

DHYAANI INC

Date: 08-09-2025

The Manager

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

SUB: NOTICE OF THE 11TH ANNUAL GENERAL MEETING ("AGM") ALONG WITH ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25

REF.: DHYAANI TRADEVENTURES LTD (BSE SCRIP CODE – 543516/DHYAANITR)

Dear Sir/Ma'am,

This is to inform that the 11th Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 30, 2025 at 14:00 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2024-25, which is being sent only through electronic mode to the Shareholders.

The Annual Report containing the AGM Notice is also uploaded on the Company's website:

https://www.dhyaaniinc.com/Home/main_financials

Further, the Company has fixed Tuesday, September 23, 2025 as the cut-off date for ascertaining the names of the shareholders holding shares in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

Request you to please take the same on your record.

FOR, DHYAANI TRADEVENTURES LIMITED

(Formerly Known as "DHYAANI TILE AND MARBLEZ LIMITED")

CHINTAN NAYAN BHAI RAJYAGURU

MANAGING DIRECTOR

DIN: 08091654

DHYAANI TRADEVENTURES LIMITED

Block-D, 101, Prahladnagar Trade Center, B/H Titanium City Center, Radio Mirchi Road, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015

CIN: U51900GJ2014PTC081004 | cs@dhyaaniinc.com | dhyaaniinc.com | Telephone no.: 079-45880227

DHYAANI TRADEVENTTURES LIMITED

ANNUAL REPORT FY 2024-25



99243 83115



cs@dhyaniinc.com
www.dhyaniinc.com



Block-D, 101, Prahladnagar Trade Center,
B/H Titanium City Center, Radio Mirchi
Road, Jodhpur Char Rasta, Ahmedabad,
Gujarat, India, 380015



CORPORATE INFORMATION

DHYAANI TRADEVENTTURES LIMITED

(Formerly known as Dhyamani Tile and Marblez Limited)

CIN: U51900GJ2014PLC081004

BOARD OF DIRECTORS		
SN	Name	Designation
1	CHINTAN NAYAN BHAI RAJYAGURU	Managing Director
2	ASHISH AGARWAL	Independent Director
3	AMIT KAPARIYA	Additional Director
4	KEVAL DIPAKKUMAR DAVE	Independent Director
5	KM KHUSHI	Additional Director

KEY MANAGERIAL POSITION		
SN	Name	Designation
1	ALPABEN BHANUBHAI THUMMAR	Chief Financial Officer
2	KHUSHBU BHARAKATYA	Company Secretary

REGISTERED OFFICE:

Block-d, 101, Prahladnagar Trade Center, B/h Titanium City Center,
Radio Mirchi road, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015

REGISTRAR & TRANSFER AGENT

KFIN TECHNOLOGIES LIMITED

Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad – 500 032,
Telangana Tel: +91 40 6716 2222 Fax: +91 40 2343 1551
Website: www.kfintech.com

STATUTORY AUDITOR

M/S. S D P M & CO.,
1016-1018, Anand Mangal-III, Opp. Core House,
Apollo City Centre Lane, Nr. Parimal Cross Road Ambawadi,
Ahmedabad – 380015
Email: info@sdco.co.in ca.sdco@gmail.com

SECRETARIAL AUDITORS

M/S. MUKESH J. & ASSOCIATES,
Practicing Company Secretaries
503, Suyojan Complex, Swastik Cross Road, Navrangpura,
Ahmedabad, Gujarat-380009
Email: mjassociates.pcs@gmail.com
Firm Registration No.: S2021GJ796900

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DHYAANI

TRADEVENTURES LIMITED

(Formerly known as Dhyaani Tile And Marblez Limited)

CIN: U51900GJ2014PLC081004

Regd. Office: BLOCK-D, 101, PRAHLADNAGAR TRADE CENTER, B/H TITANIUM CITY CENTER,
RADIO MIRCHI ROAD, JODHPUR CHAR RASTA, AHMEDABAD, GUJARAT, India, 380015
Tel: +91 99243 83115 Email: cs@dhyaaniinc.com Website: www.dhyaaniinc.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DHYAANI TRADEVENTURES LIMITED (FORMERLY DHYAANI TILE AND MARBLEZ LIMITED) WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025, AT 14:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2025, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2025 together with the Report of the Board of Directors and Auditors' thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. Chintan Nayan Bhai Rajyaguru (DIN: 08091654) who retires by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Chintan Nayan Bhai Rajyaguru (DIN: 08091654), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as the Director of the company, liable to retire by rotation.

"RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary of the company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS**3. REGULARISATION OF APPOINTMENT OF MR. AMIT KAPARIYA (11054494) AS THE EXECUTIVE DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force), Mr. Amit Kapariya (DIN: 11054494), who was appointed as an Additional Director of the Company with effect from 15th April, 2025 by board of directors and who holds office only up to the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as an Executive Director of the Company on the terms and conditions and remuneration as agreed and with liberty to the Board of Directors to alter and vary such terms and conditions of the said appointment and/or remuneration as it may deem fit;

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body.”

4. REGULARISATION OF APPOINTMENT OF MS. KM KHUSHI (11255164) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force), Ms. KM Khushi (DIN: 11255164), who was appointed as an Additional Director of the Company with effect from 23rd August, 2025 by board of directors and who holds office only up to the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as Non-Executive Director of the Company on the terms and conditions and remuneration as agreed and with liberty to the Board of Directors to alter and vary such terms and conditions of the said appointment and/or remuneration as it may deem fit;

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body.”

5. APPROVAL FOR RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (“Rules”) and pursuant to the regulation 23(4) and another regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof, pursuant to the recommendation of Audit Committee and Board of Member of the Company and the Company’s policy on Related Party transaction(s), approval of the Shareholders be and is hereby accorded for entering into or continuing to enter into to contract(s)/ arrangement(s)/ transaction(s)/ agreement(s) in the ordinary course of business and on arm’s length basis with Gandhinagar Leasing and Finance Limited, a ‘Related Party’ of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company’s business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances (“Related Party Transactions”), on an ongoing basis, whether individually and/or in the aggregate shall not exceed INR 25 Crores (Rupees Twenty five Crores Only) during the financial year 2025-26, on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time;

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all aspects.”

**For and on behalf of the Board of Directors of
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)**

**Sd/-
Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654**

**Place: Ahmedabad
Date: 05/09/2025**

NOTES FOR MEMBERS' ATTENTION:

I. GENERAL INFORMATION:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 and 09/2024 dated 19th September, 2024 and after due examination, it has also been decided to allow companies to conduct their AGMs through Video Conferencing (VC) or Other Audio Visual Means (OVAM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to 30th September, 2025. All other requirements provided in the said Circulars shall remain unchanged. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.

2. Corporate Members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
3. In compliance with the "MCA Circulars" and SEBI Circular dated May 13, 2022 read with SEBI circular dated January 5, 2024, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.dhyaaniinc.com and website of stock exchange i.e. BSE Limited at www.bseindia.com and also available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.
4. 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 for 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.
5. 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 Companies Act, 2013.
6. In case of joint holders attending the AGM, 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.
7. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting (issued by the Institute of company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its Members through remote e-voting platform provided by the

NSDL to cast their votes.

8. The Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@dhyaaniinc.com on or before September 23rd, 2025 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

II. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

- I. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 23rd September, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cutoff date, shall treat this Notice as intimation only.
- II. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, 23rd September, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- III. The remote e-voting will commence on Saturday, September 27, 2025 at 09:00 a.m. and ends on Monday, 29th September, 2025 at 05:00 p.m. During this period, the members of the Company holding shares as on the Cut-off date i.e. Tuesday, 23rd September, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- IV. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- V. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, 23rd September, 2025.
- VI. The Company has appointed M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	I. 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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. III. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

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

**For and on behalf of the Board of Directors of
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyani Tile and Marblez Limited)**

**Sd/-
Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654**

**Place: Ahmedabad
Date: 05/09/2025**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under section 102 of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the businesses mentioned:

ITEM NO. 3: REGULARISATION OF APPOINTMENT OF MR. AMIT KAPARIYA (11054494) AS THE EXECUTIVE DIRECTOR OF THE COMPANY

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Amit Kapariya (11054494) as an Additional Director (Professional & Executive) of the Company with effect from 15/04/2025. In the opinion of the Board, Mr. Amit Kapariya fulfils the conditions specified in the Act and Rules made thereunder for his appointment as Director of the Company.

Further, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Amit Kapariya as a Director.

In View of the above, your Directors recommend the proposed resolution with or without modification as an Ordinary Resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mr. Amit Kapariya (11054494), is in any way concerned or interested, financially or otherwise in this proposed resolution.

ITEM NO. 4: REGULARISATION OF APPOINTMENT OF MS. KM KHUSHI (11255164) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company had appointed Ms. KM Khushi (11255164) as an Additional Director (Professional & Non-Executive) of the Company with effect from 23/08/2025. In the opinion of the Board, Ms. KM Khushi fulfils the conditions specified in the Act and Rules made thereunder for her appointment as Director of the Company.

Further, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. KM Khushi as a Director.

In View of the above, your Directors recommend the proposed resolution with or without modification as an Ordinary Resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Ms. KM Khushi (11255164), is in any way concerned or interested, financially or otherwise in this proposed resolution.

ITEM NO.5: APPROVAL FOR RELATED PARTY TRANSACTIONS:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the

Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held from time to time and the transactions are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the particulars of transactions to be entered into by the Company with related parties are as under:

SR. No	Particulars	Details Item No. 5
1	Name of the related party	GANDHINAGAR LEASING AND FINANCE LIMITED (GLFL)
2	Its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	GLFL is a related party of DTL pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
3	Type and particulars of proposed transactions	(i) Sale or supply, of, any goods, materials, or articles; (ii) Purchase of, any goods, materials, or articles (iii) Leasing of property of any kind; (iv) Availing or rendering of any services; (v) Rendering of any services; (vi) Providing and/or receiving of loans, guarantees, or securities; (vii) Making investments; (viii) Any transfer or sharing of resources, intellectual property, services, or obligations; (ix) Other transactions of similar nature
4	Material Terms of the proposed transactions	Transactions in the ordinary course of business with terms and conditions that are generally

		prevalent in the industry segments that the Company operates in.
5	Tenure of the proposed transactions	1 st April, 2025 to 31 st March, 2026
6	Value of the proposed transaction not exceeding Rs. For FY 2025-26	INR 25 crores
7	Percentage of Turnover	Not Applicable
8	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.
9	Name of the Director or KMP who is related, if any, and the nature of their relationship	Mr. Chintan Nayan Bhai Rajyaguru
10	Following additional disclosures to be made If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i	details of the source of funds in connection with the proposed transaction;	Internal Accruals
ii	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not applicable
iii	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The subscription to securities on private or preferential placement basis would be as per the prescribed SEBI norms and the rates are market determined and/or valuation report. Further, the interest rates for investment by way of Term Loans and Inter-corporate Deposits will be in compliance with Section 186 of the Act.
iv	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT/proposed transactions	The funds collected will be deployed in furtherance of their business and operational activities
v	Any other relevant Information	All important information forms part of the statement setting out material

		facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
vi	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
vii	Any other information that may be relevant	Not Applicable

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the above items of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Chintan Nayan Bhai Rajyaguru, Managing Director, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in above Items of this Notice.

**For and on behalf of the Board of Directors of
DHYAANI TRADEVENTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)**

**Date: 05-09-2025
Place: Ahmedabad**

**Sd/-
Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654**

EXHIBIT TO THE NOTICE

BRIEF PROFILE OF DIRECTOR RETIRING BY ROTATION/ SEEKING APPOINTMENT/REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Details of Directors as required in Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards-II on General Meetings.

A. MR. CHINTAN NAYAN BHAI RAJYAGURU

Director Identification No.	08091654
Date of Birth	November 18, 1991
Brief resume and nature of expertise in specific functional areas	Mr. Chintan Nayan Bhai Rajyaguru, aged 34 years is the Managing Director of the company. He has experience of 6 years in trading business. He is an under Graduate. He is associated with our company since May 24, 2021. He started his carrier as entrepreneur and acquired this company. He is responsible for the most prominent role i.e. leadership role over the procurement and sales, overseeing all activities of the department and identifying the business's developmental needs ensuring that there is consistency with core competencies and goals and the performance of the company which is generally dictated by the board's overall strategy
No. of Equity Shares held in the Company	9,63,200
Names of listed entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	Other Directorship- 0 Other Committee Membership- NIL
Names of the listed entities from which the person has resigned in the past three years	NA
Disclosure of Relationships between Directors inter-se	NA

Information as required under BSE circular no. LIST/COMP/14/2018-19 dated June 20, 2018	We confirm that Mr. Chintan Nayanbhai Rajyaguru is not debarred from holding the office of Director by any SEBI order or any other such authority
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B. MR. AMIT KAPARIYA

Director Identification No.	11054494
Date of Birth	March 06, 1995
Brief resume and nature of expertise in specific functional areas	Mr. Amit Kapariya aged 30 Years, has completed Master of Science. The company is looking forward to leverage his knowledge for strategic growth.
No. of Equity Shares held in the Company	-
Names of listed entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	Other Directorship- 0 Other Committee Membership- NIL
Names of the listed entities from which the person has resigned in the past three years	NA
Disclosure of Relationships between Directors inter-se	NA
Information as required under BSE circular no. LIST/COMP/14/2018-19 dated June 20, 2018	We confirm that Mr. Amit Kapariya is not debarred from holding the office of Director by any SEBI order or any other such authority

C. KM KHUSHI

Director Identification No.	11255164
Date of Birth	July 15, 2000
Brief resume and nature of expertise in specific functional areas	Ms. KM Khushi aged 25 years, has completed her Bachelor's degree in Commerce and Master's degree in Sociology. Further she has an experience of two years in the field of Accountancy.
No. of Equity Shares held in the Company	-

Names of listed entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	Other Directorship- 0 Other Committee Membership- NIL
Names of the listed entities from which the person has resigned in the past three years	NA
Disclosure of Relationships between Directors inter-se	NA
Information as required under BSE circular no. LIST/COMP/14/2018-19 dated June 20, 2018	We confirm that Ms KM Khushi is not debarred from holding the office of Director by any SEBI order or any other such authority

**Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship across all Listed Companies including this company.*

DIRECTORS' REPORT

To,
The Members,
DHYAANI TRADEVENTTURES LIMITED,
(Formerly Known as Dhyaani Tile and Marblez Limited)
Ahmedabad

Your Directors have pleasure in presenting the 11th Annual Report of the Company with the audited statements of accounts for the year ended 31st March, 2025.

1. FINANCIAL RESULTS:

(₹. In Lakhs)		
Particulars	For the Year 2024-25	For the Year 2023-24
Revenue from Operations	1228.12	2966.86
Net Profit/Loss before Depreciation & amortization	48.38	136.67
Less: Depreciation	2.31	1.78
Less: Finance Cost	32.57	18.14
Net Profit/Loss before Exceptional items & Tax	13.50	116.75
Exceptional items	(21.97)	15.54
Net Profit /(Loss) Before Extra-Ordinary Item & Tax	35.47	101.21
Current Tax	9.22	32.56
Excess / (Short) provision of Income Tax	1.44	-
Net Profit/(Loss) for the year	24.81	68.64

2. REVIEW OF OPERATIONS:

During the year company was engaged in dealing with kinds of agri-commodities. During the year, your Company had a turnover of Rs. 1228.12 lakhs as compared to the total turnover of Rs. 2966.86/- lakhs recorded for the previous year and net profit for the current year is 24.81/- lakhs as compared to the net profit of Rs. 68.64/- lakhs recorded for the previous year.

3. DIVIDEND:

Your Director feel it is prudent to plough back the profit in the interest of the growth of the company. Keeping in view the requirement of the funds in future, your Directors have not recommended any dividend for the year ended 31st March, 2025.

4. CHANGE IN NATURE OF BUSINESS:

During the year under Review, the Company has altered its Memorandum of Association by inserting an Object Clause i.e. "To carry on the business of construction as Contractors, Builders, Town planners, Infrastructure developers, Real estate developers and Engineers land developers, estate agents, immovable property dealers and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad" at the shareholders meeting held on 19th July, 2024.

5. CHANGE IN REGISTERED OFFICE:

There is no change in the registered office during the year. However, After end of the financial year 2024-25 before the date of this report, i.e. The company has shifted its registered office from: 420 Time Square Arcade Opp Rambaug Nr Rajiv Plaza Thaltej-Shilaj Road, Thaltej, Ahmedabad, Gujarat-380059, India to Block-D, 101, Prahladnagar Trade Center, B/H Titanium City Center, Radio Mirchi Road, Prahladnagar, Ahmedabad, Gujarat-380015 at the board meeting held on 27th June, 2025

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no dividend declared in the previous year and hence no amount required to transfer to Investor Education and Protection Fund.

7. DEPOSITS:

The Company neither has accepted not invited any deposit from the public, within the meaning of section 73 of the Companies Act, 2013 and the Rules made thereunder. However, the Company borrowed funds from a third party, which qualifies as a deposit under applicable regulations. However, the Company did not comply with the relevant provisions governing such deposits.

8. SHARE CAPITAL:

THE AUTHORIZED SHARE CAPITAL: As on March 31, 2025, the Authorized, Issued, Subscribed and Paid-Up share capital of the Company was as follows:

Share Capital	No. of Equity Shares	Face Value (In ₹)	Total Capital (In ₹)
Authorized Capital	1,80,00,000 (One Crore Eighty Lacs)	10/-	Rs. 18,00,00,000/- (Eighteen Crore Only)
Issued/Subscribed and Paid up Capital	1,70,24,000 (One Crore Seventy Lacs Twenty-Four Thousand)	10/-	Rs. 17,02,40,000/- (Seventeen Crore Two Lac Forty Thousand Only)

During the year the Authorised Share Capital of the Company has been increased from Rs. 500,00,000/- (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity share of Rs.10/- (Ten) each to Rs. 18,00,00,000/- (Rupees Eighteen Crore) divided into 1,80,00,000 (One Crore Eighty Lacs) Equity share of Rs.10/- (Ten) each.

ISSUED, SUBSCRIBED & PAID-UP CAPITAL:

During the year, the paid-up has increased in the manner set forth below:

Particulars	Date of Allotment	No of Equity Shares	Face Value	Issue Price	Consideration
Right Issue	25/09/2024	1,27,68,000	10	23	Cash Consideration of Rs. 29,36,64,000 (Twenty Nine Crores Thirty Six Lacs Sixty Four Thousand Only)

During the year, the company has allotted 1,27,68,000 Equity shares on right basis on September 25, 2024, the Trading Approval of which has been received on October 03, 2024.

Therefore, as on March 31, 2025 the Paid-up Equity Shares of the Company was Rs. 17,02,40,000 (Seventeen Crore Two Lac Forty Thousand) divided into 1,70,24,000 (One Crore Seventy Lacs Twenty-Four Thousand) Equity Shares of Rs.10/- (Ten) each.

Further, the Board of Directors in its meeting held on 28th February, 2024 approved the offer and issuance of fully paid-up equity shares of the Company, by way of a rights issue (the "Rights Issue").

During the Financial Year, The Company has passed special resolution for creation, offering, issuing and allotting, from time to time, on a preferential basis and private placement basis, up to 65,57,377 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches at an issue price of Rs. 30.50/- per OCD payable in cash, aggregating up to 20,00,00,000/- (Rupees Twenty Crore) each convertible in the ratio of 1:1 into fully paid-up equity shares of the Company of face value of Rs. 10/- each at a conversion price of Rs. 30.50/- at the Extra-ordinary General Meeting held on 18th

April, 2024 However, During the offer period, the company has not received any subscription from prospective Allottees and therefore, the company has not allotted any Optionally convertible debentures. During the Financial Year, The Company has passed special resolution for creation, offering, issuing and allotting, from time to time, on a preferential basis and private placement basis, 8% unsecured, unrated, listed optionally convertible Debenture (OCDs) of Rs. 30.50/- per OCD (including the OCD Issue Price/the conversion price”) (“OCD”) aggregating to up to Rs. 20,00,00,000/- (Rupees Twenty Crore only) convertible in the ratio of 1:1 into equity shares to Quantum Quasar Capital at the Extra-ordinary General Meeting held on 19th July, 2024 However, During the offer period, the company has not received any subscription from prospective Allottees and therefore, the company has not allotted any Optionally convertible debentures.

9. UTILIZATION OF FUNDS RAISED THROUGH ISSUE OF EQUITY SHARES ON RIGHT BASIS

During the year under review, the company has successfully raised capital through Right Issue of Equity shares. the Company raised an amount of **Rs. 2936.64 Lacs** through a Rights Issue of Equity Shares, with a premium of Rs. 13/- of face value Rs. 10/-per equity share. These funds have also been fully utilized for the purposes explicitly detailed in the letter of offer for the Rights Issue. The audit committee and Board confirms that there has been **no deviation or variation** in the utilization of these funds from the stated objectives.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All the related party transactions are entered on arm’s length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc., which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

All Related Party Transactions are presented before the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions and the policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company. The details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 – ‘**AOC-2**’- **Annexure I.**

11. MATERIAL CHANGES BETWEEN THE DATE OF THE END OF FINANCIAL YEAR AND BOARD REPORT

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company’s financial position have occurred between the end of the financial year of the Company (i.e., March 31, 2025) and the date of this report (i.e. August 30, 2025).

BSE has imposed fine upon the company due to delay in financial results for the half year and year ended 31st March, 2025, which the company had duly paid and further also submitted the financial results

12. CHANGE OF NAME OF THE COMPANY:

There has been no change in the name of the company during the financial year.

13. COMPLIANCE WITH SECRETARIAL STANDARDS:

In terms of Section 118(10) of the Act, the Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Meetings of Board of Directors and General Meetings and such systems were adequate and operating effectively.

14. DEMATERIALIZATION OF COMPANY'S SHARES:

Your company has provided the facility to its shareholders for dematerialization of their shareholding by entering into an agreement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN number allotted to the company is INE0K5F01014.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of executive, non-executive including independent Directors. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

Composition of Board as on 31st March, 2025:

SI No	Name	DIN	Designation	Date of Appointment
1	CHINTAN NAYAN BHAI RAJYAGURU	08091654	Managing Director	24/05/2021
2	KEVAL DIPAKKUMAR DAVE	08631601	Non-Executive Independent Director	08/06/2022
3	ASHISH AGARWAL	06904914	Non-Executive Independent Director	08/06/2022
4	ALPA THUMMAR	-	Chief Financial Officer	15/11/2021
5	KHUSHBU BHARAKATYA	-	Company Secretary	29/05/2023

All the Directors of the Company have confirmed that they have not disqualified from being appointed a director in terms of section 164 of the Companies Act, 2013

Change in the board of directors during the year:

SI No	Name	DIN	Designation	Date of Cessation
1	NAYANBHAI LABHSHANKER RAJYAGURU	08997548	Executive Director	25/03/2025
2	ILABEN NAYANBHAI RAJYAGURU	08091655	Non-Executive Director	25/03/2025
3	REETA DEVI	11054502	Additional Non-Executive Director	05-09-2025

Composition of Board as on the date of the board report

SI No	Name	DIN	Designation	Date of Appointment
1	CHINTAN NAYAN BHAI RAJYAGURU	08091654	Managing Director	24/05/2021
2	KEVAL DIPAKKUMAR DAVE	08631601	Non-Executive Independent Director	08/06/2022
3	ASHISH AGARWAL	06904914	Non-Executive Independent Director	08/06/2022
4	AMIT KAPARIYA	11054494	Additional Executive Director	15/04/2025
5	KM KHUSHI	11255164	Additional Non-Executive Director	23-08-2025
6	ALPA THUMMAR	-	Chief Financial Officer	15/11/2021
7	KHUSHBU BHARAKATYA	-	Company Secretary	29/05/2023

After end of the financial year 2024-25 and before the date of board report, Mr. Amit Kapariya as Additional Executive Director and Ms. Reeta Devi were appointed as Additional Non-Executive director respectively at the board meeting held on 15th April, 2025. However, The Company was unable to file Form DIR-12 in a timely manner due to technical issues encountered on the MCA portal, specifically related to the non-registration of the Digital Signature Certificate (DSC) of the concerned director(s) and non-active email address. As a result, the filing process was delayed despite efforts to comply with the statutory requirements. However, as on the date of this board report, the company has filed the respective form.

16. EXTRACT OF ANNUAL RETURN

The Companies (Management and Administration) Amendment Rules, 2020 has done away the requirement of attaching extract of Annual Return in Form MGT-9 to Board's Report. The annual return in Form MGT-7 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at www.dhyaaniinc.com.

17. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

As Company does not have any Subsidiaries or Associates Companies or Joint ventures, it is not required to give disclosure in Form AOC-1 Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014.

18. BOARD EVALUATION

The Board has carried out an annual performance evaluation of its own performance, and of the Directors individually, as well as the evaluation of all the committees i.e., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, and other Committees of Board of Directors.

The Board adopted a formal evaluation mechanism for evaluating its performance and as well as that of its committees and individual directors, including the Chairman of the Board. The exercise was carried out by feedback survey from each Directors covering Board functioning such as composition of Board and its Committees, experience and competencies, governance issues etc. Separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting, etc.

The various criteria considered for evaluation of Executive Directors included qualification, experience, knowledge, commitment, integrity, leadership, engagement, transparency, analysis, decision making, governance, etc. The Board commended the valuable contributions and the guidance provided by each Director in achieving the desired levels of growth. This is in addition to evaluation of Non-Independent Directors and the Board as a whole by the Independent Directors in their separate meeting being held every year.

19. PROMOTERS

As on date 31st March, 2025, the Promoter & Promoter group held 9,63,200 Equity shares, which represented 5.66% the Company's subscribed, issued & paid-up Equity Share Capital. Members may note that the comprehensive shareholding and other relevant details pertaining to the Promoter and Promoter Group have been provided in the Annual Return of the Company. Therefore, during the year the change in shareholding of Mr. Chintan Nayan Bhai Rajyaguru, is 27.3%.

20. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES**i) BOARD MEETINGS ("BoD")**

The Board of Directors of the Company meets at regular, predetermined intervals to oversee the Company's affairs, provide strategic direction, and make decisions pertaining to business policy, strategy, financial performance, compliance, and risk management.

An annual calendar of Board and Committee Meetings is prepared and provided to all Directors in advance. This enables Directors to plan their schedules and participate in discussions. Notices for all

Board and Committee Meetings are issued in adherence to the timelines prescribed under the Companies Act, 2013, and the Secretarial Standards (SS-1) issued by the Institute of Company Secretaries of India. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

During the financial year under review, the Board of Directors met 10 (Ten) times. Each meeting was conducted in compliance with the provisions of the Companies Act, 2013, and the rules framed thereunder, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The intervening gap between any two consecutive Board Meetings did not exceed the maximum period prescribed by the Companies Act, 2013. The detailed attendance records and dates of these meetings are set forth below:

Name of Director	Chintan Nayan Bhai Rajyaguru	Ashish Agarwal	Keval Dipakkumar Dave	Nayanbhai Labhshanker Rajyaguru	Ilaben Nayanbhai Rajyaguru
Date of Meeting					
16-04-2024	P	P	P	P	P
30-05-2024	P	P	P	P	P
10-06-2024	P	P	P	P	P
20-06-2024	P	P	A	P	P
22-07-2024	P	A	P	P	P
12-08-2024	P	P	P	P	P
14-11-2024	P	A	P	P	P
17-01-2025	P	P	A	P	P
18-03-2025	P	P	P	P	P

(P means "Present" & A means "Absent")

ii) COMMITTEE MEETINGS

A. AUDIT COMMITTEE:

The Audit Committee of the Board stands duly constituted in strict conformity with Section 177 of the Companies Act, 2013, and Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended.

The comprehensive scope and precise Terms of Reference for the Audit Committee have been meticulously framed and are in strict alignment with the provisions stipulated under Section 177 of the Companies Act, 2013, and other applicable regulatory frameworks.

The Committee operates within the ambit of these meticulously defined Terms of Reference. During the financial year under review, the Audit Committee convened 6 (Six) times. The particulars pertaining to the Committee's constitution and the details of its meetings are enumerated below:

Name of Director	Keval Dipakkumar Dave (Chairman)	Ashish Agarwal (Member)	Chintan Nayan Bhai Rajyaguru (Member)
Date of Meeting			
16-04-2024	P	P	P
30-05-2024	P	P	P
10-06-2024	P	P	P
12-08-2024	P	P	P
14-11-2024	P	P	P
17-01-2025	P	P	P

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is duly constituted in strict accordance with the provisions of **Section 178 of the Companies Act, 2013** and **Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014**. The Committee's terms of reference are meticulously framed to ensure full compliance with the aforementioned statutory requirements.

The comprehensive scope and precise Terms of Reference for the Nomination and Remuneration Committee have been meticulously framed and are in strict alignment with the provisions stipulated under Section 178 of the Companies Act, 2013, and other applicable regulatory frameworks. The Committee operates within the ambit of these meticulously defined Terms of Reference.

During the financial year under review, the Nomination and Remuneration Committee convened **three times**. As on March 31, 2025 the detailed composition of the Committee and details of its meetings are provided below:

Name of Director	Ashish Agarwal (Chairman)	Keval Dipakkumar Dave (Member)	Ilaben Nayan Bhai Rajyaguru (Member)
Date of Meeting			
16-04-2024	P	P	P
12-08-2024	P	P	P
17-01-2025	P	P	P

The Functioning and terms of reference of the Nomination and Remuneration Committee the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Section 178 and all other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at https://www.dhyaaniinc.com/Home/policies_and_programs

C. STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance with the provisions of **Section 178 of the Companies Act, 2013**, the Board of Directors has duly constituted the Stakeholders' Relationship Committee. The terms of reference for the Committee are framed to diligently oversee and address all matters concerning the interests and grievances of the Company's security holders, including its shareholders, debenture holders, and other security holders.

Pursuant to the provisions of **sub-section (5) of Section 178 of the Companies Act, 2013**, the Board has adopted a formal policy outlining the scope and functions of the Committee. This policy is specifically designed to facilitate the prompt consideration and resolution of grievances raised by the security holders. During the financial year under review, the Committee convened **two (2)** meetings. The Company has systematically addressed and resolved all complaints received from its security holders.

As of **March 31, 2025**, there were no complaints pending resolution and the composition of the Stakeholders' Relationship Committee and details of its meetings are provided below:

Name of Director	Ilaben Nayan Bhai Rajyaguru (Chairperson)	Keval Dipakkumar Dave (Member)	Ashish Agarwal (Member)
Date of Meeting			
16-04-2024	P	P	P
12-08-2024	P	P	P

D. INDEPENDENT DIRECTORS MEETING

In adherence to **Clause VII of Schedule IV** of the **Companies Act, 2013**, the independent directors of the Company convened a separate meeting. During this meeting, they meticulously reviewed the performance of the Non-Independent Directors and the Board as a whole. They also evaluated the performance of the Chairman, considering the perspectives of both executive and non-executive directors. Furthermore, the independent directors assessed the quality, quantity, and timeliness of information flow between the management and the board.

The company has a robust orientation program for newly appointed independent directors. This program familiarizes them with the company's business, operations, and their specific roles and responsibilities. The orientation includes presentations and discussions led by the Chairman, Executive Directors, and senior management.

As on March 31, 2025 the following are Independent Directors and during the financial year under review, the Independent Director meet once the details are provided below:

Name of Director	Keval Dipakkumar Dave (Member)	Ashish Agarwal (Member)
Date of Meeting		
18-03-2025	P	P

21. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

During the financial year under review, The Board of Directors has evaluated the Independent Directors and is of the opinion that the **integrity, expertise, and experience** (including proficiency) of these Independent Directors are **satisfactory**.

22. DIRECTORS TRAINING AND FAMILIARIZATION

The Company undertakes and makes necessary provision of an appropriate induction programme for new Director(s) and ongoing training for existing Directors.

The new Director(s) are introduced to the Company culture, through appropriate training programmes. Such kind of training programmes helps develop relationship of the directors with the Company and familiarize them with Company processes.

The management provides such information and training either at the meeting of Board of Directors or at other places.

The induction process is designed to:

- build an understanding of the Company's processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expectations from them.

23. MANAGERIAL REMUNERATION

The Particulars as required to disclose under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2022-23 are disclosed in **Annexure-II**, which formed part of the report.

24. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT, NOMINATION, REMUNERATION AND FORMAL EVALUATION

Pursuant to provisions of Section 178 (1) of the Companies Act, 2013, the Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, nomination, appointment and remuneration of Directors suitably containing the criteria determining qualifications, positive attributes and independence of a Director.

The policy is also uploaded on the Company's website at www.dhyaaniinc.com.

25. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

During the year under review, your company has appointed the Internal Auditors of the Company to evaluate and manage the efficacy and adequacy of Internal Controls and to ensure that adequate systems which are placed in the company, are adhered with time to time checks and to ensure that the compliance procedures and policies are adhered. Moreover, during the year, such controls were tested and accordingly, no reportable material weaknesses in the operations of the company were observed.

26. DECLARATION BY INDEPENDENT DIRECTORS**(Pursuant to Provisions of section 149(6) of the Companies Act 2013)**

All independent directors have given declarations confirming that they meet the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

27. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2024-25, the Board of Directors state:

1. In the preparation of the annual accounts for the financial year ended 31st March 2025, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis; and
5. The Directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. STATUTORY AUDITORS

M/s. J Singh & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for period of Five years from the conclusion of the 6th Annual General Meeting till the conclusion of the 11th Annual general Meeting of the Company to be held in the year 2025.

Further, M/s S D P M & CO, Chartered Accountants, Ahmedabad has been appointed as the Joint Statutory Auditors of the company for the conducting Joint Audit at the Annual General Meeting held on 04th September, 2024 for a period of 4 consecutive years, who shall hold office till the conclusion of 14th Annual General Meeting to be in the year 2028.

Also, we wish to inform that M/s J. Singh & Associates, Chartered Accountants, the Statutory auditors of the company have tendered their resignation vide letter dated 27th August, 2024

The Report given by the Joint Statutory Auditors on the financial statement for the financial year ending on 31st March, 2025 of the Company is part of this Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, if any, and needs no further explanation.

29. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

30. SECRETARIAL AUDITORS

Based on the recommendation of the Audit Committee, the Board of Directors, pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, appointed M/s. Mukesh J & Associates, Company Secretaries, Ahmedabad, Gujarat, to conduct the Secretarial Audit for the financial year ended March 31, 2025.

The Secretarial Audit Report, issued by M/s. Mukesh J. & Associates, Company Secretaries, in the prescribed Form MR-3, is annexed to this Report and forms an integral part of the Director's Report.

The explanations / comments made by the Board relating to the qualifications, reservations or adverse remarks made by the Secretarial Auditors as follows:

Sr. No.	Qualifications, Reservations, or adverse remarks by the Secretarial Auditors	Management Reply
1	As per the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company certifies that it has maintained a Structured Digital Database (SDD) in compliance with the prescribed norms, capturing all necessary details related to the sharing of Unpublished Price Sensitive Information (UPSI). However, despite this, the Company has been marked as 'SDD Non-Compliant' on the BSE portal, possibly due to procedural lapses such as non-submission of the SDD Compliance Certificate in the prescribed format or within the stipulated timeline	The board of directors has taken note of the same and therefore, during the year have tried to be compliant, further it shall take-up the process for removal of SDD non-compliant tag.
2	Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit its half-yearly and annual audited financial results to the stock exchanges within 60 days from the end of the financial year, and to make an announcement within 30 minutes of the conclusion of the Board Meeting in which the financial results are approved. However, the Company did not submit the financial results for the half-year and year ended 31st March 2025 within the prescribed timeline. Nevertheless, the financial results were submitted prior to the date of this report	The board of directors took note of the same and shall take care of it going forward.
3	The Corporate Identification Number (CIN) should have been updated in the Master Data records of the Ministry of Corporate Affairs (MCA) to reflect its status as a listed public company. However, the CIN continues to begin with 'U', indicating an unlisted status, and has not yet been updated to begin with 'L' as required for listed entities.	The company has tried to update the CIN of the company by filing CRF, however it could not be approved. Further the CIN shall be update with the upcoming Annual filing.
4	As on 31 st March, 2025 there is an amount outstanding under the head "Loan to Director" which is prohibited under Section 185 of the Companies Act, 2013.	During the year company had given the loan to director, however, the same shall be returned by the director and comply with the required provisions.
5	During the financial year 2024–25, the Company borrowed funds from a third party, which qualifies as a deposit under applicable regulations. However, the Company did not comply with the relevant provisions governing such deposits	The board took note of the same and shall take care of it going forward.

31. INTERNAL AUDITORS:

The board of directors has appointed Internal auditor for FY 2024-25.

32. MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

Under Section 148 of the Companies Act, 2013, the Central Government has prescribed maintenance and audit of cost records vide the Companies (Cost Records and Audit) Rules, 2014 to such class of companies as mentioned in the Table appended to Rule 3 of the said Rules. The Company does not fall under Maintenance and audit of cost records and accordingly maintenance of cost records and audit provisions are not applicable to the Company.

33. DISCLOSURE ON FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE ACT

There were no offences involving an instance of fraud reported by the Auditors of the Company under sub-section (12) of Section 143 of the Act for the year ended March 31, 2025.

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the financial year under review, the **particulars of Investments and Loans** covered under Section 186 of the Companies Act, 2013 ("the Act") have been duly disclosed in the financial statements provided in this Annual Report. It is affirmed that the Company has **not issued or provided any guarantees or securities** to any party during the reporting period.

35. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. Conservation of Energy

a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.

b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.

B. Technology Absorption

a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.

b. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

C. The Particulars of Foreign Exchange and Outgo for the year under review are:
(Rs. in Lakhs)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2025	YEAR ENDED 31 ST MARCH, 2024
FOREIGN EXCHANGE EARNING	NIL	NIL
FOREIGN EXCHANGE OUTGO	NIL	NIL

36. CORPORATE GOVERNANCE:

The Company's Board constantly committed to upholding the standards of corporate governance, integrating robust principles into its operational framework over the years. In accordance with **Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the provisions pertaining to corporate governance, as specified in **Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2)**, and **Paragraphs C, D, and E of Schedule V**, are **not applicable** to a listed entity that has exclusively listed its specified securities on the SME Exchange.

The Company securities are listed on the SME Exchange; the aforementioned corporate governance provisions do not apply to the Company. Consequently, a separate Corporate Governance Report is neither mandated nor included as part of this Annual Report.

37. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Listing Obligation and Disclosure Requirement Regulation, 2015 of the SEBI, Management Discussion and Analysis Report are annexed as herewith and form part of this Report.

38. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The provisions for Corporate Social Responsibility Committee and Corporate Social Responsibility activities are not applicable to the Company.

39. ESTABLISHMENT OF VIGIL MECHANISM:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, a listed Company and every such class of companies as prescribed thereunder are required to frame a Vigil Mechanism to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimisation on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Company has framed an appropriate Vigil Mechanism Policy and further re-affirms that the Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

The Whistle Blower Policy of the Company is also available on the website of the Company at the link: https://www.dhyaaniinc.com/Home/policies_and_programs

40. RISK MANAGEMENT POLICY

In today's economic environment, risk management is a very important part of the business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your company's risk management is embedded in the business processes.

Your company has identified certain risks like price risk, uncertain global economic environment, interest rate, human resource, competition, compliance and industrial health and safety risk and also planned to manage such risk by adopting best management practice.

Further, The Board of Directors of the Company has formulated Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and defined a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews. The risk management policy is available on the website of the Company at the link: https://www.dhyaaniinc.com/Home/policies_and_programs

41. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your company is committed to providing a safe, healthy, and harassment-free work environment for all its employees, ensuring that every individual is treated with dignity and respect.

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the company has constituted an Internal Complaints Committee (ICC). The company's policy on the prevention of sexual harassment is comprehensive, prohibiting such behaviour by law and the company's code of conduct. The policy aims to create and maintain an atmosphere where all employees can work without fear of harassment or exploitation. During the financial year under review, no complaints of sexual harassment were received by the Company. The policy is available on the company's website at: https://www.dhyaaniinc.com/Home/policies_and_programs

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follows:

	Number of complaints of Sexual Harassment received in the Year	-
	Number of Complaints disposed off during the year	-
	Number of cases pending for more than ninety days	-

42. MATERNITY BENEFITS

Your Company is committed to upholding the rights and welfare of its employees, particularly in relation to maternity benefits. In accordance with the Maternity Benefit Act, 1961, the Company has established a comprehensive formal policy that outlines the provisions and entitlements available to our employees during maternity leave. The policy aims to ensure that all eligible employees receive the benefits mandated by the Act, including paid maternity leave, medical benefits, and job security upon their return to work. We regularly review and update our policy to ensure compliance with any amendments to the Act and to reflect best practices in supporting our employees.

43. DISCLOSURES UNDER COMPANIES ACT, 2013**DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013

The Company has not issued any sweat equity shares During the financial year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013

The Company has not issued any ESOP During the financial year under review and hence no information as per provisions of Section 62(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013

During the financial year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

No application was filed for corporate insolvency resolution process, by a financial or operational creditor or by the Company itself under the IBC before the NCLT.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

During the financial year under review, No orders have been received or passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS.

During the financial year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

LOANS FROM DIRECTORS

During the financial year under review, the Company has not borrowed any amount(s) from Directors.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as **"ANNEXURE III"**

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

During the financial year under review, the Business Responsibility and Sustainability Report as stipulated under Regulation 34 of the Listing Regulations is not applicable to the Company and hence it does not form part of this Annual Report.

44. DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, in relation to audited financial statements of the Company for the financial year ended on March 31, 2025, the Board of Directors confirms that:

- (i) In the preparation of Annual Accounts for the period ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) 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 of the Profit/Loss of the Company for the year ended March 31, 2025.
- (iii) Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts for the financial year ended March 31, 2025 on a going concern basis.
- (v) Internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) Proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

45. SHARES**i) BUY BACK OF SECURITIES**

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

ii) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

iii) PREFERENTIAL ALLOTMENT

The Company has not made preferential allotment during the year under review.

iv) BONUS SHARES

The Company has not issued Bonus Equity shares during the year under review.

v) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

46. APPRECIATION:

Your Directors wish to place on record their sincere appreciation and gratitude for the valuable support and co-operation received from the Customers and Suppliers, various Financial Institutions, Banks, Government Authorities, Auditors and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

**FOR ON BEHALF OF THE BOARD
DHYAANI TRADEVENTTURES LIMITED
(Formerly Known as Dhyaani Tile and Marblez Limited)**

**Sd/-
CHINTAN NAYAN BHAI RAJYAGURU
CHAIRMAN & MANAGING DIRECTOR
DIN: 08091654**

**Date: 05/09/2025
Place: Ahmedabad**

Annexure-I

AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rules 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of Contracts / Arrangements entered into by the Company with the Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length transactions under third proviso thereto:

A. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:
There are no such transactions during the year which are not at arm's length basis.

B. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

Name (s) of the Related Party and nature of Relationship	Nature of contract /arrangement transactions	Duration of contract/ arrangement/ transactions	Salient Terms of contract /arrangement /transactions including the value if any	Date(s) of approval by the Board	Amount paid as Advances, if any
Gandhinagar Leasing & Finance Limited	Loan Given	Transactional	INR 194.58 lakhs/-	16/04/2025	NIL
Chintan Nayan bhai Rajyaguru (Managing Director)	Remuneration	Transactional	INR 18.00 lakhs/-	16/04/2025	NIL
Alpaben Thummar	Remuneration	Transactional	INR 5.88 lakhs/-		NIL
Khushbu Bharakatya	Remuneration	Transactional	INR 1.80 lakhs/-		NIL

For and on behalf of the Board of Directors

Sd/-

Chintan Nayan Bhai Rajyaguru
CHAIRMAN & MANAGING DIRECTOR
(DIN: 08091654)

Place: Ahmedabad
Date: 05/09/2025

Annexure II

Report of Board of Directors Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2024-25:

S. No.	Name of Director	DIN	Designation	Ratio of remuneration of each Director to median remuneration of Employees
1.	Mr. Chintan Nayan Bhai Rajyaguru	08091654	Managing Director	2.78:1

B. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2024-25: NIL

C. Percentage increase in the median remuneration of employees in the financial year: NIL

D. Number of permanent employees on the rolls of company: 3

E. Average increase made in the salaries of employees other than the managerial personnel in the financial year: NIL

F. Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

Name	Designation	Remuneration	Nature of Employment	Date of joining	Age	Previous Employment	Shareholding in the company
Alpa Thummar	CFO	564000/-	CFO	15-11-2021	30	NIL	NIL
Khushbu Bharakatya	Company Secretary	180000/-	Compliance Officer	29-05-2023	35	NIL	NIL
Sanjay Thakor	Office Assistant	600000	Office Assistant	10-01-2022	35	NIL	NIL

For and on behalf of the Board of Directors

Sd/-

Chintan Nayan Bhai Rajyaguru
CHAIRMAN & MANAGING DIRECTOR
(DIN: 08091654)

Place: Ahmedabad
Date: 05/09/2025

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
DHYAANI TRADEVENTURES LIMITED,
(Formerly known as Dhyaani Tile And Marblez Limited)
Block-D, 101, Prahladnagar Trade Center,
B/H Titanium City Center, Radio Mirchi Road,
Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DHYAANI TRADEVENTURES LIMITED (CIN: U51900GJ2014PLC081004)** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct of statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, there being no Overseas Direct Investment and External Commercial Borrowings; *Not applicable for the period under review.*
- (v) The following Regulations and Guidelines are 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; *The Company has complied with the Regulations during the period under review.*
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations'); *The Company has complied with the Regulations during the period under review.*
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *The Company has complied with the Regulations during the period under review.*
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; *Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;*
 - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; *The Company has complied with the Regulations during the period under review.*
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: *Not applicable as there was no reportable event during the financial year under review.*
 - g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not applicable as there was no reportable event during the financial year under review.*
 - h) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021; *Not applicable as there was no reportable event during the financial year under review.*
 - i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(Not applicable to the Company during the Audit Period)*
- (vi) As informed to us, there are no laws that are specifically applicable to the Company based on its sector/industry.

We have also examined Secretarial Standards issued by The Institute of Company Secretaries of India; **During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except following:**

1. *As per the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company certifies that it has maintained a Structured Digital Database (SDD) in compliance with the prescribed norms, capturing all necessary details related to the sharing of Unpublished Price Sensitive Information (UPSI). However, despite this, the Company has been marked as 'SDD Non-Compliant' on the BSE portal, possibly due to procedural lapses such as non-submission of the SDD Compliance*

Certificate in the prescribed format or within the stipulated timeline.

2. *Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit its half-yearly and annual audited financial results to the stock exchanges within 60 days from the end of the financial year, and to make an announcement within 30 minutes of the conclusion of the Board Meeting in which the financial results are approved. However, the Company did not submit the financial results for the half-year and year ended 31st March 2025 within the prescribed timeline. Nevertheless, the financial results were submitted prior to the date of this report.*
3. *The Corporate Identification Number (CIN) should have been updated in the Master Data records of the Ministry of Corporate Affairs (MCA) to reflect its status as a listed public company. However, the CIN continues to begin with 'U', indicating an unlisted status, and has not yet been updated to begin with 'L' as required for listed entities.*
4. *During the financial year 2024–25, the Company borrowed funds from a third party, which qualifies as a deposit under applicable regulations. However, the Company did not comply with the relevant provisions governing such deposits.*
5. *As on 31st March, 2025 there is an amount outstanding under the head “Loan to Director” which is prohibited under Section 185 of the Companies Act, 2013.*

Besides that, the Company needs to streamline and update the website of the Company in compliance with the requirement of SEBI (LODR Regulations) 2015.

We further report that after end of the financial year 2024-25 before the date of board report, The BSE has imposed fine upon the company due to delay in financial results for the half year and year ended 31st March, 2025.

We further report that after end of the financial year 2024-25 before the date of board report, Mr. Amit Kapariya as Additional Executive Director and Ms. Reeta Devi were appointed as Additional Non-Executive director at the board meeting held on 15th April, 2025. However The Company was unable to file Form DIR-12 in a timely manner due to technical issues encountered on the MCA portal, specifically related to the non-registration of the Digital Signature Certificate (DSC) of the concerned director(s). As a result, the filing process was delayed despite efforts to comply with the statutory requirements.

We further report that:

The Board of Directors of the Company is duly constituted with the proper balance of the Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

The majority decision is carried unanimously while the dissenting members' views if any are captured and recorded as part of the Minutes.

We further report that there are adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the period under review, the Company has passed following special resolutions:

I. In the Extra-ordinary General Meeting dated 18th April, 2024.

- a) To create, offer, issue and allot, from time to time, on a preferential basis and private placement basis, up to 65,57,377 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches at an issue price of Rs. 30.50/- per OCD payable in cash, aggregating up to 20,00,00,000/- (Rupees Twenty Crore) each convertible in the ratio of 1:1 into fully paid-up equity shares of the Company of face value of Rs. 10/- each at a conversion price of Rs. 30.50/-.

II. In the Extra-ordinary General Meeting dated 19th July, 2024.

- b) To create, offer, issue and allot, 8% unsecured, unrated, listed optionally convertible Debenture (OCDs) of Rs. 30.50/- per OCD (including the OCD Issue Price/the conversion price”) (“OCD”) aggregating to up to Rs. 20,00,00,000/- (Rupees Twenty Crore only) convertible in the ratio of 1:1 into equity shares to Quantum Quasar Capital.
- c) To consider and approve alteration of Main Object and subsequent alteration of Clause 3 of memorandum of Association of the Company.

III. In the Extra-ordinary General Meeting dated 15th February, 2025.

- d) To consider and approve the proposal for increasing the borrowing power in excess limit specified under Section 180(1)(c) of the Companies Act, 2013 not exceeding of Rs. 500 Crores/- (Rupees Five Hundred Crores Only).

We further report that during the audit period under review, the company has allotted 1,27,68,000 (One Crore Twenty Seven Lakh Sixty Eight Thousand) Equity shares at a face value of Rs. 10/- each at a cash price of Rs. 23/- (including a premium of Rs. 13/-) per Equity shares on Right issue basis each on September 25, 2024, the Trading Approval of which has been received on October 3, 2024.

We further report that during the audit period under review, The Company has passed special resolution for creation, offering, issuing and allotting, from time to time, on a preferential basis and private placement basis, up to 65,57,377 8% unsecured, unrated, listed Optionally Convertible Debenture (OCDs) in one or more tranches at an issue price of Rs. 30.50/- per OCD payable in cash, aggregating up to 20,00,00,000/- (Rupees Twenty Crore) each convertible in the ratio of 1:1 into fully paid-up equity shares of the Company of face value of Rs. 10/- each at a conversion price of Rs. 30.50/- at the Extra-ordinary General Meeting held on 18th April, 2024 However, During the offer period, the company has not received any subscription from prospective Allottees and therefore, the company has not allotted any Optionally convertible debentures.

We further report that during the audit period under review, The Company has passed special resolution for creation, offering, issuing and allotting, from time to time, on a preferential basis and private placement basis, 8% unsecured, unrated, listed optionally convertible Debenture (OCDs) of Rs. 30.50/- per OCD (including the OCD Issue Price/the conversion price”) (“OCD”) aggregating to up to Rs. 20,00,00,000/- (Rupees Twenty Crore only) convertible in the ratio of 1:1 into equity shares to Quantum Quasar Capital at the Extra-ordinary General Meeting held on 19th July, 2024 However, During the offer period, the company has not received any subscription from prospective Allottees and therefore, the company has not allotted any Optionally convertible debentures.

We further report that during the audit period under review, Extra-ordinary General Meeting was called by the company at 15th February, 2025 for passing resolution as mentioned below:

- I) To increase the Authorized share capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crore divided into 1,80,00,000 (One crore Eighty Lakhs) equity shares of Rs. 10/- each to Rs. 24,55,00,000/- (Rupees Twenty Four Crore Fifty Lakhs Only) divided into 2,45,50,000 equity shares of Rs. 10/- each and amend the Capital Clause in the Memorandum of Association of the Company
- II) To create, offer, issue and allot, on preferential basis and private placement basis, up to 75,00,000 (Seventy Five Lakhs) 8% unsecured, unrated, unlisted Optionally Convertible Debentures (OCDs) in one or more tranches at an issue price of Rs. 40/- per OCD, payable in cash, aggregating up to Rs. 30,00,00,000/- (Rupees Thirty Crores), Convertible in the ratio of 1:1 into fully paid-up equity shares of the Company at conversion price of Rs. 40/-

However, aforesaid resolution was not successfully passed by shareholders with requisite majority.

Apart from the above-stated Corporate actions, there were no specific events/actions were having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

Note: Our appointment was made by the Board of Directors in the meeting held on 18th March, 2025. Further, the secretarial audit and the Certification on this Form MR-3 have been done on basis of the documents made available to us in the electronic form by the Secretarial Team of the Company.

**For, MUKESH J & ASSOCIATES,
Company Secretaries
(ICSI Unique Code S2021GJ796900)**

SD/-

**Mukesh Jiwnani
Proprietor
ACS No: 29793
COP No: 23381**

**Place: Ahmedabad
Date: 05-09-2025
UDIN: A029793G001187664**

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

Annexure -A'

To,
The Members of
DHYAANI TRADEVENTTURES LIMITED,
(Formerly known as Dhyaani Tile And Marblez Limited)
Block-D, 101, Prahladnagar Trade Center,
B/H Titanium City Center, Radio Mirchi Road,
Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015

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

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

For, **MUKESH J & ASSOCIATES,**
Company Secretaries
(ICSI Unique Code S2021GJ796900)

SD/-

Mukesh Jiwnani
Proprietor
ACS No: 29793
COP No: 23381
Place: Ahmedabad
Date: 05-09-2025
UDIN: A029793G001187664

MANAGEMENT DISCUSSION AND ANALYSIS**GLOBAL ECONOMY OVERVIEW**

The global economy exhibited steady yet uneven growth across regions in 2024. A notable trend was the slowdown in global manufacturing, especially in Europe and parts of Asia, due to supply chain disruptions and weak external demand. In contrast, the services sector performed better, supporting growth in many economies. Inflationary pressures eased in most economies. However, services inflation has remained persistent. Although commodity prices have stabilised, the risk of synchronised price increases persists. With growth varying across economies and last-mile disinflation proving sticky, central banks may chart varying paths of monetary easing. This will lead to uncertainty over future policy rates and inflation trajectories. This apart, geopolitical tensions, ongoing conflicts, and trade policy risks continue to pose significant challenges to global economic stability.

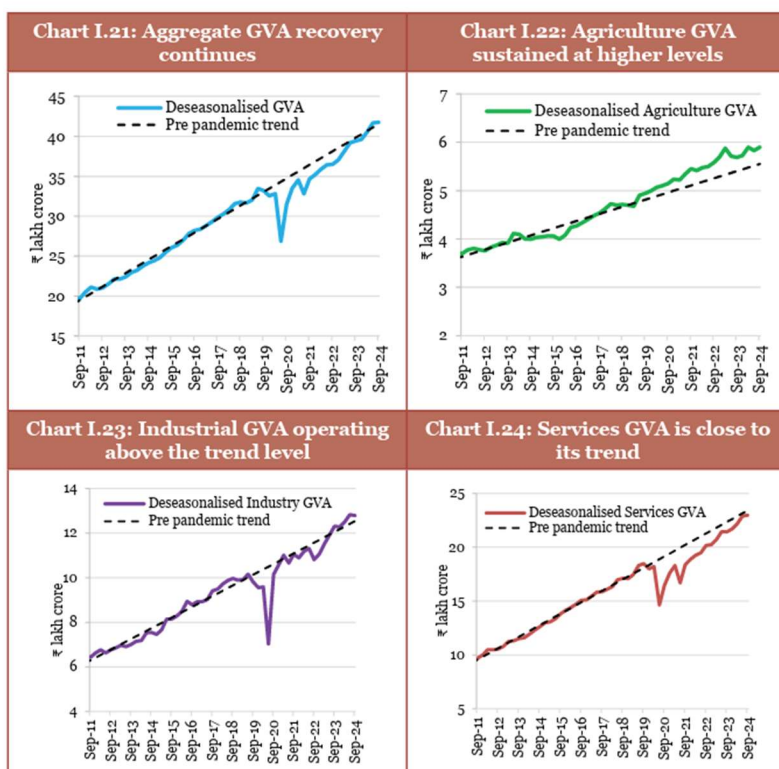
INDIAN ECONOMY IN CONTEXT OF THE GLOBAL ECONOMY

India displayed steady economic growth. As per the first advance estimates of national accounts, India's real GDP is estimated to grow by 6.4 per cent in FY25. Growth in the first half of FY25 was supported by agriculture and services, with rural demand improving on the back of record Kharif production and favourable agricultural conditions. The manufacturing sector faced pressures due to weak global demand and domestic seasonal conditions. Private consumption remained stable, reflecting steady domestic demand. Fiscal discipline and strong external balance supported by a services trade surplus and healthy remittance growth contributed to macroeconomic stability. Together, these factors provided a solid foundation for sustained growth amid external uncertainties.

INDIAN ECONOMY OVERVIEW WITH FOCUS ON AGRICULTURE & ALLIED SECTORS

The domestic economy remains steady amidst global uncertainties. As per the first advance estimates released by the National Statistical Office, Ministry of Statistics & Programme Implementation (MoSPI), the real gross domestic product (GDP) growth for FY25 is estimated to be 6.4 per cent. From the angle of aggregate demand in the economy, private final consumption expenditure at constant prices is estimated to grow by 7.3 per cent, driven by a rebound in rural demand. PFCE as a share of GDP (at current prices) is estimated to increase from 60.3 per cent in FY24 to 61.8 per cent in FY25. This share is the highest since FY03. Gross fixed capital formation (GFCF) (at constant prices) is estimated to grow by 6.4 per cent.

On the supply side, real gross value added (GVA) is also estimated to grow by 6.4 per cent. The agriculture sector is expected to rebound to a growth of 3.8 per cent in FY25. The industrial sector is estimated to grow by 6.2 per cent in FY25. Strong growth rates in construction activities and electricity, gas, water supply and other utility services are expected to support industrial expansion. Growth in the services sector is expected to remain robust at 7.2 per cent, driven by healthy activity in financial, real estate, professional services, public administration, defence, and other services. The analysis of growth trends in this chapter, hereinafter, is mostly based on the trends in the first half (H1) of FY25, on which the information base is more comprehensive.



Growth in H1 FY25 driven by agriculture and services sector 1.28 The real GVA grew by 6.2 per cent in H1 FY25. A strong growth momentum in Q1 FY25 was followed by a subdued performance in Q2 FY25. The agriculture and services sectors emerged as key growth drivers during this period. However, the overall growth was tempered by moderation in industrial growth, particularly in manufacturing, which faced challenges from slowing global demand and supply chain disruptions. Improved agricultural prospects in FY25 1.29 Agriculture growth remained steady in H1 FY25, with Q2 recording a growth rate of 3.5 per cent, marking an improvement over the previous four quarters. Healthy Kharif production, above-normal monsoons, and an adequate reservoir level supported agricultural growth.

As per the first advanced estimates of agricultural production for 2024-25, total Kharif food grain production is estimated at a record 1647.05 lakh metric tonnes (LMT), higher by 5.7 per cent compared to 2023-24 and 8.2 per cent higher than the average food grain production in the past five years. The estimated increase is mainly on account of the rise in rice, maize, coarse grains and oilseeds output. A normal southwest monsoon in 2024 has improved the water levels in reservoirs, ensuring sufficient water for irrigation during the rabi crop production. As of 10 January 2025, rabi sowing of wheat and gram was 1.4 per cent and 0.8 per cent higher, respectively, compared to the previous year. Improved agricultural prospects also bode well for softening of food inflation pressures over the course of the year.

AGRICULTURAL SECTOR



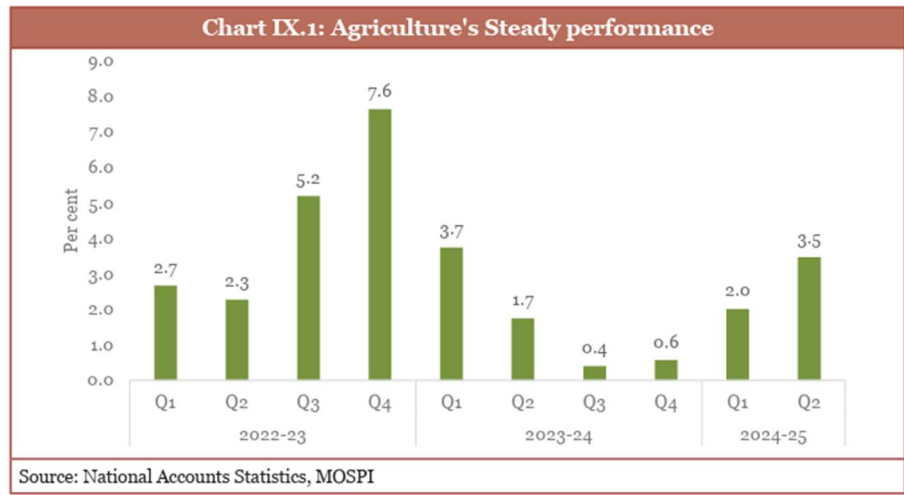
India's agriculture sector is a high-growth investment opportunity with increasing exports, technological advancements, and government support, offering potential for sustainable and profitable returns. Agriculture, with its allied sectors, is unquestionably the largest livelihood provider in India, more so in the vast rural areas. It also contributes a significant figure to the Gross Domestic Product (GDP). Sustainable agriculture, in terms of food security, rural employment, and environmentally sustainable technologies such as soil conservation, sustainable natural resource management and biodiversity protection, are essential for holistic rural development. Indian agriculture and allied activities have witnessed a green revolution, a white revolution, a yellow revolution and a blue revolution. India's agricultural sector has demonstrated remarkable resilience in recent years, marked by consistent growth rates. This stability can be largely attributed to various government initiatives to enhance productivity, promote crop diversification, and increase farmers' income.

A crucial factor influencing agricultural performance is the impact of weather conditions. Climate variability can present significant challenges; however, farmers with diverse income streams are better positioned to navigate these uncertainties. Allied activities such as animal husbandry, fisheries or agroforestry, can enable the farmers to mitigate the risks effectively. Various government initiatives are specifically designed to address these challenges.

The 'Agriculture and Allied Activities' sector has long been the backbone of the Indian economy, playing a vital role in national income and employment. This sector contributes approximately 16 per cent of the country's GDP for FY241 (PE) at current prices and supports about 46.1 per cent of the population. Not only does its performance directly impact food security, but it also influences other sectors, sustaining livelihoods and supporting economic growth. 9.2 In recent years, the agriculture sector in India has shown robust growth, averaging 5 per cent² annually from FY17 to FY23, demonstrating resilience despite challenges. 9.3 In the second quarter of the FY25 year, the agriculture sector recorded a growth rate of 3.5 per cent³. This performance represents a recovery compared to the previous four quarters, during which growth rates varied from a modest 0.4 per cent to 2.0 per cent.

The recent rise in growth rate can be attributed to improved conditions, potentially driven by favourable weather patterns, advancements in agricultural practices, and government initiatives to enhance productivity and sustainability within the sector. Assured remunerative prices, improved access to institutional credit, crop diversification, support for sustainable practices, and enhancement in productivity have played a crucial role in the sustained growth observed. Riding on good monsoon,

kharif food grain production in 2024 is projected at 1647.05 Lakh Metric Tonnes (LMT), suggesting an increase of 89.37 LMT compared to the previous year and 124.59 LMT above the average kharif food grain output4 bodes well for food security. Agricultural income has increased at 5.23 per cent annually over the past decade, compared to 6.24 per cent for non-agricultural income and 5.80 per cent for the overall economy.



(Courtesy: The Economic Survey FY 24-25)

The Union Budget 2025-26 reflected the government’s continued commitment to bolstering agricultural sector and improving the livelihoods of farmers across India. The budget includes several significant allocations aimed at enhancing agricultural productivity and supporting farmers.

Union Budget Financial Year 2025-26 – Highlights for the agriculture sector

- Announced the Prime Minister Dhan-Dhaanya Krishi Yojana’ in partnership with states covering 100 districts to increase productivity, adopt crop diversification, augment post-harvest storage, improve irrigation facilities, and facilitate availability of long-term and short-term credit.
- A comprehensive multi-sectoral ‘Rural Prosperity and Resilience’ programme will be launched in partnership with states to address underemployment in agriculture through skilling, investment, technology, and invigorating the rural economy. The goal is to generate ample opportunities in rural areas, with focus on rural women, young farmers, rural youth, marginal and small farmers, and landless families.
- Government will launch a 6-year “Mission for Aatmanirbharta in Pulses” with special focus on Tur, Urad and Masoor. Central agencies (NAFED and NCCF) will be ready to procure these 3 pulses, as much as offered during the next 4 years from farmers.
- The budget outlined measures to Comprehensive Programme for Vegetables & Fruits, National Mission on High Yielding Seeds, and a five-year Mission for Cotton Productivity amongst other measures to promote agriculture and allied activities in a major way.
- Increase in loan limits from ₹ 3 lakh to ₹ 5 lakh for loans taken through Kisan Credit Cards under modified interest subvention scheme.

With agricultural output poised to rise due to the factors discussed, we remain confident in the sector’s growth trajectory and the new opportunities it will unlock.

OPPORTUNITIES AND STRENGTHS

- 1) India's expanding population is driving a substantial demand for food and agricultural products. Meeting this demand requires enhanced agricultural productivity and a more efficient supply chain.
- 2) The country's diverse agro-climatic zones enable the cultivation of a wide variety of crops, offering farmers opportunities to boost their income through crop diversification.
- 3) The rising interest in organic farming and sustainable agriculture positions India to become a global leader in this space, tapping into the increasing international demand for organic products.
- 4) Agro-forestry and agro-tourism present promising avenues for supplementary farmer income. With proper investment, these sectors can promote sustainable land use and rural development.
- 5) Government initiatives such as the Pradhan Mantri Fasal Bima Yojana, Pradhan Mantri Krishi Sinchai Yojana, and e-NAM are transforming the agricultural landscape. These programs provide farmers with access to crop insurance, irrigation infrastructure, and digital market platforms, helping improve productivity and profitability.
- 6) Robust Research & Development (R&D) Capabilities: The Company's strong emphasis on research and development has been instrumental in driving innovation and maintaining a competitive edge. R&D efforts are primarily focused on enhancing existing products by improving yields and optimizing process efficiencies. Additionally, the Company actively explores high-growth areas to expand its innovation pipeline. Through its subsidiary, Astec LifeSciences Limited, the Company leverages advanced R&D capabilities in agrochemical active ingredients. Strategic investments are also being made in developing cutting-edge technologies to broaden the product portfolio across various business segments.

THREATS, RISKS & CONCERNS

- 1) Climate and Environmental Risks: Unpredictable weather patterns (droughts, floods, heatwaves) due to climate change, Soil degradation and loss of fertility from overuse of chemical fertilizers and poor land management. Water scarcity and inefficient irrigation practices. Declining biodiversity due to monoculture farming and habitat loss.
2. Economic and Market Risks: Price volatility of agricultural commodities, dependence on middlemen, leading to reduced profit margins for farmers. Limited access to formal credit and financial services. High input costs (seeds, fertilizers, machinery) with fluctuating returns.
3. Infrastructure and Supply Chain Challenges: Inadequate storage and cold chain facilities, leading to post-harvest losses. Poor rural connectivity and logistics infrastructure. Limited access to modern technology and mechanization. Fragmented land holdings, making large-scale farming inefficient.
4. Policy and Regulatory Risks: Inconsistent agricultural policies across states. Delays in subsidy disbursement and insurance claims. Lack of awareness and access to government schemes. Trade restrictions and export bans affecting market access.

5. Social and Demographic Concerns: Aging farming population and youth migration to urban areas. Low levels of education and training among farmers. Gender disparities in land ownership and access to resources. Farmer distress and mental health issues, sometimes leading to suicides.

6. Technological and Innovation Gaps: Slow adoption of precision agriculture, AI, and data analytics. Limited R&D in certain crop categories and allied sectors. Digital divide in rural areas affecting access to agri-tech solutions.

INTERNAL CONTROL SYSTEMS

The Company does not have any formal internal audit system. The internal policies of the Company ensure efficient use and protection of assets and resources, compliance with policies and reliability of the financial and operational reports. The management is taking steps to introduce the internal audit system commensurate with the size and nature of the business of the company. The Audit Committee of the Board of Directors deals with the adequacy of internal controls and budgeting functions.

FINANCIAL PERFORMANCE

During the year, your Company recorded a turnover of ₹1,228.12 million. While the Company reported a loss for the financial year, it continued to make operational improvements aimed at long-term value creation. The Board remains committed to driving revenue growth and enhancing operational efficiency. With focused efforts on market expansion, and cost optimization, the Company is well-positioned to capitalize on future opportunities and strengthen its financial performance in the coming years.

HUMAN RESOURCES

The Company continued to have cordial and harmonious relations with its employees during the year under review.

FOREIGN CURRENCY RISKS

Volatility in global economies have become the new common in recent times and since company has less exposure to foreign revenue, risk is low in our case. However, the company has a defined policy for managing its foreign exchange exposure minimizing the currency risk which results in stable earnings.

FINANCIAL RATIOS

Sr. No.	Particulars	FY 2024-25	FY 2023-24
1	Current Ratio	2.58	1.05
2	Debt-Equity Ratio	0.16	0.61
3	Return of Equity Ratio	0.01	0.14
4	Net Capital Turnover Ratio	0.36	5.99
5	Net Profit Ratio	0.02	0.02
6	Return of Capital Employed	0.00	0.24

DISCLAIMER

The statements in the “Management Discussion and Analysis Report” describe the Company’s objectives, projections, expectations, estimates or forecasts which may be “forward-looking statements” within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company’s operations, inter alia, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

INDEPENDENT AUDITOR'S REPORT**To The Members of Dhyaani Tradeventtures Limited Report on the Audit of Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS financial statements of **Dhyaani Tradeventtures Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 as amended ("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 including the Ind AS, of the financial position of the Company as at 31st March, 2025, and its financial performance including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Ind AS 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 ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Emphasis of Matter

We draw attention to certain matters relating to the financial statements for the period under audit:

- ***Outstanding balance of trade receivables, trade payables and unsecured loans received are subject to confirmation and supporting documents.***

- *The company has not complied with statutory compliances related to e-way bill and e-invoice.*
- *For Sale of Goods, the company has not complied with the section 206CR of the Income Tax Act, 1961 regarding TCS on sale of goods.*

Our opinion is not modified in respect of this matter.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information and other information in the Company's annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation

of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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.

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

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS 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 control 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 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended 31st March, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has no pending litigations as at the end of the year;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) 1) The management has represented that, to the best of its knowledge and belief, as disclosed in Note no 28 (h) to the financial statements, no funds 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;
 - 2) The management has represented that, to the best of its knowledge and belief, as disclosed in Note no. 28 (h) to the financial statement, no funds have been received by the Company from any persons or entities, 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; and

3) Based on such 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 (a) and (b) contain any material misstatement.

v) During the year company has not declared or paid any dividend so section 123 of Companies Act 2013 is not applicable.

vi) Based on our examination which included test checks, performed by us on the Company, have used accounting software for maintaining their respective books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with.

h) According to the information and explanation given to us, during the current year, no remuneration is paid by the company to its directors hence section 197(16) of Companies Act, 2013 is not applicable.

Date : 30/08/2025

Place : Ahmedabad

**For S D P M & Co.
Chartered Accountants**

SD/-

**Praveen Toshniwal (Partner)
M.No. 121017
FRN: 126741W
UDIN : 25121017BMHNTH6748**

**ANNEXURE A
TO INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

(i) In respect of its Property Plant & Equipment & Intangible Assets:

- a. (A) The Company has maintained proper records showing full particulars including quantitative details and the situation of Property Plant & Equipment.
(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not possess any Intangible assets. Hence, paragraph 3(i)(a)(B) of the Order is not applicable.
- b. Majority of the assets have been physically verified by the management according to a program designed to cover substantial items, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the fixed assets during the year, no material discrepancies between the book records and physical inventory are noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not possess any immovable properties. Hence, paragraph 3(i)(c) of the Order is not applicable.
- d. The Company has not revalued its Property Plant & Equipment (including Right of Use assets) or Intangible Assets or both during the year ended March 31, 2025.
- e. There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

- (ii) a. We have been informed that, inventories have been verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable with regard to the size of company. According to information and explanations given to us by the management, no material discrepancy was noticed on such verification.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any working capital

loans during any point of time of the year from banks or financial institutions. Hence, paragraph 3(ii)(b) of the Order is not applicable.

(iii) **In respect of the loans secured or unsecured to the Companies, Firms, Limited Liability Partnership or other parties:**

During the year, the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity, please find the following details:

(Amount in Lacs)

Particulars	Investments	Loans	Advances (Refer clause 3(x)(a))
A. Aggregate amount granted / provided during the year:			
Subsidiary	0.00	0.00	0.00
Associate	0.00	0.00	0.00
Others	0.00	194.58	2,506.71
B. Balance outstanding as at balance sheet date in respect of above cases:			
Subsidiary	0.00	0.00	0.00
Associate	0.00	0.00	0.00
Others	0.40	829.63	2,399.91

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made ***except for loans and advances as referred in clause 3(iii) above, in reference to section 186 of the Act.*** In case of interest free loan given to Companies covered in the register maintained under section 189 of the Act, which in the opinion of management, is not prejudicial to the interest of the Company.

(v) In our opinion and according to the information and explanations given to me, the Company has accepted amounts which are deemed to be deposits, and hence the provisions of Section 73 and 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted are applicable to the Company.

According to the information and explanations given to me, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) In respect of statutory dues:

- a. According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at 31st March, 2025 for a period of more than six months from the date they became payable except of below:

Name of the Statute	Nature of Dues	Amount (₹)	Period	Remarks
Income Tax Act, 1961	Income Tax	26,36,339	F.Y. 2023-24	Unpaid till date

- b. There are no dues in respect of Income Tax, Sales tax, service tax or duty of customs or duty of excise or GST that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanation given to me, the Company has not surrendered or disclosed any transaction previously unrecorded in the books of accounts as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.

(ix) a. The company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

b. The Company is not declared as a wilful defaulter by any bank or financial institutions or government or any government authority.

c. The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.

d. On an overall examination of the financial statements of the Company, no funds raised on short term basis have been used for long term purposes by the company.

e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.

(x) According to the information and explanation given to us and based on our examination of the records of the company, the company have made right issue of shares and issued fully convertible debentures during the year, the same is in accordance with section 62 of the Companies Act, 2013. The fund raised have been used for the purpose they were raised.

a) As found from the books of accounts, the fund raised through right issue has been utilized for working capital purpose, which includes advance given to a party against purchase of goods amounting to Rs. 1,555.10 Lacs. As explained by the management, the supply of goods was delayed beyond the balance sheet cutoff date.

b) Also, the fund has been utilized for the repaying unsecured loans amounting to Rs. 520.00 Lacs and remaining funds has been utilized for payment to Sundry creditors, expenses etc.

(xi) a. Based on the audit procedures performed and representation obtained from management we report that, no case of material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.

b. During the year, no report under section 143(12) of the Companies act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT-4 as prescribed under the rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government.

c. In our opinion and according to the explanation and information given to me, there is no whistle-blower complaints received by the Company during the year.

- (xii) In our opinion and according to the information and explanations given to me, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii)(a)(b)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company did not have internal audit system for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (xvii) According to the information and explanation given to us and based on our examination of books of accounts, there has been no cash losses incurred by the Company during the financial year and immediately preceding financial year.
- (xviii) There has been no resignation from of the Statutory Auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans and based on our examination of 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 that company is capable of meeting its liabilities existing at the balance sheet date 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 audit report and We neither give any guarantee nor any assurance that all liabilities falling due within a period of

one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) The provision of Section 135 of the Companies Act, 2013 about the Corporate Social Responsibility (CSR) is not applicable to the Company. Thus the paragraph 3 (xx) of the Order is not applicable.
- (xxi) The reporting under clause 3(xxi) of the order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

Date: 30/08/2025
Place: Ahmedabad

For S D P M & Co.
Chartered Accountants

Sd/-
Praveen Toshniwal (Partner)
M.No. 121017
FRN: 126741W
UDIN: 25121017BMHNT6748

ANNEXURE B
TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

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

We have audited the internal financial controls over financial reporting of Dhyaani Tradeventtures Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence We have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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, merge, or disposition of the Company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has an **inadequate** internal financial controls system over financial reporting and they were not properly operating based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 30/08/2025
Place: Ahmedabad

For S D P M & Co.
Chartered Accountants

SD/-

Praveen Toshniwal (Partner)
M.No. 121017
FRN: 126741W
UDIN: 25121017BMHNT6748

DHYAANI TRADEVENTURES LIMITED
(Formerly known as Dhyaani Tile and Marblez Limited)

CIN: U51900GJ2014PLC081004

Block D,101, Prahladnagar Trade Center, B/h Titanium City Center, Radio Mirchi Road, Jodhpur Char Rasta, Ahmedabad - 380015

Statement of Standalone Assets and Liabilities as at 31st March 2025

(Rs. In Lakhs)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	1.1	12.49	6.69
(b) Financial Assets			
i) Loans	1.2	844.57	645.55
(c) Other Non Current Assets	1.3	1.27	1.05
(2) Current Assets			
(a) Inventories	1.4	3.87	20.61
(b) Financial assets			
(i) Trade receivables	1.5	2,223.42	3,042.06
(ii) Cash and cash equivalents	1.6	2.68	11.41
(c) Other current assets	1.7	2,888.17	22.83
TOTAL ASSETS		5,976.47	3,750.20
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	1.8	1,702.40	425.60
(b) Other Equity	1.9	1,754.00	69.35
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.10	536.02	303.22
(b) Deferred tax liabilities (Net)		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(i) Trade payables	1.11	1,776.54	2,887.77
(b) Other current liabilities	1.12	137.87	3.83
(c) Provisions	1.13	60.42	27.86
(d) Current tax liabilities (Net)	1.14	9.22	32.56
TOTAL EQUITY AND LIABILITIES		5,976.47	3,750.20

Contingent Liabilities and commitments 3.5

The accompanying Notes are integral part of these Financial Statements.

As per our report of even date attached.

For S D P M & Co.

Chartered Accountants

FRN : 126741W

SD/-

Sunil Dad

Partner

M.No. 120702

UDIN : 25121017BMHNTH6748

For Dhyaani Tradeventures Limited

SD/-

Chintan Nayanbhai Rajyaguru

Managing Director

DIN : 08091654

SD/-

Amit Kapariya

Director

DIN: 11054494

Khushbu Bharakatya

Company Secretary

Alpaben Kotadiya

Chief Financial Officer

Place : Ahmedabad

Date : 30-08-2025

Place : Ahmedabad

Date : 05-09-2025

DHYAANI TRADEVENTTURES LIMITED
(Formerly known as Dhyaani Tile and Marblez Limited)

CIN: U51900GJ2014PLC081004

380015

Statement of Profit and loss for the year ended 31st March, 2025

(Rs. In Lakhs)

Particulars	Note No.	2024-2025	2023-2024
Revenue from operations	2.1	1,228.13	2,966.86
Other income	2.2	-	15.48
Total Income		1,228.13	2,982.33
<u>Expenses</u>			
Purchases of Stock - in - Trade	2.3	402.26	2,774.18
Changes in inventories Stock in trade	2.4	16.74	-
Employee benefit expenses	2.5	24.23	14.90
Finance Cost	2.6	32.57	18.14
Depreciation & amortization expenses	1.1	2.31	1.78
Other Expenses	2.7	736.52	56.59
Total Expenses		1,214.63	2,865.59
Profit before exceptional items & tax		13.50	116.75
Exceptional Items	2.8	(21.97)	15.54
Profit/(Loss) before tax		35.47	101.21
Less: Tax expenses			
(1) Current tax of Current year		9.22	32.56
(2) Deferred tax		-	-
(3) Excess/(short) provision of Income Tax		1.44	-
Profit for the period	A	24.81	68.64
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to		-	-
B. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B	-	-
Total Comprhensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)	(A+B)	24.81	68.64
Earning per equity share (Face Value of Rs. 1/- each)	2.9		
(1) Basic		0.15	1.61
(2) Diluted		0.15	1.61

The accompanying Notes are integral part of these Financial Statements.

As per our report of even date attached

For S D P M & Co.

Chartered Accountants

FRN : 126741W

SD/-

Sunil Dad

Partner

M.No. 120702

UDIN : 25121017BMHNTH6748

Place : Ahmedabad

Date : 30-08-2025

For Dhyaani Tradeventtures Limited

SD/-

Chintan Nayanbhai Rajyaguru Amit Kapariya

Managing Director

DIN : 08091654

SD/-

Director

DIN: 11054494

Khushbu Bharakatya

Company Secretary

Alpaben Kotadiya

Chief Financial Officer

Place : Ahmedabad

Date : 05-09-2025

DHYAANI TRADEVENTTURES LIMITED

(Formerly known as Dhyaani Tile and Marblez Limited)

CIN: U51900GJ2014PLC081004

Block D,101, Prahladnagar Trade Center, B/h Titanium City Center, Radio Mirchi Road, Jodhpur Char Rasta, Ahmedabad - 380015

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2025

(Rs. In Lakhs)

Particulars	3/31/2025	3/31/2024
A. Cash Flow from Operating Activities		
Net Profit before tax and extraordinary Items	13.50	116.75
Adjustments for		
Extraordinary Items	21.97	-15.54
Depreciation and amortization expense	2.31	1.78
Interest & Dividend Income	-	-15.48
Interest and Borrowing cost	32.57	18.14
Operating profit before working capital changes	70.35	105.65
Adjustments for		
Decrease/ (Increase) in Other Non Current Assets	-0.22	-
Decrease/ (Increase) in Trade and other receivables	818.64	(994.43)
Decrease/ (Increase) in Other Current Assets	-3,064.36	(389.74)
Decrease/ (Increase) in Inventories	16.74	-
Increase/ (Decrease) in Trade and other payables	-1,111.24	832.43
Increase/ (Decrease) in Other Financial Liabilities and provisions	132.60	3.38
Cash Generated from operations	(3,137.49)	(442.71)
Adjustment for extraordinary items	-	-
Net Cash From Operating Activities	(3,137.49)	(442.71)
B. Cash Flow From Investing Activities		
Interest & Dividend Income	-	15.48
Purchase of Assets	(8.11)	(0.60)
Net Cash from Investing Activities	(8.11)	14.87
C. Cash flow From Financing Activities		
Proceeds from Borrowings	232.80	293.90
Issue of Share capital	2,936.64	-
Financial Expenses	(32.57)	(18.14)
Net Cash used in Financing Activities	3,136.87	275.76
Net Increase in Cash & Cash Equivalents	(8.73)	(152.07)
Opening Balance of Cash & Cash Equivalents	11.41	163.49
Closing Balance of Cash & Cash Equivalents	2.68	11.41

As per our report of even date attached.

For S D P M & Co.
Chartered Accountants
FRN : 126741W

For Dhyaani Tradeventtures Limited

SD/-	SD/-
Chintan Nayanbhai Rajyaguru Managing Director DIN : 08091654	Amit Kapariya Director DIN: 11054494

SD/-

Sunil Dad
Partner
M.No. 120702
UDIN : 25121017BMHNT6748

Khushbu Bharakatya Company Secretary	Alpaben Kotadiya Chief Financial Officer
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Place : Ahmedabad
Date : 30-08-2025

Place : Ahmedabad
Date : 05-09-2025

DHYAANI TRADEVENTURES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

A. Equity Share Capital (Rs. In Lakhs)

Particulars	Amount
Balance as at April 1, 2023	152.00
Changes in Equity Share Capital during the year	273.60
Balance as at March 31, 2024	425.60
Balance as at April 1, 2024	425.60
Changes in Equity Share Capital during the year	1,276.80
Balance as at March 31, 2025	1,702.40

B. Other Equity (Rs. In Lakhs)

Particulars	Securities Premium	Retained Earnings	Total
Current Reporting Period			
Balance as at beginning of the current reporting period	-	69.35	69.35
Changes in accounting policy/prior period items	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-
Issue of bonus shares	-	-	-
Issue of Right Entitlement	1,659.84	-	1,659.84
Total Comprehensive Income for the current year	-	24.81	24.81
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance at the end of the current reporting period	1,659.84	94.16	1,754.00
Previous Reporting Period			
Balance as at beginning of the previous reporting period	196.80	77.51	274.20
Changes in accounting policy/prior period items	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-
Issue of Bonus Shares	-196.80	(76.80)	
Total Comprehensive Income for the current year	-	68.64	68.64
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance at the end of the previous reporting period	-	69.35	69.35

DHYAANI TRADEVENTTURES LIMITED

(CIN: U51900GJ2014PLC081004)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

A. Company Overview

Dhyaani Tradeventturies Limited ("the Company") is public limited company and domiciled in India and is incorporated as per the provisions of the Companies Act 2013 with its registered office located at Block-D, 101, Prahladnagar Trade Center, B/H Titanium City Center, Radio Mirchi Road, Jodhpur Char Rasta, Ahmedabad, Ahmadabad City, Gujarat, India, 380015. The Company is listed on the Bombay Stock Exchange (BSE). The company engage in the trading business of commodities.

B. Significant Accounting Policies

B.1 Basis of Preparation and Presentation

B.1.1 Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements up to year ended March 31, 2025 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. Previous period figures in the financial statements have been restated in Ind AS.

B.1.2 Basis of Measurement

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value at the end of each reporting period, as explained in relevant schedule notes.

B.1.3 Functional and presentation currency

Indian rupee is the functional and presentation currency.

B.1.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires 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.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as 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.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive

B.2 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

B.2.1 Sale of Goods

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the products sold.

Revenue is exclusive of excise duty and is reduced for estimated customer returns, commissions, rebates and discounts and other similar allowances.

B.2.2 Other Operating Revenue

Other Operating Revenue comprises of income from ancillary activities incidental to the operations of the company and is recognised when the right to receive the income is established as per the terms of contracts.

B.2.3 Dividend and Interest income

Dividend income is recognized when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably).

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (provided that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably).

B.3 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

B.4 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are

recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax:

Current tax is determined on taxable profits for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 including other applicable tax laws that have been enacted or substantively enacted.

Provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and TDS/TCS receivables.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India. MAT Credit Entitlement, is classified as unused tax credits under deferred tax by way of a credit to the statement of profit and loss.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

B.5 Property, Plant and Equipment

Cost:

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the written down method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirements of Schedule II of the Act. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal. Cost of lease-hold land is amortized equally over the period of lease.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss.

B.6 Impairment Losses

At the end of each reporting period, the Company determines whether there is any indication that its assets (property, plant and equipment, intangible assets and investments in equity

instruments in subsidiaries carried at cost) have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

B.7 Inventories

Inventories are taken as verified, valued and certified by the management. Inventories are stated at lower of cost and net realisable value.

Cost of inventories is determined as follows:

Shares - At lower of cost or net realizable value

B.8 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for possible obligations which will be confirmed only by future events not within the control of the Company or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized since this may result in the recognition of income that may never be realized.

B.9 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets:

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Classification of financial assets

The financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets are added to the fair value of the financial assets on initial recognition.

After initial recognition:

(i) Financial assets (other than investments) are subsequently measured at amortised cost using the effective interest method.

Effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Income on such debt instruments is recognised in profit or loss and is included in the “Other Income”.

The Company has not designated any debt instruments as fair value through other comprehensive income.

(ii) Financial assets (i.e. investments in instruments other than equity of subsidiaries) are subsequently measured at fair value.

Such financial assets are measured at fair value at the end of each reporting period, with any gains (e.g. any dividend or interest earned on the financial asset) or losses arising on re-measurement recognised in profit or loss and included in the “Other Income”.

Investments in equity instruments of subsidiaries

The Company measures its investments in equity instruments of subsidiaries at cost in accordance with Ind AS 27. At transition date, the Company has elected to continue with the carrying value of such investments measured as per the previous GAAP and use such carrying value as its deemed cost.

Impairment of financial assets:

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The Company applies the expected credit loss model for recognising impairment loss on financial assets (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the Company expects to receive).

De-recognition of financial assets:

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

Financial liabilities and equity instruments

Equity instruments

Equity instruments issued by the Company are classified as equity in accordance with the substance and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs".

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the

financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

B.10 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

C. Critical Accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgments, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the key estimates that have been made by the Management in the process of applying the accounting policies:

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

Allowance for doubtful trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc.

Individual trade receivables are written off when the management deems them not to be collectable.

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

Note: 1.1 - Property, Plant and Equipment

(Rs. In Lakhs)

Particulars	Computers & Printers	Furniture & Fixtures	Total
Gross Carrying Amount			
Deemed Cost as on April 01, 2023	3.72	5.82	9.55
Additions	-	0.60	0.60
Disposal	-	-	-
As on March 31, 2024	3.72	6.43	10.15
Additions	5.71	2.40	8.11
Disposal	-		
As on March 31, 2025	9.43	8.83	18.26
Accumulated Depreciation			
As on April 01, 2023	1.04	0.63	1.67
Depreciation charged during the year	1.18	0.60	1.78
Accumulated Depreciation on disposal	-	-	
As on March 31, 2024	2.22	1.24	3.46
Depreciation charged during the year	1.71	0.60	2.31
Accumulated Depreciation on disposal	-		
As on March 31, 2025	3.94	1.84	5.77
Net Carrying Amount			
As on April 01, 2023	2.68	5.19	7.87
As on April 01, 2024	1.50	5.19	6.69
As on March 31, 2025	5.50	7.00	12.49

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

1.2 Non -Current Financial Assets - Loans

(Rs. In Lakhs)

Particulars	As at 3/31/2025	As at 3/31/2024
(Unsecured, Considered Good)		
(1) Loans & Advances		
- To Corporates	829.63	645.55
- To Director	14.93	-
Total	844.57	645.55

1.3 Other Non Current Assets

(Rs. In Lakhs)

Particulars	As at 3/31/2025	As at 3/31/2024
Deposits		
(Unsecured, Considered Good)		
- Security Deposits	1.27	1.05
Total	1.27	1.05

1.4 Inventories

(Rs. In Lakhs)

Particulars	As at 3/31/2025	As at 3/31/2024
<i>(As verified, valued and certified by management)</i>		
Stock in Trade	3.87	20.61
Total	3.87	20.61

1.5 Trade Receivables

(Rs. In Lakhs)

Particulars	As at 3/31/2025	As at 3/31/2024
Trade Receivables - Unsecured		
Considered good	2,223.42	3,042.06
Considered Doubtful	-	-
	2,223.42	3,042.06
Less: Allowance for Doubtful Receivable	-	-
Total	2,223.42	3,042.06
Age analysis of trade receivables		
Outstanding for more than six months from the date they are due	2,060.66	1,974.57
Others	162.77	1,067.49
	2,223.42	3,042.06

1.6 Cash & Cash Equivalents

(Rs. In Lakhs)

Particulars	As at 3/31/2025	As at 3/31/2024
Cash on Hand <i>(as certified by the management)</i>	2.61	0.40
Balance With Banks		
- In Current Accounts	0.07	11.01
- In Deposit Accounts	-	-
Total	2.68	11.41

1.7 Other Current Asset

(Rs. In Lakhs)

Particulars	As at 3/31/2025	As at 3/31/2024
Balance With Government Authorities	15.19	22.83
Advance to Suppliers	2,872.80	-
Loan to staff	0.18	-
Total	2,888.17	22.83

Note 1.5 (a) : Trade Receivable ageing schedule

(Rs. In Lacs)

F.Y. 2024-2025	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	162.77	1,056.44	14.31	989.91	-	2,223.42
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

(Rs. In Lacs)

F.Y. 2023-2024	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,067.49	-	1,974.57	-	-	3,042.06
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note : 1.11 (a) Trade Payables ageing schedule

(Rs. In Lacs)

F.Y. 2024-2025	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	18.27	-	443.58	1,314.68	1,776.54
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

(Rs. In Lacs)

F.Y. 2023-2024	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	34.81	443.58	1,348.25	-	1,826.64
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

1.8 EQUITY SHARE CAPITAL

A. Share Capital

(Rs. In Lakhs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number	Amount	Number	Amount
Authorized Share Capital				
1,80,00,000 Equity shares, Re. 10/- par value (P.Y. 50,00,000 Equity Shares)	18,00,000.00	1,800.00	5,00,000.00	500.00
	18,00,000.00	1,800.00	5,00,000.00	500.00
Issued, Subscribed and Fully Paid Up Shares				
1,70,24,000 Equity shares, Re. 10/- par value (P.Y. 42,56,000 Equity Shares)	17,024,000.00	1,702.40	4,256,000.00	425.60
	17,024,000.00	1,702.40	4,256,000.00	425.60

B. The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2025:

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	4,256,000.00	425.60	1,520,000.00	152.00
Add: Shares issued during the year	12,768,000.00	1,276.80	2,736,000.00	273.60
Less : Shares bought back (if any)	-	-	-	-
Share outstanding at the end of the year	17,024,000.00	1,702.40	4,256,000.00	425.60

C. Terms/rights attached to equity shares

(A) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting . During the year ended March 31, 2025, the amount per share of dividend recognised as distributions to equity share holders was Rs. NIL.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

D. The details of shareholders in the company:

Name of the shareholder	As at 31st March, 2025		As at 31st March, 2024	
	Number	% of holding	Number	% of holding
Promoters				
Chintan Rajyaguru	963,200.00	5.66	1,696,800.00	39.87
Other than Promoters				
Pragnesh Jindas Doshi	1,214,776.00	7.14	-	-
Samir Ramjibhai Asodariya	1,153,600.00	6.78	-	-

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

1.9 Other Equity

(Rs. In Lakhs)

Particulars	As at	As at
	31-03-2025	31-03-2024
Security Premium	1,659.84	-
Retained Earnings	94.16	69.35
Total	1,754.00	69.35

Refer Statement of changes in Equity for additions/deletions in each reserve

Notes

I. Retained Earnings are the profits that the company has earned till date, less any transfer to general reserves, dividends or other distributions paid to the shareholders.

1.10 Non Current Financial Liabilities - Borrowings

(Rs. In Lakhs)

Particulars	As at	As at
	31-03-2025	31-03-2024
Unsecured Borrowings		
II. Loans		
- From Directors	-	38.52
- From Corporates	511.02	264.71
- From Others	25.00	-
Total	536.02	303.22

Note : The confirmation regarding Borrowings are not available for verification.

1.11 Trade Payables

(Rs. In Lakhs)

Particulars	As at	As at
	31-03-2025	31-03-2024
Total Outstanding dues of Micro, small and Medium Enterprises	-	-
Total Outstanding dues of creditors other than Micro, Small and Medium Enterprises	1,776.54	2,887.77
Total	1,776.54	2,887.77

Note:

1. Trade payables are subject to confirmation from parties concerned.

The information as required to be disclosed pursuant under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	31-03-2025	31-03-2024
Amount Remaining unpaid		
Principal	-	-
Interest	-	-
Interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
Interest remaining due and payable (pertaining to prior years), until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act 2006	-	-

1.12 Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
a) Statutory Dues Payable	9.90	2.78
b) Audit Fees Payable	2.10	1.05
c) Advance from Customers	125.87	-
Total	137.87	3.83

Note 1: Total statutory dues of Rs. 9.90 Lacs is outstanding for more than 6 Months.

Note 2 : The confirmation regarding Advance from Customers are not available for verification.

1.13 Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 31-03-2025	As at 31-03-2024
Provision for Income Tax	60.42	27.86
Total	60.42	27.86

Note : The income tax of last financial year 2023-2024 is still pending to be paid.

1.14 Current Tax Liabilities**(1) Components of Income Tax Expense**

The major component of Income Tax Expense for the year ended on March 31, 2025 and March 31, 2024 are as follows:

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Statement of Profit and loss		
Current Tax		
Current Income Tax	-	32.56
Adjustment of tax relating to earlier periods	-	-
Deferred Tax		
Deferred Tax Expense	-	-
MAT Credit Entitlement	-	-
	-	32.56
Income Tax Expense as per the statement of profit and loss	-	32.56

(2) Reconciliation of effective Tax

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax from continuing and discontinued operations	35.47	101.21
Applicable Income Tax Rate	26.0000%	32.1760%
Income Tax Expense	9.22	32.56
<i>Adjustment for :</i>		
Other Temporary Differences	-	-
Difference of Depreciation	-	-
MAT Credit Entitlement	-	-
Tax Expense/(benefit)	9.22	32.56
Effective Tax Rate	26.0000%	32.1760%

DHYAANI TRADEVENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

2.1 Revenue From Operations	(Rs. In Lakhs)	
Particulars	2024-2025	2023-2024
Sales of Commodities	361.54	2,966.86
Sales of Goods	34.09	-
Sales of Services	832.50	-
	1,228.13	2,966.86
2.2 Other Income	(Rs. In Lakhs)	
Particulars	2024-2025	2023-2024
Interest Income	-	15.47
Interest on Income tax Refund	-	-
Other Income	-	0.00
	-	15.48
2.3 Purchase of Stock in Trade	(Rs. In Lakhs)	
Particulars	2024-2025	2023-2024
Purchase		
Import	-	-
Indeginous	402.26	2,774.18
	402.26	2,774.18
2.4 Changes in Inventories of Stock in Trade	(Rs. In Lakhs)	
Particulars	2024-2025	2023-2024
Inventory at the beginning	20.61	20.61
Inventory at the end	3.87	20.61
	16.74	-
2.5 Employee Benefit Expenses	(Rs. In Lakhs)	
Particulars	2024-2025	2023-2024
Salaries, Wages and Bonus	23.25	13.65
Bonus Expenses	0.78	0.81
Employee's Insurance Expense	0.19	0.17
Staff Welfare Expenses	-	0.27
	24.23	14.90
2.6 Finance Cost	(Rs. In Lakhs)	
Particulars	2024-2025	2023-2024
Interest Expense		
On Loan	32.57	18.14
On Late Payment	-	-
	32.57	18.14

2.7 Other Expense (Rs. In Lakhs)

Particulars	2024-2025	2023-2024
Direct Expenses :		
Contractual Charges	654.78	-
Selling and distribution expenses :		
Advertisement and sales promotion Expenses	1.65	0.71
Administrative Expenses :		
Annual Listing fees	0.25	0.25
Audit Fees	-	-
Statutory and Tax	3.15	2.10
Internal	-	-
Business Promotion Expenses	7.94	-
Commission & Brokerage	3.30	-
Donations	-	-
Electricity Expense	0.54	0.44
Miscellaneous Expenses	1.28	1.57
Office Expense	2.38	2.57
Legal & Professional Charges	19.82	7.32
Bank charges	0.24	0.17
Printing & Stationery	0.10	0.16
Computer Maintenance charges	0.08	0.13
Rates, Rents & Taxes	5.99	5.00
Telephone Expenses	0.36	1.57
Repairs and Maintenance	0.27	1.26
Travelling & conveyance	14.93	7.33
Subscription Expense	-	0.07
Transportation Expenses	0.39	-
Director Remuneration	18.00	15.30
Software Expenses	0.04	0.12
ROC Fees	0.14	9.48
Registrar and Share Transfer Charges	-	0.50
Annual Custody Fees	0.09	0.09
Expense related Bonus Issue	-	0.22
Default in payment of statutory dues	0.81	0.23
	736.52	56.59

2.8 Exceptional Items (Rs. In Lakhs)

Particulars	2024-2025	2023-2024
Payment of Interest on GST (proceedings)	-	15.54
Payment related to Right Issue Entitlement	28.33	-
Balance written off	-50.30	-
	-21.97	15.54

2.9 Earning per Share (Rs. In Lakhs)

Particulars	2024-2025	2023-2024
Basic	0.15	1.61
Diluted	0.15	1.61
Face Value of each Equity Share	10	10
Profit for the year attributable to Equity Shareholders	24.81	68.64
Weighted average number of equity shares used in the calculation of earnings per share	1,70,24,000.00	42,56,000.00

Note 3.1 : Capital Management

For the purpose of the company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objectives of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual planning and budgeting and corporate plan for working capital, capital outlay and longterm product and strategic involvements. The funding requirements are met through internal accruals and a combination of both long-term and short-term borrowings.

The Company monitors the capital structure on the basis of total debt (long term and short term) to equity and maturity profile of the overall debt portfolio of the Company.

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total Debt (Inclusive of current maturities of long term debt)	536.02	303.22
Total Equity	3,456.40	494.95
Debt Equity Ratio	0.16	0.61

Note 3.2 : Financial Risk Management

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational/ financial performance. These include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk

The Board of Directors reviews and approves risk management framework and policies for managing these risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings. In line with the overall risk management framework and policies, the management monitors and manages risk exposure through an analysis of degree and magnitude of risks.

(i) Market Risk

Market risk is the risk that changes in market prices, liquidity and other factors that could have an adverse effect on realizable fair values or future cash flows to the Company. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates as future specific market changes cannot be normally predicted with reasonable accuracy.

(a) Foreign Currency Risk Management:

The Company undertakes transactions denominated in foreign currencies and thus it is exposed to exchange rate fluctuations. The Company actively manages its currency rate exposures, arising from transactions entered and denominated in foreign currencies, and uses derivative instruments such as foreign currency forward contracts to mitigate the risks from such exposures. The company does not use derivative instruments to hedge risk exposure.

(b) Interest Rate Risk Management:

The Company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. The Company's risk management activities are subject to management, direction and control under the framework of risk management policy of interest rate risk. The management ensures risk governance framework for the company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives

For the company's total borrowings, the analysis is prepared assuming that amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total Borrowings	536.02	303.22

(ii) Credit Risk

Credit risk refers to the risk that a counterparty or customer will default on its obligation resulting in a loss to the company. Financial instruments that are subject to credit risk principally consist of Loans, Trade and Other Receivables, Cash and Cash Equivalents, Investments and Other Financial Assets.

Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in independent markets. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate. The average credit period are generally in the range of 14 days to 90 days. Credit limits are established for all customers based on internal rating criteria.

Age analysis of Trade Receivables

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Gross Trade Receivables		
Due Less than 6 Months	162.77	1,067.49
Due greater than 6 Months	2,060.66	1,974.57
Allowance for doubtful debts	-	-
Net Trade Receivables	2,223.42	3,042.06

(iii) Liquidity Risk

The Company monitors its risk of shortage of funds through using a liquidity planning process that encompasses an analysis of projected cash inflow and outflow.

The Company's objective is to maintain a balance between continuity of funding and flexibility largely through cash flow generation from its operating activities and the use of bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

Note 3.3 : Categories of Financial Assets and Liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets		
a. Measured at Cost:		
Investment		
Equity shares (Unquoted)	-	-
b. Measured at amortised cost:		
Cash and Cash Equivalents (including other bank balances)	2.68	11.41
Trade Receivables	2,223.42	3,042.06
Financial Liabilities		
a. Measured at amortised cost:		
Borrowings	536.02	303.22
Trade payables	1,776.54	2,887.77

Note 3.4 : Related Party Transactions

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below

(A) Particulars of related parties and nature of relationships**I. Companies/ partnership firms over which Key Management Personnel and their relatives are able to exercise**

Gandhinagar Leasing & Finance Limited

II. Key Management Personnel

Chintan Rajyaguru

Khushbu Bharakatya

Alpaben Thummar

(B) Related Party transactions and balances

The details of material transactions and balances with related parties (including those pertaining to discontinued operations) are given below:

(Rs. In Lakhs)

a) Transaction during the year	As at March 31, 2025	As at March 31, 2024
Salary Paid		
Alpaben Thummar	5.88	-
Khushbu Bharakatya	1.80	1.50
	7.68	1.50
Remuneration Paid		
Chintan Rajyaguru	18.00	15.30
	18.00	15.30

(Rs. In Lakhs)

b) Balances at the end of the year	As at March 31, 2025	As at March 31, 2024
Loan Received		
Chintan Rajyaguru	-	38.52
	-	38.52
Loan Paid		
Chintan Rajyaguru	14.93	-
	14.93	-

Note 3.5: Contingent Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Disputed Income Tax Liability	-	-
Disputed Sales Tax Liabilities	-	-

Note 3.6 : Other Information

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
1. Auditor's Remuneration		
Included under other Expenses		
(i) For Financial Audit	2.10	2.10
(ii) For Taxation Matters	-	-

Note 3.7 : Other Notes**1. Events occurring after balance sheet date**

As on 31st March, 2025, the company has carried forward outstanding creditors named Cenges Tiles Limited of Rs. 207.28 Lacs from previous year. Against which, the company has received order from NCLT, Ahmedabad Bench in its favour with no claim as on dated 30th June 2025.

2. Outstanding Balance of unsecured loans, borrowings, trade receivables, trade payables and any other outstanding balances including all squared up accounts are subject to confirmation and reconciliation.

3. Previous Year Figures have been regrouped, rearranged, recalculated and reclassified whenever required.

4. Ratios

Particulars	F.Y. 2024-2025	F.Y. 2023-2024
(A) Current Ratio	2.58	1.05
(B) Debt-Equity Ratio	0.16	0.61
(C) Return of Equity Ratio	0.01	0.14
(D) Net Capital Turnover Ratio	0.36	5.99
(E) Net Profit Ratio	0.02	0.02
(F) Return of Capital Employed	0.00	0.24

5. Additional Regulatory Information

a) The Company does not have any benami property where any proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.

b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

d) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiary) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.

e) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

- 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.

f) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income tax Act, 1961.

g) The Company has not traded or invested in crypto currency or virtual currency during the year under review.

h) There are no charges or satisfaction which are yet to be registered with Registrar of Companies beyond the statutory period.

i) The Company has no transactions with the Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.