

EXXARO CERAMIC LIMITED

(CIN: U26994GJ2021PLC127930)

(A Wholly Owned Subsidiary of Exxaro Tiles Limited)

Regd. Office: Survey No. 169, 170 & 54, Vavdi Harsol Road,
At & Po. Mahelav, Ta. Talod, Dist. Sabarkantha- 383305 Gujarat, India.

Email: cs@exxarotiles.com

NOTICE

NOTICE is hereby given that the First Annual General Meeting of the members of **EXXARO CERAMIC LIMITED** (CIN: U26994GJ2021PLC127930) will be held on Thursday, the 30th June 2022, at 4.00 P.M. at the Registered Office of the Company situated at Survey No. 169, 170 & 54, Vavdi Harsol Road, At & Po. Mahelav Talod Sabarkantha, 383305 Gujarat, India to transact the following business:-

ORDINARY BUSINESS:-

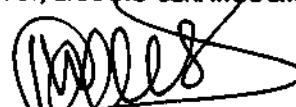
1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dineshbhai Ramanlal Patel (DIN: 01917917) who retires by rotation and being eligible offer himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), **M/s. H. B. KALARIA & ASSOCIATES**, Chartered Accountants having firm registration number: 104571W, be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of 1st Annual General Meeting (AGM) until the conclusion of the 6th Annual General Meeting (AGM) of the Company to be held in the year 2027, on such remuneration as may be mutually agreed between the Mr. Mukeshkumar B. Patel, Director of the Company and the Statutory Auditors, plus applicable taxes and reimbursement of output pocket expenses as may be incurred by them during the course of the audit.

NOTES:-

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy instead of himself to attend and vote at the meeting. A proxy need not be a member of the Company. The instrument appointing the proxy must be lodged with the Company at least 48 hours before the time at which the meeting is scheduled to be held.
2. The documents referred to in the notice are available for inspection to the members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working days till the conclusion of Annual general meeting.
3. Members are requested to:
 - (a) Notify any change in their address immediately to the Company.
 - (b) Bring their copy of annual report to the meeting.

By Order of the Board of Directors
For, **EXXARO CERAMIC LIMITED**


Mr. Mukeshkumar B. Patel
Director (DIN: 01944968)

Date: 27th May 2022
Place: Mahelav

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DIRECTORS' REPORT

To,
The Members,
EXXARO CERAMIC LIMITED

Your Directors have pleasure to present their 1st Annual Report together with Audited Financial Statements of the Company for the year ended 31st March, 2022.

FINANCIAL RESULTS

The Company was incorporated on 13th December 2021. During the year under review the Company has not commenced any business activities. The Company has incurred Net Loss of Rs. 0.36 Lakhs which was mainly due to the pre-operative expenses.

DIVIDEND

As the Company has not commenced any business activity, your Directors do not recommended any dividend for the year under review.

RESERVES

During the year under review, the company has not transfer any sum to general reserves for the year ended 31st March, 2022.

NUMBER OF BOARD MEETINGS

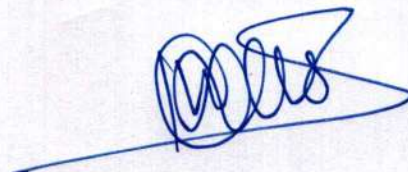
During the financial year, two (2) Board Meetings were held.

DEPOSITS

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. The company also does not have any deposits due or unpaid at the end financial year.

SHARE CAPITAL

The authorized share capital of the company as on 31st March, 2022 is Rs. 1,00,000/- and the issued, subscribed and paid up share capital of the company is Rs. 1,00,000 divided into 10,000 equity shares issued to the subscribers to the Memorandum and Articles of Association of the Company. During the year under review, the entire paid up capital of the Company held by Exxaro Tiles Limited and its nominees.



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INDUSTRIAL RELATION

During the year under review, the company has no any employees since it is newly incorporated Company.

DEMATERIALIZATION OF SECURITIES

Ministry of Corporate Affairs (MCA) vide its notification dated 22.01.2019 exempted unlisted public company which is a Nidhi Company, Government Company or a wholly owned subsidiary, from the provisions of compulsory dematerialization of securities. However the company is in process of dematerialization of its securities.

SUBSIDIARIES / JOINT VENTURES/ ASSOCIATES

Holding Company

The Company is a Wholly Owned subsidiary of Exxaro Tiles Limited.

Subsidiaries / Joint Ventures/ Associates

The Company does not have any subsidiary, Joint venture and Associate.

PARTICULARS OF EMPLOYEES

During the year under review, the company has no any employees and hence the particulars of remuneration in terms of section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given herewith. Being an unlisted Company, the statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Since, the company is not commenced any business activities, the particulars of conservation of Energy and technology absorption is not given herewith. The company has neither earned nor spent any foreign exchange during the under review.



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RISK MANAGEMENT POLICY

Though the company has not commenced any business activities, however the company strives to comply with the requirements of law.

PARTICULARS CONTRACT OR ARRANGEMENT WITH RELATED PARTY

During the year under review, the company has not entered into any contracts/arrangements/transactions with related parties referred to in section 188 of the Companies Act, 2013 and rules made there under. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the company has not given any loans and any guarantees, made any investment and provided any security (ies) covered under the provisions of section 186 of the Companies Act, 2013.

VIGIL MECHANISM:

The provisions of Section 177(9) and (10) of the Companies Act, 2013 do not apply to our Company.

ANNUAL EVALUATION:

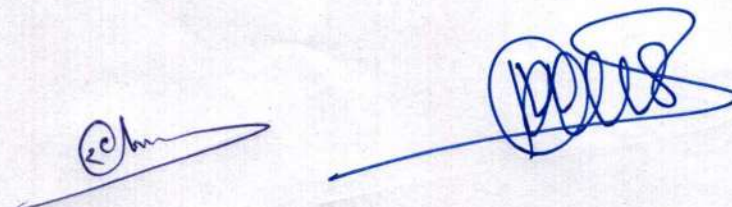
The provision of section 134(3)(p) relating to Board evaluation is not applicable on the Company for 2020-21.

SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the Regulators/Courts/Tribunal which would impact the going concern status of the Company and its operations in future.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company between the end of financial year of the company to which the financial statements related and the date of the Report.



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INTERNAL FINANCIAL CONTROL

The Company has adequate Internal Financial Control System.

EXTRACT OF ANNUAL RETURN

Pursuant to the provision of Section 92 of the Companies Act, 2013 read with rule 12 of the Companies (Management and Administration) Rule, 2014, the extract of annual return in Form MGT-9 is given in "Annexure-A", which forms part of this report

FRAUD REPORTING

During the year under review, no instances of fraud were reported by the Statutory Auditors under section 143(12) of the Companies Act, 2013.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as per sub-section (1) of Section 148 of the Companies Act, 2013.

SAFETY AND ENVIRONMENT AT WORKPLACE

The Company has no any employees at present, the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable during the year under review.

SECRETARIAL STANDARDS

The Company has complied with applicable Secretarial Standard during the year under review.

DIRECTORS

Retire by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association, Mr. Dineshbhai Ramanlal Patel (DIN: 01917917), Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.



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GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Issue of any equity shares under Employees Stock Option Scheme.
4. No change in the nature of the business of the Company.
5. The provisions of Corporate Social Responsibility u/s. 135 of the act are not applicable to the Company.

DIRECTOR RESPONSIBILITY STATEMENT

In terms of provisions of section 134 (5) of the companies Act, 2013 your Directors confirm:

- a) That in the preparation of the annual accounts for the year ended 31st March, 2022; the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for the year ended 31st March, 2022.
- c) That the directors had taken 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.
- d) That the directors had prepared the annual accounts on a "going concern" basis.
- e) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS

M/s. H. B. KALARIA & ASSOCIATES, Chartered Accountants having firm registration number: 104571W, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting (AGM). It is proposed to re-appoint M/s. H. B. KALARIA & ASSOCIATES,



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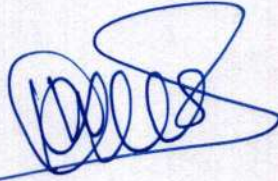
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Chartered Accountants, as statutory auditors of the Company for further term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 6th AGM to be held in the year 2027. The Auditors have confirmed to the Company that they are eligible to hold office as the Auditors and not disqualified for being so appointed under the Companies Act, 2013 and the rules made there under. The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification or adverse remark.

ACKNOWLEDGEMENT

Your Directors wish to thank various stakeholders of the Company.

On behalf of Board of Directors,
For, EXXARO CERAMIC LIMITED



Mr. Mukeshkumar B. Patel
Director (DIN: 01944968)

Date: 27th May 2022
Place: Mahelav



Mr. Kirankumar B. Patel
Director (DIN: 01918094)

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Details of the Board Meetings held during the financial year 2021-22.

Sr. No.	Date of Board Meeting
1	16/12/2021
2	15/03/2022

For, EXXARO CERAMIC LIMITED



Mr. Mukeshkumar B. Patel
Director (DIN: 01944968)

ANNEXURE-"A" to Directors Report
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:-

1.	CIN:	U26994GJ2021PLC127930
2.	Registration Date	13/12/2021
3.	Name of the Company	EXXARO CERAMIC LIMITED
4.	a) Category of the Company	Company Limited by Shares
	b) Sub-Category of the Company	Indian Non-Government Company
5.	Address of the Registered office of the Company & Contact Details	Survey No. 169, 170 & 54, Vavdi Harsol Road, At & Po. Mahelav Talod Sabar Kantha, Gujarat -383305, India.
6.	Whether listed company	No
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

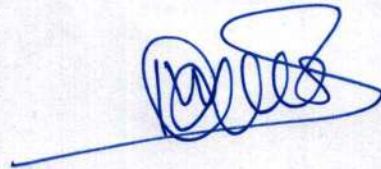
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:-

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacturing of refractory ceramic Product (Vitrified Tiles)	23913	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Exxaro Tiles Limited	Survey No. 169, 170 & 54, Vavdi Harsol Road, At & Po. Mahelav, Ta.- Talod, Dist.- Sabarkantha, Gujarat - 383305, India.	L26914GJ2008PLC052518	Holding	100%	2(46)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of TotalEquity):-

(i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS										
(1)Indian										
a	Individual/HUF	0	10,000	10,000	100	0	10,000	10,000	100	0
b	Central Govt.	0	0	0	0	0	0	0	0	0
c	State Govt. (s)	0	0	0	0	0	0	0	0	0
d	Bodies Corporate	0	0	0	0	0	0	0	0	0
e	Banks/ FI	0	0	0	0	0	0	0	0	0
f	Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-		0	10,000	10,000	100	0	10,000	10,000	100	0
(2)Foreign										
a	NRIs - Individuals	0	0	0	0	0	0	0	0	0
b	Other –Individuals	0	0	0	0	0	0	0	0	0
c	Bodies Corporate	0	0	0	0	0	0	0	0	0
d	Banks/ FI	0	0	0	0	0	0	0	0	0
e	Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-		0	0	0	0	0	0	0	0	0
Total shareholding of Promoters		0	10,000	10,000	100	0	10,000	10,000	100	0
(A)= (A)(1)+(A)(2)										
B.PUBLIC SHAREHOLDING										
(1) Institutions										
a	Mutual Funds	0	0	0	0	0	0	0	0	0
b	Banks/ FI	0	0	0	0	0	0	0	0	0
c	Central Govt.	0	0	0	0	0	0	0	0	0
d	State Govt. (s)	0	0	0	0	0	0	0	0	0
e	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f	Insurance Companies	0	0	0	0	0	0	0	0	0
g	FIs	0	0	0	0	0	0	0	0	0
h	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i	Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1) :		0	0	0	0	0	0	0	0	0

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.Non-Institutions										
a) Bodies Corporate										
A	Indian	0	0	0	0	0	0	0	0	0
B	Overseas	0	0	0	0	0	0	0	0	0
b) Individuals										
A	Individual shareholders holding nominal share capital upto Rs.1 lakh	0	0	0	0	0	0	0	0	0
B	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)		0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-		0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)		0	0	0	0	0	0	0	0	0
C. Shares Held by Custodian forGDRs & ADRs		0	0	0	0	0	0	0	0	0
Grand Total=A+B+C		0	10,000	10,000	100	0	10,000	10,000	100	0

(ii) Shareholding of Promoters:-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Share holding during the year
		No. of Shares	% of total Shares	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged/Encumbered to total shares	
1.	Exxaro Tiles Limited	9994	99.94	-	9994	99.94	-	0
2.	Jatinkumar H. Patel (Nominee for and on behalf of the Exxaro Tiles Limited)	1	0.01	-	1	0.01	-	0
3.	Dineshbhai R. Patel (Nominee for and on behalf of the Exxaro Tiles Limited)	1	0.01	-	1	0.01	-	0
4.	Kirankumar B. Patel (Nominee for and on behalf of the Exxaro Tiles Limited)	1	0.01	-	1	0.01	-	0

5.	Hasmukhbhai M. Patel (Nominee for and on behalf of the Exxaro Tiles Limited)	1	0.01	-	1	0.01	-	0
6.	Rameshbhai S. Patel (Nominee for and on behalf of the Exxaro Tiles Limited)	1	0.01	-	1	0.01	-	0
7.	Jigneshkumar H. Patel (Nominee for and on behalf of the Exxaro Tiles Limited)	1	0.01	-	1	0.01	-	0
Total		10,000	100.00	Nil	10,000	100.00	Nil	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change):-

Sr. No.	Name of Promoters	Shareholding at the beginning of the year		Date wise Increase/ (Decrease) in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares	Date	Increase/ Decrease in Share holding	Reason	No. of shares	% of total shares	No. of shares	% of total shares
		----- No Change -----								

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):-

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Increase/(Decrease) in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares	Date	Increase/Decrease in Share holding	Reason	No. of shares	% of total shares	No. of shares	% of total shares
NOT APPLICABLE										

(v) Shareholding of Directors and Key Managerial Personnel:-

Sr. No.	Name of Director and Key Managerial personnel	Shareholding at the beginning of the year		Increase/(Decrease) in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of year	
		No. of shares	% of total shares	Date	Increase/ Decrease in Share holding	Reason	No. of shares	% of total shares	No. of shares	% of total shares
1.	Mr. Mukeshkumar B. Patel	0	0	N.A.	0	0	0	0	0	0
2.	Mr. Kirankumar B. Patel	0	0	N.A.	0	0	0	0	0	0
3.	Mr. Dineshkumar R. Patel	0	0	N.A.	0	0	0	0	0	0
Total		0	0	N.A.	0	0	0	0	0	0

MGT-9-Extract of Annual Return_2021-22_EXXARO CERAMIC LIMITED

V.INDEBTEDNESS:

(Indebtedness of the Company including interest outstanding/accrued but not due for Payment:-
(Amount in Rs.)

Particulars	Secured Loansexcludingd eposits	Unsecured Loans	Deposits	TotalIndebtedne ss
Indebtedness at the beginning of the financial year				
A Principal Amount	0	0	0	0
B Interest due but not paid	0	0	0	0
C Interest accrued but not due	0	0	0	0
Total (a+b+c)	0	0	0	0
Change in Indebtedness during the financial year				
A Addition	0	0	0	0
B Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
A Principal Amount	0	0	0	0
B Interest due but not paid	0	0	0	0
C Interest accrued but not due	0	0	0	0
Total (a+b+c)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIALPERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/orManager :- NIL

B. Remuneration to Directors(Other than MD/WTD) and/or Manager) :- Nil

C. Remuneration to key managerial personnel other than MD/Manager/WTD :- NIL

VII.PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-

Sr. No.	Type	Section of the Companies Act	Brief Description	Details ofPenalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any(give details)
A.	COMPANY: Nil					
B.	DIRECTORS: Nil					
C.	OTHER OFFICERS IN DEFAULTS: Nil					

On behalf of Board of Directors,
For, EXXARO CERAMIC LIMITED



Mr. Mukeshkumar B. Patel
Director (DIN: 01944968)



Mr. Kirankumar B. Patel
Director (DIN: 01918094)

Date: 27th May, 2022
Place: Mahelav