receivables			
(A)	-	-	5.02
Other trade receivables (considered good)	(B) 19.49		
<b>Total</b>	(A+B) <b>19.49</b>	-	<b>5.02</b>

7. Cash and Cash Equivalents	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>Balances with banks:</b>			
On current accounts	47.18	4.54	3.49
Fixed Deposits	-	-	-
Remittance in Transit	-	-	-
Cash on hand	13.70	4.65	5.58
	<b>60.87</b>	<b>9.19</b>	<b>9.07</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March 2022**

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

	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>A. Non Current</b>			
<b>Capital advances</b>			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances			
<b>(A)</b>	-	-	-
<b>Advances recoverable in cash or kind</b>			
Considered good - To Related Parties			
Considered good - To Others	0.29	0.15	
Doubtful - To Others			
Provision for doubtful advances	0.29	0.15	-
<b>(B)</b>	<b>0.29</b>	<b>0.15</b>	-
<b>Advance income-tax MAT credit entitlement</b>			
<b>(C)</b>	-	-	-
<b>Total</b>	<b>0.29</b>	<b>0.15</b>	-
<b>B. Current</b>			
<b>Capital advances</b>			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances			
<b>(A)</b>	-	-	-
<b>Advances recoverable in cash or kind</b>			
Considered good - To Related Parties			
Considered good - To Others			
Doubtful - To Others			
Provision for doubtful advances			
<b>(B)</b>	-	-	-
Prepaid expenses			0.37
Balances with statutory / Government authorities (GST Input)	1.06	0.42	-
TDS Recivable	4.12	3.40	3.52
<b>(C)</b>	<b>5.19</b>	<b>3.82</b>	<b>3.89</b>
<b>Total</b>	<b>5.48</b>	<b>3.97</b>	<b>3.89</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March 2022**

9. Share capital	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
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
	<u>240.85</u>	<u>240.85</u>	<u>240.85</u>

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

	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
At the beginning of the year	240.85	240.85	240.85
Issued during the period	-	-	-
At the end of the year	<u>240.85</u>	<u>240.85</u>	<u>240.85</u>

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

Name of the Shareholder	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
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 2022**

10. Other Equity	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>Capital Reserve</b> (as per the last financial statements)			
<b>Securities Premium Account</b> (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 /			
<b>Closing Balance</b>	<b>50.18</b>	<b>50.18</b>	<b>50.18</b>
<b>General Reserve</b> (as per the last financial statements)	708.23	708.23	708.23
Add: Transfer from Surplus	-	-	-
Add : Transfer from revaluation reserve			
<b>Closing Balance</b>	<b>708.23</b>	<b>708.23</b>	<b>708.23</b>
<b>Revaluation Reserve</b>			
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			
<b>Closing Balance</b>	<b>68.06</b>	<b>68.06</b>	<b>68.06</b>
<b>Surplus in the Statement of Profit and Loss</b>			
Balance as per the last financial statements	132.83	119.99	105.28
Profit/(Loss) for the year	20.89	12.84	14.71
Less: Proposed Dividend			
Less: Tax on Dividend			
Less: Transfer to General Reserve	-	-	-
Less: Adjustment with Depreciation			
<b>Net surplus in the statement of profit and loss</b>	<b>153.72</b>	<b>132.83</b>	<b>119.99</b>
<b>Other Comprehensive Income/(Expenses) (OCI), net of taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total reserves and surplus</b>	<b>912.13</b>	<b>891.24</b>	<b>878.40</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March 2022**

<b>11. Other financial Liabilities</b>	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>Non Current</b>			
Other payable	1.75	2.19	1.15
Payable towards fixed assets	-	-	-
Liability for Capital Expenditure	-	-	-
Others (Deferred Tax Liability)	-	-	-
	<b>1.75</b>	<b>2.19</b>	<b>1.15</b>

<b>12. Trade Payables</b>	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
Acceptances			
Trade Payables	1.16	-	3.73
	<b>1.16</b>	<b>-</b>	<b>3.73</b>

<b>13. Provisions</b>	(in lakhs)		
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2020
<b>A. Non Current</b>			
Provision for employee benefits*:			
Gratuity (Refer Note No. 33)			
Leave benefits			
	-	-	-
<b>B. Current</b>			
Provision for employee benefits*:			
Gratuity (Refer Note No. 33)			
For Proposed Dividend (Refer Note 3(b))			
For Tax on Dividend			
For Income Tax	6.30	4.41	5.23
	<b>6.30</b>	<b>4.41</b>	<b>5.23</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March 2022**

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

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

16. Employee benefits expense	(in lakhs)	
	As at 31st March, 2022	As at 31st March, 2021
Salaries, wages and bonus	19.37	17.58
	<b>19.37</b>	<b>17.58</b>





**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March, 2022**

17. Finance costs	(in lakhs)	
	As at 31st March, 2022	As at 31st March, 2021
Bank Interest	-	-
Bank Charges	0.02	0.02
Demat Charges	-	-
	<b>0.02</b>	<b>0.02</b>

18. Administrative & Other Expenses	(in lakhs)	
	As at 31st March, 2022	As at 31st March, 2021
Advertisement expenses	0.46	0.52
Books & periodicals	0.16	-
Conveyance Expenses	0.58	0.46
cdsl Charges	0.05	0.05
Depriciation	0.20	0.10
E-Voting expenses	0.05	0.05
Electricity Expenses	0.32	0.22
Filing Fee	0.13	0.03
General Expenses	0.98	0.74
GST late fees & Interest	0.01	0.01
NSDL Charges	0.19	0.09
Int. paid on payment of Listing Annual Fees	0.14	-
Listing Fees	1.62	-
Professional Fees	1.44	1.44
Profession Tax	0.03	0.03
Profession Tax - Late fees	-	0.01
Postage & Courier	0.27	0.07
Printing & Stationary	0.25	0.23
Registrar Expenses	0.18	0.16
Rent	1.20	1.20
Revocation charges	0.20	-
Round off	-0.00	0.00
Secretarial Expenses	0.20	0.25
Staff Welfare exp	0.50	0.05
Tea & Tiffin Expenses	0.41	0.39
Telephone Charges	0.27	0.25
<b>Auditor's Remuneration</b>		
As Statutory Audit Fees	0.20	0.20
As Secretarial Audit Fees	-	-
	<b>10.03</b>	<b>6.53</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
**Notes to Financial Statements as at 31st March, 2022**

**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, 2022	As at 31st March, 2021
	Rs.	Rs.
Net profit as per Profit and Loss Account available for Equity Share Holder	20.89	12.84
Weighted average number of Equity Shares for Basis Earning Per Share	24.09	24.09
<b>Basis / Diluted Earning Per Share (Weighted Average)</b>	<b>0.87</b>	<b>0.53</b>



**NAMOKAR TRADE (INDIA) LIMITED**  
Notes forming parts of Financial Statements for the Year ended 31st March, 2022

20 Adoption Ind AS reconciliations

a) Reconciliation of Balance Sheet

(in lakhs)

PARTICULARS	Note No	As at 31st March 2022			As at 31st March 2021		
		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
<b>ASSETS</b>							
<b>Non Current Assets</b>							
a Property, Plant and Equipment		0.72	-	0.72	0.58	-	0.58
b Financial Assets			-			-	
(i) Investments	3	171.29		171.29	139.01	-	139.01
(ii) Long Term Loans & Advances	4	894.80	-	894.80	985.43	-	985.43
(iii) Other Non Current Financial Assets			-			-	
d Deferred tax Assets (Net)		-	-	-		-	
e Other Non Current Assets	5	1.00	-	1.00	0.50	-	0.50
<b>Total Non Current Assets [ a to e ]</b>		<b>1,067.81</b>	<b>-</b>	<b>1,067.81</b>	<b>1,125.53</b>	<b>-</b>	<b>1,125.53</b>
<b>Current Assets</b>							
a Inventories		8.53	-	8.53	-	-	-
b Financial Assets			-			-	
(i) Trade Receivables	6	19.49	-	19.49	-	-	-
(ii) Cash & Cash Equivalents	7	60.87	-	60.87	9.19	-	9.19
(iii) Bank balances other than (ii) above		-	-	-	-	-	-
(iv) Short term loans & Advances		-	-	-	-	-	-
(v) Other Current Financial Assets		-	-	-	-	-	-
c Other Current Assets	8	5.48	-	5.48	3.97	-	3.97
<b>Total Current Assets [ a to c ]</b>		<b>94.38</b>	<b>-</b>	<b>94.38</b>	<b>13.16</b>	<b>-</b>	<b>13.16</b>
<b>TOTAL ASSETS [ (1) + (2) ]</b>		<b>1,162.19</b>	<b>-</b>	<b>1,162.19</b>	<b>1,138.69</b>	<b>-</b>	<b>1,138.69</b>
<b>EQUITY AND LIABILITIES</b>							
<b>Equity</b>							
a Equity Share Capital	9	240.85	-	240.85	240.85	-	240.85
b Other Equity	10	912.13	-	912.13	891.24	-	891.24
<b>Total Equity [ a to b ]</b>		<b>1,152.98</b>	<b>-</b>	<b>1,152.98</b>	<b>1,132.09</b>	<b>-</b>	<b>1,132.09</b>



<b>Liabilities</b>						
<b>Non-Current Liabilities</b>						
a	Financial Liabilities					
	(i) Long Term Borrowings	-	-	-	-	-
	(ii) Other Financial Liabilities	<b>11</b>	1.75	-	1.75	2.19
b	Provisions	-	-	-	-	-
<b>Total Non Current Liabilities [ a to d ]</b>			<b>1.75</b>	<b>-</b>	<b>1.75</b>	<b>2.19</b>
<b>Current Liabilities</b>						
a	Financial Liabilities					
	(i) Borrowings	-	-	-	-	-
	(ii) Trade Payables	<b>12</b>	1.16	-	1.16	-
	(iii) Other Financial Liabilities	-	-	-	-	-
b	Other Current Liabilities	-	-	-	-	-
c	Provisions	<b>13</b>	6.30	-	6.30	4.41
<b>Total Current Liabilities [ a to c ]</b>			<b>7.46</b>	<b>-</b>	<b>7.46</b>	<b>4.41</b>
<b>TOTAL EQUITY AND LIABILITIES [ 1 + 2 + 3 ]</b>			<b>1,162.19</b>	<b>-</b>	<b>1,162.19</b>	<b>1,138.69</b>

b) Reconciliation of Total Comprehensive Income

(in lakhs)

	Note No	As at 31st March 2022			
		Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS	
<b>INCOME</b>					
I	Revenue from operation	<b>14</b>	54.49	-	54.49
II	Other Income	<b>15</b>	54.26	-	54.26
III	<b>Total Revenue (I + II)</b>		<b>108.75</b>	<b>-</b>	<b>108.75</b>
<b>IV EXPENDITURE</b>					
	Manufacturing Expenses		-	-	-
	Purchase of Traded Goods		60.38	-	60.38
	Change in inventories of Finished Goods, Work in Process and Stock in Trade		(8.53)	-	(8.53)
	Employees Benefit expenses	<b>16</b>	19.37	-	19.37
	Finance Costs	<b>17</b>	0.02	-	0.02
	Depreciation		-	-	-
	Administrative & Other Expenses	<b>18</b>	10.03	-	10.03
	<b>Total Expenses (IV)</b>		<b>81.27</b>	<b>-</b>	<b>81.27</b>



- (V) Profit/(Loss) before Exceptional Item & tax (III - IV)
- (VI) Exceptional Item
- (VII) Profit/(Loss) Before Tax [ (V) - (VI) ]
- (VIII) Tax expenses :
  - a Current Tax
  - b Deferred Tax (Liability) / Assets
  - c MAT Credit Entitlement
  - d Taxes for earlier years
  - e Less: Excess Provisions For Earlier Years
- Total tax Expenses [ a to d ]**
- (IX) Profit / (Loss) for the Period [ (VII) - (VIII) ]
- (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) ]**

**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**

27.48		27.48
-		-
<b>27.48</b>		<b>27.48</b>
(6.30)		(6.30)
(0.29)		(0.29)
(6.59)		(6.59)
<b>20.89</b>		<b>20.89</b>
-	-	-
-	-	-
-	-	-
-	-	-
-	-	-
-	-	-
<b>20.89</b>	-	<b>20.89</b>

As at 31st March 2022	As at 1st April 2021
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-	-
-	-
-	-
-	-
-	-



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 2022		
Amount As Per Previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
(7.05)		(7.05)
(32.28)		(32.28)
91.01		91.01
51.69	-	51.69
9.19		9.19
<b>60.87</b>	<b>-</b>	<b>60.87</b>

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](http://www.namokartrade.com)

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st 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 Friday, the 30th day of September, 2022 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, 2022, together with the reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rajesh Kumar Agrawal, (DIN-07457511), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s Sultaniya Umesh & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company until the conclusion of the 46th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Sultaniya Umesh & Company, Chartered Accountants, (Firm Registration No.: 326973E) be and are hereby appointed as Statutory Auditor of the Company, in place of M/s. M K Surana & Co., Chartered Accountants (Firm Regn. No. - 324127E) retiring Auditors, to hold the office from the conclusion of the 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company."

### SPECIAL BUSINESS:

4. **To appoint Mrs. Priyanka Sancheti (DIN- 09610132) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee Mrs Priyanka Sancheti (DIN- 09610132) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from May 30, 2022 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from May 30, 2022 to May 29, 2027, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.



## 5. Re-appointment of Mr. Ratan Lal Baid (DIN: 07060481) as Managing Director

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Ratan Lal Baid as Managing Director of the Company for a period of 5 Years with effect from March 24, 2022 to March 23, 2027 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Ratan Lal Baid.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

### 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 **Tuesday, September 27, 2022 at 9.00 AM and ends on Thursday, September 29, 2022 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 23, 2022 (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 **Saturday, September 24, 2022 to Friday, September 30, 2022 (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 2021-22, the Notice of the 41th 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 2021-22 will also be available on the Company's website at [www.namokartrade.com](http://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 26, 2022, through email on [rattan.namokar@gmail.com](mailto:rattan.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 41th Annual General Meeting of the Company is enclosed herewith.

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

Date: May 30, 2022

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”)**

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**ITEM NO 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Mrs. Priyanka Sancheti (DIN- 09610132) has been appointed as an Additional Directors (Independent) of the Company w.e.f. May 30, 2022 by the Board of Directors of the Company.

Mrs. Priyanka Sancheti, aged 30 years, is a B.Com graduate. She is having only 5 years of expertise in Accounting and Administration. Mrs Priyanka Sancheti, who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mrs. Priyanka Sancheti’s association as an Independent Director would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Priyanka Sancheti (DIN-09610132) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mrs Priyanka Sancheti (DIN- 09610132) for the office of Independent Directors.

The Company has received from Mrs. Priyanka Sancheti (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (iv) Form MBP 1 pursuant to Section 184 (1) and rule 9(1) of The Companies (meeting of Board and its Powers) Rules 2014. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mrs. Priyanka Sancheti does not hold any equity shares in the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mrs. Priyanka Sancheti, is available for inspection, without any fee, by the members at request during business hours on all working days up to the date of the AGM.

Details of Mrs. Priyanka Sancheti 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. 4 for approval of the members.

The resolution seeking approval of members for the appointment of Mrs. Priyanka Sancheti (DIN-09610132) as an Independent Director of the Company is included in the Notice of AGM. She 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. 4 of the Notice.

**ITEM NO 5**

At the Annual General Meeting of the Company held in the year 2015, the Members of the Company had approved the appointment of Mr. Ratan Lal Baid (DIN 07060481), as a Managing Director of the Company for a period of 3 years w.e.f. March 25, 2015.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure, the members decided to re-appoint Mr. Ratan Lal Baid (DIN 07060481) as a Managing Director for a period of 5 years w.e.f. March 24, 2022 to March 23, 2027.

Mr. Ratan Lal Baid aged 62 years, is a B.Com graduate. He is looking after the administrative part of the Company.

The terms and condition of his re-appointment are as under:

Period:

For the period of 5 years w.e.f. March 24, 2022.

Remuneration:

Without any remuneration.

Mr. Ratan Lal Baid shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr Ratan Lal Baid under Section 190 of the Act. Details of Mr. Ratan Lal Baid are provided in the "Annexure" to the Notice.

Mr Ratan Lal Baid is interested in the resolution set out at Item No. 5 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except as a member of the Company, if any.

The Board recommends the special resolution set out at Item No. 5 of the Notice for approval by the members.

**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. Rajesh Kumar Agrawal	Mrs Priyanka Sancheti	Mr. Ratan Lal Baid
DIN	07457511	09610132	07060481
Date of Birth	03/01/1974	20/02/1992	12/09/1960
Age	48 Years	30 Years	62 Years
Date of Appointment	27/01/2018	30/05/2022	05/01/2015
Qualification	B.Com	B.Com	B.Com
Experience and Expertise	2 years of experience in the field of Administration.	5 years of experience of Accounts	20 years of experience in the field of Administration.
Number of Meetings of the Board attended during the financial year (2021-22)	5 out of 5 meetings	Nil	5 out of 5 meetings.
List of Directorship/ Membership /Chairmanship of Committees of other Board	<p><b>Directorship:</b> Public Company 1.Mashaal Ispat Limited 2.Mashaal Cable Communication Limited</p> <p><b>Private Companies</b> 1. Robinson Holdings Pvt. Ltd. 2. Axiom Goods Pvt. Ltd. 3. Unitimestar Suppliers Pvt. Ltd. 4. Ostrich Commodities Pvt. Ltd. 5. Sambhavi Commosales Pvt. Ltd. 6. Jevanjyoti Commosales Pvt. Ltd. 7. Blockdeal Buildcon Pvt. Ltd. 8. Jagsakti Dealer Pvt. Ltd. 9. Rajpad Retailers Pvt Ltd 10. Majority Infrastructure Pvt Ltd 11. Midnight Realestates Pvt Ltd 12. Pistil Vincom Pvt Ltd 13. Mangalkripa Merchandise Pvt Ltd</p>	Nil	<p><b>Directorship:</b> NIL <b>Membership / Chairmanship of Committees of Other Board:</b> NIL</p>
Membership / Chairmanship of Committees of Other Board:	NIL	NIL	Nil
Shareholding in the Company	NIL	NIL	Nil

<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	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	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn</b>	Being liable to retire by rotation and shall not be entitled to any remuneration.	NIL	Being liable to retire by rotation and shall not be entitled to any remuneration.
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	NA	NA	NA

## **EVOTING INSTRUCTIONS**

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

The remote e-voting period begins on Tuesday, September 27, 2022 at 9.00 AM and ends on Thursday, September 29, 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 23, 2022 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 24, 2022.

### **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:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDEAS</b> ' 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 " <b>Access to e-Voting</b> "

	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/mveasi/home/login">https://web.cdslindia.com/mveasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/mveasi/Registration/EasiRegistration">https://web.cdslindia.com/mveasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective</li> </ol>



	ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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

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

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

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

**B) Login Method for 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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](http://www.evoting.nsd.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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](mailto:csmdshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Subhashis Sengupta at [evoting@nsdl.co.in](mailto: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](mailto: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 [konarkcommercialimited@gmail.com](mailto:konarkcommercialimited@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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.
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 27, 2022 from 9.00 A.M. and ends on September 29, 2022 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 23, 2022** 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 23, 2022** 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 41th 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 41th 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 30, 2022

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

Sd/-  
Ratan Lal Baid  
Managing Director  
DIN: 0706048

# 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

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## ATTENDANCE SLIP

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

I hereby record my presence at the 41th Annual General Meeting of the Company being held on **Friday, September 30, 2022** at 11:00 AM at the Registered Office of the Company at Diamond Arcade, 5th Floor, FL-504, 68, Jessore Road, Kolkata - 700055.

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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 41st Annual General Meeting to be held on **Friday, September 30, 2022** 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
<b>Ordinary Business</b>				
1.	<b>Ordinary Resolution:</b> Approval of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Reports of the Board of Directors and Auditors thereon.			
2.	<b>Ordinary Resolution:</b> Re-appointment of Mr. Rajesh Kumar Agrawal, (DIN-07457511), who retires by rotation and, being eligible, offers himself for re-appointment.			
<b>Special Business</b>				
3.	To appoint Mrs. Priyanka Sancheti (DIN- 09610132) as an Independent Director of the Company			
4.	Re-appointment of Mr. Ratan Lal Baid (DIN: 07060481) as Managing Director for a period of 5 years from March 24, 2022 to March 23, 2027.			
Signed this _____ day of _____, 2022; Member's Folio./ DP ID/Client Id No. _____ Signature of Shareholder: _____; Signature of the Proxy: _____				<b>Affix Revenue Stamp</b>

### 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 41st Annual General Meeting of the Company is given below:  
Landmark: Codelogicx Technologies Private Limited

