



Phone : 28773675  
48536169

## ADITYA ISPAT LIMITED

CIN : L27109TG1990PLC012099

Mfrs. of : BRIGHT BARS & SHAFTINGS

Dealers in : All Kinds of IRON and STEEL

Regd Office & Works. : Plot No.20, Phase - V, I.D.A, Jeedimetla, Hyderabad - 500055

07.09.2019

To  
The Secretary  
Dept. of Corporate Services  
The Bombay Stock Exchange Ltd  
P.J.Towers. Dalal Street  
MUMBAI – 400 001

**Ref : Scrip Code 513513**


**Sub : Submission of Annual Reports for the Financial year ended 31.03.2019**

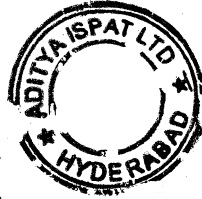
Sir/madam

With reference to above, please find enclosed herewith in accordance with the Regulation 34 of Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations 2015, Annual Reports for the Financial year Ended 31<sup>st</sup> March, 2019. This is for your kind consideration.

Please take the above intimation on records and acknowledge the receipt.

Thanking you

Yours faithfully  
For ADITYA ISPAT LIMITED  
  
(JYOTI KABRA SINGI)  
Company Secretary/Compliance Officer  
CC: To The Calcutta Stock Exchange Ltd.





# ADITYA ISPAT LIMITED

CIN NO. L27109TG1990PLC012099

**Registered Office:** Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad – 500 055, India  
Website : [www.adityaispat.com](http://www.adityaispat.com) | Email: [info@adityaispat.com](mailto:info@adityaispat.com) |  
Phone: +91 40 23773675, Fax: +91 40 23746169

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Dear Member,

## **Sub : Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, Aditya Ispat Limited ('ADITYA' or 'the Company') is offering e-voting facility to its members to cast vote in respect of the business to be transacted at the 28<sup>th</sup> Annual General Meeting scheduled to be held on Monday, September 30, 2019 at 10.30A.M.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Authorised Agency to provide e-voting facilities.

The e-voting particulars are set out below :

Electronic Voting Sequence No. (EVSN)	<b>190905028</b>
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The voting period begins on 27<sup>th</sup> September 2019 (9.00 am) and ends on 29<sup>th</sup> September 2019 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 23<sup>rd</sup> September 2019 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The detailed procedure for e-voting is given in Point No. 21 of the "Notes" in the Notice convening the 28<sup>th</sup> Annual General Meeting. The Notice of the Annual General Meeting and this communications are also available on the website of the company at [www.adityaispat.com](http://www.adityaispat.com).

## **For Aditya Ispat Limited**

Sd/-

**Jyoti Kabra Singi**

Company Secretary





# **ADITYA ISPAT LIMITED**

Regd. Office : Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055.

**28<sup>th</sup>**  
**ANNUAL REPORT**  
**2018 - 2019**

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**Board of Directors :**

Shri Satya Bhagwan Chachan	Chairman & Managing Director (DIN : 00080463)
Shri H.M. Dugar	Director (DIN : 00572246)
Shri Sanjay Solanki	Director (DIN : 02378551)
Shri Swamy S.B. Das	Director (DIN : 01932558)
Smt. Usha Chachan	Director (DIN : 02304178)
Shri S.K. Kabra	Director (DIN : 01280980)
Shri S.K. Chirania	Director (DIN : 08555301)

**Chief Financial Officer :**

Smt. Alphonsa Domingo

**Company Secretary :**

Smt. Jyoti Kabra Singi

**Auditors :**

M/s. D.C.M. & Co.  
Chartered Accountants  
5-5-89/40, 1st Floor,  
Sara Iron Market,  
Ranigunj, Secunderabad - 500 003.

**Registered Office & Works :**

Plot No. 20, Phase V,  
IDA, Jeedimetla,  
Hyderabad - 500 055.  
e-mail : info@adityaispat.com  
Website : www.adityaispat.com  
CIN : L27109TG1990PLC012099  
ISIN No. : INE570B01012

**Bankers :**

City Union Bank Ltd.  
Ameerpet Branch, Hyderabad - 500 016.

**Registrar & Share Transfer Agents :**

M/s. XL Softech Systems Limited  
3 Sagar Society, Road No. 2, Hyderabad - 500 034.  
Tel : 040-23545913/14/15, Fax : 040-23553214  
E-mail : xlfield@gmail.com  
ISIN NO. INE037E01016





## ADITYA ISPAT LIMITED

CIN NO. L27109TG1990PLC012099

Registered Office: Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055, India

Website : [www.adityaispat.com](http://www.adityaispat.com) | Email: [info@adityaispat.com](mailto:info@adityaispat.com) |

Phone:+914023773675, Fax: +914023746169

### NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Shareholders of the Company will be held at Rajasthani Graduates Association, Snatak Bhavan, 5-4-790/1, 1<sup>st</sup> Floor, Abids, Hyderabad – 500 001 on Monday, 30<sup>th</sup> September, 2019 at 10.30 A.M. to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Usha Chachan (DIN:02304178), who retires by rotation, and being eligible, offers herself for reappointment.

#### SPECIAL BUSINESS:

##### 3. Reappointment of Mr Sanjay Solanki as an Independent Director

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, Mr. Sanjay Solanki (DIN:02378551), holding office as an Independent Director upto 30th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in the Act along with Rules framed thereunder and Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years with effect from 1st October, 2019 upto 30th September 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Solanki be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution.

##### 4. Reappointment of Mr. Swamy S B Das as an Independent Director

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other



applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time , Mr. Swamy S B Das ( DIN:01932558), holding office as an Independent Director upto 30th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in the Act along with Rules framed thereunder and Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years with effect from 1st October,2019 upto 30th September 2024 and also to continue to hold the position of Non-Executive Independent Director beyond 75 years of age

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Swami S B Das be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution.

#### 5. **Appointment of Mr S K Chirania as an Independent Director**

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

“**RESOLVED** that pursuant to the provisions of Section 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, Mr. Shiv Kumar Chirania (DIN 08555301), who was appointed by the Board of Directors as an additional director of the Director of the Company with effect from 14<sup>th</sup> August,2019,and who holds office upto the date of forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act,2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a terms of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September 2019.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S K Chirania be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the

extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution.

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

**“RESOLVED** that pursuant to the provisions of applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the approval of the Company be and is hereby accorded for the continuation of Mr S.K. Kabra (DIN:01280980),aged 75 years as Non- Executive Director of the Company, who is liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S K Kabra be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time

**RESOLVED FURTHER THAT,** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution

By order of the Board  
Sd/-

**(Mrs. Jyoti Kabra Singi)**

Company Secretary & Compliance Officer

Place: Hyderabad  
Dated : 14.08.2019

#### NOTES:

1. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, to vote instead of himself/herself. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be accompanied by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted at the 28<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on Saturdays, Sundays and Public holidays up to and including the date of the Annual General Meeting and also at the Meeting
3. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2018-2019 are sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

4. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to the E-voting are given in the Notice under Note No. 21. Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of AGM.
6. Information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure in terms of Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2]; and the explanatory statement under section 102 of the Act, are annexed as Annexure 1. The Company has received the consents / declarations for their appointments / re-appointments under the Companies Act, 2013 and the rules thereunder.
7. Members holding shares in electronic mode:
  - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - (b) are advised to contact their respective DPs for registering the nomination.
  - (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically
8. Accordingly, the Company/XL SOFTECH SYSTEMS Limited has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
9. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for the ease of portfolio management.
10. The Securities & Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company to [invgreivance@adityaispat.com](mailto:invgreivance@adityaispat.com) or [xlfield@gmail.com](mailto:xlfield@gmail.com) or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent –XL Softech Systems Limited for the same.
13. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to the Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copies of the said documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

14. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, XL Softech Systems Limited, immediately of: a) Change of their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with Complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Notice of the Meeting will also be available on the Company's website [http:// www.adityaispat.com](http://www.adityaispat.com) and the website of CDSL at <http://www.evotingindia.co.in>. The Route Map to the venue of the Meeting is also annexed for the convenience of the Members.
16. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
17. In case of joint holders, attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. As per the provisions of Section 72 of the Companies Act 2013, facility for making nomination is now available to INDIVIDUALS holding shares in the company. Member holding shares in the physical form may obtain the Nomination Form from the Company or its RTA or can download the form from the Company's website viz. [www.adityaispat.com](http://www.adityaispat.com). Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
19. All documents referred to the accompanying Notice and Explanatory Statement shall be open for Inspection at the Registered Office of the Company during 10.00 am to 12.00 pm on all working Days except Saturdays, up to and including the date of Annual General Meeting of the Company.
20. A route map giving direction to reach the 28th Annual General Meeting is given at the end of the Notice/Annual Report.

**21. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies Act, 2013, the Company is pleased to provide members' facility to exercise their right to vote at 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

**I. The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on 27<sup>th</sup> September, 2019 (9.00 A.M. IST) and ends on 29<sup>th</sup> September, 2019 (5.00P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **ADITYA ISPAT LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(S).
- III The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 23<sup>rd</sup> September 2019.

#### IV Poll Process at AGM

The voting on the agenda items shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting. Ballot forms will be issued immediately after an announcement in this regard by the Chairman of the Meeting. The number of votes will be equivalent to the number of shares held by them as on cut-off date of 23<sup>rd</sup> September 2019.

- V. Mr. Rajesh Kumar Bengani (ICAI Membership No. 062692 ) a practicing Chartered Accountant , has been Appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall, immediately after the conclusion of voting at the AGM ,first count the vote at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least 2(two) witness not in the employment of the Company and make not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- VII. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.adityaispat.com](http://www.adityaispat.com) and on the website of CDSL within 48 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

#### Appeal to Shareholders :

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to the RTA/ Company in the following cases viz., transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN for all the above transactions.
2. The Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialised form w.e.f April 01, 2019 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.



**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013****Item No 3 & 4**

Mr. Sanjay Solanki and Mr. Swamy S.B.Das are existing Independent Directors of the Company under Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the Board, at its Meeting held on 14<sup>th</sup> August 2019, has formed an opinion that each of them are persons of integrity and possess relevant expertise and experience for being reappointed as Independent Directors of the Company. In the opinion of the Board, each of these persons fulfills the conditions specified in the Act and the Rules made thereunder and that they are each independent of the Management. They have also at the said Board Meeting filed declarations under Section 149(7) of the Act stating that they can function as Independent Directors within the meaning of Section 149(6) of the Act. In view of the above position, approval of Members is sought, through Special Resolutions, to formally appoint them.

Mr. Sanjay Solanki aged about 47 Years is a Non Executive Independent Director. He joined the board of Directors in September, 2003. He is a member of Audit Committee, Remuneration Committee and Investor's Grievance Committee of the company. He is also a Chairman of Audit Committee.

Mr. Sanjay Solanki is a qualified Chartered Accountant, engaged in practice with some distinguished clientele achievements. He has specialized in matters relating to financial restructuring and BIFR, in addition to academic achievements, he has developed a model for financial restructuring for Indian Corporates. He has vast experience and knowledge in finance.

He holds director ships in the Pan Securities Ltd.

Mr.Sanjay Solanki does not hold, by himself or for any other person on beneficial basis, any shares of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder Mr. Sanjay Solanki is proposed to be reappointed as Independent Director for 2<sup>nd</sup> term of five consecutive years for a term

Mr. Swamy S.B.Das aged about 78 Years is a Non Executive Independent Director. He joined the board of Directors in September, 2003. He is a member of Audit Committee, Remuneration Committee and Investor's Grievance Committee of the company. He is also a Chairman of Investor's Grievance Committee.

Mr.Swamy S.B.Das is a Graduate in Commerce and Law. He is specialized in matters relating to public relations and legal matters. He has been a legal consultant to various organizations and he is keenly associated with social service. He has a vast experience and knowledge in legal and Public Relations.

Mr.Swamy S.B.Das does not hold, by himself or for any other person on beneficial basis, any shares of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made there under Mr.Swamy S.B.Das is proposed to be reappointed as Independent Director for 2<sup>nd</sup> term of five consecutive years for a term

Copy of the draft letter for appointment of Mr. Sanjay Solanki and Mr.Swamy S.B.Das as Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 a.m and 12.00 p.m and will be available at the meeting.

The Board considers that the continued association of Mr.Sanjay Solanki and Mr. Swamy S.B.Das would be of immense benefit to the Company and it is desirable to continue to avail of their services as an Independent Directors and Commends the Resolution for approval of Shareholders of the Company.

Except, Mr Sanjay Solanki and Mr.Swamy S.B.Das being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this particular resolution.

The Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges.

**Item No 5**

In the opinion of the Board, Mr. Shiv Kumar Chirania fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director and is independent of the management.

Copy of the draft letter for appointment of Mr. Shiv Kumar Chirania as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 a.m and 12.00 p.m and will be available at the meeting.

The Board considers that the continued association of Mr. Shiv Kumar Chirania would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director and Commends the Resolution for approval of Shareholders of the Company.

Mr Shiv Kumar Chirania aged about 65 years is a qualified Chartered Accountant, engaged in practice with some distinguished clientele achievements. He has specialized expertise in Companies Act And Income Tax Matters.

Except, Mr. Shiv Kumar Chirania, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the particular of the resolution set out at Item No. 5.

The Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges

**Item No 6**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment / continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years.

Mr S.K. Kabra (DIN:01280980),aged 75 years continues as Non- Executive Director of the Company, who is liable to retire by rotation.

Mr. Surendra Kumar Kabra, aged about 75 years, is FCA, B.Com., LL.B. and also a member of the Institute of Chartered Accountants of India. He brings rich professional experience of over 50 years in various Industry. He holds director ships in the Ganesha Ecosphere Ltd and Sheelendra Industries Ltd. He is also a member of the audit committee in Ganesha Ecosphere Ltd.

Keeping in view the experience and expertise of Mr S.K.Kabra, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and accordingly commends the resolution at Item No. 6 for approval by the members.



## ANNEXURES TO THE NOTICE

Details of the Directors seeking appointment / re-appointment in the ensuing Annual General Meeting. (In pursuance of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

<b>Name of the Director</b>	<b>Sri S K Chirania</b>	<b>Smt Usha Chachan</b>	<b>Sri Sanjay Solanki</b>	<b>Sri Swamy S B Das</b>	<b>Sri S K Kabra</b>
Date of Birth	10/12/1954	11/04/1961	09/04/1972	25/05/1941	04/04/1944
Date of Appointment	14/08/2019	26/08/2014	30.09.2003	26.08.2014	26/08/2014
Expertise in Specific Functional areas	In Companies Act and Income Tax Matters	Business Experience in Small Scale Industries	In matters relating to financial restructuring and BIFR	In matters relating to public relations and legal matters.	Business experience in variety of Industries
Qualifications	Chartered Accountant	Matriculate	Chartered Accountant	Graduate in Commerce and Law	Chartered Accountant
Board Meeting, attendance & Remuneration	-	Has attended 5 out of 5 Board Meeting & no remuneration or sitting fees was paid to her.	Has attended 5 out of 5 Board Meeting & no remuneration or sitting fees was paid to him.	Has attended 5 out of 5 Board Meeting & no remuneration or sitting fees was paid to him.	Has attended 5 out of 5 Board Meeting and no remuneration or sitting fees was paid to him.
Director Ship held in other Indian companies	NIL	Jai Bapji Ispat Pvt. Ltd.	Pan Securities Ltd	NIL	1. Sheelendra Industries Ltd. 2. Ganesha Ecosphere Ltd
Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders/ Investor' Greivance Committee)	NIL	NIL	NIL	NIL	Ganesha Ecosphere Ltd Audit Committee - Member
Disclosure of Relationship inter se between Directors, Manager and Other Key Managerial Personnel	-	She is the spouse of the Managing Director of the Company	-	-	-
Shareholdings in the Company	NIL	232100	NIL	NIL	NIL

## DIRECTORS' REPORT

To  
**The Members of Aditya Ispat Limited,**  
 Hyderabad

Your Directors take pleasure in presenting the Twenty Eighth Annual Report on the affairs of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Audited Financial Statements and Report of the Auditors thereon.

**1. FINANCIAL RESULTS:**

The overall performance of the Company for the financial year 2018-19 is summarized as under:

(Rs. in Lakhs)			
S.No	Particulars	2018-19	2017-18
1	Sales ( Gross)	3962.44	2945.94
	Less : Excise Duty	0.00	46.84
	Sales ( Net)	3962.44	2899.10
2	Other Income	6.83	7.28
	Total Revenue	3969.28	2906.38
3	Profit before Interest, Depreciation, & taxation	224.40	217.25
4	Interest/Financial Charges	121.26	123.86
5	Depreciation	43.26	40.68
6	Profit before tax	59.88	52.70
	Less: Provision for current tax	11.23	13.65
	Less : Provision for Deferred Tax	4.91	(9.05)
7	Net Profit(loss) after tax	43.74	48.10
8	Other Comprehensive Income (Net of Tax)	(2.17)	(0.46)
9	Total Comprehensive Income for the period (Comprising profit (Loss) and Other Comprehensive Income for the period)	41.57	47.64
	Add: Balance from previous year	315.64	268.00
	Surplus carried to Balance Sheet	357.21	315.64

**2. DIVIDEND & TRANSFER TO RESERVE:**

The Board has not recommended any dividend during the year under consideration to augment resources for future growth of the company and it has also not transferred any amount to reserves.

**3. SUBSIDIARIES/ASSOCIATE COMPANIES**

The Company does not have any Subsidiary or Associate Company.

**4. OPERATIONS AND THE STATE OF AFFAIRS OF THE COMPANY**

During the year 2018-19, the Company has posted a net turnover of Rs.3962.44 lakhs higher by 34.51% over last year (Rs. 2899.10 lakhs in the F.Y. 2017-18). The additional quantities were being sold by meeting the increased demand to existing customer and addition of new geographies. The net profit before tax has increased to Rs.59.88 lakhs compared to previous year's profit of Rs 52.70 Lakhs.

## 5. FUTURE OUTLOOK:

According to the World Steel Association ('WSA'), global crude steel production reached 1,808.6 MnT in 2018, an increase of 4.6% over 2017. This increase is primarily due to growth in steel consumption in infrastructure, automotive, manufacturing and equipment sectors. China continued to be the world's largest crude steel producer, contributing to 51.3% of the global crude steel production. Crude steel production in India, increased to 106.5 MnT. India's crude steel production increased by 4.9% over the previous year, making India the second largest crude steel producing country.

Despite slowdown in the economy, global steel demand increased by 2.1% in 2018. The marginal increase over 2017 was mainly supported by government stimulus in China and better than expected economic activity. However, steel demand in developed economies slowed to 1.8% in 2018 as compared to 3.1% in 2017.

As per WSA, global steel demand is forecasted to reach 1,735 MnT in 2019, an increase of 1.3% over 2018. In 2020, global steel demand is expected to reach 1,752 MnT, reflecting an increase of 1%. Although steel demand is expected to grow, the rate of growth will be lower owing to slowdown in global economy. Further, China's deceleration, uncertainty surrounding trade policies and the political situation in many regions suggest a possible moderation in business confidence and investment.

China plans for a major structural overhaul of the steel sector by 2020. Further, it plans to reduce the steel output which would ease the uneven supply-demand situation in the sector, modernise the steel mills to achieve energy consumption and pollutant emissions within the nation standard by 2020. Steel demand in developing Asia excluding China is expected to grow by 6.5% and 6.4% in 2019 and 2020 respectively, making it the fastest growing region in the global steel industry. In the ASEAN region, infrastructure development is expected to support demand for steel. Steel demand in advanced economies is expected to grow at a slower pace owing to trade tensions and lower spend on construction activities.

Steel demand in India is expected to grow at 7% in 2019 as well as in 2020. Steel demand in India will be driven by broad based growth across sectors. Construction is expected to grow boosted by government spending on infrastructure. The automotive sector is expected to grow at about 7.5% in 2019 which is lower than that of 2018 as sales slowed towards the end of 2018 and early 2019. Policy to support real estate sector will lead to stronger growth in 2019. Recovery in the capital goods sector witnessed in 2018 is expected to sustain in 2019. The sector is expected to grow above 7% aided by increasing demand for construction and earthmoving equipment.

Industry consolidation through the Insolvency and Bankruptcy Code, 2016, is expected to lead to improved discipline in the marketplace and stable pricing. Change of ownership will also lead to improved capacity utilisation levels over the next 1-2 years

## 6. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required by the Listing Regulation is annexed herein by reference and forms an integral part of this annual report.

## 7. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information, compliance of various internal controls and other regulatory and statutory compliances. Self certification exercise is also conducted by which senior management certifies effectiveness of the internal control system of the Company. Internal Audit is conducted throughout the organization by qualified outside Internal Auditors. Findings of the Internal Audit report are reviewed by the top management and by the Audit Committee of the Board and proper follow up action are ensured wherever required. The Statutory Auditors have evaluated the system of the internal controls of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

**8. CHANGE IN THE NATURE OF BUSINESS**

During the year under consideration, there has been no change in the nature of the business of the Company.

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

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

**10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**11. DIRECTORS' RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm:

- i. That the accounting standards to the extent applicable to the Company have been followed in the preparation of the annual accounts and there are no material departures;
- ii. 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 as at the end of the financial year and of the profit of the Company for that period;
- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities;
- iv. That the annual financial statements have been prepared on a going concern basis;
- v. That proper internal financial controls were laid down and that such internal financial controls were adequate and were operating effectively;
- vi. That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and were operating effectively.

**12. STATUTORY AUDITORS AND AUDIT REPORT:**

M/s DCM & Co., Chartered Accountants, were appointed as Auditors of the Company for tenure of five years i.e. from the conclusion of 26<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company. The Auditors have confirmed their eligibility and qualification under Section 141 of Companies Act 2013. As regards the comments in the Auditors' Report, the relevant notes in the Accounts are self-explanatory and may be treated as information/ explanation submitted by the Board as contemplated under provisions of the Companies Act, 2013.

**13. COST AUDITORS**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Amendment Rules, 2014 the Company was not covered for the cost audit and consequently the Company had not appointed Cost Auditor for the financial year 2018-19.

**14. SECRETARIAL AUDIT:**

In compliance with the provisions of Section 204 and other applicable provisions of Companies Act, 2013, a secretarial audit was conducted during the year by Secretarial Auditors, M/s A J Sharma & Associates. The Secretarial Auditor's Report is attached as annexure and form part of this report. There are no qualifications or observations or remarks made by the Secretarial Auditors in their Audit Report.

**Internal Auditors**

The board has appointed M/s R Bengani and Associates, Chartered Accountant (FRN014542S) as an Internal Auditors of the Company for the period of Five Years From FY 2019-20 to FY 2023-24 in the meeting of Board of Directors dated May 30, 2019.

**15. DETAILS OF THE BOARD AND ITS MEETING****BOARD OF DIRECTORS:**

The Board of Directors ('the Board') is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the targeted objectives are met on a consistent basis.

**Composition of the Board:**

As on 14th August, 2019, the Board of Directors consists of Seven Directors out of which five Directors are non-executive Directors including a woman Director and an additional Director. The composition of the Board satisfies the requirement of Sec 149 of the Companies Act, 2013 ("the Act") the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. None of the Directors on the Board is a member of more than 10 committees or act as a chairman of more than 5 committees across all companies in which he/she is director. All the Directors are eminent professional with experience in Business, Industry, Finance and Law and of which three are Independent Directors.

**Board Meetings:**

The Board of Directors met Five (5) times during the financial year 2018-19. The Meetings was held on 30th May, 2018, 14th August, 2018, 15th October, 2018, 14th November, 2018 and 14th February, 2019. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**Directors Attendance:**

<b>Name of the Director</b>	<b>Board Meetings</b>	<b>Annual General Meeting</b>
Mr.S.B Chachan	5	1
Mr. Sanajay Solanki	5	1
Mr. Swamy S.B Das	5	1
Mr. H.M Dugar	5	-
Mrs. Usha Chachan	5	1
Mr. S.K.Kabra	5	1

\*Mr S K Chirania is appointed as an Additional Director at the Board Meeting held on 14<sup>th</sup> August, 2019.

As per Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors without the attendance of Non- Independent Directors was held on February 14, 2019 to discuss the agenda items as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Independent Directors reviewed the performance of non independent directors and the Board as whole , reviewed the performance of the Chairperson of the Company taking into account the views of executive and non executive directors and assessed the quality, quantity and timeliness of flow of

information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

#### 16. AUDIT COMMITTEE:

The audit committee of the board of directors of the Company consists of Mr Sanjay Solanki (Chairman), Mr Swamy S B Das and Mr H M Dugar. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee met four times during the year as on 30th May, 2018, 14th August, 2018, 14th November, 2018 and 14th February, 2019

**The composition of the Committee and the attendance details of the members are given below:**

Name of the Director	Designation	No. of Meetings attended
Mr. Sanjay Solanki	Chairman	4
Mr. Swamy S.B Das	Member	4
Mr. H.M Dugar	Member	4

Mrs Jyoti Kabra Singi is the Secretary of the Committee. Mr Mahendra N Soni, Company Secretary has resigned from the Company w.e.f 1st October, 2018. and the Board at its meeting held on 15th October, 2018 has approved the appointment of Mrs Jyoti Kabra Singi with effect from 15th October, 2018.

#### 17. STAKE HOLDERS' RELATIONSHIP COMMITTEE

The Company has a Stake Holder's Relationship Committee for reviewing Shareholders/Investors complaints. This helps improve our strategy development and decision making. We are working towards delivering on stakeholder needs, interests and expectations. The company has constituted three members Stakeholders Relationship Committee of the Board of Directors under the Chairmanship of a Non-Executive Independent Director. The Board of Directors has delegated power of approving transfer/transmission of shares to the Committee.

The Stakeholders Relationship Committee which was constituted has met 5 times during the year ended 31st March, 2019 on the following dates:

30th May, 2018, 14th August, 2018, 15th October, 2018, 14th November, 2018 and 14th February, 2019.

The composition of the Committee and the attendance details of the members are given below:

Director	Designation	No of meetings Attended
Mr. Swamy S.B Das	Chairman	5
Mr. H.M Dugar	Member	5
Mr. Sanjay Solanki	Member	5

Mrs Jyoti Kabra Singi is the Compliance Officer of the Committee. Mr Mahendra N Soni, Company Secretary has resigned from the Company w.e.f 1st October, 2018. and the Board at its meeting held on 15th October, 2018 has approved the appointment of Mrs Jyoti Kabra Singi with effect from 15th October, 2018.

#### 18. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public

service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The policy on appointment and removal of Directors and determining Directors' independence and remuneration are posted on the website of the Company [www.adityaispat.com](http://www.adityaispat.com).

The detail of terms of reference of this Committee, number and dates of meetings held attendance of the directors and remunerations paid to them are given below:

The Nomination and Remuneration Committee of the Board of Directors of Company comprises of Four Non-Executive Directors out of which three are Independent Directors. The Nomination and Remuneration Committee is under the Chairmanship of a Non-Executive Independent Director. The terms of reference of this Committee confirm the requirement of Section 178 of the Companies Act, 2013.

The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as EDs, NEDs and IDs consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders.

The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating to remuneration and employment terms of whole time directors, senior managerial personnel, identify persons who may be appointed as directors or in position of senior management of the Company, preliminary evaluation of every Director's performance, approval of remuneration and performance bonus of Directors and KMPs, Board diversity, compliance of the code of conduct for Independent Directors referred to in Schedule IV of the Companies Act, 2013, Compliance with the Company's Code of Conduct by Directors and employees of the Company, reporting non-compliance to the Board of Directors and any other matters which the Board of Directors may direct from time to time. The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees' and of individual Directors.

The Nomination and Remuneration Committee which was constituted has met twice during the Financial year ended 31<sup>st</sup> March, 2019 on the following dates: 14<sup>th</sup> August, 2018 and 15<sup>th</sup> October, 2018.

The composition of the Committee and the attendance details of the members are given below:

Director	Designation	No. of meetings attended
Mr. H.M Dugar	Chairman	2
Mr. Swamy S.B Das	Member	2
Mr. Sanjay Solanki	Member	2
Mr. S.K.Kabra	Member	2

**The Brief Remuneration Policy of the company is as under:-**

- For Managing Director, the total remuneration consists of salary within the limits approved by the shareholders. No sitting fees is payable.
- Non- Executive Directors do not draw any remuneration from the company.

The detailed remuneration policy is posted on the website of the Company [www.adityaispat.com](http://www.adityaispat.com).

Details of remuneration to director for the year 2018-2019 is as follows:-

Name	Designation	Remuneration (Rs. In Lacs)
Mr. S.B. Chachan	Managing Director	15



**19. CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**20. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors in their meeting held on February 14, 2019 have evaluated the Performance of Non-Independent Directors, Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board. The Nomination and Remuneration Committee has also carried out evaluation of performance of every Director of the Company. On the basis of evaluation made by the Independent Directors and the Nomination and Remuneration Committee and by way of individual and collective feedback from the Non-Independent Directors, the Board has carried out the Annual Performance Evaluation of the Directors individually as well as evaluation of the working of the Board as a whole and Committees of the Board. The manner in which the evaluation has been carried out has been posted on the website of the Company [www.adityaispat.com](http://www.adityaispat.com).

The Independent Directors are regularly updated on industry & market trends, plant process, and operational performance of the Company etc through presentations in this regard and periodic plant visits. They are also periodically kept aware of the latest developments in the Corporate Governance, their duties as Directors and relevant laws.

**21. DIRECTORS :**

Mrs. Usha Chachan, retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment.

Mr. Shiv Kumar Chirania have been appointed as Additional Director by the Board on 14th August,2019 to hold office until the conclusion of the ensuing Annual General Meeting

Brief particulars and expertise of the directors and their directorships and committee memberships have been given in the annexure to the Notice of the Annual General Meeting in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**22. INDEPENDENT DIRECTORS AND THEIR DECLARATION:**

Mr.Swami S.B.Das and Mr Sanjay Solanki retire on completion of their term and being eligible, offers themself for reappointment as non-retiring Independent Directors for a period of five years. As per Section 149(4) of the Companies Act, 2013, the independent directors of the Company are being re-appointed to hold office as independent directors for a period of five years with effect from the 28<sup>th</sup> Annual General Meeting.

Mr H M Dugar is holding the office of its current term which is upto conclusion of 28th AGM. Due to his personal commitments, he has not offered himself for reappointment. The Board of the Company appreciate the contribution made by him towards the valuable inputs given by him during his tenure.

Mr Swamy S B Das, Mr H M Dugar and Mr Sanjay Solanki are Independent Directors of the Board of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**23. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

All new Independent Directors (IDs) inducted into the Board are given an orientation. Presentations are made by Executive Directors (EDs) and Senior Management giving an overview of our operations, to familiarise the new IDs with the Company's business operations. The new IDs are given an orientation on our products, Board constitution and procedures, matters reserved for the Board, and our major risks and risk management strategy.



The Policy on the Company's Familiarisation Programme for IDs can be accessed at Company's website at [www.adityaispat.com](http://www.adityaispat.com)

#### **24. PARTICULARS OF EMPLOYEES AND KEY MANAGERIAL PERSONNEL (KMP)**

The following three persons are the Key Managerial Personnel of the Company as per the provisions of Section 203 of the Companies Act, 2013.

- a) Mr. Satya Bhagwan Chachan, Managing Director
- b) Mrs. Alphonsa Domingo, Chief Financial Officer
- c) Mrs. Jyoti Kabra Singi, Company Secretary

During the year Mr. Mahendra.N.Soni, Company Secretary has resigned from 1st October, 2018 and the Board at its meeting held on 15th October, 2018 has approved the appointment of Mrs Jyoti Kabra Singi with effect from 15th October, 2018 in the Key Managerial Personnel.

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the remuneration and other details of Key Managerial Personnel and other Employees for the year ended March 2019 are annexed to this report.

No employee was in receipt of remuneration exceeding Rs.1,02,00,000/- or more per annum or Rs.8,50,000/- or more per month as the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence the disclosure as required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

#### **25. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013. The company has neither granted any loan, nor made any investment, nor given any guarantee or security to parties covered under the provisions of section 185 and 186 of Companies Act, 2013. It is not applicable to the company.

#### **26. TRANSACTION WITH RELATED PARTIES:**

All related party transactions that were entered into during the financial year were on arms' length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large. All related party transactions are placed before the Audit Committee and given in the notes annexed to and forming part of this Financial Statement. The approved policy on Related Party Transactions is also available on the website of the Company [www.adityaispat.com](http://www.adityaispat.com)

Your Directors draw attention to the members to Note No.36 to the Financial Statement which sets out related party transactions.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contracts or an arrangement in Form AOC-2 does not form part of the report.

#### **27. VIGIL MECHANISM:**

The vigil mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, comprises senior executives of the Company. Protected disclosures can be made by a whistle blower through an E mail, or by telephone line or a letter to the chairman of the Audit Committee.

The policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at [www.adityaispat.com](http://www.adityaispat.com) .

#### **28. EXTRACTS OF ANNUAL RETURN:**

As provided under section 92(3) of the Act, the extract of Annual Return is given in the prescribed Form MGT-

9, as annexed to this report.

## 29. RISK MANAGEMENT:

As a policy the Company has identified key risk concern/areas. The assessment of each risk area is done on quarterly basis. Following are the main concern/risk related to the Company:

**Market Related Risk:** mainly demand, realisation and redundancy of the product.

Production related Risk mainly availability of inputs, accident or break down in the plant and rejection of material by the customers.

**Human Resources Risk:** includes the risk of labor unrest, high employee turnover ratio and lower productivity due to dissatisfaction of employees.

**Revenue Risk:** adverse exchange rate movement, Govt Policies and duty rates

**Data and Records:** data lost, fire, virus attack etc.

The Board and the Audit Committee takes note of Risk management of the Company in every quarter.

The Risk Assessment is also discussed in the Management Discussion and Analysis attached to this report.

## 30. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors of the Company has laid down a comprehensive Code of Conduct for all its board members, Key Managerial Personnel and senior management personnel. The Code of Conduct for Directors and Senior Management Personnel is posted on the Company's website. The Managing Director & CEO of the Company has given a declaration that all Directors and Senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the financial year ended on March 31, 2019.

## 31. CORPORATE GOVERNANCE

The Company is having a Paid-up equity share capital not exceeding Rs. 10 crore and Networth not exceeding Rs. 25 crore and hence as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Listing Regulations are not applicable to the Company. Thus, a report on Corporate Governance does not form part of this report.

Pursuant to SEBI Listing Regulations, report on Management Discussion and Analysis has been enclosed as part of Board's Report.

## 32. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

During the year under review, no shares were held in demat suspense account or unclaimed suspense account of the Company.

## 33. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo in accordance with Section 134(3)(m) of the Companies Act, 2013 and forming part of the Directors Report for the year ended 31<sup>st</sup> March, 2019 is annexed to this report.

## 34. Listing on Stock Exchanges:

As on March, 31<sup>st</sup>, 2019, the Company's shares are listed on the following Stock Exchanges:

- a. Mumbai Stock Exchange Limited, Mumbai.  
Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI- 400 001.  
The Company's stock code at Bombay Stock Exchange is 513513.
- b. The Calcutta Stock Exchange Limited, 7, Lyons Range, KOLKATA- 700 001

The Company's stock code at Calcutta Stock Exchange is 100 11082

The Company is in process of delisting its equity shares from the The Calcutta Stock Exchange Limited.

The Company has paid the Listing Fees for the year 2019-2020 to the Stock Exchanges.

**Custodial Fees for Depositories:**

The Company has paid the Annual Custodial fees for the year 2019-2020 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**35. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

In compliance with SEBI (Prohibition of Insider Trading) Regulation, 2015 (hereinafter referred to as "Regulation"), the Company has in place a comprehensive code of conduct for its Directors and Senior Management Personnel. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company. Also the Board has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as required under Regulation 8 read with Schedule A of Regulation. The Insider Trading policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by the employees and to maintain the highest ethical standards of dealing in the Company's Shares. The code is also available on the website of the Company [www.adityaispat.com](http://www.adityaispat.com).

**36. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received - NIL
- No. of complaints disposed off - Not Applicable

**37. Human Resources Management & Industrial Relations**

From its foundation, Aditya Ispat Limited employment philosophy and practices have been based on the recognition that its people are the primary source of its competitiveness.

The company consistently abides by human resources policy that is found on a set of following principles: equality of opportunity, continuing personal development, fairness, mutual trust and teamwork. These principles are, in turn, underpinned by the five core Values of Pioneering, Integrity, Excellence, Unity and Responsibility. The Company also believes as a matter of principle that, diversity within its workforce greatly enhances its overall capabilities. The Company is an equal opportunity employer and it does not discriminate on the basis of race, caste, religion, colour, ancestry, gender, marital status, sexual orientation, age, nationality, ethnic origin or disability. All decisions relating to promotion, compensation and any other forms of reward and recognition are based entirely on performance and merits.

The Company's ambition is to be a modern employer offering employees long-term prospects for a meaningful professional career. This is why the Company's collective labour agreement focuses on four

aspects: health & vitality, career development & skills, employee productivity and employment conditions.

During the year, the Company focused on improvement in areas related to diversity & inclusion and training & development. Many initiatives were undertaken to bring about a change in the mindset of the workforce regarding these aspects.

Employees are very important stakeholders for the Company and the Management team is in continuous engagement through the year to ensure seamless and transparent communication on all important issues that relates to the employees and the future of the company.

#### **38. FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

#### **39. SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### **40. GENERAL:**

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.

- i. The company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of balance sheet.
- ii. There was no issue of equity shares with differential rights as to dividend, voting or otherwise.
- iii. There was no issue of shares (including sweat equity shares) to employees of the Company under any scheme.

#### **41. ACKNOWLEDGEMENT:**

The Board takes this opportunity to express its deep gratitude for the continued co-operation and support received from its Bankers, State and Central Governments, the customers, share holders, business associates and employees during the year under review.

Specific acknowledgement is also made for the confidence and understanding shown by the Members in the Company.

On behalf of the Board of Directors

Sd/-

S.B CHACHAN

CHAIRMAN & MANAGING DIRECTOR

Date : 14-08-2019

Place: Hyderabad.

## ANNEXURE TO DIRECTOR'S REPORT

## PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ;	Mr. S.B. Chachan :12:1 Mr. H. M. Dugar : Nil Mr. Sanjay Solanki : Nil Mr. Swamy S. B. Das : Nil Mr. S.K. Kabra : Nil Mrs. Usha Chachan Nil:
II. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year ;	Mr. S.B. Chachan : 25% Mr. H. M. Dugar : Nil Mr. Sanjay Solanki : Nil Mr. Swamy S. B. Das : Nil Mr. S.K. Kabra : Nil Mrs. Usha Chachan : Nil <b>Key Managerial Personnel</b> Mrs. Alphonsa Domingo: 9.50% Mr.Mahendra.N.Soni: Nil Mrs.Jyoti Kabra Singi: Nil
III. The percentage increase in the median remuneration of employees in the financial year;	2.06%
IV. The number of permanent employees on the rolls of Company;	22 Employees as on 31/03/2019
V. The explanation on the relationship between average increase in remuneration and Company performance;	There has been average increase in the remuneration of all employees by 30%for the year 2018-19 which was mainly due to increase in skilled man power.
VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The remuneration of key managerial personnel is linked with the performance of the Company and their individual performance. There has been no increase in remuneration of Company Secretary. The remuneration of Chief Financial Officer has increased by 9.50%. The remuneration of Managing Director has increased by 25%  During the year 2018-19, the Company has posted a net turnover of Rs. 3962.44 lakhs higher by 36.68% over last year (Rs. 2899.10lakhs in the F.Y. 2017-18).

VII. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.	<b>Market Capitalisation</b>	<b>In Lakhs</b>
	As at 31st March, 2019	358.45
	As at 31st March, 2018	269.64
	Variation	33%
	<b>PE Ratios</b>	
	PE Ratio As at 31st March 2019	8.59
	PE Ratio As at 31st March 2018	5.66
	% Increase	52%
The Company has not made any public offer of securities in the last 24 years, therefore comparison have not been made of current share price with public offer price.		
The Company's Shares are listed on Bombay Stock Exchange and The Calcutta Stock Exchange Ltd.		
VIII. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average Salary Increase of non managerial employees was positive 7.88%. There has been 25% increase in managerial remuneration of Managing Director and there is no increase of managerial remuneration of the Company Secretary. The managerial remuneration of CFO increased by 9.5%	
IX. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	Same as VI	
X. The key parameters for any variable component of remuneration availed by the directors;	There is no variable component of remuneration availed by the directors.	
XI. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	Managing Director is the highest paid director. No Employee received remuneration higher than the managing director.	
XII. Affirmation that the remuneration is as per the remuneration policy of the company;	Remuneration paid during the year ended 31st March, 2019 is as per the remuneration policy of the Company.	

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**

There was no person employed by the company during the year who was in receipt of remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Date : 14-08-2019  
Place: Hyderabad.

On behalf of the Board of Directors  
Sd/-  
S.B CHACHAN  
CHAIRMAN & MANAGING DIRECTOR

## ANNEXURE TO DIRECTOR'S REPORT

## Annexure

## PARTICULARS OF THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION &amp; FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Director's Report for the year ended 31<sup>st</sup> March, 2019

## I. CONSERVATION OF ENERGY

## a. Energy Conservation measures taken:

- Use of Automatic Power Factor Controller (APFC) to maintain power factor above 0.98 at factory.
  - Replacement of existing motors with lower ratings as per actual requirement and also with high efficiency ones.
  - Usage of AC Drives to the motors for optimizing power consumption
- b. Steps taken by the company for utilising alternate source of Energy: Nil
- c. Capital Investments on Energy Conservation Equipments : Nil
- d. Total energy consumption per unit of production:

	For the year ended 31.03.19	For the year ended 31.03.18
<b>A. POWER AND FUEL CONSUMPTION</b>		
<b>1. ELECTRICITY</b>		
<b>a. Purchased</b>		
Units (KWH)	392569	466490
Amounts (Rs. In lacs)	39.91	44.80
Rate per Unit(average) (Rs.)	10.17	9.60
<b>b. Own Generator</b>		
<b>i. Through diesel Generator</b>		
Units	NIL	NIL
Units per litre of Diesel	NIL	NIL
Cost per Unit	NIL	NIL
<b>ii. Through Steam turbine / generator</b>		
Units	NIL	NIL
Units per litre of fuel Oil/Gas	NIL	NIL
Cost per Unit	NIL	NIL
<b>2. COAL (Specify quality and where used)</b>		
Quantity (Tonnes)	NIL	NIL
Total Cost	NIL	NIL
Average Rate	NIL	NIL
<b>3. FURNACE OIL</b>		
Quantity	NIL	NIL
Total Cost	NIL	NIL
Rate Per Unit	NIL	NIL

<b>4. OTHERS/INTERNAL GENERATION</b>		
Quantity	NIL	NIL
Total Cost	NIL	NIL
Rate Per Unit	NIL	NIL
<b>B. CONSUMPTION PER UNIT OF PRODUCTION</b>		
Production (Units) (M.T)	2502.185	2262.731
Electricity (Rs.)	1595.01	1979.77
Coal	NIL	NIL
Furnace Oil	NIL	NIL
Others	NIL	NIL

## II. TECHNOLOGY ABSORPTION

- (a) Efforts made towards technology absorption: The Company is engaged in Indigenous Technology.
- (b) Benefits derived like product improvement, cost reduction, product development or product substitution: Reduction in utility consumption.
- (c) Information regarding imported technology ( since last 3 years)

Sl.No.	Technology Imported	Year	Status of implementation
1	Fastners - Nut Machines	2018-19	Installation under process expected to commissioned in next financial year 2019-20

- (d) The expenditure incurred on Research and Development: Nil

## III. FOREIGN EXCHANGE EARNING AND OUTGO

- (a) Total foreign exchange earned / outgo (Rs. In Lakhs)
- (i) Earned : NIL (previous year NIL)
- (ii) Outgo : Rs.173.16 (Rs NIL)

For and behalf of the Board of Directors

Place : Hyderabad  
Date : 14.08.2019

Sd/-  
**(S.B.CHACHAN)**  
Chairman & Managing Director

## PARTICULARS OF EMPLOYEES PERSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

There was no person employed by the company during the year who was in receipt of remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Date :14.08.2019  
Place: Hyderabad.

On behalf of the Board of Directors  
Sd/-  
S.B CHACHAN  
CHAIRMAN & MANAGING DIRECTOR



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED March 31, 2019**

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

To,  
The Members,  
Aditya Ispat Limited, Plot No 20,  
Phase V, IDA, Jeedimetla, Hyderabad- 500055

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aditya Ispat Limited (hereinafter called the Company) for the financial year ended on March 31, 2019. The Secretarial Audit was conducted pursuant to the provisions of section 204 (1) of the Companies Act, 2013 in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company as shown to us and also on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder to the extent applicable and also that the Company has proper Board-processes and 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 for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable during the audit period.
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;(Not applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Audit Period)
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(Not applicable to the Company during the Audit Period)

**(vi) The following other significant applicable laws to the Company**

1. Factories Act, 1948
2. Industrial Disputes Act 1947
3. The Payment of Wages Act 1936
4. The Minimum Wages Act 1948
5. Employees State Insurance Act 1948
6. The Employees Provident Funds and Miscellaneous Provisions Act 1952
7. The Payment of Bonus Act 1965
8. The Payment of Gratuity Act 1972
9. Industrial (Development & Regulation) Act, 1951.
10. Maternity Benefit Act 1961
11. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
12. The Environment Protection Act 1986
13. Legal Metrology Act 2009
14. Income Tax Act 1961
15. GST Act.
16. The Air (Prevention & control of pollution) Act 1981
17. Water (Prevention & control of Pollution) Act 1974
18. Customs Act 1962

We have also examined compliance with the applicable clauses of the following

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE)

To the best of our understanding we are of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted. 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 in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board meetings and Committee meetings are carried unanimously as recorded in the respective meeting minutes.

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

guidelines.

**We further report that** during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even dated which is annexed as Annexure-A, and forms an integral part of this report.

For A.J.Sharma & Associates  
Company Secretaries  
Sd/-  
A.J.Sharma  
FCS-2120, CP-2176

Place: Hyderabad  
Date: August 14, 2019

### **ANNEXURE-A**

(To the Secretarial Audit Report of M/s Aditya Ispat Limited for the financial Year Ended March 31,2019)

To,  
The Members,  
Aditya Ispat Limited, Plot No 20,  
Phase V, IDA, Jeedimetla, Hyderabad- 500055

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 Account of the Company
4. Wherever required we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules and 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 A.J.Sharma & Associates  
Company Secretaries  
Sd/-  
A.J.Sharma  
FCS-2120, CP-2176

Place: Hyderabad  
Date: August 14, 2019

**ANNEXURE TO DIRECTOR'S REPORT****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****as on financial year ended on 31.03.2019**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration ) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L27109TG1990PLC012099
ii	Registration Date	18th December,1990
iii	Name of the Company	ADITYA ISPAT LIMITED
iv	Category/Sub-category of the Company	Company Limited by shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad. Phone: 040 23773675, Fax 040 23746169 email: info@adityaispat.com Website: www.adityaispat.com
vi	Whether listed Company	Yes: Listed on BSE Ltd. and The Calcutta Stock Exchange Ltd.
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. XL Softech Systems Ltd.3, Sagar Society, Road No. 2, Hyderabad - 500 034 Phone 040 23545914 Fax: 04023553214 Email: xlfield@gmail.com

**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)

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Bright Steel Bars	24109	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	-----NIL-----				

## IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

## i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year(As on 31-March-2018)				No. of Shares held at the end of the year(As on 31-March-2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	1041200	-	1041200	19.46	1041200	-	1041200	19.46	-
b) Central or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	259900	-	259900	4.86	259900	-	259900	4.86	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	<b>1301100</b>	<b>-</b>	<b>1301100</b>	<b>24.32</b>	<b>1301100</b>	<b>-</b>	<b>1301100</b>	<b>24.32</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other (clearing members)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1301100</b>	<b>-</b>	<b>1301100</b>	<b>24.32</b>	<b>1301100</b>	<b>-</b>	<b>1301100</b>	<b>24.32</b>	<b>-</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>(2) Non Institutions</b>									
<b>a) Bodies corporates</b>									
i) Indian	1517149	4900	1522049	28.45	1571486	4900	1576386	29.47	0
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									0
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1365183	725230	2090413	39.07	1243830	733240	1977070	36.95	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	414885	-	414885	7.75	473898	-	473898	8.86	0
<b>c) Non Resident Indians</b>	20283	-	20283	0.38	20283	-	20283	0.38	0
<b>d) Clearing Members</b>	1270	-	1,270	0.02	1263	-	1263	0.02	-
<b>SUB TOTAL (B)(2):</b>	<b>3318770</b>	<b>730130</b>	<b>4048900</b>	<b>75.68</b>	<b>3310760</b>	<b>738140</b>	<b>4048900</b>	<b>75.68</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3318770</b>	<b>730130</b>	<b>4048900</b>	<b>75.68</b>	<b>3310760</b>	<b>738140</b>	<b>4048900</b>	<b>75.68</b>	<b>-</b>
"C. Shares held by Custodian for "GDRs & ADRs"	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>46,19,870</b>	<b>7,30,130</b>	<b>53,50,000</b>	<b>100.00</b>	<b>46,11,860</b>	<b>7,38,140</b>	<b>53,50,000</b>	<b>100.00</b>	<b>-</b>

## ii. SHARE HOLDING OF PROMOTERS

Sl No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	JAI BAPJI ISPAT PVT.LTD	259900	4.86	-	259900	4.86	-	-
2	SATYA BHAGWAN CHACHAN	244100	4.56	-	244100	4.56	-	-
3	SATYA BHAGWAN CHACHAN (HUF)	234000	4.37	-	234000	4.37	-	-
4	USHA CHACHAN	232100	4.34	-	232100	4.34	-	-
5	ADITYA CHACHAN	165500	3.09	-	165500	3.09	-	-
6	ANSHUMAN CHACHAN	165500	3.09	-	165500	3.09	-	-
	<b>Total</b>	<b>1301100</b>	<b>24.32</b>	<b>-</b>	<b>1301100</b>	<b>24.32</b>	<b>-</b>	<b>-</b>

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

Sl No	PARTICULARS		Share holding at the beginning of the Year		Cumulative Share holding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	JAI BAPJI ISPAT PVT.LTD	At the beginning of the year	259900	4.86	259900	4.86
		Changes during the year	No Change			
		At the end of the year	-	-	259900	4.86
2	SATYABHAGWAN CHACHAN	At the beginning of the year	244100	4.56	244100	4.56
		Changes during the year	No Change			
		At the end of the year	-	-	244100	4.56
3	SATYABHAGWAN CHACHAN (HUF)	At the beginning of the year	234000	4.37	234000	4.37
		Changes during the year	No Change			
		At the end of the year	-	-	234000	4.37
4	USHA CHACHAN	At the beginning of the year	232100	4.34	232100	4.34
		Changes during the year	No Change			
		At the end of the year	-	-	232100	4.34
5	ADITYA CHACHAN	At the beginning of the year	165500	3.09	165500	3.09
		Changes during the year	No Change			
		At the end of the year	-	-	165500	3.09
6	ANSHUMAN CHACHAN	At the beginning of the year	165500	3.09	165500	3.09
		Changes during the year	No Change			
		At the end of the year	-	-	165500	3.09

## iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sl. No	For Each of the Top 10 Shareholders	Changes during the Year		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		Date wise	Reason	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares to the Company
1	S.D.CHACHAN COMMERCIAL PRIVATE LIMITED	At the Beginning of the year		512100	9.57	512100	9.57
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	29.03.2019	Market Sale	(12100)	(0.22)	500000	9.35
		At the end of the year		-	-	500000	9.35

2	CHACHAN CONSULTANCY PRIVATE LIMITED	At the Beginning of the year		415800	7.77	415800	7.77
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	15.03.2019	Market Sale	(11800)	(0.22)	404000	7.55
		At the end of the year		-	-	404000	7.55
3	P.S.CREDIT & TRADINGS PRIVATE LIMITED	At the Beginning of the year		266027	4.97	266027	4.97
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	15.06.2018	Market Sale	(54100)	(1.01)	211927	3.96
		13.07.2018	Market Sale	(9800)	(0.18)	202127	3.78
		20.07.2018	Market Sale	(8950)	(0.17)	193177	3.61
		03.08.2018	Market Sale	(5000)	(0.09)	188177	3.52
		08.03.2019	Market Sale	(1995)	(0.04)	186182	3.48
		15.03.2019	Market Sale	(200)	(0.00)	185982	3.48
		At the end of the year		-	-	185982	3.48
4	ANSHUMAN STEELS PVT.LTD.	At the beginning of the year		239000	4.47	239000	4.47
		Changes during the year		No Change			
		At the end of the year		-	-	239000	4.47
5.	<b>PRAVEEN GOYAL</b>	At the Beginning of the year		84207	1.57	84207	1.57
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	13.04.2018	Market Purchase	2243	0.04	86450	1.62
		20.04.2018	Market Purchase	301	0.01	86751	1.62
		27.04.2018	Market Purchase	1804	0.03	88555	1.6
		04.05.2018	Market Purchase	44	0.00	88599	1.66
		11.05.2018	Market Purchase	500	0.01	89099	1.67
		18.05.2018	Market Purchase	950	0.02	90049	1.68
		08.06.2018	Market Purchase	2000	0.04	92049	1.72
		15.06.2018	Market Purchase	484	0.01	92533	1.73
		13.07.2018	Market Purchase	7501	0.14	100034	1.87
		20.07.2018	Market Purchase	22017	0.41	122051	2.28
		27.07.2018	Market Purchase	11227	0.21	133278	2.49
		03.08.2018	Market Purchase	1963	0.04	135241	2.53
		10.08.2018	Market Purchase	2836	0.05	138077	2.58
		17.08.2018	Market Purchase	25	0.00	138102	2.58
		24.08.2018	Market Purchase	1144	0.02	139246	2.60
		31.08.2018	Market Purchase	1411	0.03	140657	2.63
		07.09.2018	Market Purchase	3030	0.06	143687	2.69
	14.09.2018	Market Purchase	2250	0.04	145937	2.73	



		21.09.2018	Market Purchase	1300	0.02	147237	2.75
		28.09.2018	Market Purchase	75	0.00	147312	2.75
		05.10.2018	Market Purchase	500	0.01	147812	2.76
		12.10.2018	Market Purchase	500	0.01	148312	2.77
		19.10.2018	Market Purchase	560	0.01	148872	2.78
		26.10.2018	Market Purchase	5790	0.11	154662	2.89
		02.11.2018	Market Purchase	40	0.00	154702	2.89
		09.11.2018	Market Purchase	194	0.00	154896	2.90
		16.11.2018	Market Purchase	201	0.00	155097	2.90
		30.11.2018	Market Purchase	1	0.00	155098	2.90
		07.12.2018	Market Purchase	1	0.00	155099	2.90
		14.12.2018	Market Purchase	44	0.00	155143	2.90
		21.12.2018	Market Purchase	350	0.01	155493	2.91
		28.12.2018	Market Purchase	1277	0.02	156770	2.93
		04.01.2019	Market Purchase	6432	0.12	163202	3.05
		11.01.2019	Market Purchase	438	0.01	163640	3.06
		18.01.2019	Market Purchase	137	0.00	163777	3.06
		25.01.2019	Market Purchase	95	0.00	163872	3.06
		02.02.2019	Market Purchase	1120	0.02	164992	3.08
		09.02.2019	Market Purchase	2971	0.06	167963	3.14
		16.02.2019	Market Purchase	2222	0.04	170185	3.18
		23.02.2019	Market Purchase	7005	0.13	177190	3.31
		At the end of the year		-	-	177190	3.31
6	<b>GOYAL TARACHAND</b>	At the Beginning of the year		102050	1.91	102050	1.91
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	06.04.2018	Market Purchase	891	0.02	102941	1.93
		08.06.2018	Market Purchase	6412	0.12	109353	2.05
		10.08.2018	Market sale	(21)	0.00	109332	2.05
		14.12.2018	Market sale	(100)	0.00	109232	2.04
		21.12.2018	Market sale	(100)	0.00	109132	2.04
		23.02.2019	Market Purchase	2331	0.04	111463	2.08
		01.03.2019	Market Purchase	449	0.01	111912	2.08
		08.03.2019	Market Purchase	800	0.01	112712	2.10
		15.03.2019	Market Purchase	8436	0.16	121148	2.26
		At the end of the year				121148	2.26

7.	<b>GOYAL TARACHAND</b> Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	At the Beginning of the year		101254	1.89	101254	1.89
		03.08.2018	Market Purchase	4000	0.08	105254	1.97
		15.03.2019	Market Purchase	3600	0.06	108854	2.03
		22.03.2019	Market Purchase	352	0.01	109206	2.04
		29.03.2019	Market Purchase	1625	0.03	110831	2.07
		At the end of the year		-	-	110831	2.07
8.	<b>VIMMI GOYAL</b> Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	At the Beginning of the year		101250	1.89	101250	1.89
		03.08.2018	Market Purchase	5000	0.10	106250	1.99
		At the end of the year		-	-	106250	1.99
9.	<b>HEMISPHERE INFRASTRUCTURE INDIA PRIVATE LIMITED</b> Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	At the Beginning of the year		-	-	-	-
		06.07.2018	Market Purchase	53831	1.01	53831	1.01
		13.07.2018	Market Purchase	9800	0.18	63631	1.19
		20.07.2018	Market Purchase	8950	0.17	72581	1.36
		03.08.2018	Market Purchase	16146	0.30	88727	1.66
		At the end of the year		-	-	88727	1.66
10.	Wall Street Finance Limited	At the Beginning of the year		27600	0.52	27600	0.52
		Changes during the Year		No Change			
		At the end of the year		-	-	27600	0.52

## v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP'S)

Sl. No	Name	PARTICULARS	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS</b>					
1	<b>Shri Satya Bhagwan Chachan</b> Chairman And Managing Director	At the beginning of the year	244100	4.56	244100	4.56
		Changes during the year	No Change			
		At the end of the year	-	-	244100	4.56
2	<b>Shri H.M.Duggar</b> Non-Executive Director	At the beginning of the year	NIL	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL
3	<b>Shri Sanjay Solanki</b> Non-Executive Director	At the beginning of the year	Nil	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL
4	<b>Shri Swamy S.B.Das</b> Non-Executive Director	At the beginning of the year	NIL	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL
5	<b>Smt. Usha Chachan</b> Non-Executive Director	At the beginning of the year	232100	4.34	232100	4.34
		Changes during the year	No Change			
		At the end of the year	-	-	232100	4.34
6	<b>Shri Surendar Kumar Kabra</b> Non-Executive Director	At the beginning of the year	NIL	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL
<b>B</b>	<b>KEY MANAGERIAL PERSONS</b>					
1.	<b>Shri Mahender Natverlal Soni*</b> Company Secretary & Compliance Officer	At the beginning of the year	NIL	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL
2.	<b>Smt. Jyoti Kabra Singi**</b> Company Secretary and Compliance Officer	At the beginning of the year	NIL	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL
3.	<b>Alphonsa Domingo</b> Chief Financial Officer	At the beginning of the year	NIL	NIL	NIL	NIL
		Changes during the year	NIL	NIL	NIL	NIL
		At the end of the year	NIL	NIL	NIL	NIL

\*Resigned on 01/10/2018

\*\*Appointed on 15/10/2018

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment***Amount in Rupees*

	Secured Loans excluding deposits	Unsecured Loans	Deposits Indebtedness	Total
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	12,85,71,613	-	-	12,85,71,613
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>12,85,71,613</b>	<b>-</b>	<b>-</b>	<b>12,85,71,613</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	6,88,01,120	-	-	6,88,01,120
Reduction	(2,51,44,243)	-	-	(2,51,44,243)
<b>Net Change</b>	<b>4,36,56,877</b>	<b>-</b>	<b>-</b>	<b>4,36,56,877</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	17,22,28,490	-	-	17,22,28,490
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>17,22,28,490</b>	<b>-</b>	<b>-</b>	<b>17,22,28,490</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole time director and/or Manager:***Amount in Rupees*

Sl.No	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
		<b>S B Chachan,</b> Managing Director	
1	<b>Gross Salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	15,00,000	15,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act. 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>15,00,000</b>	<b>15,00,000</b>

Ceiling as per the Act : Ceiling is within the limit prescribed under the provisions of the Companies Act, 2013.

**B. Remuneration to other directors:***Amount in Rupees*

Sl. No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	H M Dugar Sanjay Solanki Swamy S B Das	
	(a) Fee for attending board committee meetings	NIL	NIL
	(b) Commission	NIL	NIL
	(c ) Others, please specify	NIL	NIL
	<b>Total (1)</b>	NIL	NIL
2	Other Non Executive Directors	S.K. Kabra Usha Chachan	
	(a) Fee for attending board committee meetings	NIL	NIL
	(b) Commission	NIL	NIL
	(c ) Others, please specify.	NIL	NIL
	<b>Total (2)</b>	NIL	NIL
	<b>Total (B)=(1+2)</b>	NIL	NIL
	<b>Total Managerial Remuneration</b>	NIL	NIL

**Overall Ceiling as per the Act :** Ceiling is within the limit prescribed under the provisions of the Companies Act, 2013.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD***Amount in Rupees*

SINo.	Particulars of Remuneration		Key Managerial Personnel			
			CEO	Company Secretaries	CFO	Total
1	Gross Salary	CEO	Mr. Mahender Natverlal Soni	Mrs.Jyoti Kabra Singi	Mrs. Alphonsa Domingo	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	NA	96,000	1,07,137	1,84,513	3,87,650
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NA	-	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NA	-	-	-	-
2	Stock Option	NA	-	-	-	-
3	Sweat Equity	NA	-	-	-	-
4	Commission	NA	-	-	-	-
5	Others, please specify	NA	-	-	-	-
	<b>Total</b>	<b>NA</b>	<b>96,000</b>	<b>1,07,137</b>	<b>1,84,513</b>	<b>3,87,650</b>

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

*Amount in Rupees*

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## ANNEXURE TO THE BOARD REPORT MANAGEMENT DISCUSSION AND ANALYSIS

### A. Overview

The following discussion and analysis is intended to convey the Management's perspective on the financial and operating performance of the Company at the end of Financial Year 2018-19. This Report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India ('SEBI').

This report is an integral part of the Directors' Report. Aspects on industry structure and developments, outlook, risks, internal control systems and their adequacy, material developments in human resources and industrial relations have been covered in the Directors' Report.

### B. INDUSTRY STRUCTURE AND DEVELOPMENTS :

Aditya Ispat Limited (Aditya) is one of the leading manufacturers of Bright Bars at Hyderabad and has produced 2502.185 Tons as compared to previous year production of 2262.731 Tons of Bright Bars and Wire during the year under review. This output is slated to grow with increased working capital availability in the coming years.

The Company has received the necessary Consent for Establishment (CFE) from the Commissioner of Industries, Telangana for setting up of Unit-II at Kamaram Village, Shankarampet (R) Mandal at Medak District, State Telangana for producing Steel Wire Products and Fasteners. Construction of the project has commenced and the commercial production is expected to start within the last quarter of the Financial Year 2019-20, after the receipt of consent for operation (CFO) by the said authorities. The approximate production capacity of the Unit-II will be 3000 TPA, and the capital outlay for the same is around Rs 11 Crores.

#### i. Outlook - Global Steel Industry

According to International Monetary Fund ('IMF'), global growth is projected to rise to 3.9% in 2018 and in 2019, moving closer to the long-term growth trend of 4%. The outlook indicates a likely up cycle of modest recovery after three successive shocks – the global financial crisis of 2007-09, the Eurozone crisis of 2009-13 and decline in commodity prices during 2014-15. However, the uncertainty with respect to sustainable growth remains. While the continued recovery and gradual closing of output gaps are likely to maintain growth momentum in the advanced economies over the next few years, supportive policy and adjusting to current price levels by commodity exporting countries are expected to aid growth in emerging and developing economies.

US economy is expected to grow at a faster rate of 2.7% in 2018. The euro area recovery is expected to proceed at a broadly similar pace in 2018-19 as in 2016 and 2017. The modest recovery is projected to be supported by a mildly expansionary fiscal stance, accommodative financial conditions and a weaker euro. The medium-term outlook for the euro area is likely to be impacted by weak productivity, adverse demographics, and, in some countries, unresolved legacy problems of public and private debt overhang, with a high level of non-performing loans. Further, uncertainty about the European Union's future relationship with the United Kingdom ('UK') is expected to weigh on economic activity. China is expected to continue its gradual economic transition to a more service economy and coupled with partial recovery in commodity prices, it is expected to drive growth in certain emerging and developing economies.

Among other key regions, China's GDP growth is likely to moderate to 6.5% in 2018 as the policy makers continue their efforts to promote quality growth. Supply side reforms through capacity cuts, rural revitalisation, urbanisation & housing reform and controlled pace of credit growth are likely to determine domestic demand and potential movement in commodity prices. Outlook for Middle-East and North Africa is gradually improving on the back of higher commodity prices.

## ii. Outlook- Steel Industry in India

As per IMF, India is expected to grow between 7.0% to 7.5% in FY 2018-19. The macro-economic stability with inflation continues to be the foundation of economic success which is reflected by growth in its key sectors - agriculture, industrial and services. Government initiatives like Make-in-India, Invest India, Start Up India and e-biz Mission Mode Project under the national e-governance plan are helping to improve ease of doing business in the country. In addition, the biggest tax reform since Independence, Goods and Services Tax ('GST') will help simplify India's tax regime and is likely to boost GDP and reduce inflation in the long-term despite the slowdown in economic activity during the transition to the GST.

Iron ore prices were positively affected by growth in China and increased demand for higher quality raw material. Along with these factors, weather disruptions and production outages have contributed to coking coal price movements. China's steel net exports were down 20% to 0.08 billion tonnes. Low level of exports coupled with volatile raw material prices have led to increase in prices in domestic market due to demand pull and cost push for steel prices at various times during the year.

During the year, India witnessed steel (including alloy and stainless steel) demand growth of approximately 7.8% in apparent steel use terms, aided by strong demand in steel consuming sectors i.e. Auto, Construction and Consumer durables etc. The Indian steel industry has witnessed improved utilisation levels (approximately 80%) even as the resolution process under Insolvency and Bankruptcy Code, 2016 paves way for further consolidation within the industry. This is likely to ease the financial stress and further improve utilisation levels within the industry. Growth in automotive sector is likely to moderate while machinery sector is expected to benefit from rising investment. At the same time, the construction sector is likely to witness growth in 2018 and 2019 on back of rise in consumer confidence and access to low cost finance

## C. OPPORTUNITIES, THREATS, RISKS AND CONCERNS OPPORTUNITIES:

- The demand of Bright Steel Bars is increasing and the company has opportunity to expand its capacities.
- The Company's M.O.U/ Long term relation with the main steel producers R.I.N.L. Vishakhapatnam give an edge over manufacturers of other states.
- Demand can be increased by spreading the areas of operations into other parts of the South and Western States.

### THREATS:

- The Company is facing competition from small players.
- The Company is facing demand crunch due to global recession in Steel Industry.

### RISKS & CONCERNS :

- The Company is mainly dependent for its raw material requirement on R.I.N.L (a public sector undertaking). The pricing and availability of raw material is completely dependent on government policies.
- The competition from the small players from the unorganized sector posed a threat to its margins.

## D. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY :

The Company has adequate internal control procedures with all safeguards for protection of assets and that all transactions are authorized, reported and recorded properly. The internal control procedures stem from continuous perusal of records and procedures by the Internal Auditors and the Audit Committee of Directors, who meet regularly. There are adequate Budgetary control mechanism established and practiced by the Company. The Code of Conduct also plays an effective role in utilization of energies of people involved.

## E. PERFORMANCE OF THE COMPANY

The company is engaged in the manufacture of single product i.e Bright Bars and its activities are confined to India. During the year 2018-19, the Company has posted a net turnover of Rs.3962.44 lakhs higher by



36.68% over last year (Rs. 2899.10 lakhs in the F.Y. 2017-18) Since the Company has concentrated more on value based manufacturing activities, resulting in increased production in term of quantity manufactured during the year. The additional quantities are being sold by meeting the increased demand in existing customer and addition of new geographies

#### F. HUMAN RESOURCES

The Company has' under its employment, 22 officers and workmen as on 31st March, 2019.

Increase in value of Human Capital through development of individual and collective skills and knowledge is essential to any Company for its growth. Your Company lays great emphasis on building a motivated work force, which can participate constructively in the growth of the Company. Innovative ideas are regularly received from the officers and staff of the Company, many of which were implemented for improvement in areas of quality, cost savings and increased productivity.

#### G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE FINANCIAL INFORMATION

- **Sales:** The Company has generated sales revenue of Rs. 3962.44 lakhs from manufacturing and trading revenues which is higher than last fiscal. The revenues are likely to improve in the next year as GST will simplify India's tax regime and is likely to boost GDP and reduce inflation in the long-term.
- **Fixed Assets:** The Company has added fixed assets of Rs. 104.8 lakhs. The Gross block of Capital Assets stood at Rs.931.13 lakhs as at 31<sup>st</sup> March 2019 against Rs 826.33lakhs as at 31<sup>st</sup> March 2018, with Net block of Rs.594.63lakhs after depreciation compared to 533.08 lakhs of the previous year.
- **Inventory:** The inventory at the end of the current year stood at Rs636.08 lakhs against Rs 562.52lakhs at the end of previous year. Increase in inventory is in line is due to higher purchases to meet the demands and fluctuation in prices.
- **Sundry Debtors:** Sundry Debtors at the end of the year stood at Rs.1057.05 lakhs against Rs.1190.18 lakhs at the end of previous year.

#### RESULTS OF OPERATIONS

( Rs. in Lakhs)

PARTICULARS	2018-19	2017-18
Income From Operations(Net of Excise)*	3962.44	2899.10
Other Income	6.83	7.27
Total Income	3969.28	2906.38
Profit before Interest, Depreciation and Tax	224.40	216.62
Profit Before Tax	59.88	52.70
Profit after Tax for the Current Year	41.57	47.64

\*To the extent applicable

Your Company continues to take steps to optimize costs of production which contributed to the profitability of the Company. The cost saving exercise is an ongoing one with emphasis on savings in energy consumption and cost, and reduction of wastes.

**H. KEY FINANCIAL MEASURES**

Particulars	2018-19	2017-18	Detailsof Significant Changes
Debtors Turnover	3.74	2.43	I
Inventory Turnover	6.23	5.15	-
EBIDTA/Turnover(%)	5.60	7.37	-
Interest Coverage Ratio	1.50	1.44	-
Current Ratio	1.28	1.38	-
Debt- Equity Ratio	1.83	1.43	II
Operating Profit Margin(%)	4.51	5.95	III
Net Profit Margin(%)	1.10	1.66	III
Book Value Per Share	17.55	16.78	-
Earnings Per Share	0.78	0.89	-
Return on Networth(%)	4.43	5.31	-

I. Due to effective working capital management , the company was able to control its debtors position , hence improvement in the ratios.

II Due to ongoing capital commitment the company has borrowed additional term loan facility which has resulted in significant increase in the ratio.

III Due to adverse market condition in the second half of the financial year and the heavy competition faced by the company resulted in low profit and hence significant decrease in the ratio of Operating Profit Margin and Net Profit Margin.

**I. STATUTORY COMPLIANCE**

The Managing Director/Executive Director makes a declaration at each Board Meeting regarding compliance with provisions of various statutes. The Company Secretary ensures compliance with the SEBI regulations and provisions of the Listing Agreement. The Compliance Officer ensures compliance with the guidelines on insider trading for prevention of the same.

**J. CAUTIONARY STATEMENT :**

Statement made in Management Discussion and Analysis report which seeks to describe the objectives, projections, estimates, predictions may be considered to be forward looking statements and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied and are determined by many factors including global and domestic demand – supply conditions, process, raw materials availability, tax laws, governmental policies and other statutes which may affect actual results which may be different from what the Directors envisaged in terms of future performance and outlook

**INDEPENDENT AUDITOR'S REPORT**

To

The Members of Aditya Ispat Limited

Report on the Audit of the Standalone Financial Statements

**OPINION**

We have audited the standalone financial statements of Aditya Ispat Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2019, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and profit/loss and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our opinion, there are no reportable Key Audit Matters for the standalone financial statements of the Company.

**Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings 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 financial statements of the current period and are therefore the key audit matter. We describe this matter 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**

- (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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".
- (ii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For DCM & Co.,  
Chartered Accountants  
FRN: 013189S  
Sd/-  
Duli Chand Mehta  
(Partner)  
M No.: 009715

Place: Hyderabad  
Date: 30.05.2019

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

#### **Statement on the matters specified in paragraphs 3 and 4 of Companies (Auditor's Report) Order, 2016**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) All the fixed assets have been physically verified by the management during the year by the management and no material discrepancies were noticed on such verification.
  - (c) The title deeds of immovable properties are held in the name of the company.
- (ii) According to the information and explanation given to us, the management has conducted the physical verification of inventory at regular intervals and on such verification no material discrepancies were noticed.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership Firms or other parties covered in the register maintained u/s 189 of the Act, hence the question of grant of such loans being prejudicial to company's interest, schedule of repayment of interest and principal,

receipt of principal and interest on regular basis and steps for recovery of overdue amount for more than 90 days as per clause (iii) of the Order does not arise.

- (iv) As explained to us, the company has not granted any loans, investments or given guarantees/ security, hence the question of compliance to the provisions of Sections 185 and 186 of the Act as per clause (iv) of the Order does not arise.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records & Audit) Amendment Rules, 2014.
- (vii) (a) According to the records of the Company, the company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Duty of Customs, Cess and other material statutory dues to the extent applicable to it.
- Further, there were no undisputed amounts payable in respect of aforesaid statutory liabilities which have remained outstanding as at 31st March 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, the details of disputed dues of Income tax, Sales Tax, Goods and Service Tax, Excise Duty, Service Tax, Duty of Customs and cess, if any, as at 31st March 2019, are as follows :

(Rs. in lakhs)

Name of the Statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Telangana Tax on Entry of Goods	Entry Tax	0.51	2013-2014	High Court, Hyderabad
Telangana Tax on Entry of Goods	Entry Tax	0.62	2014-2015	High Court, Hyderabad
Telangana Tax on Entry of Goods	Entry Tax	1.05	2015-2016	High Court, Hyderabad

- (viii) According to the information and explanations given to us, the company has borrowed term loan from Bank and not defaulted in repayment of such loans.
- (ix) According to the information and explanations given to us, no money was raised by way of initial public offer or further public offer by the company but the company has taken term loan from bank during the year and applied the same for the purpose for which the amount has been raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion the managerial remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi Company. Therefore the provisions of clause (xii) of the Order are not applicable to the company.
- (xiii) According to information and explanations given to us, the company has complied with the provisions of Sections 177 and 188 of the Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by applicable Accounting Standards.
- (xiv) As explained to us, the company has not made any preferential allotment or private placement of shares or

fully or partly convertible debentures during the year, hence the requirement of compliance to provisions of Section 42 of the Act and utilization of amounts so raised for the purpose for which the funds were raised as per clause (xiv) of the Order does not arise.

- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him; hence the requirement of compliance to provisions of Section 192 of the Act as per clause (xv) of the Order does not arise.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DCM & Co.,  
Chartered Accountants  
FRN: 013189S  
Sd/-  
Duli Chand Mehta  
(Partner)  
M No.: 009715

Place: Hyderabad  
Date: 30.05.2019

## **ANNEXURE B - TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ADITYA ISPAT LIMITED**

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

We have audited the internal financial controls over financial reporting of Aditya Ispat Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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 and 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 financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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.

Place: Hyderabad  
Date: 30.05.2019

For DCM & Co.,  
Chartered Accountants  
FRN: 013189S  
Sd/-  
Duli Chand Mehta  
(Partner)  
M No.: 009715



## STANDALONE BALANCE SHEET AS AT 31-03-2019

(Rs. in Lakhs)

Sl. No.	PARTICULARS	Note No.	As at 31.03.2019	As at 31.03.2018
<b>(I)</b>	<b>ASSETS</b>			
<b>I.</b>	<b>Non Current Assets</b>			
	(a) Property, plant and equipment	2	<b>594.72</b>	533.08
	(b) Capital Work in progress		<b>419.74</b>	71.78
	(c) Financial Assets			
	i) Other Financial assets	3	<b>9.53</b>	9.53
	<b>TOTAL NON CURRENT ASSETS</b>		<b><u>1,023.99</u></b>	<u>614.39</u>
<b>(II)</b>	<b>Current Assets</b>			
	(a) Inventories	4	<b>636.09</b>	562.53
	(b) Financial Assets			
	i) Trade Receivables	5	<b>1,057.06</b>	1,190.18
	ii) Cash and Cash equivalents	6	<b>9.91</b>	16.56
	iii) Bank Balances other than (ii) above	7	<b>25.06</b>	25.14
	iv) Others Financial Assets	8	<b>65.87</b>	56.68
	(c) Other current assets	9	<b>243.79</b>	1.71
	<b>TOTAL CURRENT ASSETS</b>		<b><u>2,037.78</u></b>	<u>1,852.80</u>
	<b>TOTAL ASSETS</b>		<b>3,061.77</b>	2,467.19
<b>II</b>	<b>EQUITY AND LIABILITY</b>			
<b>A</b>	<b>EQUITY</b>			
	(a) Equity Share Capital	10	<b>535.00</b>	535.00
	(b) Other equity	11	<b>404.11</b>	362.54
	<b>TOTAL EQUITY</b>		<b><u>939.11</u></b>	<u>897.54</u>
<b>B</b>	<b>LIABILITIES</b>			
<b>I.</b>	<b>Non-current Liabilities</b>			
	(a) Financial Liabilities Borrowings	12	<b>471.74</b>	176.43
	(b) Provisions	13	<b>7.46</b>	5.47
	(c) Deferred Tax Liabilities (Net)	14	<b>48.98</b>	44.84
	<b>TOTAL NON CURRENT LIABILITIES</b>		<b><u>528.18</u></b>	<u>226.74</u>
<b>II</b>	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	i) Borrowings	15	<b>1,153.17</b>	1,065.63
	ii) Trade Payables	16	<b>284.88</b>	176.38
	iii) Other Financial Liabilities	17	<b>98.50</b>	49.29
	(b) Other Current Liabilities	18	<b>47.00</b>	45.54
	(c) Short Term Provisions	19	<b>9.84</b>	6.05
	(d) Current tax liabilities (net)	20	<b>1.09</b>	0.02
	<b>TOTAL CURRENT LIABILITIES</b>		<b><u>1,594.48</u></b>	<u>1,342.91</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,061.77</b>	2,467.19

Statement on Significant Accounting Policies &amp; Notes on Financial Statements: 1 – 42

The accompanying notes are an integral part of the financial statements.

As per our report attached

For DCM &amp; Co.

Chartered Accountants

ICAI Firm's Reg. No. 013189S

Sd/-

**(Duli Chand Mehta)**

Partner

M.No.009715

Place : Hyderabad

Date: 30.05.2019

Sd/-

**(S.B.Chachan)**

Chairman

Managing Director

Din: 00080463

For and on behalf of the Board

Sd/-

**(Sanjay Solanki)**

Director

Din: 02378551

Sd/-

**(Alphonsa Domingo)**

CFO

Sd/-

**(Jyoti Kabra Singi)**

Company Secretary

## STANDALONE STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

PARTICULARS	Note No.	For the Year ended 31.03.2019	For the Year ended 31.03.2018
<b>I. Revenue from operations</b>			
Revenue from Operations	21	<b>3,962.45</b>	2,945.94
Less: Excise Duty		-	46.84
Revenue from Operations(Net)		<b>3,962.45</b>	2,899.10
<b>II Other income</b>	22	<b>6.83</b>	7.28
<b>III Total Revenue (I+II)</b>		<b>3,969.28</b>	2,906.38
<b>IV Expenses:</b>			
a Cost of Material Consumed	23	<b>2,902.10</b>	1,799.16
b Purchase of Stock-in-Trade	24	<b>822.74</b>	718.13
c Changes in Inventories of Finished Goods and Stock-in-Trade	25	<b>(136.93)</b>	6.46
d Employees Benefit Expenses	26	<b>58.18</b>	44.90
e Finance Costs	27	<b>121.26</b>	123.86
f Depreciation	2	<b>43.26</b>	40.69
g Other Expenses	28	<b>98.79</b>	120.49
<b>V Total Expenses</b>		<b>3,909.40</b>	2,853.68
<b>VI Profit Before Tax (III-V)</b>		<b>59.88</b>	52.70
<b>VII Tax Expense</b>			
a Current Tax	29	<b>11.23</b>	13.65
b Deferred Tax		<b>4.91</b>	(9.05)
<b>VIII Profit For The Year (VI-VII)</b>		<b>43.74</b>	48.10
<b>IX Other Comprehensive Income (Net of Tax)</b>			
<b>Items that will not be Reclassified to Profit and Loss</b>			
Remasurement Gain/(loss) of the defined Benefit Plans		<b>(2.94)</b>	(0.63)
Less:			
Income Tax on the Above Item		<b>(0.76)</b>	(0.16)
<b>Total Other Comprehensive Income (Net of Tax)</b>		<b>(2.17)</b>	(0.46)
<b>X. Total Comprehensive Income for the period (VIII+IX) (Comprising profit (Loss) and Other Comprehensive Income for the period)</b>		<b>41.57</b>	47.64
<b>XI. Earnings Per Equity Share (Basic &amp; Diluted)</b>	34	<b>0.78</b>	0.89

Statement on Significant Accounting Policies &amp; Notes on Financial Statements: 1 – 42

The accompanying notes are an integral part of the financial statements.

As per our report attached

For DCM &amp; Co.

For and on behalf of the Board

Chartered Accountants

ICAI Firm's Reg. No. 013189S

Sd/- <b>(Duli Chand Mehta)</b> Partner M.No.009715 Place : Hyderabad Date: 30.05.2019	Sd/- <b>(S.B.Chachan)</b> Chairman Managing Director Din: 00080463	Sd/- <b>(Sanjay Solanki)</b> Director Din: 02378551	Sd/- <b>(Alphonsa Domingo)</b> CFO	Sd/- <b>(Jyoti Kabra Singi)</b> Company Secretary
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## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH,2019.

(Rs. in Lakhs)

a. Equity Share Capital	Amount
Balance as at April 01, 2017	535
Add/Less: Changes in Equity Share Capital during the Year	-
Balance as at March 31, 2018	535
Add/Less: Changes in Equity Share Capital during the Year	-
Balance as at March 31, 2019	535

## b. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income	Total Other Equity
	Capital Reserve	Securities Premium	Retained Earnings	Items that will not be Reclassified to Profit/Loss	
				Remesurement Gain/ (loss) of the defined Benefit Plans (net of Tax)	
Balance as at April 01,2017	41.90	5.00	268.00	-	314.90
Profit/(loss) for the Year March 31,2018	-	-	48.10	-	48.10
Other Comprehensive Income (net of tax) for the Year Ended March 31,2018	-	-	-	(0.46)	(0.46)
Balance as at March 31,2018	41.90	5.00	316.10	(0.46)	362.54
Profit/(loss) for the Year March 31,2019	-	-	43.74	-	43.74
Other Comprehensive Income (net of tax) for the Year Ended March 31, 2019	-	-	-	(2.17)	(2.17)
Balance as at March 31,2019	41.90	5.00	359.84	(2.63)	404.11

As per our report attached  
For DCM & Co.  
Chartered Accountants  
ICAI Firm's Reg. No. 013189S  
Sd/-

**(Duli Chand Mehta)**  
Partner  
M.No.009715  
Place : Hyderabad  
Date: 30.05.2019

Sd/-  
**(S.B.Chachan)**  
Chairman  
Managing Director  
Din: 00080463

Sd/-  
**(Sanjay Solanki)**  
Director  
Din: 02378551

For and on behalf of the Board

Sd/-  
**(Alphonsa Domingo)**  
CFO

Sd/-  
**(Jyoti Kabra Singi)**  
Company Secretary

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>A Cash Flow from Operating Activities:</b>		
1 Net profit before Tax & Extraordinary items	59.88	52.70
2 Adjustments for:		
a Depreciation	43.26	40.69
b Interest & Finance Cost	118.82	120.19
c Interest Income	(2.23)	(1.74)
d Remeasurement Gain/(Loss) on Defined Benefit Plans	(2.94)	(0.63)
<b>Operating Profit before Working Capital Changes</b> -----	<b>216.79</b>	----- 211.21
3 Adjustments for:		
a Trade Receivables	133.12	315.75
b Short Term Loans & Advances & Other Current Assets & Other bank balance	(251.27)	(9.10)
c Inventories	(73.56)	(18.74)
d Long Term and Short Term Provisions	6.44	2.59
e Trade Payables and Other Current Liabilities	159.00	(248.79)
Cash Generated from Operations	----- 190.51	----- 252.92
Less: Direct Taxes paid	(10.57)	(17.01)
Net Cash from Operating Activities	----- 179.94	----- 235.91
<b>B CashFlow from Investing Activities</b>		
a Addition to Property, Plant and Equipment including CWIP	(452.86)	(80.03)
b Interest Received	2.23	1.74
Net Cash used in Investing Activities	----- (450.63)	----- (78.29)
<b>C Cash flow from financing activities</b>		
a Interest & Finance Cost paid	(118.82)	(120.19)
b Proceeds from Long Term & Short Term Borrowings	382.85	(30.79)
<b>Net cash used in Financial activities</b>	<b>264.03</b>	<b>(150.98)</b>
Cash flow during the year	(6.65)	6.65
Cash and cash equivalents at the beginning of the year	16.56	9.92
Cash and cash equivalents at the end of the year	9.91	16.56
<b>Components of cash and cash equivalents :</b>		
Balance with banks in Current Accounts	1.74	11.61
Cash on hand	8.17	4.95
	9.91	16.56

**Note:**

- Figures in bracket represent outflow.
- Previous year figures have been regrouped/ rearranged to conform to the current year's classification, where ever necessary.
- The above Cash Flow Statement has been prepared under indirect method as set out in Indian Accounting Standard-7 Cash Flow Statement.

As per our report attached  
For DCM & Co.  
Chartered Accountants  
ICAI Firm's Reg. No. 013189S

For and on behalf of the Board

Sd/-  
**(Duli Chand Mehta)**  
Partner  
M.No.009715  
Place : Hyderabad  
Date: 30.05.2019

Sd/-  
**(S.B.Chachan)**  
Chairman  
Managing Director  
Din: 00080463

Sd/-  
**(Sanjay Solanki)**  
Director  
Din: 02378551

Sd/-  
**(Alphonsa Domingo)**  
CFO

Sd/-  
**(Jyoti Kabra Singi)**  
Company Secretary

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019****1. COMPANY OVERVIEW, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES****I. Company Overview:**

Aditya Ispat Limited ('ADITYA' or the 'Company') is a public limited company domiciled in India, with its registered office situated at Hyderabad, Telangana. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the Bombay Stock Exchange and Calcutta Stock Exchange in India

The Company is engaged in the manufacturing of bright steel bars and wires. The manufacturing facility of the Company is located in Hyderabad.

**II. Basis of preparation of financial statements:****a) Statement of compliance:**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act to the extent applicable.

The Financial Statements for the year ended 31st March, 2019 have been approved by the Board of Directors of the Company in their meeting held on 30th May, 2019.

**b) Basis of Measurement:**

The financial statements are prepared on accrual basis under the historical cost convention except for the following items:

- Certain financial assets and liabilities are measured at Fair value (refer accounting policy on financial instruments)
- Defined Benefit and other Long Term Employee Benefits are measured at Fair value,

**c) Functional and presentation currency:**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been rounded to two decimal points of lakhs, unless otherwise indicated.

**d) Current or Non current classification:**

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the business of the Company and its business time cycle from inception of an order and its completion on realization in cash and cash equivalents, the Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**e) Use of estimates:**

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

### III. Significant Accounting Policies

#### a) Property, Plant and Equipment (PPE):

##### i) Recognition and Measurement:

Property, Plant and Equipment are measured at cost, which includes capitalized borrowing cost less accumulated depreciation and accumulated impairment loss, if any. The cost of PPE includes freight, duties, taxes and other incidental expenses related to the acquisition and construction of those PPE.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non current assets.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

##### ii) Transition to Ind AS:

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

##### iii) Subsequent expenditure:

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

##### iv) Depreciation

Depreciation on property, plant and equipment is charged on a Straight Line basis over the useful life of assets as prescribed by Schedule II of Companies Act, 2013.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset Class	Useful life of asset
Building	Upto 60 Years
Plant & Equipment	15 Years
Furniture & Fixtures	10 Years
Vehicles	Upto 10 Years
Office Equipment	5 Years
Electric Installations	10 Years
Computer Equipment	3 Years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of)

## b) Impairment

### i) Impairment of non-financial assets:

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, the Company estimates the recoverable amount of the asset.

The recoverable amount of an asset is the greater of its value in use or fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in Statement of Profit and Loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

## c) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### i) Initial recognition and measurement

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

### iii) Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

**iv) Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**v) Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**vi) Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in fair value. The Company makes such election on instrument to instrument basis. The classification is made on initial recognition and is irrevocable. Equity Instruments included within the FVTPL Category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

**vii) Financial Assets**

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement~ and either(a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

**Impairment of financial assets**

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss.

The company follows 'simplified approach' for recognition of impairment loss allowance on:



- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

***Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables:***

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

**viii) Financial liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company financial liabilities include trade and other payables

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the profit or loss.

**Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**d) Inventories:**

Raw Materials, Stores and Spares are valued at cost and finished goods are valued at lower of Cost or Net Realizable Value, cost of raw materials, stores & spares parts are ascertained on FIFO basis. Trading Goods are valued at lower of Cost or Net Realizable Value.

**e) Provisions and contingencies**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are not recognized but are disclosed in the notes.

Contingent assets are neither recognized nor disclosed in the financial statements.

**f) Revenue recognition:**

**Sale of goods:** Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of goods are transferred to the buyer as per the terms of the contract. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty

exists regarding the amount of the consideration that will be derived from the sale of goods. Sales include excise duty but excludes Goods and Service Tax.

**Sale of services:** Revenue from services is recognised in accordance with the specific terms of contract on performance.

**Other operating revenues:** Other operating revenues comprise 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 the contract

**g) Foreign Exchange Transactions:**

Foreign exchange transactions are recorded at the rate prevailing on the date of the transaction.

**Conversion:**

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

**Exchange Difference:**

Exchange differences are recognised in Statement of profit & loss. In accordance with Ind-AS 101 'First Time Adoption of Indian Accounting Standards', the Company has continued the policy of capitalisation of exchange differences on foreign currency loans taken before the transition date. Accordingly, exchange differences arising on translation of long term foreign currency monetary items relating to acquisition of depreciable fixed assets taken before the transition date are capitalized and depreciated over the remaining useful life of the asset.

**h) Employee Benefits**

**i) Defined benefit plan:**

Gratuity which is defined benefits, is accrued based on an actuarial valuation using the projected unit credit method at the balance sheet date, carried out by an independent actuary. Remeasurements, comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

**ii) Defined contribution plan:**

Contributions payable to the recognized provident fund and employees state insurance which is a defined contribution, are charged to the statement of profit and loss, on accrual basis. The Company has no further obligations under this plan beyond its monthly contributions.

**iii) Short term employee benefit:**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably

**i) Borrowings Costs:**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part

of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**j) Taxation**

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law applicable in the respective jurisdictions) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). Current Income Tax and deferred taxes relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax and deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal tax in the future and the resultant asset can be measured reliably. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the company and the asset can be measured reliably.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date 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 deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

The Company offsets the current (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and the deferred taxes relate to the same taxation authority.

**k) Leases**

Payment under operating leases are recognised in the statement of profit and loss on a straightline basis over the term of the lease.

**l) Earnings per share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

**m) Cash flow statement**

Cash flows are reported using the indirect method, as explained in the Accounting Standard on Statement of Cash Flows (Ind AS - 7), whereby profit before tax is adjusted for the effects of transactions of a non - cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

## NOTES TO AND FORMING PART OF ACCOUNT

Note :No.2:Property, plant and equipment

(Rs. in Lakhs)

Description	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 1st April 2018	Additions	Deletion	As at 31st Mar. 2019	As at 1st April 2018	For the Year	Adjust- ments/ Deletion	As at 31st Mar. 2019	As at 31st Mar. 2019	As at 31st Mar. 2018
<b>OWNED &amp; TANGIBLE</b>										
1 Land	77.06	27.65	-	104.71	-	-	-	-	104.71	77.06
2 Office building	34.96	-	-	34.96	5.08	0.55	-	5.63	29.33	29.88
3 Buildings	145.26	-	-	145.26	53.37	4.46	-	57.83	87.44	91.90
4 Plant & Machinery	464.56	76.32	-	540.88	171.04	31.90	-	202.94	337.94	293.52
5 Shops	23.48	-	-	23.48	5.24	0.36	-	5.61	17.87	18.23
6 Electrical Installation	9.87	-	-	9.87	7.69	0.54	-	8.23	1.64	2.18
7 Office Equipment	2.41	0.17	-	2.58	2.29	0.02	-	2.31	0.27	0.12
8 Furniture & Fixtures	1.77	0.09	-	1.86	1.46	0.17	-	1.63	0.22	0.31
9 Weighing Scale	1.34	-	-	1.34	0.48	0.07	-	0.55	0.79	0.86
10 Vehicles	49.11	-	-	49.11	36.83	3.84	-	40.67	8.44	12.28
11 Computers	2.51	0.67	-	3.18	2.11	0.45	-	2.56	0.62	0.40
12 Borewell	1.27	-	-	1.27	0.55	0.04	-	0.59	0.68	0.72
13 Electrical Equipment	12.73	-	-	12.73	7.11	0.84	-	7.95	4.78	5.62
Total :-	826.33	104.90	-	931.23	293.25	43.26	-	336.52	594.72	533.08
Previous Year	818.08	8.25	-	826.33	252.56	40.69	-	293.25	533.08	

Description	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 1st April 2017	Additions	Deletion	As at 31st Mar. 2018	As at 1st April 2017	For the Year	Adjust- ments/ Deletion	As at 31st Mar. 2018	As at 31st Mar. 2018	As at 31st Mar. 2017
<b>OWNED &amp; TANGIBLE</b>										
1 Land	77.06	-	-	77.06	-	-	-	-	77.06	77.06
2 Office building	34.96	-	-	34.96	4.53	0.55	-	5.08	29.88	30.43
3 Buildings	145.26	-	-	145.26	48.91	4.46	-	53.37	91.90	96.35
4 Plant & Machinery	456.71	7.85	-	464.56	143.37	27.67	-	171.04	293.52	313.34
5 Shops	23.48	-	-	23.48	4.88	0.36	-	5.24	18.23	18.60
6 Electrical Installation	9.87	-	-	9.87	6.76	0.93	-	7.69	2.18	3.12
7 Office Equipment	2.41	-	-	2.41	2.29	-	-	2.29	0.12	0.12
8 Furniture & Fixtures	1.77	-	-	1.77	1.30	0.17	-	1.47	0.31	0.47
9 Weighing Scale	0.94	0.40	-	1.34	0.43	0.05	-	0.48	0.86	0.51
10 Vehicles	49.11	-	-	49.11	32.04	4.79	-	36.83	12.28	17.07
11 Computers	2.51	-	-	2.51	1.86	0.25	-	2.11	0.40	0.65
12 Borewell	1.27	-	-	1.27	0.51	0.04	-	0.55	0.72	0.76
13 Electrical Equipment	12.73	-	-	12.73	5.70	1.41	-	7.11	5.62	7.03
Total :-	818.08	8.25	-	826.33	252.56	40.69	-	293.25	533.08	565.52

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2019

(Rs in Lakhs)

NOTE NO.	PARTICULARS	As at 31-03-2019	As at 31-03-2018
<b>3</b>	<b>Other Non-current assets:</b> (Unsecured & Considered Good unless otherwise stated)		
	Capital Advances -	-	-
	Advances other than capital advances		
	Security Deposits		
	Deposits with Government	0.10	0.10
	Electricity Deposits	9.35	9.35
	Telephone Deposits	0.08	0.08
	<b>Total</b>	<b>9.53</b>	<b>9.53</b>
<b>4</b>	<b>Inventories:</b> (As taken, valued & Certified by the Management and accepted by the Auditors) (Valued at lower of cost or net realisable value)		
	Raw Material	290.32	360.91
	Finished Goods	241.74	108.54
	Trading Goods	88.94	87.02
	Scrap	6.17	4.36
	Tools, Dies & Consumables	8.92	1.70
	<b>Total</b>	<b>636.09</b>	<b>562.53</b>
<b>5</b>	<b>Trade Receivables:</b> (Unsecured & Considered Good unless otherwise stated)		
	Debts Outstanding for more than 6 months	87.30	91.72
	Other Debts	969.76	1098.46
	<b>Total</b>	<b>1057.06</b>	<b>1,190.18</b>
<b>6</b>	<b>Cash &amp; Cash Equivalents :</b> <b>Cash &amp; Bank Balances:</b>		
	a Balance with Banks		
	i) Current Account	1.74	11.61
	b Cash on Hand	8.17	4.95
	<b>Total</b>	<b>9.91</b>	<b>16.56</b>
<b>7</b>	<b>Other Bank Balances</b>		
	- Fixed Deposits (Pledged with Banks)	25.06	25.14
	<b>Total</b>	<b>25.06</b>	<b>25.14</b>

(Rs in Lakhs)

NOTE NO.	PARTICULARS	As at 31-03-2019	As at 31-03-2018
<b>8</b>	<b>Other Financial Assets</b>		
	(Unsecured & considered good unless otherwise stated)		
	Advances Recoverable in Cash or in Kind for value to be received		
	<b>Measured at Amortised Cost</b>		
	a Deposit with Suppliers	0.75	0.75
	b Advances to Employees	0.46	0.42
	c Advance to Others	0.01	0.01
	d Income Tax Refundable	0.80	0.80
	e Interest Receivable	0.50	0.49
	f Balances with Government Authorities	63.35	54.21
	<b>Total</b>	<b>65.87</b>	<b>56.68</b>
<b>9</b>	<b>Other current Assets</b>		
	(Considered good unless otherwise stated)		
	a MAT Credit entitlement account	0.48	-
	b Prepaid expenses	3.74	1.01
	c Advance to Suppliers	239.57	0.70
	<b>Total</b>	<b>243.79</b>	<b>1.71</b>
<b>10</b>	<b>EQUITY SHARE CAPITAL:</b>		
	The authorised, issued, subscribed and fully paid up capital comprises of equity shares having par value of Rs. 10 each as follows :		
	<b>a) Authorised:</b>		
	60,10,000 (P.Y 60,10,000) Equity Shares of Rs.10/- each	601.00	601.00
	<b>b) Issued, Subscribed &amp; Paid Up</b>		
	53,50,000 (P.Y 53,50,000) Equity Shares of Rs.10/- each fully paid up	535.00	535.00
		<b>535.00</b>	<b>535.00</b>
<b>c)</b>	<b>Reconciliation of number of shares outstanding is set out below :</b>		
		<b>As at 31-03-2019</b>	<b>As at 31-03-2018</b>
	At the beginning of the period	5,350,000	5,350,000
	Issued during the year	-	-
	At the end of the reporting period	5,350,000	5,350,000

d) The details of shareholders holding more than 5% equity shares are set out below;

No.	Name of Shareholders	As at 31-03-2019		As at 31-03-2018	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	S D Chachan Commercial Pvt Ltd	5,00,000	9.35%	5,12,100	9.57%
2	Chachan Consultancy Pvt Ltd	4,04,000	7.55%	4,15,800	7.77%

e) The Company has only one class of shares, i.e. equity shares having face value of Rs 10 per share. Each holder of equity is entitled to one vote per share.

(Rs in Lakhs)

NOTE NO.	PARTICULARS	As at 31-03-2019	As at 31-03-2018
11	<b>Other Equity</b>		
	<b>I Reserve &amp; Surplus</b>		
	<b>a Capital Reserve</b>		
	At the beginning of the accounting period	41.90	41.90
	Additions during the year	-	-
	At the end of the accounting period	41.90	41.90
	<b>b Securities Premium</b>		
	At the beginning of the accounting period	5.00	5.00
	Additions during the year	-	--
	At the end of the accounting period	5.00	5.00
	<b>c Surplus in P&amp;L A/c</b>		
	At the beginning of the accounting period	316.10	268.00
	Additions during the year	43.74	48.10
	At the end of the accounting period	359.84	316.10
	<b>TOTAL (I) (a+b+c)</b>	<b>406.74</b>	<b>363.00</b>
	<b>II Item of other comprehensive income</b>		
	Balance at the beginning of the Financial Year	(0.46)	-
	Add: Other Comprehensive Income for the year	-	-
	Remeasurement Gain or (Loss) on Defined Benefit Plans (Net of Tax)	(2.17)	(0.46)
	<b>TOTAL (II)</b>	<b>(2.63)</b>	<b>(0.46)</b>
	<b>TOTAL OTHER EQUITY (I+II)</b>	<b>404.11</b>	<b>362.54</b>

NOTE NO.	PARTICULARS	As at 31-03-2019	As at 31-03-2018
<b>NON-CURRENT LIABILITIES</b>			
<b>12</b>	<b>Financial Liabilities</b>		
	<b>Borrowings (Non Current)</b>		
	<b>Secured</b>		
	Term loans from banks	<u>471.74</u>	<u>176.43</u>
	<b>Total</b>	<b>471.74</b>	<b>176.43</b>
	<b>Securities:-</b>		
	First exclusive charge on entire fixed assets including equitable mortgage of factory land and building with City Union Bank Ltd		
	<b>Terms of repayment</b>		
	Term loans are repayable in equal monthly instalments over the term of the loan ranging to 5 years.		
<b>13</b>	<b>Other Long Term Provisions</b>		
	- Due to employees	<u>7.46</u>	<u>5.47</u>
	<b>Total</b>	<b>7.46</b>	<b>5.47</b>

**14 Deferred Tax Liabilities (net)**

Major components of Deferred Tax (Assets) / Liabilities consist of the following

PARTICULARS	As at 31-03-2019	Movement during the year	As at 31-03-2018
i Relating to Fixed Assets	<b>53.48</b>	<b>5.67</b>	47.81
ii Provision for Gratuity	<b>(4.50)</b>	<b>(1.53)</b>	(2.97)
<b>Deferred Tax Liabilities (Net)</b>	<b>48.98</b>	<b>4.14</b>	44.84

**CURRENT LIABILITIES****FINANCIAL LIABILITIES**

<b>15. Borrowings (Current):</b>	<b>As at 31-03-2019</b>	<b>As at 31-03-2018</b>
Loans Repayable on demand		
Working Capital Secured Loans from banks :		
Cash Credit from CUB LTD	<u>1,153.17</u>	<u>1,065.63</u>
<b>Total</b>	<b>1,153.17</b>	<b>1,065.63</b>
Cash Credit, and Bill Discounting Facilities are secured by first exclusive charge on entire current assets of the Company		
<b>16. Trade Payables</b>		
<b>a) Due to Micro and Small Enterprises</b>	-	-
<b>b) Other Payables</b>	<u>284.88</u>	<u>176.38</u>
<b>Total</b>	<b>284.88</b>	<b>176.38</b>
<b>c) There are no micro, small and medium enterprises to whom the company owes dues which are outstanding for more than 45 days from the balance sheet date. The micro, small and medium enterprises have been identified on the basis of information available with the company. This has been relied upon by the Auditors.</b>		



(Rs in Lakhs)

NOTE NO.	PARTICULARS	As at 31-03-2019	As at 31-03-2018
<b>17</b>	<b>Other Financial Liabilities</b>		
	Current Maturities of Long Term Debt	97.38	43.66
	Current Maturities of Finance Lease Obligation	-	-
	Advances from Customers	0.12	4.63
	Rent Deposits	1.00	1.00
	<b>Total</b>	<b>98.50</b>	<b>49.29</b>
<b>18.</b>	<b>Other Current Liabilities</b>		
	Statutory dues	1.20	1.79
	Due to Employees	7.40	5.25
	Payables for Expenses	38.40	38.50
	<b>Total</b>	<b>47.00</b>	<b>45.54</b>
<b>19</b>	<b>Short Term Provisions</b>		
	Provision for Gratuity(Short term)	9.84	6.05
	<b>Total</b>	<b>9.84</b>	<b>6.05</b>
<b>20</b>	<b>Provision for tax</b>		
	Provision for tax	1.09	0.02
	<b>Total</b>	<b>1.09</b>	<b>0.02</b>
NOTE No.	PARTICULARS	For the year ended 31-03-2019	For the year ended 31-03-2018
<b>21</b>	<b>Revenue from operations</b>		
	Sales	3962.45	2,941.30
	Jobwork income	-	4.65
	<b>Total</b>	<b>3962.45</b>	<b>2,945.94</b>
<b>22</b>	<b>Other Income:</b>		
	Interest on Deposits	2.23	1.74
	Other Income	4.60	5.54
	<b>Total</b>	<b>6.83</b>	<b>7.28</b>
<b>23</b>	<b>Cost of Materials Consumed:</b>		
	Rounds, bar and wire rod coils	2902.10	1,799.16
	<b>Total</b>	<b>2902.10</b>	<b>1,799.16</b>
	The above materials consumed are 100% Indigenous		

NOTE No.	PARTICULARS	For the year ended 31-03-2019	For the year ended 31-03-2018
<b>24</b>	<b>Purchase of Stock-in-Trade</b>		
	Purchases during the year	822.74	718.13
	<b>Total</b>	<b>822.74</b>	<b>718.13</b>
<b>25</b>	<b>Changes in Inventories of Finished Goods and Stock-in-Trade</b>		
	At the beginning of the accounting period		
	- Scrap	4.36	1.30
	- Stock-in-Trade	87.02	118.45
	- Finished Goods	108.54	98.31
		<b>199.92</b>	218.06
	Less : Excise duty payable	-	11.68
		<b>199.92</b>	<b>206.38</b>
	At the end of the accounting period		
	- Scrap	6.17	4.36
	- Stock-in-Trade	88.94	87.02
	- Finished Goods	241.74	108.54
		<b>336.85</b>	199.92
	<b>Total</b>	<b>(136.93)</b>	<b>6.46</b>
<b>26</b>	<b>Employees Benefits Expenses</b>		
	Salaries, Wages & Bonus	35.31	26.68
	Director's Remuneration	15.00	12.00
	Staff Welfare Expenses	1.42	1.27
	Contribution to E.S.I	1.09	1.01
	Contribution to PF(refer Note 32)	1.88	1.69
	Gratuity(refer Note 32)	2.84	1.97
	Leave Encashment	0.64	0.27
	<b>Total</b>	<b>58.18</b>	<b>44.89</b>
<b>27</b>	<b>Financial Costs:</b>		
	Interest	118.82	120.19
	Bank Charges	2.44	3.67
	<b>Total</b>	<b>121.26</b>	<b>123.86</b>

(Rs in Lakhs)

NOTE No.	PARTICULARS	For the year ended 31-03-2018	For the year ended 31-03-2017
28	<b>Other Expenses:</b>		
	<b>A) Manufacturing Expense :</b>		
	Tools, Dies & Consumables	11.32	9.81
	Power & Fuel	39.91	44.80
	Repairs & Maintenance to Plant & Machinery	3.91	4.69
	Material Handling Charges	0.71	0.95
	<b>Total (A)</b>	<b>55.85</b>	<b>60.25</b>
	<b>B) Administrative &amp; selling expenses</b>		
	Postage and telephone	1.87	0.96
	Rates & Taxes	1.53	5.00
	Printing & Stationery	1.79	0.84
	Travelling Expenses	0.64	1.33
	Legal & Professional Charges	2.99	1.85
	Miscellaneous Expenses	12.44	10.15
	Carriage Outward	18.24	0.35
	Bad debts w/off	0.03	1.15
	Sales Tax	1.04	36.67
	Repairs & Maintenance to Other Assets	1.72	1.29
	Audit Fees	0.65	0.65
	<b>Total (B)</b>	<b>42.94</b>	<b>60.24</b>
	<b>Grand Total (A+B)</b>	<b>98.79</b>	<b>120.49</b>
29.	<b>Current Tax</b>		
	<b>a) Income Tax recognised in Profit and Loss</b>		
	Current Tax Expenses	11.16	13.71
	Add: Income Tax for earlier years	0.07	(0.06)
		<b>11.23</b>	<b>13.65</b>
	Deferred Tax Expenses		
	Origination and reversal of temporary differences	4.91	(9.05)
	Income Tax Charged to Profit & Loss	16.14	4.60
b	Deferred Tax related to items recognised in OCI during the year		
	Remasurement Gain/(loss) of the defined Benefit Plans	(0.76)	(0.16)
	Income Tax Charged to OCI	(0.76)	(0.16)
c	Reconciliation of effective tax rate		
	Accounting profit before tax	59.88	52.70
	Tax as per Income Tax applicable rates	11.00	10.00
	Adjustment in respect of current income tax of previous year	0.07	(0.06)
	Effect of Concession with respect to Property, plant and equipment	4.53	(5.72)
	Effect of amounts which are not deductible/ others in calculating taxable income	0.54	0.38
	<b>INCOME TAX EXPENSE</b>	<b>16.14</b>	<b>4.60</b>

## ADITYA ISPAT LIMITED

**NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31.03.2019**

**30. Contingent Liabilities and Commitments****A. Contingent Liabilities not provided for**

(Rs in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Liability in respect of unexpired bank guarantee.	230	250

**B. Capital Commitment:**

Particulars	March 31, 2019	March 31, 2018
Estimated Amount of Capital Commitments	1267.42*	Nil

\* The capital outlay for setting up of Unit-II at Kamaram Village, Shankarampet (R) Mandal at Medak District, State Telangana for producing Steel Wire Products and Fasteners is around Rs 1100 lakhs. The approximate production capacity of the Unit-II will be 3000 TPA

**31. Dues to micro small and medium enterprises**

Details of dues to micro and small and medium enterprises as defined under the MSMED Act 2006:

Particulars	31st March 2019	31st March 2018
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	Nil	Nil
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	Nil	Nil

**32. Auditors' remuneration**

(Rs in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
- as audit fees	0.40	0.40
- tax Audit fees	0.25	0.25
- certifications and other matters	Nil	Nil
<b>Total</b>	<b>0.65</b>	<b>0.65</b>

The above excludes GST

### 33. Employee benefits

#### A. Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, which is a defined contribution plan, The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. Amount recognized as an expense and included in Note 26 are as follows:

(Rs in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Contribution to provident fund	1.89	1.69

#### B. Defined benefit plan

##### A. Gratuity

The Company has a defined benefit gratuity plan. Every employee who had completed five years or more of service is eligible to a gratuity on resignation / retirement at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

The following table sets out the status of the gratuity plan as required under Indian Accounting standard (Ind AS) 19 "Employee Benefits:

(Rs in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Movements in the present value of the defined benefit obligation through Statement of Profit and Loss:</b>		
Service cost	1.96	1.27
Interest cost	0.88	.69
Past Service Cost and loss/Gain on curtailment of service	Nil	Nil
Total	2.84	1.96
Benefits paid	Nil	Nil
<b>Re-measurements of defined benefit liability in other comprehensive income</b>		
Actuarial (gain)/loss from changes in financial assumptions	0.03	0.13
Actuarial (gain)/loss due to changes in experience adjustment	2.91	0.50
Total	2.94	0.63

#### Obligation as at

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Reconciliation of present value of obligation and fair Value of the plan asset		
Present value of the defined benefit obligations at the end of the year	17.30	11.52
Fair value of the plan assets at the end of the year		
<b>Liability recognized</b>	<b>17.30</b>	<b>11.52</b>

## Reconciliation of defined benefit obligation

(Rs in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Opening Defined Benefit Obligation	11.52	8.93
Current Service Cost	1.95	1.27
Interest Cost	0.89	0.69
Components of actuarial gain / losses on obligations:		
Due to change in financial assumptions	0.03	0.13
Due to experience adjustment	2.91	0.50
Past Service Cost		
Benefit Paid		
Prior Year Charge		
<b>Closing Defined Benefit Obligation</b>	<b>17.30</b>	<b>11.52</b>

Principal actuarial assumptions in respect of gratuity	Year ended March 31, 2019	Year ended March 31, 2018
Discount rate	7.70%	7.75%
Salary Escalation	4.00%	4.00%
Retirement age	58	58
Mortality Table	IALM (2006-08)	IALM (2006-08)
Withdrawal Rate	8% at younger ages reducing to 1% at older ages	8% at younger ages reducing to 1% at older ages

## Sensitive Analysis

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation (DBO) for a change of 100 Basis Points from the assumed assumptions is given below:-

(Rs in Lakhs)

Particulars	DBO (FY 2018-19)	DBO (FY 2017-18)
Under Base Scenario	17.30	11.52
Salary Escalation (Up by 1%)	17.93	9.23
Salary Escalation (Down by 1%)	16.74	8.70
Withdrawal Rates (Up by 1%)	17.43	9.06
Withdrawal Rates (Down by 1%)	17.14	8.84
Discount Rates (Up by 1%)	16.65	8.66
Discount Rates (Down by 1%)	18.02	9.28

**Description of Risk Exposures:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow –

- a) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- b) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- c) Discount Rate – Reduction in discount rate in subsequent valuations can increase the plan's liability.
- d) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- e) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability

**34. Earning Per Share****(Rs in Lakhs)**

S No	Particulars	2018-19	2017-18
1.	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	41.57	47.64
2.	Weighted Average Number of Equity Shares used as denominator for Calculating EPS	5350000	5350000
3.	Basic and Diluted Earnings Per Share (In Rs. )	0.78	0.89
4.	Face Value per equity share ( In Rs.)	10	10

**35. Comparative Figures**

The comparative figures have been re-grouped/reclassified wherever necessary to conform to the current period's presentation

**36. Related party Disclosures:** Disclosures as required by the Indian Accounting Standard (IND AS-24) "Related party Disclosures" are given here in below:

**i. Names of related parties and description of relationship:**

- a. Associates : Jai Bajji Ispat (P) Ltd.
- b. Key Management Personnel : Shri Satya Bhagwan Chachan – Managing Director  
Smt. Usha Chachan - Non-Executive Director  
Shri S.K. Kabra - Non-Executive Director  
Shri M.N. Soni - Company Secretary  
Smt. Jyoti Kabra Singi - Company Secretary  
Smt. Alphonsa Domingo - CFO
- c. Relatives of Key Management Personnel: Shri Aditya Chachan  
Shri Anshuman Chachan

## ii. Related Party Transactions:

(Rs in Lakhs)

Nature of Transaction	Associates	Key Management Personnel	Relatives of Key Management Personnel	Total
<b>Rent Received</b>				
Jai Bajji Ispat (P) Ltd	0.90 (0.90)			0.90 (0.90)
<b>Remuneration</b>				
S.B.Chachan	- (-)	15.00 (12.00)	- (-)	15.00 (12.00)
M.N. Soni	- (-)	0.96 (1.44)	- (-)	0.96 (1.44)
Jyoti Kabra Singi	- (-)	1.07 (-)	- (-)	1.07 (-)
Alphonsa Domingo	- (-)	1.85 (1.68)	- (-)	1.85 (1.68)
<b>Salaries</b>				
Aditya Chachan	- (-)	- (-)	4.72 (1.40)	4.72 (1.40)
Anshuman Chachan	- (-)	- (-)	4.72 (1.40)	4.72 (1.40)

\* Figures in brackets represent previous year figures.

37. The company does not have any non-cancellable lease arrangements. Office premises are taken on operating lease and such lease rentals are charged to revenue on accrual basis
38. The company is engaged in the manufacture of single product i.e Bright Bars and its activities are confined to India. As the Company has a single reportable segment, the segment wise disclosure requirement of Ind-AS-108 on operating segment is not applicable to it.

### 39. Financial Instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed



The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

**As at March 31, 2019**

(Rs in Lakhs)

Financial Assets	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
Trade receivables	-	-	1057.06	1057.06	1057.06
Cash and cash equivalents	-	-	9.91	9.91	9.91
Other bank balances	-	-	25.06	25.06	25.06
Loans	-	-	-	-	-
Derivatives	-	-	-	-	-
Other financial assets	-	-	65.87	65.87	65.87
<b>Total</b>	-	-	<b>1157.90</b>	<b>1157.90</b>	<b>1157.90</b>

**As at March 31, 2018**

(Rs in Lakhs)

Financial Assets	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
Trade Receivables	-	-	<b>1190.18</b>	<b>1190.18</b>	<b>1190.18</b>
Cash and Cash Equivalents	-	-	<b>16.56</b>	<b>16.56</b>	<b>16.56</b>
Other Bank Balances	-	-	<b>25.14</b>	<b>25.14</b>	<b>25.14</b>
Loans	-	-	-	-	-
Derivatives	-	-	-	-	-
Other Financial Assets	-	-	<b>57.38</b>	<b>57.38</b>	<b>57.38</b>
<b>Total</b>	-	-	<b>1289.26</b>	<b>1289.26</b>	<b>1289.26</b>

**As at March 31, 2019**

(Rs in Lakhs)

Financial Liabilities	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
Borrowings	-	-	1722.28	1722.28	1722.28
Trade payables	-	-	284.88	284.88	284.88
Derivatives	-	-	-	-	-
Other financial liabilities	-	-	48.13	48.13	48.13
<b>Total</b>	-	-	<b>2055.29</b>	<b>2055.29</b>	<b>2055.29</b>

As at March 31, 2018

(Rs in Lakhs)

Financial Liabilities	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
Borrowings	-	-	1285.72	1285.72	1285.72
Trade Payables	-	-	176.38	176.38	176.38
Derivatives	-	-	-	-	-
Other Financial Liabilities	-	-	51.17	51.17	51.17
<b>Total</b>	-	-	1513.27	1513.27	1513.27

**B. Fair Value Hierarchy**

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e. derived from prices).
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The below table summarises the categories of financial assets and liabilities as at March 31, 2019 and March 31, 2018 measured at fair value:

As at March 31, 2019

(Rs in Lakhs)

Financial Assets	Level 1	Level 2	Level 3
At fair value through Profit or Loss			
-Derivative Financial Assets	-	-	-
At fair value through Other Comprehensive Income			
-Derivative Financial Assets	-		
<b>Total</b>	-	-	-
Financial Liabilities	Level 1	Level 2	Level 3
At fair value through profit or loss			
-Derivative financial liabilities	-	-	-
At fair value through other comprehensive income			
Derivative financial liabilities	-	-	-
<b>Total</b>	-	-	-

## As at March 31, 2018

(Rs. in Lakhs)

Financial Assets	Level 1	Level 2	Level 3
At fair value through profit or loss			
-Derivative financial assets	-	-	-
At fair value through other comprehensive income	-	-	-
<b>Total</b>	-	-	-
Financial Liabilities	Level 1	Level 2	Level 3
At fair value through profit or loss			
-Derivative financial liabilities	-	-	-
At fair value through other comprehensive income			
-Derivative financial liabilities	-	-	-
<b>Total</b>	-	-	-

The below table summarises the fair value of financial liabilities which are carried at amortised cost as at March 31, 2019 and March 31, 2018:

As at March 31, 2019	(Rs. in Lakhs)		
Financial Liabilities	Level 1	Level 2	Level 3
Borrowings	-	<b>1722.28</b>	-
Total	-	<b>1722.28</b>	-
As at March 31, 2018			
Financial Liabilities	Level 1	Level 2	Level 3
Borrowings	-	1285.72	-
<b>Total</b>	-	1285.72	-

The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

**Non-current fixed-rate and variable-rate borrowings:** Fair value has been determined by the Company based on parameters such as interest rates, specific country risk factors, and the risk characteristics of the financed project.

**Other non-current financial assets and liabilities:** Fair value is calculated using a discounted cash flow model with market assumptions, unless the carrying value is considered to approximate to fair value.

Derivative financial assets/liabilities: The Company has not entered into any derivative financial instruments with various counterparties.

Trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, current borrowings, trade payables and other current financial liabilities: fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.

For all other financial instruments, the carrying amount is either the fair value, or approximates the fair value.

The estimated fair value amounts as at March 31, 2019 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each year-end.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

##### A. Financial risk factors

The Company is exposed to various financial risks i.e. market risk, credit risk and risk of liquidity. These risks are inherent and integral aspect of any business. The primary focus of the Risk Management Policy is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk consists of foreign exchange risk and interest rate risk. The Company calculates and compares the various proposals of funding by including cost of currency hedging also. The Company uses derivative financial instruments (Forward Covers) to reduce foreign exchange risk exposures.

##### i. Credit risk

The Company evaluates the customer credentials carefully from trade sources before extending credit terms and credit terms are extended to only financially sound customers. The Company secures adequate advance from its customers whenever necessary and hence risk of bad debt is limited. The credit outstanding is sought to be limited to the sum of advances and credit limit determined by the Company. The Company has stop supply mechanism in place in case outstanding goes beyond agreed limits.

#### Ageing Analysis of Trade Receivables

(Rs. in Lakhs)

Ageing	As at March 31, 2019	As at March 31, 2018
Not due	-	-
Upto Six months	969.76	1098.46
Above Six Months	87.30	91.72
<b>Gross Carrying Amount</b>	<b>1057.06</b>	1190.18
Expected Credited Losses	-	-
Expected Provision for Doubtful Debts	-	-
Net Carrying Amount	<b>1057.06</b>	1190.18

##### ii Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of fluctuation in market prices. These comprise three types of risk i.e. currency rate, interest rate and other price related risks. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Regular interaction with bankers, intermediaries and the market participants help us to mitigate such risk.

##### a) Foreign Currency risk

The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments to reduce foreign exchange risk exposures and follows its risk management policies to mitigate the same. After taking cognisance of the natural hedge, the company takes appropriate hedges to mitigate

its risk resulting from fluctuations in foreign currency exchange rate(s) During the year there is no foreign currency transaction. So the risk of foreign currency is not reported as there is no risk cover to it.

#### b) Interest Rate Risk and Sensitivity

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. Borrowings at variable rates expose the Company to cash flow interest rate risk. With all other variables held constant, the following table demonstrates composition of fixed and floating rate borrowing of the Company and impact of floating rate borrowings on Company's profitability.

#### Interest Rate Risk Exposure

(Rs in lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Rs	% of Total	Rs	% of Total
Fixed Rate Borrowings	-	-	-	-
Variable Rate Borrowings	1722.28	100	1285.72	100
Total Borrowings	1722.28	100	1285.72	100

#### Sensitivity on Variable Rate Borrowings

(Rs in lakhs)

Particulars	Impact on Profit & Loss Account		Impact on Equity	
	March 31, 2019	March 31, 2018	March 31 2019	March 31 2018
Interest Rate Increase by 25 bp	(4.30)	(3.21)	(4.30)	(3.21)
Interest Rate Decrease by 25 bp	4.30	3.21	4.30	3.21

#### iii Liquidity risk

Liquidity risk arises when the Company will not be able to meet its present and future cash and collateral obligations. The risk management action focuses on the unpredictability of financial markets and tries to minimise adverse effects. The Company uses derivative financial instruments to hedge risk exposures. Risk management is carried out by the Finance department under Forex Policies as adopted and duly approved by the Board. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due and Company monitors rolling forecasts of its liquidity requirements.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2019:

(Rs in lakhs)

Particulars	Carrying Amount	Less than 1 Year	1-5 Years	Total
Borrowings - Current	1153.17	1153.17	-	1153.17
Borrowings - Non-Current and Current Maturities	569.11	97.37	471.74	569.11
Trade payables	284.88	284.88	-	284.88
Other financial liabilities - Current (Exclusive of Current Maturities)	48.13	48.13	-	48.13
<b>Other financial liabilities - Non-Current</b>				
Interest accrued but not due on deposits	-	-	-	-

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2018: (Rs in lakhs)

Particulars	Carrying Amount	Less than 1 Year	1-5 Years	Total
Borrowings - Current	1065.63	1065.63	-	1065.63
Borrowings - Non-Current and Current Maturities	220.09	43.66	176.43	220.09
Trade payables	176.38	176.38	-	176.38
Other financial liabilities - Current (Exclusive of Current Maturities)	51.17	51.17	-	51.17
Other financial liabilities - Non-Current	-	-	-	-
Interest accrued but not due on deposits	-	-	-	-

#### B. Capital Risk Management

The Company's Policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. In order to strengthen the capital base, the Company may use appropriate means to enhance or reduce capital, as the case may be.

(Rs in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2019
Borrowings	1722.28	1285.72
Less: Cash and Cash Equivalents including bank balances	34.97	41.70
Less: Current Investments	-	-
Net Debt	1687.31	1244.02
Equity	939.11	897.53
Capital and Net Debt	2626.42	2141.55
Gearing Ratio	64%	58%

41. Amounts, due and outstanding, to be credited to Investor Education and Protection Fund as on 31<sup>st</sup> March, 2019 - Nil. (p.y Nil).

#### 42. Earnings/Outgoings in foreign currency: (Rs in lakhs)

Earnings : Nil (Previous year Nil)

Outgo : 173.16 (Previous year Nil)

As per our report attached  
For DCM & Co.  
Chartered Accountants  
ICAI Firm's Reg. No. 013189S

For and on behalf of the Board

Sd/-  
(Duli Chand Mehta)

Sd/-  
(S.B.Chachan)

Sd/-  
(Sanjay Solanki)

Sd/-  
(Alphonsa Domingo)

Sd/-  
(Jyoti Kabra Singi)

Partner  
M.No.009715  
Place : Hyderabad  
Date: 30.05.2019

Chairman  
Managing Director  
Din: 00080463

Director  
Din: 02378551

CFO

Company Secretary

**FORM NO. SH - 13  
NOMINATION FORM**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To  
**Aditya Ispat Limited**  
Plot No 20, Phase V, IDA,  
Jeedimetla, Hyderabad-500 055.

I/We \_\_\_\_\_ the holders(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person(s) in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

Name and Address of the Nominee: \_\_\_\_\_

Signature of the Nominee : (1) \_\_\_\_\_  
(2) \_\_\_\_\_

Date of Birth (in case the Nominee is a minor): \_\_\_\_\_

Attach proof of Age (i.e. School Leaving Certificate or Birth Certificate)

PAN / Card / Addhar Card No. (Copy enclosed) \_\_\_\_\_

\*\* The Nominee is a minor whose guardian is \_\_\_\_\_  
Name and Address : \_\_\_\_\_  
\_\_\_\_\_

(\*\* to be deleted if not applicable)

- 1) Name of 1<sup>st</sup> Shareholder \_\_\_\_\_ (1) \_\_\_\_\_
- 2) Name of 2<sup>nd</sup> Shareholder \_\_\_\_\_ (2) \_\_\_\_\_
- 3) Name of 3<sup>rd</sup> Shareholder \_\_\_\_\_ (3) \_\_\_\_\_

(Signature with Date)

Address \_\_\_\_\_

(This Nomination Form must be signed by all the joint-holders)

**NAME & ADDRESS OF WITNESSES**

(Signature of Witnesses)

- 1. \_\_\_\_\_ 1. \_\_\_\_\_
- 2. \_\_\_\_\_ 2. \_\_\_\_\_

**For Office Use Only**

Nomination Registration No. \_\_\_\_\_ Date of Registration \_\_\_\_\_

Seal of the Company/Registrar

**(MEMBERS, HOLDING SHARES IN PHYSICAL FORM, MAY USE THIS FORM. MEMBERS, HOLDING SHARES IN ELECTRONIC FORM, MAY CONTACT THEIR CONCERNED DEPOSITORY PARTICIPANTS FOR NOMINATION.)**

**INSTRUCTIONS :**

1. The nomination will be registered only when it is complete in all respects including the signature of : (a) all registered holders (as per the specimen lodged with the Company) and (b) the nominee.
2. The Nomination can be made by individuals only applying/holding shares on their own behalf, singly or jointly upto two persons. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders must sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and address of the guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a power of attorney holder.
5. A Non-resident Indian can be a nominee on repatriable basis.
6. Transfer of shares in favour of a nominee shall be valid discharge by the Company against the legal heir. Whenever the Shares in the given folio are entirely transferred or transposed with some other folio., then this nomination will stand rescinded.
7. Only one person can be nominated for a given folio.
8. Details of all holders relating to a single folio should be filled; else the request will be rejected.
9. Upon the receipt of a duly executed nomination form the Company will register it and allot a registration number. The registration number and folio number should be quoted by the nominee in all future correspondence.
10. The nomination can be varied or cancelled by executing a fresh nomination form.
11. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
12. Nomination stands rescinded upon transfer of shares.



**ADITYA ISPAT LIMITED**

CIN NO. L27109TG1990PLC012099

Registered Office : Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad – 500 055

Tel: 914023773675 Fax: 914023746169 E-mail info@adityaispat.com

Website : www.adityaispat.com

**28<sup>th</sup> ANNUAL GENERAL MEETING****Form No. MGT-11****PROXY FORM**

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

1. Name(s) of Member(s) :  
Including joint holders, if any
2. Registered address of the sole/ :  
First named Member
3. E-mail ID :
4. DP ID No. & Client ID No. :  
Registered Folio No. :

I / We, being the Member(s) of \_\_\_\_\_ share of Aditya Ispat Limited, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

as my /our proxy to attend and vote (on a poll) for me / our behalf at the 28<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Monday, 30<sup>th</sup> day of September, 2019 at 10.30 a.m at Rajasthani Graduates Association, Snatak Bhavan, 5-4-790/1, 1st Floor, Abids, Hyderabad – 500 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*I/We wish my above proxy(ies) to vote in the manner as indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
1	<b>Ordinary Business</b> Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mrs. Usha Chachan, Director who retires by rotation		
3	<b>Special Business</b> Re-appointment of Mr Sanjay Solanki as an Independent Director		
4	Re-appointment of Mr. Swamy S.B. Das as an Independent Director		
5	Appointment of Mr. S.K. Chirania as an Independent Director		
6	Re-appointment of Mr. S.K. Kabra as a Non-Executive Director		

Signed this ..... day of .....2019.

Signature of Shareholder.....

Signature of first proxy holder

Signature of Second proxy holder

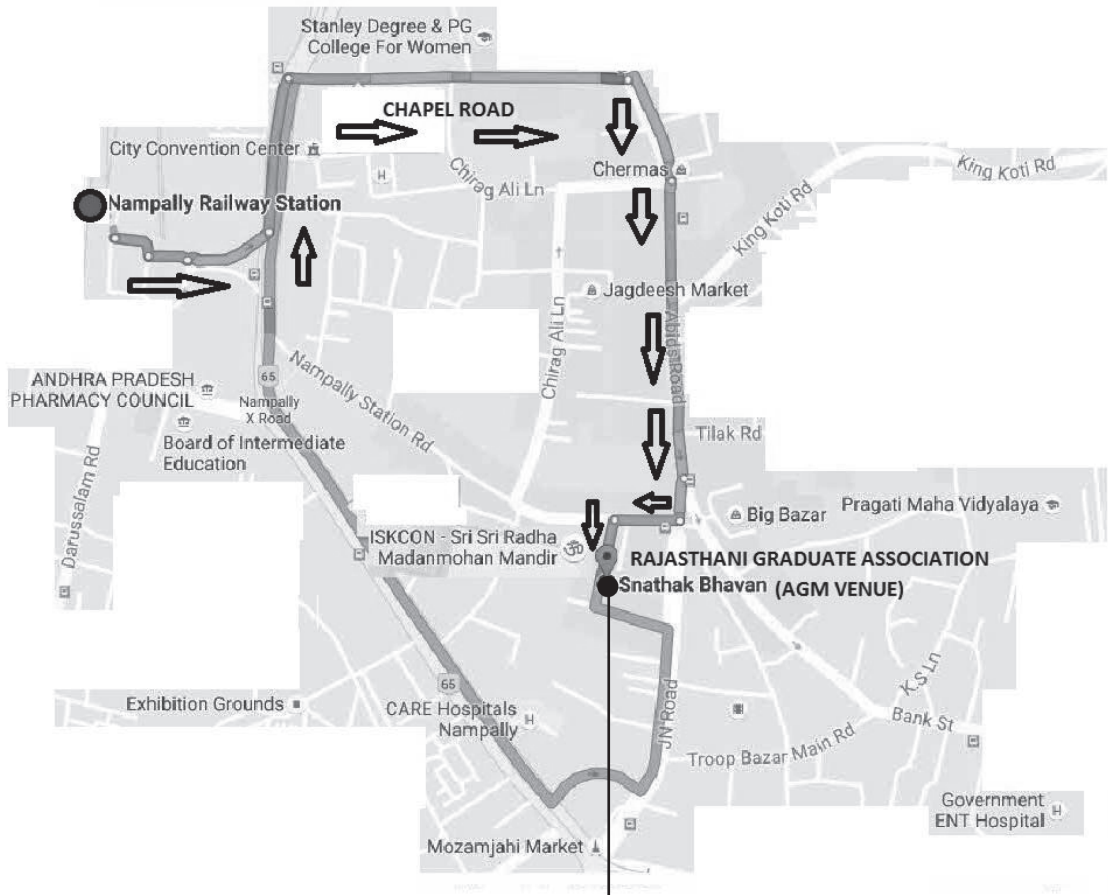
Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolution as indicated in the box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave the entire column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Note:**

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered office: Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad – 500 055. not less than 48 hours before commencing of the meeting.
2. A Proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and authenticated copy of such authorization should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## Route Map to the 28th AGM Venue



- **Rajasthani Graduates Association,**  
Snatak Bhavan, 5-4-790/1, 1<sup>st</sup> Floor, Abids,  
Hyderabad – 500 001. Telangana State

**ADITYA ISPAT LIMITED**

CIN NO. L27109TG1990PLC012099

Registered Office : Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad – 500 055

Tel: 914023773675 Fax: 914023746169 E-mail info@adityaispat.com

Website : www.adityaispat.com

**ATTENDANCE SLIP****PLEASE COMPLETE THIS CARD AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

I hereby record my presence at the 28th Annual General Meeting of the Company on Monday, the 30th day of September, 2019 at 10.30 A.M. at Rajasthani Graduates Association, Snatak Bhavan, 5-4-790/1, 1st Floor, Lane Opp. G. Pulla Reddy Sweets, Abids, Hyderabad - 500 001.

DP Id\*\* : \_\_\_\_\_

Client

Id\*\* : \_\_\_\_\_

Share Ledger Folio No.: \_\_\_\_\_ No. of Shares Held \_\_\_\_\_

Member's Name (in block letters): \_\_\_\_\_

Name of the Proxy (in block letters): \_\_\_\_\_

Member's/Proxy Signature \*

\* to be signed at the time of handing over the slip.

\*\*Applicable for investors holding shares in electronic form.

NOTE : Shareholders are requested to bring their Annual Reports as no arrangements will be made to give additional copies.

**ELECTRONIC VOTING PARTICULARS**

Electronic voting (e-voting) facility is being provided in respect of the Resolution proposed at the 28<sup>th</sup> AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014. Please see Note 21 to the notice dated 14<sup>th</sup> August, 2019 convening the AGM for the procedure with respect to e-voting.

Electronic Voting Sequence No. (EVSN)	<b>190905028</b>
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BOOK-POST  
**PRINTED MATTER**

*To*



*If undelivered, please return to :*

**ADITYA ISPAT LTD.**

Regd. Office & Works :

Plot No. 20, Phase V, IDA,

Jeedimetla, Hyderabad - 500 055.