



# NB FOOTWEAR LIMITED

CIN No: L19201TN1987PLC014902

Corporate Office : Old No.42, New No. 62, 53rd street, Ashok Nagar Chennai - 600083

E-mail : nbfootweartd@gmail.com | Web: www.nbfootwear.in

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August 14, 2023

To,

Corporate Relation Department  
BSE Limited,  
P. J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, New Trading Ring,  
Rotunda Building, Fort,  
MUMBAI – 400 001.

**REF: COMPANY CODE NO. 523242.**

**SUB: 35<sup>th</sup> Annual Report for the year ended March 31, 2023**

Dear Sir,

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy Annual Report of the Company for the financial year ended March 31, 2023.

The Annual Report is also available at the web-site of Company at [www.nbfootwear.in](http://www.nbfootwear.in).

Hope you will find the same in order.

Thanking you,  
Yours faithfully,  
For NB Footwear Limited

(Kannan A. Yadav)  
Managing Director  
(DIN: 00249225)

# NB FOOTWEAR LIMITED



**35<sup>TH</sup> ANNUAL REPORT**  
**2022 - 2023**

**NB FOOTWEAR LIMITED**

Annual Report 2022-23

**BOARD OF DIRECTORS:**

Mrs. Bina S. Shah	- Chairperson, Independent Director
Mr. Rajen K. Desai	- Non-executive Director
Mr. S. Krishnan	- Executive Director, CFO and Company Secretary
Mr. Neerav B. Merchant	- Independent Director
Mr. Kannan A. Yadav	- Managing Director
Mrs. Krishnaveni K. Yadav	- Non-executive Director

**STATUTORY AUDITORS**

M/s. K Gopal Rao & Co.  
Chartered Accountant  
Firm's Registration Number 000956S  
27, Moosa Street, T Nagar  
Chennai – 600017

**BANKERS**

Union Bank of India  
Broadway Branch, Chennai – 600108

**REGISTERED OFFICE**

No. 87/84A, Mosque Street,  
Seduvalai Village,  
VELLORE 632 104,  
Email :nbfootwearltd@gmail.com  
Website: www.nbfootwear.in

**CORPORATE OFFICE**

Old No 42, New No. 62, 53<sup>rd</sup> Street,  
Ashok Nagar, Chennai – 600083.

**REGISTRAR & SHARE  
TRANSFER AGENT**

Cameo Corporate Services Limited  
'Subramanian Building'  
No.1, Club House Road,  
Chennai 600 002

**CIN**

L19201TN1987PLC014902

**NOTICE**

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of **NB FOOTWEAR LIMITED** will be held on Saturday, September 09, 2023 through Video Conferencing / Other Audio-Visual Means at 11.00 am to transact the following businesses. The deemed venue for the meeting will be the Registered Office of the Company:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Rajen K. Desai, Director (DIN: 00382740), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Kannan A. Yadav, Director (DIN: 00249225), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board of Directors  
For **NB FOOTWEAR LIMITED**

PLACE: Mumbai  
DATE: July 22, 2023

(Kannan A. Yadav)  
Managing Director  
(DIN: 00249225)

**Notes:**

1. In view of the circular No. 10/2022 issued by Ministry of Corporate Affairs dated December 28, 2022 that is in continuation of Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2022 dated May 05, 2022, and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), physical attendance of the Members to the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM) up to September 30, 2023. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). Accordingly the 35<sup>th</sup> AGM of the Company is being held through VC/OAVM and Members can attend and participate in the 35<sup>th</sup> AGM through VC/OAVM.
2. Since no special business is proposed to be transacted at the ensuing AGM, the Statement pursuant to Section 102 (1) of the Act is not required to be provided.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are annexed herewith.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars dated 08 April 2020, 13 April 2020 and 05 May 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Pursuant to MCA Circular No. 14/2020 dated 08 April 2020 and Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly the attendance slip and proxy form are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.

7. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [amitavijay1994@gmail.com](mailto:amitavijay1994@gmail.com) with a copy marked to [nbfootwearltd@gmail.com](mailto:nbfootwearltd@gmail.com).
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.nbfootwear.in](http://www.nbfootwear.in). The Notice can also be accessed from the websites of the BSE Limited, the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM at [www.evotingindia.com](http://www.evotingindia.com)).
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form and also request received for transmission or transposition of securities are to be effected only in dematerialized mode. 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 Registrar and Transfer Agent, Cameo Corporate Services Limited for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Cameo Corporate Services Limited in case the shares are held by them in physical form.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Moreover, SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in continuation of Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 03, 2021 and other related circulars, has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. The folios wherein any one of the cited details is not available on or after October 01, 2023, shall be frozen by the RTA. Members who have not updated their KYC details and/or have not yet registered their nomination are requested to register the same by submitting Form ISR-1 and Form No. SH-13/Form ISR 3. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/ 2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR –4.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Cameo Corporate Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Wednesday, September 06, 2023 (9:00 a.m. IST) and ends on Friday, September 8, 2023 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on September 2, 2023, i.e. the cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Board of Directors has appointed Amita Saxena, Company Secretary in Practice (FCS 3964, CP 3438) as the Scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.
- (iii) The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- (iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL ANNUAL GENERAL MEETINGS OF COMPANY ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Company, 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.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

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

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [amitavijay1994@gmail.com](mailto:amitavijay1994@gmail.com) and to the Company at [nbfootwearltd@gmail.com](mailto:nbfootwearltd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH  
VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER :**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to share their views/have any query are requested to send the same to the Company at its email [nbfootwearltd@gmail.com](mailto:nbfootwearltd@gmail.com). The Chairperson would suitably address the same and give reply at the time of AGM.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-Voting and voting at AGM and make, within two working days after the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by her in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nbfootwear.in](http://www.nbfootwear.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By order of the Board of Directors  
For NB FOOTWEAR LIMITED

PLACE: Mumbai  
DATE: July 22, 2023

(Kannan A. Yadav)  
Managing Director  
(DIN: 00249225)

**Annexure A:**

Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) with respect to the Directors proposed to be appointed/ re-appointed:

Name of the Director	Mr. Rajen K. Desai	Mr. Kannan A. Yadav
DIN	00382740	00249225
Date of Birth, (Age)	September 29, 1949 (73 Years)	May 24, 1963 (60 Years)
Qualification	B. Com	B. Com
Expertise	Administration and Finance	Finance and Accounts
No. of Directorships held in other Public Companies (Excluding Private Companies)	One	One
Chairman of other Public Companies	NIL	One
Shareholding in the Company	114900	220000
Relationship with other Directors & KMP	NA	Spouse of Mrs. Krishnaveni K. Yadav, Director
Date of first appointment on Board	March 22, 1996	March 22, 1996
Terms and Conditions for reappointment	Appointment on account of retirement by rotation, No change in terms	Appointment on account of retirement by rotation, No change in terms
Remuneration	Not Applicable	Not to exceed the limit as prescribed in Section 197 of the Companies Act, 2013 read with Schedule V of the Act Presently not getting any remuneration.

For other details such as number of meetings of the board attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.

**DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to submit their **Thirty-Fifth Annual Report**, together with the Audited Financial Statements of your Company for the financial year ended March 31, 2023.

**Financial Results**

(Rs. in lakhs)

Particulars	Current year ended March 31, 2023	Previous year ended March 31, 2022
Income	0.00	0.00
Total Expenditure	23.16	13.10
Profit/ (Loss) before exceptional and extraordinary items	(23.16)	(13.10)
Exceptional and Extraordinary items	0.00	0.00
Tax Expenses	0.00	0.00
Net Profit/ (Loss) after Tax	(23.16)	(13.10)

**Review of Business Operations**

Due to various reasons your Company could not carry on any business activity during the year. The expenditure incurred towards administrative activities was carried to the balance sheet as losses.

**Dividend and Reserves**

In view of losses your directors have not recommended any dividend to the equity shareholders. Further no amount has been transferred to reserve as well.

**Change in the Nature of Business, if any**

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

**Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report**

No material changes and commitments affecting the financial position of the Company have occurred in the Company since the end of Financial Year 2022-23 till the date of this report.

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future**

No regulatory order has been passed during the year under review that may impact the going concern status and Company's operations in future.

**Subsidiaries, Associates and Joint Venture Companies**

Your Company is not having any subsidiary, associate or joint venture. Further during the financial year under review, no company has become or ceased to be subsidiary, joint venture or associate of the Company.

**Directors Responsibility Statement**

Pursuant to sub section 3 (c) of section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- (i) in the preparation of annual accounts, applicable Indian Accounting Standards have been followed and there are no material departures in adoption of these standards;
- (ii) the Directors had 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 at the end of the financial year and the Loss of the Company for the year;
- (iii) the Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) the Directors had prepared annual accounts on a going concern basis;
- (v) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Directors and Key Managerial Personnel**

There was no change in directors and key managerial personnel during the financial year ended March 31, 2023.

In terms of the provisions of Section 152(6) of the Act, Mr. Rajen K. Desai (DIN: 00382740), and Mr. Kannan A. Yadav (DIN: 00249225), Directors of the Company, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

**Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act read with the rules made there under, the following employees are the whole time key managerial personnel of the Company:

1. Mr. Kannan A. Yadav – Managing Director;
2. Mr. S Krishnan – Director, CFO and Company Secretary.

**Evaluation of Board, it's Committees and Individual Directors**

Your Company has devised a formal process for annual evaluation of performance of the Board, its Committees and Individual Directors ("Performance Evaluation"). It covers the areas relevant to the functioning as Independent Directors or other directors, member of Board or Committees of the Board.



The Board reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated. The Independent Directors in the said meeting also evaluated the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. Additionally, the Chairperson of the Board was also evaluated on key aspects of her role, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated as provided in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

#### **Criteria for determining qualifications, positive attributes and independence of a director**

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for key managerial personnel and other employees, forms part of the Corporate Governance Report annexed to this Annual Report.

#### **Declaration by Independent Directors**

Both the Independent Directors have furnished the declarations that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 25(8) of SEBI Listing Regulations and abide by Code for Independent Directors framed by the Company and as prescribed in Schedule IV to the Act. Further, they have confirmed that there has been no change in the circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact the ability of Independent Directors to discharge their duties with an objective independent judgment and without any external influence.

#### **Familiarisation programme for the independent directors**

Company is having in place a programme to familiarise the Independent Directors with the Company at the time of their appointment. It is designed to include compliances required from him/ her under the Act, SEBI Listing Regulations and other relevant regulations.

#### **Policies of the company**

The Company is determined in maintaining a good corporate governance practice and has a robust system for smooth and effective functioning of the Board. Various policies have been framed by the Board of Directors as required under the Act and SEBI Listing Regulations in order to follow a uniform system of procedures. These policies are periodically reviewed and updated by the Board of Directors of the Company from time to time. Following are some of the major policies adopted by the Company and placed at its website at [www.nbfootwear.in](http://www.nbfootwear.in):

1. Code of Conduct for Corporate Governance;
2. Code of Conduct for Prevention of Insider Trading;
3. Code of Practice and Procedure for fair disclosure of Un-published Price Sensitive Information;
4. Policy on determination of Material Criteria for Disclosure;
5. Policy on Related Party Transactions
6. Policy on Nomination and Remuneration;

7. Policy on Preservation of documents;
8. Whistle Blower Policy.

### **Internal Control Systems and their adequacy**

Your Company has a sound internal control system commensurate with its size and nature of business which provides a reasonable assurance in respect of financial and operational information, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

Based on the assessment carried out by the Audit Committee, the internal financial controls were adequate and effective and no material weakness or significant deficiencies in the design or operation of internal financial controls were observed during the financial year ended March 31, 2023.

### **Board and Committee Meetings held during the year**

The Board of Directors duly met 4 (FOUR) times during the financial year ended March 31, 2023. The dates on which the Board meetings were held are April 28, 2022, July 30, 2022, October 15, 2022 and February 03, 2023. Other details of the Board Meetings, regarding attendance of directors, are furnished in the Corporate Governance Report.

### **Board Committees**

Pursuant to the Act and SEBI Listing Regulations Board of Directors has constituted following Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee.

The details of the aforesaid Committees as at March 31, 2023 have been provided in the report on Corporate Governance.

### **Annual Return and Extract of Annual Return**

In compliance with section 92 (3) and 134(3)(a) of the Act, Annual Return of the Company for the year ended March 31, 2022 has been posted at the web-site of the Company at [www.nbfootwear.in](http://www.nbfootwear.in) and that of current year be posted after filing of the same with MCA on conclusion of AGM.

## **AUDITORS**

### **i) Statutory Auditors**

K Gopal Rao & Co., Chartered Accountants, (Firm Registration No. 000956S) were appointed as the statutory auditors of the Company for a period of Five financial years to hold office until the conclusion of Thirty-Eighth AGM of the Company, to be held in the year 2026.

The Auditors' Report for the financial year ended March 31, 2023 on the financial statements of the Company is a part of this Annual Report. The Auditors' Report does not contain any adverse remark, qualification or reservation.

**ii) Disclosure under Section 143(12) of the Act**

The Statutory Auditors of the Company have not reported any instances of fraud or irregularities under provisions of Section 143(12) of the Act and Rules made there under in the management of the Company during financial year under review.

**iii) Secretarial Auditor**

According to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Ms. Amita Saxena (FCS-3964, CP 3438) Company Secretary in Practice as the Secretarial Auditor of the Company for the year ended March 31, 2023. The Secretarial Audit Report submitted by her for the year ended March 31, 2023 attached with this report as Annexure I. The same Secretarial Audit Report shall be considered for the purpose of compliance with Regulation 24A of SEBI Listing Regulations. The Secretarial Audit Report does not contain any adverse remark, reservation or qualification.

**iv) Cost Record**

Pursuant to sub-section (1) of Section 148 of the Act, the Company is not required to maintain cost records.

**v) Internal Auditor**

The Board of Directors has appointed Ms. Shyamala Subramanian, B Com, who, in the opinion of the Board considering the present nature and size of the business of the company, is qualified to carry on the internal audit, as Internal Auditor of the Company.

**Particulars of Loans, Guarantees or Investments**

There was no guarantee given or security provided or loan given pursuant to Section 186 of the Act during financial year under review. Neither company has made any investment in securities of other bodies corporate.

**Related Party Transactions**

Company has not entered into any related party transaction during the year under review.

As required under the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions which has been put up on the Company's website [www.nbfootwear.in](http://www.nbfootwear.in)

**Corporate Social Responsibility**

Pursuant to Section 135 of the Act, provisions of Corporate Social Responsibility are not applicable to your Company as your Company has not earned net profit of Rs. 5 crore or more during previous financial year, neither it has the net worth of Rs. 500 crores or more, nor the turnover of the Company was of Rs. 1,000 crores or more for the previous financial year.

**Disclosure under the Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women employee working in the Company. The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees.

The Company is committed to provide an environment, which is free of discrimination, intimidation and abuse. However since Company does not have specified number of employee at any place of its business and hence, the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are not applicable to it. It has been notified that in case any employee faces any such incidence she may communicate the same to the Chairperson of Audit Committee for appropriate action.

During the financial year ended March 31, 2023 no complaint was received under the Act

**Risk Management**

Pursuant to Section 134 of the Act, the Company has a risk management policy in place for identification of key risks to the business objectives of the Company, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning.

A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

**Whistle blower policy/Vigil mechanism**

As required under Regulation 22 of the SEBI Listing Regulations, the Company has an effective Whistle Blower Policy in place to deal with the instances of fraud and mismanagement. The policy is available on the Company's website at [www.nbfootwear.in](http://www.nbfootwear.in)

The policy provides Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct /business ethics. The vigil mechanism provides for adequate safeguards against victimisation of the Director(s) and employee(s) who avail this mechanism. All Directors and employees have direct access to the Chairperson of the Audit Committee.

**Compliance of Secretarial Standards**

The Board of Directors hereby confirms that all the applicable Secretarial Standards have been duly complied with during the year under review.

**Particulars of Employees**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as Company is not paying any remuneration to its directors. Remuneration paid to employees are also not material.

**Disclosure required pursuant to Section 197 of the Act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- (i) The Company has no employee drawing remuneration equal to or exceeding Rs.1.02 Crore when employed throughout the financial year;
- (ii) The Company has no employee drawing remuneration equal to or exceeding Rs. 8.50 Lakh per month in case employed for part of the year;
- (iii) The Company has no employee drawing remuneration more than the Managing Director and holding himself or along with spouse and dependent children 2% or more shares in the capital of the Company.

Disclosure pursuant to Section 197(14) of the Act is not applicable to the Company.

**Deposits**

The Company has neither invited nor accepted any deposits which would be covered under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) during the year under review.

**Disclosure on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/Outgo u/s 134(3)(m) of the Act**

**A) Conservation of Energy**

- (i) The steps taken or impact on conservation of energy:  
The Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption wherever feasible.
- (ii) Steps taken by the Company for utilizing alternate source of energy:  
The management is continuously exploring feasible alternate sources of energy.
- (iii) The capital investment on energy conservation equipment:  
There is no capital investment on energy conservation equipment during the period under review.

**B) Technology Absorption**

- (i) The efforts made towards technology absorption and benefits derived:  
The Company evaluates technology developments on a continuous basis and keep the organisation updated. However, considering the business activities of the Company, the Company did not use any particular technology.
- (ii) The Company has not imported any technology during the year.
- (iii) The Company has not incurred any expenditure on Research and Development during the period under review.

**C) Foreign Exchange Earnings and Outgo**

There was no foreign exchange earnings and outgo during the year under review.

**Corporate Governance and Management Discussion and Analysis**

The Board has been committed to adopt, besides any obligations under applicable laws or regulations, relevant best practices for Corporate Governance. Further, the Company is regular in submitting compliance reports on Corporate Governance to BSE Limited, the Stock Exchange whereat its securities are listed and

has fully implemented all the requirements as prescribed under the SEBI Listing Regulations. The report on Corporate Governance as stipulated under SEBI Listing Regulations forms part of the Annual Report. The requisite certificate from K Gopal Rao & Co., Chartered Accountants, (Firm Registration No. 000956S) Statutory Auditors of the Company, confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

The aforesaid Certificate does not contain any adverse remark, reservation or qualification.

A detailed discussion on the overview of the industry and important changes in the industry during the last year; external environment and economic outlook; induction of strategic and financial partners during the year; business performance, information on the operational and financial performance among others, and future outlook as stipulated under the SEBI Listing Regulations and Section 134(3) is included in the Management Discussion and Analysis Report forming an integral part of the Annual Report.

### **Share Capital**

The paid up share capital of the Company as on March 31, 2023 was Rs. 1450.00 Lakhs comprising of 13,500,000 equity shares of Rs. 10/- each and 100000 redeemable Preference shares of Rs. 100/- each. The equity share capital of the Company is listed on BSE Limited.

There was no change in the capital structure of the Company during the year.

### **Other Disclosures**

1. Your Company is not required to obtain credit rating.
2. The Company does not have any scheme or provision of money for the purchase of or subscription to its own shares by the employees/ Directors or by trustees for the benefit of the employees/ Directors.
3. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

### **Acknowledgement**

Your Directors wish to place on record their appreciation of the support and co-operation received from the Government authorities and the Company's Bankers. Yours Directors' also commend the contribution made by the employees.

By order of the Board of Directors  
For NB FOOTWEAR LIMITED

PLACE: Mumbai  
DATE : July 22, 2023

(Kannan A. Yadav)  
Managing Director  
(DIN- 00249225)

(Rajen K. Desai)  
Director  
(DIN-00382740)

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**

Annexure I

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,  
The Members of  
NB FOOTWEAR LIMITED  
No. 87/84A, Mosque Street,  
Seduvalai Village,  
VELLORE 632 104,  
Tamil Nadu

I have conducted Secretarial Audit of compliance with the applicable statutory provisions and adherence to good corporate practices by NB FOOTWEAR LIMITED having CIN L19201TN1987PLC014902 (hereinafter called 'the Company') for the Financial Year ended March 31, 2023. 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 and papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of COVID -19 pandemic, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended March 31, 2023 generally complied with 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 and papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended March 31, 2023 according to the applicable 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 as there was no reportable event during the financial year under review;

- (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 as the Company has not issued any shares during the year under review;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines/regulations during the year under review;
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 -Not applicable during the year under review;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not applicable as the Company has not delisted / proposed to delist its equity shares during the year under review;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 -Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the year under review;
- (vi) Other laws applicable to the Company: The Company was in the business of tanners, processors, manufacturer and dealer in the hides of skins of all animal leather, leather goods and footwear of all kinds, however due to various economic reasons it has discontinued its business. During the year under audit it has not carried on any business activity and accordingly was not required to comply with any sector specific law and provisions.

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into with the BSE Limited,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above *except that delay of one day was noticed in the filing of Annual Secretarial Compliance Report for the year ended March 31, 2022 by the Company on May 31, 2022 instead on the due date of May 30, 2022.*



I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors including Women Director;
- Adequate notices were given to all Directors to schedule Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance before the meeting, 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;
- As per the minutes the decisions of the Board and Committees were taken unanimously.

I further report that based on review of compliance mechanism established by the Company and on the basis of representations made by the Management and relied upon by me, I am of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable Laws, Rules, Regulations and Guidelines.

I further report that during the audit period, in the Company, no event occurred that has bearing on the affairs of the Company in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

Place: Thane  
Date: July 22, 2023  
Peer Review Certificate No. 1046/2020  
ICSI UDIN : F003964E000660268

Amita Saxena  
FCS No: 3964 CP No: 3438

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

**'Annexure A'**

To,

The Members,  
NB Footwear Limited

My Secretarial Audit Report for the financial year ended March 31, 2023 of even date is to be read along with this letter.

**Management's Responsibility:**

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility:**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis
4. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
5. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer:**

6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
7. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Place: Thane  
Date: July 22, 2023  
Peer Review Certificate No. 1046/2020  
ICSI UDIN : F003964E000660268

Amita Saxena  
FCS No: 3964 CP No: 3438

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMIC AND INDUSTRY OVERVIEW

#### GLOBAL ECONOMY

The World Economic Situation and Prospects as of mid 2023 for a robust economic recovery remain dim amid stubborn inflation, rising interest rates and heightened uncertainties. The world economy is going through the risk of prolonged period of low growth as the lingering effects of the Covid -19 pandemic, the ever worsening impact of climate change and macroeconomic structural challenges remain unaddressed. According to the report as released in May 2023 the world economy is projected to grow by 2.3 per cent in 2023 that is +0.4 percentage point from the January forecast and 2.5 percent in 2024, a slight uptick in global growth forecast for 2023. But a somber picture still remains. Despite this uptick, the growth rate is still well below the average growth rate in the two decades before the pandemic of 3.1 per cent. For many developing countries, growth prospects have deteriorated amid tightening credit conditions and rising costs of external financing.

#### INDIAN ECONOMY

The World Bank in its latest **India Development Update**, the World Bank India's biannual flagship publication, has reported that the India's growth continues to be resilient despite some signs of moderation in growth. The Update notes that although significant challenges remain in the global environment, India was one of the fastest growing economies in the world. The overall growth remains robust and is estimated to be 6.9 percent for the full year with real GDP growing 7.7 percent year-on-year during the first three quarters of Financial Year 2022-23. There were some signs of moderation in the second half of Financial Year 2022- 23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7 percent in Financial Year 2022-23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

The World Bank has revised its Financial Year 2023-24 GDP forecast to 6.3 percent from 6.6 percent (December 2022). Growth is expected to be constrained by slower consumption growth and challenging external conditions.

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

The footwear sector is a very significant segment of the leather industry in India; rather it is the engine of growth for the entire Indian leather industry. India is the second largest global producer of footwear after China. Keeping in view its past performance, current trends in global trade, the industry's inherent strengths and growth prospects, the footwear industry aims to augment production, thereby enhancing its exports from the current level.

However due to various reasons your Company was unable to carry on any business activity during the current year. Management is looking out for various options to revive the Company.

**OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

Due to losses the capital of the Company has been eroded. The Company is looking for options to revive the Company.

**OPERATIONAL PERFORMANCE**

As the Company has no business activity for last so many years, it is incurring only essential expenses towards administration of the Company and payment of its legal obligations.

**FINANCIAL PERFORMANCE**

Since the Company did not have regular operations during the year ended March 31, 2023 and March 31, 2022, the operating ratios have not been computed.

**INTERNAL CONTROL SYSTEMS**

The Company has effectively and efficiently laid down policies, guidelines and procedures keeping in mind the nature, size and complexity of Company's business objectives. The Company maintains proper and adequate system of internal controls with well-defined policies, systems, process guidelines and operating procedures. The Company positively ensures strict adherence to various procedures, laws, rules and statutes. All transactions are recorded and reported in accordance with the applicable Accounting Standards and within the terms of accounting policies.

The Company has also ensured the periodical Internal Audit by an independent auditor.

The Audit Committee is responsible to ensure the monitoring of Internal Control System and oversees the various financial transactions on a regular basis and any deviations are promptly reported to the Senior Management to ensure normalcy is established at the earliest, though, no such deviations had been reported by the Audit Committee during the FY 2022-23.

**CAUTIONARY STATEMENT**

Statements made in the Management Discussion and Analysis describing the Company's projection, estimates and expectations may be interpreted as "forward looking statements" within the meaning of applicable securities, laws and regulations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent information or events.

**CORPORATE GOVERNANCE REPORT**

The detailed report on Corporate Governance as per the format prescribed by SEBI under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), is set out below:

**1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company believes that good corporate governance practice should be enshrined in all the activities of the Company which would ensure efficient conduct of the affairs of the Company and help the Company in achieving its goal of maximizing value for all its stakeholders.

The Company will continue to seek enhancement of shareholders' value within the framework of business ethics, regulatory compliance and contribution to society.

**2. BOARD OF DIRECTORS**

- i. The Board of Directors of your Company has an optimum combination of Independent and Non-Independent Directors, as well as Non-Executive and Executive Directors that come from diverse backgrounds and possesses range of expertise, talent, experience, knowledge and independence. SEBI Listing Regulations prescribes that where the Company is having a non-executive independent director as Chairman then at least one-third of the Board shall comprise of independent directors. The composition of the Board of directors of the Company as at March 31, 2023 was as follows:

Category	No of Directors
Non-Executive, Independent Directors	2
Non-Executive / Promoter Director	2
Executive Director (Managing Director and CEO)	1
Executive Director	1
<b>Total</b>	<b>6</b>

- ii. The composition of the Board of Directors is in conformity with the requirements of Regulation 17 of the SEBI Listing Regulations as well as the Act read with the rules framed thereunder. The Board is chaired by Non-Executive Independent Chairman. The Board periodically reviews its composition and size and evaluates the need for change, if required.
- iii. The Company requires skills/expertise/competencies in the areas of strategy, finance, accounting, economics, legal and regulatory matters, mergers and acquisitions, the environment, green technologies, sustainability to efficiently carry on the businesses of the Company. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. All directors on the board have skill and expertise required for conduct of business. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

- iv. None of the directors on the board hold directorships in more than Eight Listed Entities. The Executive Director is not serving as an Independent Director in any other Listed Entity. Further, none of them is a member of more than ten committees of Board or chairman of more than five committees across all the public companies in which he/she is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2023 have been made by the directors.
- v. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of the independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI Listing Regulations and Section 149 of the Act and have entered their details in the Independent Director Data Base. Based on the disclosures received from all Independent Directors and also in the opinion of the Board, the independent directors are independent of the Management.
- vi. Except Mrs. Krishnaveni K. Yadav and Mr.Kannan A. Yadav who are spouse of each other, none of the other directors are inter-se related with other director.
- vii. The names and categories of the directors on the board and the number of directorships and committee chairmanships/ memberships held by them in other public companies as on 31 March 2023 are given below. Other directorships do not include directorships of private limited companies. Chairmanships/ memberships of board committees includes only Audit Committee and Stakeholders Relationship Committee :

Sr. No.	Name of Director	Category of Directorship	Number of Other Director Ships *	Total Number of Membership(s) in Other Board Committees**	
				Chairman	Member
1	Mrs. Bina S. Shah – Chairperson (DIN: 00349612)	Independent, Non-Executive Director	1	2	2
2	Mr. Neerav B. Merchant (DIN: 00222393)	Independent, Non-Executive Director	1	NIL	2
3	Mr. Rajen K. Desai (DIN: 00382740)	Promoter, Non-Executive Director	1	NIL	NIL
4	Mrs. Krishnaveni K. Yadav (DIN: 00249260)	Promoter, Non-Executive Director	NIL	NIL	NIL
5	Mr. Kannan A. Yadav (DIN: 00249225)	Managing Director (CEO)	1	NIL	NIL
6	Mr. S. Krishnan (DIN: 00583985)	Executive Director	NIL	NIL	NIL

\*Excluding Directorship in NB Footwear Limited, Private Limited Companies and Foreign Companies.

\*\*Includes Chairmanships/memberships of Audit Committee and Stakeholders Relationship Committee only. However, it excludes Chairmanships/Memberships in the committees of NB Footwear Limited.

viii. Mrs. Bina S. Shah and Mr. Neerav B. Merchant are also associated with Transchem Limited, a listed entity, as independent directors.

ix. During the financial year ended March 31, 2023, Four meetings of the Board of Directors were held respectively on April 28, 2022, July 30, 2022, October 15, 2022 and February 03, 2023.

The Company adheres to the provisions of the Act read with the Rules issued thereunder, Secretarial Standards and SEBI Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees.

The necessary quorum was present for all the meetings.

The attendance of Directors at the Board Meetings and at previous AGM is as under:

Sr. No.	Director	No. of entitled to attend	No. of meetings attended	Attendance at previous AGM
1.	Mrs. Bina S. Shah	4	4	Yes
2.	Mr. Neerav B. Merchant	4	4	Yes
3.	Mr. Rajen K. Desai	4	4	No
4.	Mrs. Krishnaveni K. Yadav	4	2	No
5.	Mr. Kannan A. Yadav	4	4	No
6.	Mr. S. Krishnan	4	2	Yes

- x. During the year 2022-23, the information as mentioned in Regulation 17(7) read with Part A of Schedule II of SEBI Listing Regulations was regularly placed before the Board on quarterly basis for its consideration.
- xi. The terms and conditions of appointment of the independent directors are in conformity of the provisions of the Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.
- xii. Company provides formal letter of appointment to the Independent Director as provided in the Act and the SEBI Listing Regulations at the time of their appointment. The terms and conditions of the letter of appointment along with the detailed profile of the Independent Directors and familiarisation programme as being imparted to the independent director has been placed at the website of the Company at [www.nbfootwear.in](http://www.nbfootwear.in)
- xiii. Independent Directors have an independent standing in their respective field/profession, and who effectively contribute to the Company's business and policy decisions of the Company. Every Independent Director, at the first meeting of the Board in which he/ she participates as director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets with the criteria of independence as provided under the Act.
- xiv. A separate meeting of the independent directors was held on October 15, 2022 inter-alia to review the performance of non-independent directors and of the board as a whole.
- xv. The independent directors ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- xvi. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the management of the Company.

xvii. Details of equity shares of the Company held by the Directors as at March 31, 2023 are given below:

Sr. No.	Director	Category	No. of equity shares held
1.	Mrs. Bina S. Shah	Independent, Non-Executive	Nil
2.	Mr. Neerav B. Merchant	Independent, Non-Executive	Nil
3.	Mr. Rajen K. Desai	Promoter, Non-Executive	114,900
4.	Mrs. Krishnaveni K. Yadav	Promoter, Non-Executive	Nil
5.	Mr. Kannan A. Yadav	Managing Director (CEO)	220,000
6.	Mr. S. Krishnan	Executive Director	Nil

### 3. COMMITTEES OF THE BOARD

#### A. AUDIT COMMITTEE

The Audit Committee has been constituted in compliance of the SEBI Listing Regulations and the Act and consists of three Non-Executive Directors as its members, majority of them being Independent Directors. The head of Finance & Accounts and the representatives of the Statutory and Internal Auditors are permanent invitees to the Audit Committee. Mrs. Bina S. Shah, the Chairperson of the Committee, is a Non-Executive Independent Director having expertise in accounting and financial matters.

#### CONSTITUTION, MEETINGS AND ATTENDANCE OF AUDIT COMMITTEE:

During the financial year ended March 31, 2023, FOUR meetings of audit committee were held respectively on April 28, 2022, July 30, 2022, October 15, 2022 and February 03, 2023.

The constitution of audit committee and attendance of members at the Audit Committee

Sr. No.	Member of Audit	Category of Audit Committee Member	No. of Meetings entitled to attend	No. of Meetings attended
1.	Mrs. Bina S. Shah, Chairperson	Independent Director	4	4
2.	Mr. Neerav B. Merchant, Member	Independent Director	4	4
3.	Mr. Rajen K Desai, Member	Non-Executive Director	4	4

The Company Secretary of the Company acts as Secretary to the Committee.

The minutes of the Audit Committee Meetings are being noted by the Board of Directors at the subsequent Board Meetings.



The previous Annual General Meeting of the Company that was held on September 24, 2022 was attended by Mrs. Bina S. Shah, Chairperson of the Audit Committee to respond to the Shareholder's queries, if any, that were received by the Company.

**Audit Committee performs roles as specified in Part C of Schedule II read with Regulation 18(3) of SEBI Listing Regulations and it broadly includes:**

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information including Auditors' Report thereon to ensure that the financial statement is correct, sufficient and credible;
- (2) To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- (3) To approve payment to the statutory auditors for any other services rendered by the statutory auditors;
- (4) To review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - ❖ matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - ❖ changes, if any, in accounting policies and practices and reasons for the same;
  - ❖ major accounting entries involving estimates based on the exercise of judgment by management;
  - ❖ significant adjustments made in the financial statements arising out of audit findings;
  - ❖ compliance with listing and other legal requirements relating to financial statements;
  - ❖ disclosure of any related party transactions;
  - ❖ modified opinion(s) in the draft audit report;
- (5) To review with the management, the quarterly financial statements before submission to the board for approval;
- (6) To review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (8) To approve or any subsequent modification of transactions of the Company with related parties;
- (9) To scrutinize inter-corporate loans and investments;
- (10) To consider valuation of undertakings or assets of the Company, wherever it is necessary;
- (11) To evaluate internal financial controls and risk management systems;

- (12) To review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) To discuss with internal auditors any significant findings and follow up there on;
- (15) To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) To discuss with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) To approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) To carry out any other function as is mentioned in the terms of reference of the audit committee.
- (21) To Consider and comment on rational, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholder.

Audit Committee also reviews related party transactions and compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015

The Audit Committee mandatorily reviews the following information:

- ❖ Management discussion and analysis of financial condition and results of operations;
- ❖ Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- ❖ Management letters / letters of internal control weaknesses issued by the statutory auditors;
- ❖ Internal audit reports relating to internal control weaknesses; and
- ❖ Appointment, removal and terms of remuneration of the chief internal auditor.
- ❖ Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**B. NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee comprises of three Non-Executive Directors, majority of them being Independent Directors. Mr. Neerav B. Merchant, an independent director, not being chairman of the Board, is the chairman of the Committee. Other members of the Committee are Mrs. Bina S. Shah and Mr. Rajen K. Desai

The Nomination and Remuneration Committee of the Company is constituted in compliance with Regulation 19 of SEBI Listing Regulations read with Section 178 of the Act.

During the year one meeting of the Nomination and Remuneration Committee was held on July 30, 2022. The meeting was attended by all existing members of the Committee.

Mr. Neerav B. Merchant, Chairman of the Nomination and Remuneration Committee attended the previous Annual General Meeting ("AGM") of the Company. No query was raised by any shareholders at the time of previous AGM.

**The broad terms of reference of the Nomination and Remuneration Committee are as specified in Regulation 19(4) read with Part D of the Schedule II of SEBI Listing Regulations and it broadly includes:**

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) To evaluate the balance of skills, knowledge and experience of every independent director, proposed to be appointed on the Board and on the basis of such evaluation, to prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee is empowered to:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- (3) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (4) Devising a policy on diversity of Board of Directors;
- (5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (6) 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.
- (7) Recommends to the board, all remuneration, in whatever form, payable to senior management.

**REMUNERATION POLICY:**

The remuneration policy is directed towards rewarding performance based on review of achievements.

To review the performance of Board members a structured questionnaire covering various aspects such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared based on the Guidance note issued by SEBI vide circular no. CMD/CIR/P/2017/004 dated January 5, 2017. The performance of individual members is being evaluated based on the response received from the other board members.

The remuneration policy of the Company is placed on its website. It is aimed at attracting and retaining high caliber talent.

**REMUNERATION TO EXECUTIVE DIRECTORS AND/OR NON-EXECUTIVE DIRECTORS:**

Presently Company is neither paying any Remuneration to Executive Directors and/or Whole-Time Directors nor any sitting fee to non-executive directors.

Currently the Company also not have any stock option plan or performance linked incentives for its directors.

**C RISK MANAGEMENT COMMITTEE:** Pursuant to the SEBI Listing Regulations Company is not required to constitute Risk Management Committee. However, a Risk Management Policy has been defined within the Company's operating framework, which is available on the Company's website at [www.nbfootwear.in](http://www.nbfootwear.in)

**D STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee has been constituted in compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. Present Stakeholders Relationship Committee is having three members namely: Mrs. Bina S. Shah, an independent director as Chairperson, Mr. Rajen K. Desai, Non-executive Director and Mr. S Krishnan, Executive Director as its members. Mr. S. Krishnan who is also working as Company Secretary and Compliance Officer acts as Secretary to the Stakeholders Relationship Committee. The Company has appointed Cameo Corporate Services Limited as its Share Transfer Agent. The Stakeholders Relationship Committee holds meetings occasionally when requirement arises. The Compliance Officer of the Company has been authorized to approve the transfer/transmission/transposition of shares as submitted by the Registrar & Share Transfer Agent. Details of shares transfers/transmissions approved by the Compliance Officer are placed before the Board and the Stakeholders Relationship Committee on a regular basis.

The Company has appointed Cameo Corporate Services Limited, a SEBI Registered RTA as its Registrar and Transfer Agent.

During the year ended March 31, 2023 a meeting of Stakeholders Relationship Committee was held on February 16, 2023 that was attended by all members of the Committee.

Mrs. Bina S. Shah, Chairperson of the Committee was present at the previous Annual General Meeting held on September 24, 2022 through video conferencing to answer the queries of the Shareholders, as received.

During the year ended on March 31, 2023, the Company has not received any complaint from its shareholders. Also as at March 31, 2023 no Complaint was pending to be resolved.

**The broad terms of reference of the Stakeholders Relationship Committee are as specified in Regulation 20(4) read with Part D of the Schedule II of SEBI Listing Regulations and it broadly includes :**

- ❖ Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ❖ Review of measures taken for effective exercise of voting rights by shareholders.
- ❖ Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- ❖ Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- ❖ Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

The Company has obtained certificate from a Company Secretary in Practice confirming that the Company and its RTA issue certificates lodged for transfer, sub-division, consolidation etc. within a period of thirty days from the date of lodgment, and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(10) of the SEBI Listing Regulations for the year ended on March 31, 2023. Further, the Compliance Certificate under Regulation 7 of the SEBI Listing Regulations, confirming that all activities in relation to share transfer facility are maintained by Registrar and Share Transfer Agent has also been obtained by the Company.

#### 4. DISCLOSURES

##### i) Related Party Transactions

During the financial year 2022-23 the Company has not entered into any related party transactions as specified in Section 188 of the Act. Details of related party transactions as required under Ind-AS-24 'Related Party Disclosures' are reported in the explanatory notes to the financial statements.

Details of related party transactions, if any, are regularly placed before the Audit Committee and also before the Board for its approval. Wherever required prior approval of the Audit Committee is obtained and such transactions are placed before the Audit Committee and the Board of Directors.

The Company has formulated a policy on dealing with related party transactions and a policy on materiality of related party transactions and the same have been placed at the website of the Company at [www.nbfootwear.in](http://www.nbfootwear.in)

**ii) Disclosure of transactions with any person or entity belonging to promoter/ promoter group:**

During the year ended on March 31, 2023 the Company has not entered into any transaction with any person or entity belonging to promoter/promoter group.

**iii) Accounting treatment:**

The financial statements of the Company have been prepared to comply in all material aspects with the Accounting Standard notified under Section 133 of the Act as per the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), as amended from time to time, and other relevant provisions of the Act and rules framed there under. The financial statements have been prepared on accrual basis under the historical cost convention.

**iv) Proceeds from public issue, rights issue, preferential issues:**

During the financial year under review, the Company has not raised funds through public issue, right issue, preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations.

**v) CEO/ CFO certification**

The certificate required under Regulation 17(8) of SEBI Listing Regulations, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs duly signed by the CEO and CFO was submitted to the Board of Directors and the same is annexed to this Report as **Annexure-III**.

**vi) Compliances by the Company**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities, including provisions of regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, on all matters related to capital markets during the last three years except few delays in filing. The fines imposed by BSE on account of such delays were paid by the Company and no further action was initiated against the Company in those matters.

**vii) Disclosure of loan and advances in the nature of loan to firms/ companies in that directors are interested:**

The Company has not provided any loan and advances in the nature of loan to firms/ companies in those directors are interested.

**viii) Confirmation that none of the Directors is disqualified:**

Company has obtained a certificate from Ms. Amita Saxena (FCS-3964, CP 3438) Company Secretary in Practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as director of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

**ix) Disclosures with respect to demat suspense account/ unclaimed suspense account:**

During the year under review Company has none of its shares in the demat suspense account or unclaimed suspense account.

**x) Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, given below:**

<b>Payment to Statutory Auditors for the F.Y.: 2022-23</b>	<b>F.Y.: 2022-23(Rs)</b>
Statutory audit fees	40,000
For other services	30,000
<b>Total</b>	<b>70,000</b>

**xi) Code of Conduct for Directors and Senior Management**

The Board has prescribed Code of Conduct (“Code”) for all the Board Members and Senior Management of the Company. The policy of the Company on the Code of Conduct has been placed at its web-site at [www.nbfootwear.in](http://www.nbfootwear.in)

All Board Members and Senior Management personnel have confirmed compliance with the Code for the year 2022-23. A declaration as required under SEBI Listing Regulations to this effect has been included in CEO/CFO Certificate.

**5. GENERAL BODY MEETINGS:**

**(a) Location and time, where last three Annual General Meetings were held is given below:**

<b>Financial Year</b>	<b>Date</b>	<b>Location of Meeting</b>	<b>Time</b>
2019-2020	Called on September 30, 2020 Adjourned for want of quorum and adjourned AGM was held on October 07, 2020	Through Video Conferencing	9.30 a.m.
2020-2021	September 28, 2021	Through Video Conferencing	11.00 a.m.
2021-2022	September 24, 2022	Through Video Conferencing	11.00 a.m.

**(b) Details of special resolution passed in the previous three Annual General Meetings:**

No special resolution was proposed and passed at 32<sup>nd</sup> AGM held on September 30, 2020, 33<sup>rd</sup> AGM held on September 28, 2021 and 34<sup>th</sup> AGM held on September 24, 2022.

**(c) Resolution passed through Postal Ballot:**

- (i) No resolution was passed last year through Postal Ballot.
- (ii) No special resolution is proposed to be conducted through Postal Ballot.

**6. WHISTLE BLOWER POLICY**

The Board of Directors of the Company has adopted a Whistle Blower Policy and the same is available on Company's website at [www.nbfootwear.in](http://www.nbfootwear.in)

Other information as provided in regulation 16 to 27 and 46 of the SEBI Listing Regulations are also available on Company's website at [www.nbfootwear.in](http://www.nbfootwear.in)

**7. Status of compliance of non-mandatory requirements as per Part E of Schedule II of the SEBI Listing Regulations**

1. The Company has appointed an Independent Non-Executive Director as the Chairperson of the Board.
2. The Chairperson of the Company is Non-executive, however no expenses are being incurred towards maintenance of Chairperson's office.
3. The Statutory Auditors have expressed no qualification in their report and financial statements.
4. The Internal Auditor periodically reports to the Audit Committee and has direct access to the Audit Committee and presents her internal audit observations to the Audit Committee.

**8. MEANS OF COMMUNICATION**

The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the SEBI Listing Regulations read with relaxations provided by SEBI in view of Covid-19.

The un-audited and audited financial results as taken on record by the board on quarterly basis are forthwith communicated to BSE Limited as soon as they are approved and taken on record by the Board of Directors of the Company. Also, the Company used to comply with filing submissions through BSE Listing Centre. Further, the results are published in the newspapers namely the Financial Express (English) and Malaimalar (Tamil) and also being posted at the web-site of the Company at [www.nbfootwear.in](http://www.nbfootwear.in)

In compliance with Regulation 46 of the SEBI Listing Regulations, Company placed on its web-site information of shareholding pattern, Annual Report, Quarterly/ Half yearly/ Nine-months and Annual financial results.

Management Discussion and Analysis Report forms part of the Annual Report, which is being posted to the shareholders of the Company.



**9. SHAREHOLDERS' INFORMATION**

## 1. Information about Annual General Meeting:

AGM Day/Date	Time	Venue
Saturday, September 9, 2023	11.00 am	Shall be held through Video Conferencing/ Other Audio Visual Means

\*No resolution is proposed to be passed by way of postal ballot at ensuing AGM.

2. Financial Calendar: 01 April 2022 to 31 March 2023.
3. Book Closure: Not Applicable.
4. Dividend Payment Date: Not Applicable.
5. Listing on Stock Exchanges, with Stock Code:

The Equity Shares of the Company are listed on BSE Limited (BSE), PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001. Annual Listing fees for Financial Year 2022-23 as well as of 2023-24 have been paid to BSE Limited.

Stock Code. 523242.

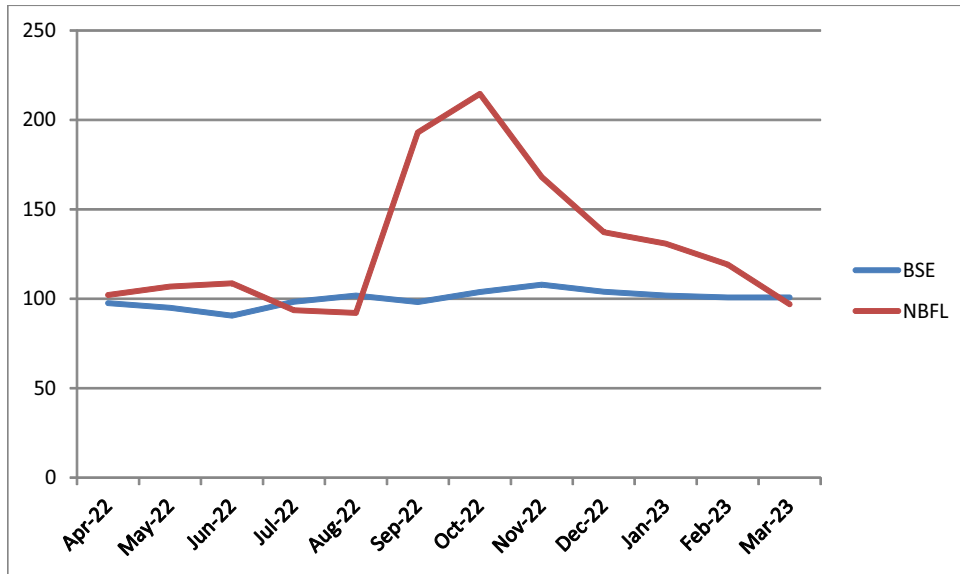
ISIN: INE006F01018

Securities of the Company have never been suspended from trading.

## 6. Market Price Data (High, Low during each month in the financial year under review):

Month	High (Rs)	Low (Rs)
April 2022	3.32	3.25
May 2022	3.65	3.47
June 2022	3.64	3.35
July 2022	3.53	3.04
August 2022	3.04	2.89
September 2022	6.39	3.00
October 2022	10.75	5.96
November 2022	6.97	4.31
December 2022	5.37	3.83
January 2023	5.34	3.90
February 2023	4.67	3.51
March 2023	4.08	2.72

**7. Performance in comparison to board-based indices i.e. BSE (SENSEX) :**



8. Company has not issued any debenture or accepted deposits so the rating from CRISIL or any other agency was not required to be obtained.
9. During the year Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
10. Registrar and Transfer Agent:  
  
Cameo Corporate Services Limited,  
'Subramanian Building'  
No.1, Club House Road,  
Chennai 600 002  
Contact Number – 044 28461173
11. Distribution Schedule & Shareholding pattern of Equity Shares as on March 31, 2023 is enclosed as Annexure-II.
12. Dematerialization of shares and liquidity: As on March 31, 2023, 84.29% of the shares capital of the Company has been dematerialized. All requisitions for dematerialization of shares are being accepted well within the time limit of 21 days. Shares of the Company are not being regularly traded at the BSE Limited, Mumbai.
13. Outstanding GDRs/ADRs etc.: Not Applicable.
14. Address of Company :  
NB FOOTWEAR LIMITED,  
87/84A, Mosque Street,  
Seduvalai Village,  
Vellore 632 104  
Email: [nbfootwearltd@gmail.com](mailto:nbfootwearltd@gmail.com)  
Web Site: [www.nbfootwear.in](http://www.nbfootwear.in)

**ANNEXURE -II****A. Distribution Schedule of Equity Shares as at March 31, 2023:**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Equity Shares held	% of Share holding
001 to 1000	1,651	84.15	463849	3.44
1001 to 2000	116	5.91	179608	1.33
2001 to 3000	45	2.29	118900	0.88
3001 to 4000	12	0.61	44200	0.33
4001 to 5000	21	1.07	101300	0.75
5001 to 10000	38	1.94	270500	2.00
10001 & above	79	4.03	12321643	91.27
<b>TOTAL</b>	<b>1,962</b>	<b>100.00</b>	<b>13500000</b>	<b>100.00</b>
Physical Mode	1,404	71.56	2121369	15.71
Electronic Mode	558	28.44	11378631	84.29

**B. Shareholding pattern as at March 31, 2023:**

Category	No. of Shareholders	Nos. of Shares held	Voting Strength
Promoters & Persons Acting in concert	9	9500100	70.37
Bodies Corporate (Domestic)/Trusts	68	495042	8.19
Banks/Mutual Funds/Financial Institutions (FIs)	0	0	0
Non-Resident Individuals (NRIs)/Foreign Corporate Bodies/ Overseas Corporate Bodies (OCBs)/ Foreign Banks	2	300	0
Resident Individuals	1858	3497658	21.35
In transit	9	6900	0.09
<b>TOTAL</b>	<b>1946</b>	<b>13500000</b>	<b>100</b>

**DECLARATION**

As per the Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

For NB Footwear Limited

Place: Mumbai  
Date: July 22, 2023

(Kannan A.Yadav)  
Managing Director

**ANNEXURE III****CEO and CFO Certification in respect of Financial Statements and Cash Flow Statement**

**(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2023**

**To,  
The Board of Directors  
NB Footwear Limited**

- A. We, Kannan AYadav, Managing Director and S. Krishnan – Chief Financial Officer of the Company, hereby certify that, we have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or in violation of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have not come across any deficiency in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit Committee that
- i. There has not been any significant change in internal control over financial reporting during the year;
  - ii. There has not been any significant change in accounting policies during the year;
  - iii. We are not aware of any instance of significant fraud and also not involvement of the management or any employee, therein, having a significant role in the Company's internal control system over financial reporting during the year.

For NB Footwear Limited

**Place:** Mumbai  
**Date:** July 22, 2023

(Kannan A Yadav)                      (S Krishnan)  
Managing Director                      Chief Financial Officer

**INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE  
REQUIREMENTS UNDER SEBI  
(Listing Obligations and Disclosure Requirements) REGULATIONS, 2015**

**TO THE MEMBERS OF N B Footwear Limited**

1. I have examined the compliance of conditions of Corporate Governance by N B Footwear Limited ("the Company"), for the year ended 31 March 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

**Management's Responsibility**

2. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

**Auditors' Responsibility**

3. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2023.
5. I have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

6. In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations.
7. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**Restriction on use**

8. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

*For K Gopal Rao & Co.*  
*Chartered Accountants*  
FRN No.000956S

Madan Gopal Narayanan  
Partner  
Membership No : 211784  
UDIN: 23211784BGVGPY2351

Place : Chennai  
Date : 22-7-2023

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NB FOOTWEAR LIMITED**

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

**Opinion**

We have audited the accompanying standalone financial statements of **NB Footwear Limited** (“the company”), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (herein referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March 2023, its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<p><b>Revenue recognition</b></p> <p>Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers.</p> <p>The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time.</p> <p>The company revenue from contracts mainly includes sales of software licenses, digital certificates and sales of related accessories for those software licenses.</p>	<p>Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantive testing of the transactions.</p> <ul style="list-style-type: none"> <li>a) We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards.</li> <li>b) Selected the samples of continuing contracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the company.</li> <li>c) Verified the basis of allocation of transaction price to the identified performance obligation if not specifically mentioned in the contract.</li> <li>d) Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the company in determining the satisfaction of performance obligation over the time or at a point in time.</li> <li>e) Verified the appropriate evidence considered for determining the satisfaction of performance obligation towards transfer of promised goods or services.</li> <li>f) Verified the judgements used by the company in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed.</li> </ul> <p>Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.</p>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the standalone Financial Statements and our auditor's report thereon.

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

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

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

**Responsibilities of Management and Those Charged with governance for the Standalone Financial Statements**

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

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



Influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place with reference to standalone financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including the Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of accounts.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to standalone financial statements.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

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

- i. The Company does not have pending litigations on its financial position in its standalone financial statements as at 31<sup>st</sup> March 2023.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the standalone financial statements. The Company do not have any derivative contracts.
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(a) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

- a) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have pending litigations on its financial position in its standalone financial statements as at 31<sup>st</sup> March 2023.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the standalone financial statements. The Company do not have any derivative contracts.
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(a) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

- a) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have pending litigations on its financial position in its standalone financial statements as at 31<sup>st</sup> March 2023.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the standalone financial statements. The Company do not have any derivative contracts.
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(a) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NV Footwear Limited of even date)

### **Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to standalone financial statements of **NB Footwear Limited** (“the Company”) as of 31<sup>st</sup> March 2023 in conjunction with our audit of the standalone 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 with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in Guidance Note issued by Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to standalone financial statements that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements 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 the Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether

adequate internal financial controls with reference to standalone financial statements were 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 standalone 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 systems with reference to standalone financial statements.

### **Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls were operating effectively as at 31<sup>st</sup> March 2023, based on the internal financial control with reference to standalone financial statements 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 K Gopal Rao & Co.,  
Chartered Accountants  
Firm Registration No. 000956S

Place: Chennai  
Date: 08/05/2023

Madan Gopal Narayanan  
Partner  
Membership No. 211784  
UDIN: 23211784BGVGPW4637



## Annexure B to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our audit report to the Members of NB Footwear Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - b) The Company has a program of physical verification to cover all the items of Property, Plant and Equipment and relevant details of right-of-use assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and business. Pursuant to the programme, the physical verification of property, plant and equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us, the records examined by us based on the examination of the deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), are in the name of the Company as at Balance sheet date. Refer Note 3a(v) of the standalone financial statements.
  - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) or intangible assets during the year.
  - e) According to the information and explanation given to us, no proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The company has carried out physical verification of inventory during the year, in our opinion, the frequency of verification, coverage, and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate were noticed on such physical verification of inventories.

- (b) According to the information and explanations given to us and on the basis of our examination of records of the company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from the banks on the basis of security of current assets. These loans have been repaid fully during the current financial year. In our opinion, the monthly returns or statements filed by the company with such banker are in agreement with books of account of the company.
- iii. a) During the year, the Company has not made investments, granted loans or advances in the nature of loans, to its subsidiary companies
- b) According to information and explanations provided to us, the investments made and the terms and conditions of all the above-mentioned loans, during the year are, prima facie, in our opinion, not prejudicial to the Company's interest.
- c) According to information and explanations provided to us, in respect of loans granted by the Company, in our opinion, the terms of repayment have been stipulated and the repayments or receipts have generally been regular.
- d) According to information and explanations given to us and on basis of our examination of the records of the company, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) According to information and explanations provided to us and on basis of our examination of the records of the company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loan given to the same party.
- f) According to the information and explanations given to us and on the basis of our examination of records of the company, the company has not granted loans and advances in the nature of loans repayable on demand or without specifying any period of repayment to the following related party, as defined in section 2(76) of the Companies Act, 2013.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. In respect of statutory dues:

- a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Duty of Customs, Cess and other statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other statutory dues in arrears as at 31<sup>st</sup> March 2023 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given and records provided to us, there are no statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute as at 31<sup>st</sup> March 2023.
- viii. According to the information and explanation given and records provided to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) According to the information and explanation and our verification, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanation given and records provided to us, the Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained. The term loans have been repaid fully during the current financial year.
- (d) According to the information and explanation given and records provided to us and the procedure performed by us, and on an overall examination of the standalone financial statements of the company, we report that the funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes of the company.
- (e) According to the information and explanation given and records provided to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and hence reporting under clause 3(ix)(f) of the Order is not applicable.
- x. (a) In our opinion and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year and up to the date of this report.

- xii. The Company is not a Nidhi Company. Hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of Companies Act, 2013, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. In our opinion the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. Hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xv. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvi. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
- xvii. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

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

- xvii. (a) The Company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII of the Companies Act, 2013 till the date of our audit report. However, the time period for such transfer (i.e) six months of the expiry of the financial year as permitted under the second proviso of sub-section (5) of the Section 135 of the Act, has not elapsed till the date of our audit report.

(b) In our opinion and according to the information and explanations given to us, there is no unspent amount falling under section 135(5) of the Companies Act, 2013 pursuant to any ongoing project. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For K Gopal Rao & Co.,  
Chartered Accountants  
Firm Registration No: 000956S

Place: Chennai  
Date: 08/05/2023

Madan Gopal Narayanan  
Partner  
Membership No: 211784  
UDIN: 23211784BGVGPW4637

**STATEMENT OF ASSETS AND LIABILITIES**

Rs. in Lakhs

	Particulars	Note No.	As at 31st March	
			2023	2022
<b>I.</b>	<b>ASSETS</b>			
	NON-CURRENT ASSETS			
	Property, Plant and Equipment		-	-
	Capital Work In Progress		-	-
	Goodwill		-	-
	Other Tangible assets		-	-
	Financial Assets		-	-
	Investments		-	-
	Loans		-	-
	Other Financial assets		-	-
	Deferred Tax Assets (net)		-	-
	Income Tax Assets (net)		-	-
	Other Non-Current assets		-	-
	<b>TOTAL NON CURRENT ASSETS</b>		-	-
	CURRENT ASSETS			
	Financial Assets			
	Investments			
	Trade receivables			
	Cash and Cash Equivalents	6	0.34	1.61
	Loans		-	-
	Other Financial Assets		-	-
	Other Current Assets		-	-
			0.34	1.61
	Assets held for sale		-	-
	<b>TOTAL CURRENT ASSETS</b>		0.34	1.61
	<b>TOTAL ASSETS</b>		<b>0.34</b>	<b>1.61</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>EQUITY</b>			
	Share Capital	2	1450.00	1450.00
	Other Equity	3	(1566.95)	(1543.79)
	<b>TOTAL EQUITY</b>			
	<b>LIABILITIES</b>			
	<b>NON-CURRENT LIABILITIES</b>			
	Financial Liabilities			
	Other Financial Liabilities			
	Deferred Tax Liabilities (Net)			
	Deferred Tax Liabilities (Net)			
	Other Non-Current Liabilities			
	<b>TOTAL NON-CURRENT LIABILITIES</b>		(116.95)	(93.79)
	<b>CURRENT LIABILITIES</b>			
	Financial Liabilities			
	Trade payables			
	Other Financial liabilities			
	Other Current Liabilities	4	115.36	93.33
	Provisions	5	1.94	2.07
	Income Tax liabilities (net)			
	<b>TOTAL CURRENT LIABILITIES</b>		117.30	95.40
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>0.34</b>	<b>1.61</b>

*The accompanying notes form an integral part of the standalone financial statements.*

As per report of even date attached

**For K. Gopal Rao & Co.**  
**Chartered Accountants**  
 FRN : 000956S

For & Behalf of the Board of Directors of  
**N B Footwear Limited**

**(CA Madan Gopal Narayanan)**  
**Partner**  
 M No. 211784

**(S.Krishnan)**  
**(ED, CFO & Company Secretary)**  
 DIN: 00583985

**(Kannan Yadav)**  
**(Managing Director & CEO)**  
 DIN: 00249225

**(Rajen K. Desai)**  
**(Director)**  
 DIN: 00382740

Place: Chennai  
 Date : 08.05.2023

Place: Mumbai  
 Date : 08.05.2023

## STATEMENT OF PROFIT AND LOSS

Rs. in Lakhs

Particulars	Note No.	For the year Ended	
		31st March 2023	31st March 2022
Revenue from operations		-	-
Other income, net		-	-
<b>TOTAL INCOME</b>		-	-
<b>EXPENSES</b>			
Employee benefits expense	7	2.43	1.67
Other Expenses	8	20.73	11.44
<b>TOTAL EXPENSES</b>		<b>23.16</b>	<b>13.11</b>
<b>Profit / (Loss) before Tax</b>		<b>(23.16)</b>	<b>(13.11)</b>
Tax Expense			
Current Tax		-	-
Deferred Tax		-	-
<b>PROFIT / (LOSS) FOR THE YEAR</b>		<b>(23.16)</b>	<b>(13.11)</b>
Other Comprehensive income		-	-
Items that will not be reclassified subsequently to profit or loss		-	-
Remeasurement of the net defined benefit liability / asset, net		-	-
Equity instruments through other comprehensive income, net		-	-
Items that will be reclassified subsequently to profit or loss		-	-
Fair value changes on derivatives designated as cash flow hedge, net		-	-
Fair value changes on investments, net		-	-
Total other comprehensive income / (loss), net of tax		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>(23.16)</b>	<b>(13.11)</b>
Earnings per equity share			
Equity shares of par value 10 each			
Basic Rs.		(0.17)	(0.10)
Diluted Rs.		(0.17)	(0.10)
Weighted average equity shares used in computing earnings per equity share			
Basic Rs.		(0.17)	(0.10)
Diluted Rs.		(0.17)	(0.10)

The accompanying notes form an integral part of the standalone financial statements.

As per report of even date attached

**For K. Gopal Rao & Co.**  
Chartered Accountants  
FRN : 000956S

For & Behalf of the Board of Directors of  
**N B Footwear Limited**

**(CA Madan Gopal Narayanan)**  
Partner  
M No. 211784

**(S.Krishnan)**  
(ED, CFO & Company Secretary)  
DIN: 00583985

**(Kannan Yadav)**  
(Managing Director & CEO)  
DIN: 00249225

**(Rajen K. Desai)**  
(Director)  
DIN: 00382740

Place: Chennai  
Date : 08.05.2023

Place: Mumbai  
Date : 08.05.2023

**STATEMENT OF CASH FLOW****Accounting policy**

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

**Amendment to Ind AS 7**

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements

Rs. in Lakhs

<b>A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>Year Ended 31st March 2023</b>	<b>Year Ended 31st March 2022</b>
	Profit / (Loss) before income Tax from Continuing Operations		
	Discontinued Operations	(23.16)	(13.11)
	Profit / (Loss) before Income Tax including Discontinued Operations		
	Adjustment for -		
	Depreciation and amortisation expense	(23.16)	(13.11)
	Impairment of Goodwill and other non-current assets		
	Adjustment for Interest Expenses		
	Provision for disputed claims		
	Extraordinary items/Adjustment for Govt Subsidy		
	Exchange gain/loss on restatement of forex		
	Operating profit / (Loss) before working capital changes	(23.16)	(13.11)
	Movements in working capital,		
	(Decrease) / Increase in trade Payables		
	(Increase) / Decrease in Receivables		
	(Increase) / Decrease in Other Current Assets		
	(Increase) / Decrease in Long term loans & Advances		
	(Increase) / Decrease in Short term loans & Advances		
	(Increase) / Decrease in Inventories		
	(Decrease) / Increase in current liabilities		
	(Decrease) / Increase in Long term Provisions	22.03	14.40
	(Decrease) / Increase in Short term Provisions	(0.14)	
	(Increase) / Decrease in other Non-Current Assets		
	Cash generated from operations	21.89	14.40
	Less:- Income tax paid	-	-
	Net cash from operating activities (A)	(1.27)	1.29



Rs. in Lakhs

		Year Ended 31st March 2023	Year Ended 31st March 2022
B)	CASH FLOW FROM INVESTMENT ACTIVITIES		
	Purchase of Fixed Assets including CWIP		
	Increase / (Decrease) in Non-current Investments		
	Increase / (Decrease) in Receivables		
	Investment (Increased)/Decreased		
	Increase in Advances		
	Increase / (decrease ) in Deposits		
	Increase in Statutory Receivables		
	Interest Received		
	Decrease / Increase in Misc Expenditure		
	Net cash from in Investing activities (B)	-	-
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from short term loans		
	Proceeds from /(repayments of) Short Term loans		
	Interest Paid		
	Increase/Decrease in Cash Credit		
	Net Cash from Financing Activities ( C )	0	0
	Net Increase / (decrease) in Cash & Cash Equivalents (A+B+C)	(1.27)	1.29
	Opening Cash and Cash Equivalent	1.61	0.32
	Closing Cash and Cash Equivalent ( Note 7 )	0.34	1.61

*The accompanying notes form an integral part of the standalone financial statements.*  
As per report of even date attached

**For K. Gopal Rao & Co.**  
**Chartered Accountants**  
FRN : 000956S

For & Behalf of the Board of Directors of  
**N B Footwear Limited**

**(CA Madan Gopal Narayanan)**  
**Partner**  
M No. 211784

**(S.Krishnan)**  
**(ED, CFO & Company Secretary)**  
DIN: 00583985

**(Kannan Yadav)**  
**(Managing Director & CEO)**  
DIN: 00249225

**(Rajen K. Desai)**  
**(Director)**  
DIN: 00382740

Place: Chennai  
Date : 08.05.2023

Place: Mumbai  
Date : 08.05.2023

**NOTES TO FINANCIAL STATEMENTS****Note 1 Corporate Information**

N B Footwear Limited is a Public Limited company incorporated in India and has its registered office at Vellore, Tamilnadu. As per our report of even date attached, the company is engaged in the business as tanners, processors, manufacturers, importers, exporters, agents, representatives, dealers and consultants in hides, skins of all animal leather, leather goods and footwear of all kinds.

**Note 1.1 Basis of Preparation**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards, with April 1, 2017 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**Note 1.2 Use of estimates and judgments**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 1.4. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**Note 1.3 Critical Accounting Estimates****a. Non Current Assets**

For the purposes of current/non-current classification of assets and liabilities the company has ascertained its normal operating cycle as twelve months. This is based on nature of service and the time between the acquiring of assets or inventories for processing and their realization in cash and cash equivalents.

**b. Cash and Cash Equivalents**

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments and deposits with the banks that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

**c. Earnings Per Share**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued on conversion of all dilutive potential equity shares are adjusted for the proceeds receivables had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

**Note 2 | Disclosure regarding Share Capital**

Note (i) Disclosure pursuant to Note no. 6(A)(a,b & c) of Part I of Schedule III to the Companies Act, 2013

Rs. in Lakhs

<u>Share Capital</u>	As at 31st March 2023	As at 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
Authorised		
1,90,00,000 No. of equity shares of Rs.10/- each (Previous Year 1,90,00,000 equity shares of Rs.10/- each)	1900.00	1900.00
1,00,000 Redeemable Preference Shares of Rs.100/-each (Previous Year 1,00,000 Redeemable Preference share of Rs.100/- each)	100.00	100.00
	<b>2000.00</b>	<b>2000.00</b>
Issued, Subscribed and paid -up		
13,50,000 Equity shares of Rs.10/- each	1350.000	1350.00
100,000 Cumulative Non Convertible Redeemable Preference Shares of Rs.10/- each	100.00	100.00
	<b>1450.00</b>	<b>1450.00</b>
<b>Total</b>	<b>1450.00</b>	<b>1450.00</b>

Note (ii) Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule III to the Companies Act, 2013

(Figures in Lakhs and Numbers)

<u>Particulars</u>	Equity Shares	
	Number	Rs. in Lakhs
Shares outstanding at the beginning of the year	13,500,000	1350.00
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	13,500,000	1350.00

Note (iii) Disclosure to Note no.6(A)(e) of Part I of Schedule III to the Companies Act, 2013.

The Company has one class of equity shares having a face value of 10 each and One class of Cumulative Non Convertible Preference Shares having face value of Rs.100 each. Each holder of equity share is entitled to one vote per share held and carry a right to dividend.

In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution all preferential amounts, in proportion to their share holding.

Note (iv) Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule III to the Companies Act, 2013

Rs. in Lakhs

Name of Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	Face Value	No. of Shares Held	Face Value
	Held	Rs. in Lakhs	Held	Rs. in Lakhs
<b>Par value of Equity Shares</b>				
CHEMELEON Commodities Private Limited	2,260,900	226.09	2,260,900	226.09
Grandeur Corporation Private Limited	6,274,900	627.49	6,274,900	627.49
Aditya Investments and Communication Limited	290,800	29.08	290,800	29.08
	<b>8,826,600</b>	<b>882.66</b>	<b>8,826,600</b>	<b>882.66</b>
<b>Par value of Preference Shares</b>				
CHEMELEON Commodities Private Limited	73,000	73.00	73,000	73.00
Aditya Investments and Communication Limited	17,000	17.00	17,000	17.00
Grandeur Corporation Private Limited	10,000	10.00	10,000	10.00
	<b>100,000</b>	<b>100.00</b>	<b>100,000</b>	<b>100.00</b>

**Note 3 Disclosure regarding Other Equity**

Note (i) Disclosure pursuant to Note no. 6(B) of Part I of Schedule III to the Companies Act, 2013

<u>Other Equity</u>	As at 31st March 2023	As at 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
a. Capital Reserves		
Opening Balance	20.00	20.00
(+) Current Year Transfer		-
(-) Written Back in Current Year		-
Closing Balance	20.00	20.00
b. Securities Premium Reserve		
Opening Balance	300.00	300.00
(+) Securities premium credited on Share issue		-
(-) Premium Utilised for various reasons		-
Premium on Redemption of Debentures		-
For Issuing Bonus Shares		-
Closing Balance	300.00	300.00
c. Retained Earnings		
Opening Balance	(1863.79)	(1850.68)
(+) Net Profit/(Net Loss) For the current year	(23.16)	(13.11)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(1886.95)	(1863.79)
<b>Total</b>	<b>(1566.95)</b>	<b>(1543.79)</b>

**Nature of Reserves**

- (a) Capital Reserve  
The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.
- (b) Securities Premium Reserve  
The amount received in excess of face value of the equity shares is recognised in securities premium reserve. The reserve is utilised in accordance with the provision of the Companies Act, 2013.
- (c) Retained Earnings  
Retained earnings comprise of the undistributed earnings after taxes.

**Note 4 | Disclosures regarding Other Current Liabilities**

Note (i) Disclosure pursuant to Note no. 6(G) of Part I of Schedule III to the Companies Act, 2013

<u>Other Current Liabilities</u>	As at 31st March 2023	As at 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
Other payables	115.36	93.33
<b>Total</b>	<b>115.36</b>	<b>93.33</b>

**Note 5 | Disclosures regarding Short Term Provisions**

Note (i) Disclosure pursuant to Note no. 6(H) of Part I of Schedule III to the Companies Act, 2013

<u>Short Term Provisions</u>	As at 31st March 2023	As at 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
Others	1.47	1.60
Audit Fee payable	0.47	0.47
<b>Total</b>	<b>1.94</b>	<b>2.07</b>

**Note 6 | Disclosures regarding Cash balance, Bank balance, Cash equivalents & other Bank deposits**

Note (i) Disclosure pursuant to Note no.Q (i), (ii), (iii), (iv) and (v) of Part I of Schedule III to the Companies Act, 2013

<u>Cash &amp; Cash Equivalents</u>	As at 31st March 2023	As at 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
Cash & Cash Equivalents		
Balances with banks	0.33	1.59
Cash on hand	0.01	0.02
<b>Total</b>	<b>0.34</b>	<b>1.61</b>

**Note 7 | Disclosure regarding additional information required pursuant to Note no. 5 of Part II**

Note (i) Disclosure pursuant to Note no. 5(i)(a) of Part II of Schedule III to the Companies Act, 2013

<u>Employees Benefit Expenses</u>	For the year ended 31st March 2023	For the year ended 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
(i) Salaries and Wages	2.19	1.59
(ii) Contribution to Provident & Other Fund	-	-
(iii) Staff Welfare Expenses	0.24	0.07
<b>Total</b>	<b>2.43</b>	<b>1.66</b>

**Note 8 Disclosures regarding Other expenses, not covered under any other disclosures**

Note (i) Disclosure pursuant to Part II of Schedule III to the Companies Act, 2013

<u>Other Expenses</u>	For the year ended 31st March 2023	For the year ended 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
Advertisement	2.65	1.35
AGM Expenses	0.47	0.65
Audit Fee	0.78	0.58
Postage, Telephone and Telex		0.41
Professional and Consultancy charges	1.77	1.65
Listing Fee and Listing Compliance Fees/ Charges	3.56	3.54
Rent, Rates and Taxes	2.30	0.48
Office General Expenses	6.25	0.53
Travelling and Conveyance	0.43	0.10
Bank Charges	0.01	0.01
Depository Services	0.52	0.12
Issuers Fees	0.53	1.06
Printing & Stationery	0.53	0.25
Service Charges	0.15	-
Website Development Charges	0.78	0.71
<b>Total</b>	<b>20.73</b>	<b>11.44</b>

**ADDITIONAL DISCLOSURES TO FINANCIAL STATEMENTS**

**1 Disclosure pursuant to Note no. 5(i)(c) of Part II of Schedule III to the Companies Act, 2013**

Item of Income and Expenditure which exceeds 1% of revenue from operations or Rs.1,00,000 whichever is higher	For the year ended 31st March 2023	For the year ended 31st March 2022
	Rs. in Lakhs	Rs. in Lakhs
Listing Fee and Listing Compliance Fees/ Charges	3.56	3.54
Salaries and Wages	2.19	1.59
Advertisement	2.65	1.35
Rent, Rates and Taxes	2.30	0.48
Office General Expenses	6.25	0.53
Professional and consultancy charges	1.77	1.65

**2 Key Management Personnel**

(i) The list of related parties as identified by the Management are as under :  
Enterprises owned by/over which Key Management Personnel (KMP) is able to exercise significant influence:-

- a. Chameleon Commodities Private Limited
- b. Grandeur Corporation Private Limited
- c. Aditya Investments and Communication Limited

(ii) There were no transactions with the related parties.

As per report of even date attached  
**For K. Gopal Rao & Co.**  
Chartered Accountants  
FRN : 000956S

**(CA Madan Gopal Narayanan)**  
Partner  
M No. 211784

**(S.Krishnan)**  
(ED, CFO & Company Secretary)  
DIN: 00583985

For & Behalf of the Board of Directors of  
**N B Footwear Limited**

**(Kannan Yadav)**  
(Managing Director & CEO)  
DIN: 00249225

**(Rajen K. Desai)**  
(Director)  
DIN: 00382740

Place: Chennai  
Date : 08.05.2023

Place: Mumbai  
Date : 08.05.2023

**Notes to financial statements (continued)**

**14 Financial instruments**

**A Accounting classification and fair values**

The carrying value and fair value of financial instruments, including their levels in the fair value hierarchy as at 31st March 2022 were as follows: Rs. in Lakhs

Particulars	Other financial assets amortised cost	Financial assets/ liabilities at fair value through profit or loss		Fair value through OCI	Other financial liabilities	Total carrying value	Fair value			
		Designated upon initial recognition	Mandatory				Level 1	Level 2	Level 3	Total
<b>Financial asset not measured at fair value*</b>										
Cash and cash equivalents	1.61	-	-	-	-	1.61	-	-	-	-
Bank balances other than above	-	-	-	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1.61</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.61</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities not measured at fair value*</b>										
Other financial liabilities	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* The Company has not disclosed the fair values for financial instruments such as cash and cash equivalents, trade receivables, trade payables etc., because their carrying amounts are a reasonable approximation of fair value.

The carrying value and fair value of financial instruments, including their levels in the fair value hierarchy as at 31st March 2023 were as follows: Rs. in Lakhs

Particulars	Other financial assets amortised cost	Financial assets/ liabilities at fair value through profit or loss		Fair value through OCI	Other financial liabilities	Total carrying value	Fair value			
		Designated upon initial recognition	Mandatory				Level 1	Level 2	Level 3	Total
<b>Financial asset not measured at fair value*</b>										
Cash and cash equivalents	0.34	-	-	-	-	0.34	-	-	-	-
Bank balances other than above	-	-	-	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>0.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* The Company has not disclosed the fair values for financial instruments such as cash and cash equivalents, trade receivables, trade payables etc., because their carrying amounts are a reasonable approximation of fair value.

**Measurement of fair values**

The following methods and assumptions were used to estimate the fair value:

- The fair value of the units of mutual fund schemes are based on quoted value at the reporting date.
- The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies.
- The fair values of derivatives are estimated by using pricing models, wherein the inputs to those models are based on readily observable market parameters. The valuation models used by the Company reflect the contractual terms of the derivatives (including the period to maturity), and market-based parameters such as interest rates, foreign exchange rates, volatility etc. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The discount rates used is based on management estimates.



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