



# Gyscoal® Alloys Ltd.

An ISO 9001 Certified Company  
Government Recognized One Star Export House

## Corporate Office:

2nd Floor, Mrudul Tower,  
B/h. Times of India, Ashram Road,  
Ahmedabad - 380 009, Gujarat, INDIA.  
Tel.: +91-79-66614508 E-mail: info@gyscoal.com  
Web.: www.gyscoal.com

**CIN: L27209GJ1999PLC036656**

## Regd. Office & Factory:

Ubkhal, Kukarwada - 382 830,  
Tal.: Vijapur, Dist.: Mehsana,  
Gujarat, INDIA.  
Tel.: +91-2763-252384  
Fax: +91-2763-252540  
E-mail: info@gyscoal.com

To,

31<sup>st</sup> August, 2019

Department of Corporate Services  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai – 400 001.

Department Of Corporate Services  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

SCRIP CODE:  
**533275**

COMPANY SYMBOL: **GAL**

Sub: Submission of Annual Report under Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that the 20<sup>th</sup> Annual General Meeting of the Company will be held on Monday, 30<sup>th</sup> September, 2019 at 10:00 A.M at the Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830

Further, pursuant to Regulation 34 of the Listing Regulations, please find enclosed herewith the Annual Report of the Company for the FY 2018-19 along with notice of AGM. The Company has commenced the dispatch of the Annual Report to the shareholders by permitted modes on 31<sup>st</sup> August, 2019.

Kindly take the same on your record and display the same on the website of your Stock Exchange.

Thanking You,  
For Gyscoal Alloys Limited

*Bhavika*

Bhavika Sharma  
Company Secretary & Compliance Officer  
Encl: As Above





**GYSCOAL ALLOYS LIMITED**

**20<sup>th</sup>**  
Annual Report  
**2018-19**



**GYSCOAL  
THE GLINT  
OF GROWTH**

**CIN - L27209GJ1999PLC036656****IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the email address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Shri Viral M. Shah	Managing Director
Shri Zankarsinh K. Solanki	Whole-time Director
Smt. Bharti A. Dhanak	Independent Director
Shri Samirbhai Sharadbhai Jani	Independent Director
Shri Surendra Patel	Independent Director
Shri Sunil Talati*	Independent Director

\*Mr. Sunil Talati has resigned on 31<sup>st</sup> March, 2019 and Mr. Samir Jani Appointed on 30<sup>th</sup> May, 2019.

**REGISTERED OFFICE & FACTORY**

Plot No.2/3 GIDC Ubkhal, Kukarwada  
Tal. Vijapur, Dist.: Mehsana 382830  
Gujarat  
Tel : +91-79-2763-252384  
Fax +91-79- 26579387

**CORPORATE OFFICE**

2<sup>nd</sup> Floor, Mrudul Tower,  
B/h Times of India,  
Ashram Road,  
Ahmedabad 380009, Gujarat  
Tel. +91-79- 66614508, 66610181  
Fax +91-79- 26579387  
E-mail. : [info@gyscoal.com](mailto:info@gyscoal.com)  
Website: [www.gyscoal.com](http://www.gyscoal.com)

**BANKERS/LENDERS**

1. UCO BANK
2. STATE BANK OF INDIA

**CHIEF FINANCIAL OFFICER**

Mr. Zankarsinh K. Solanki

**COMPANY SECRETARY &  
COMPLIANCE OFFICER**

Ms. Bhavika Sharma

**STATUTORY AUDITOR**

**Saurabh R. Shah & Co.**  
Chartered Accountants  
F-8, Ganesh Plaza, Kalikund,  
Dholka, Ahmedabad – 382225

**SECRETARIAL AUDITOR**

**Chirag Shah & Associates**  
808, Shiromani Complex, Opp. Ocean Park,  
S. M. Road, Satellite, Ahmedabad—380015

**COST AUDITOR**

**V. H. Shah & Co.,**  
Cost Accountant

**INTERNAL AUDITOR**

**Fenil P Shah and Associates,**  
Chartered Accountant

**REGISTRAR AND TRANSFER AGENT**

**Link Intime India Private Limited**  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083  
Phone: +91 22 49186270  
Fax: +91 22 49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**LISTING OF SECURITIES****BSE Limited**

Stock Exchange Building  
Phiroze Jeejeebhoy Towers, Dalal Street  
022 6654 5695

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Tel No: (022) 26598100 - 8114  
Fax No: (022) 26598120

**NOTICE**

**NOTICE** is hereby given that the twentieth Annual General Meeting (AGM) of the members of **Gyscoal Alloys Limited** will be held on Monday, 30<sup>th</sup> September, 2019 at 10:00 A.M at the Registered Office of the Company at Plot No.2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana -382830 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Directors and Auditors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Auditors thereon.
2. To appoint a Director in place of Mr. Viral M Shah (DIN 00014182), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

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

**To approve the remuneration of the Cost Auditors for the financial year 2019-20, and in this regard:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/S. V. H. Shah & Co., Cost Accountant having firm registration no. as 100257, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2019-20, be paid the remuneration of ₹ 50,000/- plus Service Tax & re-imburement of out-of-pocket expenses, if any, incurred during the course of audit."

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

4. To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**Re-appointment of Mr. Surendra Patel (DIN: 05171249) as an Independent Director of the Company:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 14th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Surendra Patel (DIN: 05171249) whose current period of office is expiring on 29th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Shri Surendra Patel on attaining the age of 79 (seventy Nine) years on 09th February, 2019, during the above term of re-appointment,



the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

**To regularize the appointment of Mr. Samir Sharadbhai Jani (DIN: 00504062), additional Director as the Independent Director of the Company**

**"RESOLVED THAT** Mr. Samir S Jani (DIN: 00504062), who was appointed as an Additional Director with effect from 30th May, 2019 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for Five (5) consecutive years for a w.e.f 30<sup>th</sup> May, 2019 to 29<sup>th</sup> May, 2024."

**By Order of the Board,  
Gyscoal Alloys Limited**

**Date : 14/08/2019  
Place : Ahmedabad**

**Bhavika Sharma  
Company Secretary & Compliance Officer**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**

2. A Route Map showing directions to reach the venue of the Annual General Meeting forms part of this Notice.
3. The instrument appointing proxy should however be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto.
5. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 issued by the institute of Company Secretaries of India on Director recommended by the Board for appointment / re-appointments, at the Annual General Meeting are annexed hereto.
6. The Board of Directors has not recommended any Dividend for the Financial Year 2018-19.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, except Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the meeting.



8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> day of September, 2019 to Monday, 30<sup>th</sup> day of September, 2019 (both days inclusive).
9. The Equity Shares of the Company are available for Dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Those Shareholders who wish to hold the Company's Share in electronic form may approach their Depository participants.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. Members / Proxies should fill in the Attendance Slip for attending the meeting and they are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio No in Attendance Slip for attending the meeting.
12. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 20<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 20<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 20<sup>th</sup> Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.gyscoal.com](http://www.gyscoal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.  
  
For any communication, the shareholders may also send requests to the Company's investor email id: [cs@gyscoal.com](mailto:cs@gyscoal.com)
15. Members are requested to intimate to the company, queries, if any, on the accounts at least 10 days before the meeting to enable the Management to keep the required information available at the meeting.
16. **Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with rule 20 Companies (Management and Administration) Rules, 2014 along with Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27<sup>th</sup> September, 2019 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Gyscoal Alloys Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.





(xviii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **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.

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).

**CONTACT DETAILS**

**Company : Gyscoal Alloys Limited**

Regd. Office : Plot No.2/3 GIDC Ubkhal, Kukarwada Tal. Vijapur, Dist.: Mehsana 382830, Gujarat, India

CIN: L27209GJ1999PLC036656

E-mail ID: [investors@gyscoal.com](mailto:investors@gyscoal.com)

**RTA Address: Link Intime India Private Limited**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**E-Voting Agency : Central Depository Services (India) Limited**

E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Phone: 022- 22723333/ 8588

**Scrutinizer : PCS Chirag Shah, Practising Company Secretary**

E-mail ID: [pcschirag@gmail.com](mailto:pcschirag@gmail.com)

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

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

**ITEM: 3**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/S. V. H. Shah & Co., Cost Accountant (having firm registration no. 100257) as the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year 2019-20.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for your approval.

**ITEM: 4****Re-appointment of Mr. Surendra Patel (DIN: 05171249) as an Independent Director of the Company**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 15th Annual General Meeting held on 30th September, 2014, Shri Surendra Patel was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 29th September, 2019. Since, Shri Surendra Patel will complete his initial term as an Independent Director of the Company on 29th September, 2019, he is eligible for re-appointment for one more term.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Shri Surendra Patel is of the age of 79 years on 09th February, 2019 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their meeting held on 14th August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Surendra Patel (DIN: 05171249) as an Independent Non-Executive Director of the Company, for the second term of 5 (five) years w.e.f. 1st April, 2019 upto 31st March, 2024, who has also attained the age of 79 (seventy Nine) years on 09th February, 2019 during the above term of re-appointment, the continuation of such appointment for 5 years after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018. Further Shri Surendra Patel shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The details of Mr. Surendra Patel as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure-A to this Notice. The Board of Directors recommends the



resolution at Item No. 4 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Surendra Patel, has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

**ITEM: 5****Appointment of Mr. Samir S Jani (DIN: 00504062) as an Independent Director of the Company.**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Samir S Jani (DIN: 00504062), be appointed as an Independent Director on the Board of the Company w.e.f 30th May, 2019. The appointment of Mr. Samir S Jani shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Samir S Jani for the office of Director of the Company. Mr. Samir S Jani (DIN: 00504062) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Samir S Jani that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Samir S Jani fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Samir S Jani is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Mr. Samir S Jani setting out the terms and conditions of Appointment is available for inspection by the members at the registered office of the Company.

The details of Mr. Samir S Jani as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure-A to this Notice. The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Surendra Patel, has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

**By Order of the Board,  
Gyscoal Alloys Limited**

**Date : 14/08/2019  
Place : Ahmedabad**

**Bhavika Sharma  
Company Secretary & Compliance Officer**



**ANNEXURE - A TO THE NOTICE  
 DETAILS OF THE DIRECTOR SEEKING APPOINTMENT OF A NEW DIRECTOR OR  
 RE-APPOINTMENT AT THE 20TH ANNUAL GENERAL MEETING  
 (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND  
 DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

<b>Name of the Director</b>	<b>Surendra Patel</b>	<b>Samir S Jani</b>	<b>Viral M Shah</b>
<b>DIN</b>	05171249	00504062	00014182
<b>Date of Birth</b>	09/02/1940 (79 years old)	21/06/1958 (61 years old)	02/05/1976 (43 years old)
<b>Date of first Appointment on the Board</b>	29/09/2012	30/05/2019	29/09/1999 (Since Incorporation)
<b>Directorship held in other Public Companies:</b>	1	0	2
<b>Memberships/ Chairmanships of Committees across Public Companies*</b>	4	2	4
<b>Education Qualification</b>	Civil Engineer (D.C.E.)	B.COM, L.L.B	B.COM
<b>Brief Resume of the Director including nature of expertise in specific function areas and their experience etc</b>	<p>Mr. Surendra Chhaganlal Patel a partner of Vishalla restaurant. He perceived the idea of Vishalla restaurant and designed it. He also has designing of Nirma's and Bharat Vijay's office to his credit. He is also having good experience in designing Pavilion in New Delhi and Mumbai. He has also designed SurajkundMela at Hariyana for Tourism, Govt. of India.</p> <p>He is also having good experience in interior designing of Restaurant and some Corporate Offices.</p> <p>Being the owner of Vishalla restaurant and having a rich experience of running it successfully since 1978, Mr. Surendra Patel being one of the directors of Four seasons Residency Limited his association would be of vital importance to the Company.</p>	<p>Mr.Samir SharadbhaiJani, aged 61 years, is Non-Executive Independent Director of the company. He is qualified in Bachelor of Commerce and L.L.B. He is Tax Consultant and also appointed as National Vice President of All India Federation of Tax Practitioners and Vice President for All Gujarat Federation of Tax Consultants for 3 years. He also has Involvement in many Public Activities.</p>	<p>He is presently the Chairman &amp; Managing Director of the Company. He is having experience of more than 14 years in the steel &amp; alloys business. He is associated with Company since incorporation and over a period of time, he has gained in-depth knowledge and experience in steel manufacturing as well as international sourcing and marketing. He handles all the production as well as marketing (domestic and international) related activities of the company. Having started his career with trading of steels and alloys, Mr. Shah has gained knowledge and experience over the last decade.</p>



<b>Name of the Director</b>	<b>Surendra Patel</b>	<b>Samir S Jani</b>	<b>Viral M Shah</b>
<b>Number of Shares held in the Company:</b>	NIL	NIL	5,26,01,065
<b>Relationships between Directors inter-se</b>	No other Directors are related to him.	No other Directors are related to him.	No other Directors are related to him.
<b>Details of remuneration sought to be paid</b>	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
<b>Remuneration Last drawn</b>	NIL	NIL	Rs. 9,35,028/-
<b>Terms and Conditions of Appointment or Re-appointment</b>	No change proposed for re-appointment.	As per appointment letter tabled	No change proposed for re-appointment.

\*Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included.

**DIRECTOR'S REPORT**

To  
The Members,

Your Directors are pleased to present the twentieth Annual Report on business and operations of the company together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019.

**1. FINANCIAL RESULTS**

During the year under review, the Company has achieved Total Income of ₹ 15459.35 lakhs. However Management look forward to improve the financial position of the Company and are optimistic about the future growth and performance of the Company.

The summarized financial results of the Company for the period ended 31st March, 2019 are as follows:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operation	14,790.30	9,516.40	14,790.30	9,516.40
Other Income	669.05	15.77	669.05	15.77
<b>Total Income</b>	<b>15,459.35</b>	<b>9,532.17</b>	<b>15,459.35</b>	<b>9,532.17</b>
Less: Expenditure	15,719.66	9,782.26	15,719.66	9,782.38
<b>Profit/(loss)before Interest, Depreciation, Tax</b>	<b>(260.31)</b>	<b>(2,309.76)</b>	<b>(260.31)</b>	<b>(2,309.76)</b>
Less: Interest	660.43	1,020.24	660.43	1,020.24
Less: Depreciation & Amortization Cost	665.39	789.34	665.39	789.34
Less: Extraordinary items	566.74	0.00	566.74	0.00
<b>Profit/(loss)Before Tax</b>	<b>(2,152.87)</b>	<b>(2,059.67)</b>	<b>(2,152.87)</b>	<b>(2,059.79)</b>
Less: Tax Expenses	(123.05)	(278.36)	(123.05)	(278.36)
<b>Profit/(loss)after Tax</b>	<b>(2,029.82)</b>	<b>(1,781.31)</b>	<b>(2,029.82)</b>	<b>(1,781.43)</b>
Other Comprehensive Income	(32.10)	23.61	(32.10)	67.09
<b>Total Comprehensive Income for the period</b>	<b>(2,061.92)</b>	<b>(1,757.70)</b>	<b>(2,061.92)</b>	<b>(1,714.34)</b>

**CONSOLIDATED FINANCIAL STATEMENT:**

The Consolidated Financial Statements for the financial year 2018-19 of the Company are prepared in accordance with relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this Annual Report.

**2. FINANCIAL HIGHLIGHTS/OPERATIONAL REVIEW/ STATE OF COMPANY'S AFFAIR**

During the year under review, your Company incurred a Net Loss after tax of ₹ 2,029.82 lacs as compared to previous year Net Loss after Tax of ₹ 1,781.31 lacs. during the Financial year 2018-19 Revenue from operation under review stood at ₹ 14,790.30 lacs as compared to previous year ₹ 9,516.40 lacs.

The Company is operating in only one segment i.e. S. S. Products. The company mainly manufactures SS Angles, SS Flats & SS Rounds and the % wise breakup of the products of the total turnover of the company is as under:-

S.S. ANGLE BARS	35%
S.S. FLAT BARS	34 %
S.S. ROUND BARS	24%

**3. DIVIDEND & RESERVES**

Due to inadequate profit your directors are not in a position to recommend any dividend for the financial year ended 31<sup>st</sup> March, 2019. No amount has been transferred to General Reserve.

**4. TRANSFER TO RESERVES**

Your company does not propose to transfer any amount to any reserves of the Company for the year under review.

**5. SHARE CAPITAL**

The paid up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2019 was ₹ 1,582.75 lacs Equity Shares of ₹ 1.00 each.

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

There is no change in the nature of the business of the company.

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

"There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report."

**8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Management Discussion and Analysis Report is given separately in "**ANNEXURE F**", forming part of the Annual report.

**9. FIXED DEPOSITS**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on public deposits was outstanding at the end of financial year 2018-19.

**10. SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES & CONSOLIDATED FINANCIAL STATEMENT**

Thai Indo Steel Co. Ltd. has become Voluntarily Wind up as on 22<sup>nd</sup> October, 2018 Which was subsidiary Company of Gyscoal Alloys Limited.

The Company has prepared Consolidated Financial Statement of the Company and while preparing the Consolidated Financial Statements, the Company has consolidated the accounts of our associate Company M/s. Goldman Hotels and Resorts Private Limited as per the requirements of Accounting Standards issued by the Institute of Chartered Accountants of India. The details of financial performance of Associate Company is furnished in "**ANNEXURE C**" and attached to this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including consolidated financial statements of the Company and audited accounts of each of its subsidiaries, are available on our website, [www.gyscoal.com](http://www.gyscoal.com).

The company has written off the investment made in its subsidiary company in Thailand "Thai-Indo Steel Company Limited" because the said subsidiary company was dissolved as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is Rs. 566.74 lac which has been charged to Profit & Loss Account as Exceptional Item.

**11. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Directors have laid down proper and adequate system of internal financial controls to be followed by the Company and such policies and procedures adopted by the Company 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 adequacy and completeness of accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.



The internal financial controls have been put in place across all key business processes of the Company. The internal controls are designed to facilitate and support the achievement of the Company's business objectives and such controls do enable the Company to adapt to changing and operating environment, to mitigate risks to acceptable levels and to support sound decision making and good governance.

The Company has appointed M/s Ravi Thakkar & Co., Chartered Accountants, Ahmedabad on Board Meeting dated 28<sup>th</sup> May, 2018 as Internal Auditors and further M/s Fenil P Shah is appointed in board meeting dated 03<sup>rd</sup> November, 2018 and Associates to carry out the internal audit. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness.

The Company endeavors to constantly upgrade the internal financial controls system and periodic evaluation of the same is undertaken by the Senior Management and the Audit Committee of the Board

## **12. CORPORATE GOVERNANCE REPORT**

In terms of Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 (hereinafter "Listing Regulation"), a Report on Corporate Governance along with Compliance Certificate issued by M/s **Chirag Shah & Associates**, Company Secretary in Practice, confirming compliance of the conditions of Corporate Governance Report is attached as "**ANNEXURE G**", which forms part of the Director's Report.

## **13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "**ANNEXURE A**" and is attached to this report.

## **14. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Risk is an integral part of any business and therefore, Risk Management is an important function that the business management has to perform to ensure sustainable business growth.

The Board of the Company has framed the Risk Management Policy. The details of the policy are as updated on website of the company [www.gyscoal.com](http://www.gyscoal.com). The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. At present the company has not identified any element of risk which may threaten the existence of the company.

The Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalisation as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

## **15. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

## **16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## **17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not





entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.gyscoal.com](http://www.gyscoal.com).

Your Directors draw attention of the members to Note 36 to the financial statement which sets out related party disclosures.

## 18. AUDITORS

### a) Statutory Auditor

The Statutory Auditors, M/s. Saurabh R Shah & Co., Chartered Accountants (ICAI Registration No. 112647W), Ahmedabad, were appointed at the 17<sup>th</sup> AGM to hold office from the conclusion of 17<sup>th</sup> AGM till the conclusion of the 22<sup>nd</sup> AGM.

### b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Chirag Shah & Associates, Practicing Company Secretaries, Ahmedabad as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the Financial year 2018-19. The report given by the Secretarial Auditor is annexed as "**ANNEXURE E**" and forms integral part of this Report.

### c) Internal Auditor

The Company has appointed M/s Ravi Thakkar & Co. as on board meeting dated 28<sup>th</sup> may, 2018 thereafter Fenil P Shah and Associates, Chartered Accountants, Ahmedabad as on board meeting dated 03<sup>rd</sup> November, 2018 as Internal Auditors to carry out the internal audit of the Company for the financial year 2018-19. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness.

### d) Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, your Directors has, on recommendation of the Audit Committee, appointed M/s. V.H. Shah & Co., Cost Accountant (ICWAI Registration No. 100257), Ahmedabad as Cost Auditor for conducting audit of cost accounting records maintained by the Company for "Steel Plant" for the financial year 2018-19 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousands only) plus out of pocket expenses, if any. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, the resolution seeking Members' ratification is included in the Notice convening the 20<sup>th</sup> Annual General Meeting.

## 19. STATUTORY AUDIT REPORT

The observation made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments under Section 134(3)(f) of the Act.

The explanation on adverse remarks / qualification(s) in the Auditor's Report-

Annexure "A" to Independent Auditors Report:

Point No (vii) (a): According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues to the appropriate authorities during the period. **However, in some cases such statutory dues are paid after its due dates along with interest during the year.**



According to the information and explanations given to us, no undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues applicable to it, were in arrears, as at 31st March, 2019 for a period of more than six months from the date they became payable.

Point No. (vii) (b) : According to the information and explanations given to us, the disputed statutory dues aggregating Rs. 11,677.18 lacs that have not been deposited on account of disputed matter pending before appropriate authorities detailed are given in Annexure "A" to Independent Auditors Report.

Point No. (viii) to the Standalone Financial Statements: According to the information and explanations given to us, the Company has defaulted in repayment of dues aggregating of Rs. 85,84,91,436/- to financial institutions, banks or debenture holders during the year and all those Accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at the interest rates sanctioned by the banks and shown under the other financial liabilities in Balance Sheet.

Explanation to Point No. (vii) (a), Point No. (vii) (b) and Point No. (viii) to the Standalone Financial Statements:

For Point No. (vii) (a) The audit qualifications pointed out by the auditor are just the disclosure of fact that the company has not deposited its disputed statutory dues with appropriate authority and has made default in repayment of Bank loan. This is not impacting financial position of the Company.

For Point No. (vii) (b) The stay order has been received against the amount disputed and not deposited & management is in the process of taking necessary steps to resolve pending statutory dues as mentioned in the Auditor's Report and taking measures to pay them within due course.

For Point No. (viii) in respect of default in repayment of Bank loans the company is in process of taking necessary steps to regularize those account.

## 20. SECRETARIAL AUDIT REPORT

The Board has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (ICSI Membership No. 5545 & CPN 3498), to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as "Annexure E" to this Report.

Remark	Management Representation
The Company has not submitted the annual report to National Stock Exchange of India Limited within twenty one working days of it being approved and adopted in the Annual General Meeting.	Company has not submitted the annual report to National Stock Exchange of India Limited was on the basis of mishap and due to inadvertence and later we upload the same.

## 21. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to Section 178(3) of the Companies Act, 2013.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company. Details of the Remuneration Policy are given in the Corporate Governance Report.

Your Company has adopted a defined policy and procedure for Appointment of Independent Directors which has been put on Company website [www.gyscoal.com](http://www.gyscoal.com).

**22. EXTRACTS OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in “**ANNEXURE B**” and is attached to this Report and also available on website of the Company at the web link: [www.gyscoal.com](http://www.gyscoal.com).

**23. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had 4(Four) times Board Meetings during the financial year on 28/05/2018, 13/08/2018, 03/11/2018 and 13/02/2019 the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**24. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 (“the Act”), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the profit of your Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**25. PARTICULARS OF EMPLOYEES**

A statement containing the names and other particulars of the employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is appended as “**ANNEXURE D**” to this report.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 during FY 2018-19.

**26. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company strongly believes in providing a safe and harassment free workplace to all its employees. The Company continuously endeavours to create and provide an environment that enables women employees to work without fear of prejudice, gender bias and sexual harassment and/or any such orientation in implicit or explicit form. For this purpose, the Company has in place ‘Policy of Protection of Women against Sexual Harassment at Work Place’ and also formed Complaint Redressal Committees at various administrative units/ Offices.

During the year under review, no cases of sexual harassment against women employees at any of its work place were filed under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has constituted an Internal Complaints Committee across its commercial offices and Manufacturing sites.

**27. DIRECTORS AND KEY MANAGERIAL PERSONNEL****Directors**

Mr. Surendra Patel (DIN: 05171249) is as Independent Director of the Company, not liable to retire by rotation, is appointed for his first term of 5 years on 30<sup>th</sup> September, 2014 and his term is completed on 30<sup>th</sup> September, 2019 and being eligible offers himself for re-appointment for a term of Five years w.e.f. 1st April, 2019 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age as he attains the age of 79 years, special resolution is passed in general meeting for subject to approval of shareholders. The Board of Directors on recommendation of the Nomination and Remuneration Committee, it is proposed to re-appoint him recommends his re-appointment. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice of 20<sup>th</sup> Annual General Meeting of the Company.

Further, Mr. Sunil Talati has resigned from the post of Independent Director from the Company with effect from 31<sup>st</sup> March, 2019. In his place, Mr. Samirbhai Jani has appointed as Independent Director of the Company with effect from 30th May, 2019 subject to regularization in this general meeting. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice of 20<sup>th</sup> Annual General Meeting of the Company.

Mr. Viral M Shah (DIN 00014182) will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors recommends his re-appointment. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice of 20th Annual General Meeting of the Company.

The Independent Directors of the Company have given a declaration confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of section 164 of the Companies Act, 2013.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities terms of appointment in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put upon the website of the Company at the web link:[www.gyscoal.com](http://www.gyscoal.com).

**Key Managerial Personnel**

During the year, Mr. Kalpesh Patel has resigned from the post of Chief Financial Officer w.e.f. 13th February, 2019. In his place Mr. Zankarsinh Solanki has appointed as Chief Financial Officer w.e.f. 30th May, 2019. Further he is also designated as Key Managerial Personnel of the Company. Mr. Zankarsinh K Solanki and Bhavika Sharma are the Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act 2013, read with the Rules framed thereunder.

**28. REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and material order passed by the Regulators or Courts or Tribunals which would impact the going concern status and the company's future operations.

**29. ANNUAL EVALUATION OF BOARD'S PERFORMANCE**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board and Nomination and Remuneration Committee had laid down the process and criteria for annual performance evaluation of the Board, its Committees and Individual Directors. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making.



The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

**30. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members:

- a) Shri Sunil Talati\* - Chairman
- b) Shri Surendra Patel - Member
- c) Shri Viral Shah - Member

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

\*Mr. Sunil Talati has resigned on 31<sup>st</sup> March, 2019 and Mr. Samir Jani Appointed on 30<sup>th</sup> May, 2019 on his place.

**31. EMPLOYEES STOCK OPTION PLANS /SCHEMES**

No Employee Stock Options were granted to the Directors or Employees of the Company during the year under review.

**32. DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS**

The Company has maintained cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

**33. SECRETARIAL STANDARDS**

Your Company is in compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India in terms of the Companies Act, 2013.

**34. ACKNOWLEDGEMENT**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For and on behalf of Board Of Directors**

**Date: 14/08/2019**  
**Place: Ahmedabad**

**Viral M. Shah**  
**(Managing Director)**  
**DIN – 00014182**



## ANNEXURE A - TO DIRECTORS' REPORT

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

**A. CONSERVATION OF ENERGY :****(i) Steps taken for conservation of energy**

The Company has adopted several energy conservation measures besides what had been carried out earlier. Periodical testing is being taken for each unit of power supply to verify that the energy consumed is minimized.

Total energy consumption and energy consumption per unit of production as per Form - A of the Annexure to the rules in respect of industries specified in the schedule thereto:

Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
<b>A. Power and Fuel Consumption Electricity</b>		
Purchase in Unit KWH	1,09,07,804	94,33,336
Total Amount ₹	9,30,28,189	8,34,31,219
Rate KWH ₹	8.53	8.84
<b>B. Consumption per unit of production</b>		
Production (M.T)	14,678.88	11,652.19
Total Nos. of Unit (KWH)	1,09,07,804	94,33,336
Unit Per M.T.(KWH)	743.10	809.58
<b>Cost per M.T. ₹</b>	<b>6,337.55</b>	<b>7,160.13</b>

**(ii) Steps taken by the Company for utilizing alternate sources of energy: NA****(iii) The Capital investment on energy conservation equipment's: NIL****B. TECHNOLOGY ABSORPTION :**

- (i) Efforts towards technology absorption: Continuous endeavor to improve Product Quality & Process Yield.
- (ii) The benefits derived like product improvement, cost reduction, product development or import Substitution: The Company is able to market its value added products in Domestic as well as International Market
- (iii) Information regarding imported technology (Imported during last three years): NIL
- (iv) Expenditure incurred on Research and Development : NIL

**C. FOREIGN EXCHANGE EARNING AND OUTGO :**

	Current Year ₹	Previous Year ₹
» Foreign Exchange earned	2,325.75 Lacs	1,154.33 Lacs
» Foreign Exchange used	627.33 Lacs	394.96 Lacs



## ANNEXURE B TO DIRECTORS' 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 &amp; Administration) Rules, 2014

## I. REGISTRATION &amp; OTHER DETAILS:

1.	CIN	L27209GJ1999PLC036656
2.	Registration Date	29/09/1999
3.	Name of the Company	GYSCOAL ALLOYS LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVT COMPANY.
5.	Address of the Registered office & contact details	Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana, Kukarwada, Gujarat- 382830.
6.	Whether listed Company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PRIVATE LIMITED 5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad – 380009 Tel No : +91 22 49186270 Fax: +91 22 49186060 E-mail id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in

## 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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	S.S. ANGLE BARS	99611925	35
2	S.S. FLAT BARS	99611925	34
3	S.S. ROUND BARS	99611925	24

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

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	M/s. Goldman Hotels & Resorts Private Limited D-20 Puspanjali Farm, Near Bijwasan, New Delhi - 110061 India	U55101DL2016PTC307912	Associate	26	Section 2(6)



**VI. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity as on 31<sup>st</sup> March 2019)**

**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) (1) Promoters</b>									
(1) Indian									
a) Individual/ HUF	6,83,23,519	0	6,83,23,519	43.17	6,89,05,635	0	6,89,05,635	43.54	0.37
b) Central Govt / State Govt.	0	0	0	0	0	0	0	0	0
c) Banks / FI	0	0	0	0	0	0	0	0	0
d) Any Other									
e) Bodies Corp.	3,02,16,207	0	3,02,16,207	19.09	3,37,59,639	0	3,37,59,639	21.33	2.24
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)(1)</b>	<b>9,85,39,726</b>	<b>0</b>	<b>9,85,39,726</b>	<b>62.26</b>	<b>10,26,65,274</b>	<b>0</b>	<b>10,26,65,274</b>	<b>64.86</b>	<b>2.60</b>
<b>(A) (2) Foreign</b>									
NRIs-Individuals	-	-	-	-	-	-	-	-	-
Government	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
<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 and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>98,539,726</b>	<b>0</b>	<b>98,539,726</b>	<b>62.26</b>	<b>10,26,65,274</b>	<b>0</b>	<b>10,26,65,274</b>	<b>64.86</b>	<b>2.60</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Venture Capital Funds	0	0	0	0	0	0	0	0	0
c) Alternate Investment Funds	0	0	0	0	0	0	0	0	0
d) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
e) Foreign Portfolio Investor	3,00,000	0	3,00,000	0.19	0	0	0	0	-0.19
f) Financial Institutions / Bank	1,000	0	1,000	0	1,000	0	1,000	0	0
g) Insurance Companies	0	0	0	0	0	0	0	0	0
h) Provident Funds / Pension Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>3,01,000</b>	<b>0</b>	<b>3,01,000</b>	<b>0.19</b>	<b>1,000</b>	<b>0</b>	<b>1,000</b>	<b>0</b>	<b>-0.19</b>
Central Govt /State Govt / President of India	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>





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>3. Non-Institutions</b>									
a) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1,61,65,434	30	1,61,65,464	10.21	1,39,19,252	30	1,39,19,282	8.79	(1.42)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,87,90,184	0	2,87,90,184	18.18	2,61,52,137	0	2,61,52,137	16.52	(1.67)
b) NBFCs registered with RBI	0	0	0	0	6,000	0	6,000	0	0
c) Employee Trusts	0	0	0	0	0	0	0	0	0
d) Overseas Depositories	0	0	0	0	0	0	0	0	0
e) Others (specify)	0	0	0	0	0	0	0	0	0
HUF	32,87,655	0	32,87,655	2.08	39,68,983	0	39,68,983	2.50	0.43
Non Resident Indians (Non Repat)	26,350	0	26,350	0.01	32,090	0	32,090	0.02	0
Non Resident Indians (Repat)	4,91,658	0	4,91,658	0.31	5,08,700	0	5,08,700	0.32	0.01
Clearing Members	21,60,766	0	21,60,766	1.37	25,27,856	0	25,27,856	1.59	0.23
Body Corporate	85,12,757	0	85,12,757	5.38	84,94,238	0	84,94,238	5.36	(0.01)
<b>Sub-total (B)(3):-</b>	<b>5,94,34,804</b>	<b>30</b>	<b>5,94,34,834</b>	<b>37.55</b>	<b>5,64,39,805</b>	<b>30</b>	<b>5,64,39,835</b>	<b>35.65</b>	<b>(1.89)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)+(B)(3)</b>	<b>5,97,35,804</b>	<b>30</b>	<b>5,97,35,834</b>	<b>37.74</b>	<b>5,56,09,256</b>	<b>30</b>	<b>5,56,09,286</b>	<b>35.65</b>	<b>(2.08)</b>
<b>Total (A+B)</b>	<b>15,82,75,530</b>	<b>30</b>	<b>15,82,75,560</b>	<b>100</b>	<b>15,82,75,530</b>	<b>30</b>	<b>15,82,75,560</b>	<b>100</b>	<b>0</b>
<b>C) Non Promoter - Non Public</b>									
Custodian/DR Holder	0	0	0	0	0	0	0	0	0
Employee Benefit Trust	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>15,82,75,530</b>	<b>30</b>	<b>15,82,75,560</b>	<b>100</b>	<b>15,82,75,530</b>	<b>30</b>	<b>15,82,75,560</b>	<b>100</b>	<b>0</b>



**B) Shareholding of Promoter-**

Sr. No.	Particular	Shareholding At The Beginning Of The Year - 2018			Shareholding At The End Of The Year - 2019			% Change In Shareholding 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	Viral Shah	5,20,53,949	32.89	NA	5,26,01,065	33.23	NA	0.34
2	General Capital & Holding Company Pvt Ltd	1,53,84,600	9.72	NA	0	0	NA	(9.72)
3	Giraben Solanki	1,41,57,350	8.94	NA	1,41,57,350	8.94	NA	0
4	Sampati Securities Limited	1,48,31,607	9.37	NA	3,37,59,639	21.32	NA	11.95
5	Zankarsinh Kishorsinh Solanki	15,48,570	0.98	NA	15,48,570	0.98	NA	0
6	Mona Shah	2,82,840	0.18	NA	2,82,840	0.18	NA	0
7	Dipali Shah	2,80,810	0.18	NA	2,80,810	0.18	NA	0
8	Viral M Shah Huf	0	0	NA	35,000	0.02	0	0.02
	<b>Total</b>	<b>9,85,39,726</b>	<b>62.25</b>	<b>NA</b>	<b>10,26,65,274</b>	<b>64.86</b>	<b>NA</b>	<b>2.59</b>

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year - 2018		Cumulative Shareholding during the year- 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	9,85,39,726	62.25		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	#		#	
	At the end of the year			10,26,65,274	64.86



**# Details of Purchase / Transfer / Inter-se Transfer**

Sr. No.	Particular	Shareholding at the beginning of the year - 2018		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the year - 2019	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Viral Mukundbhai Shah	5,20,53,949	32.89				5,20,53,949	32.89
				16.10.2018	(9,07,433)	Sale	5,11,46,516	32.31
				15.03.2019	7,24,000	Purchase	5,18,70,516	32.78
				29.03.2019	7,30,549	Purchase	5,26,01,065	33.23
2	General Capital & Holding Company Pvt Ltd	1,53,84,600	9.72				1,53,84,600	9.72
				29.06.2018	(1,53,84,600)	Inter se Transfer	0	0
3	Giraben Solanki	1,41,57,350	8.94	NIL	NIL	NIL	1,41,57,350	8.94
4	Sampati Securities Limited	1,48,31,607	9.37				1,48,31,607	9.37
				22.06.2018	1,23,700	Purchase	1,49,55,307	9.44
				29.06.2018	1,53,84,600	Purchase	3,03,39,907	19.16
				16.10.2018	11,19,448	Purchase	3,14,59,355	19.87
				19.10.2018	2,50,000	Purchase	3,17,09,355	20.03
				05.11.2018	3,50,924	Purchase	3,20,60,279	20.26
				21.11.2018	4,93,953	Purchase	3,25,54,232	20.56
				28.11.2018	36,400	Purchase	3,25,90,632	20.59
				06.12.2018	1,00,092	Purchase	3,26,90,724	20.65
				17.01.2019	94,922	Purchase	3,27,85,646	20.71
				18.01.2019	1,00,000	Purchase	3,28,85,646	20.77
				22.01.2019	1,00,000	Purchase	3,29,85,646	20.84
				23.01.2019	98,000	Purchase	3,30,83,646	20.90
				25.01.2019	1,00,000	Purchase	3,31,83,646	20.96
				14.02.2019	3,00,000	Purchase	3,34,83,646	21.15
				18.02.2019	1,16,037	Purchase	3,35,99,683	21.22
		19.02.2019	59,956	Purchase	3,36,59,639	21.26		
		29.03.2019	1,00,000	Purchase	3,37,59,639	21.32		
5	Zankarsinh Kishorsinh Solanki	15,48,570	0.98	NIL	NIL	NIL	15,48,570	0.98
6	Mona Shah	2,82,840	0.18	NIL	NIL	NIL	2,82,840	0.18
7	Dipali Shah	2,80,810	0.18	NIL	NIL	NIL	2,80,810	0.18
8	Viral M Shah Huf	0	0				0	0
				27.11.2018	35000	Purchase	35000	0.02
	<b>Total</b>	<b>9,85,39,726</b>	<b>62.25</b>		<b>41,25,548</b>		<b>10,26,65,274</b>	<b>64.86</b>


**D) Shareholding Pattern of top ten Shareholders:** (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Particular	Shareholding at the beginning of the year - 2018		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the year - 2019	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Mayurkumar Babubhai Patel	75,68,000	4.78	-	-	-	75,68,000	4.78
				07.09.18	(3,98,000)	Sold	71,70,000	4.53
				14.09.18	(5,98,724)	Sold	65,71,276	4.15
				21.09.18	1,000	Purchase	65,72,276	4.15
				05.10.18	(4,12,601)	Sold	61,59,675	3.89
				02.11.18	(4,00,400)	Sold	57,59,275	3.63
				23.11.18	(5,00,000)	Sold	52,59,275	3.32
				08.02.19	(3,00,000)	Sold	49,59,275	3.13
				2	Trilochan Corporate Services Private Limited.	40,88,280	2.58	27.04.18
18.05.18	(8,70,195)	Sold	32,55,473					2.60
01.06.18	(7,21,998)	Sold	25,33,475					2.05
08.06.18	(2,09,175)	Sold	23,24,300					1.60
15.06.18	(1,22,500)	Sold	22,01,800					1.46
22.06.18	(5)	Sold	22,01,795					1.39
30.06.18	(22,00,885)	Sold	910					0.00
06.07.18	23,96,530	Purchase	23,97,440					1.51
20.07.18	33,610	Purchase	24,31,050					1.53
03.08.18	57,898	Purchase	24,88,948					1.57
24.08.18	47,248	Purchase	25,36,196					1.60
21.09.18	(1,84,129)	Sold	23,52,067					1.48
26.10.18	(75,000)	Sold	22,77,067					1.43
08.02.19	(2,500)	Sold	22,74,567					1.43



Sr. No.	Particular	Shareholding at the beginning of the year - 2018		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the year - 2019	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
3	Ase Capital Markets Limited	3,10,600	0.19	06.04.18	(2,41,086)	Sold	69,514	0.04
				13.04.18	1,14,986	Purchase	1,84,500	0.11
				20.04.18	1,32,868	Purchase	3,17,368	0.20
				27.04.18	(1,37,368)	Sold	1,80,000	0.11
				04.05.18	(99,730)	Sold	80,270	0.05
				11.05.18	(270)	Sold	80,000	0.05
				18.05.18	1,68,799	Purchase	2,48,799	0.15
				25.05.18	(65,000)	Sold	1,83,799	0.11
				01.06.18	38,201	Purchase	2,22,000	0.14
				08.06.18	1,504	Purchase	2,23,504	0.14
				22.06.18	67,032	Purchase	2,90,536	0.18
				30.06.18	(1,42,433)	Sold	1,48,103	0.09
				06.07.18	77,480	Purchase	2,25,583	0.14
				13.07.18	1,48,856	Purchase	3,74,439	0.23
				20.07.18	(3,18,283)	Sold	56,156	0.03
				27.07.18	(23,909)	Sold	32,247	0.02
				03.08.18	1,32,455	Purchase	1,64,702	0.10
				10.08.18	(1,000)	Sold	1,63,702	0.10
				17.08.18	4,101	Purchase	1,67,803	0.10
				24.08.18	(3,081)	Sold	1,64,722	0.10
				31.08.18	3,030	Purchase	1,67,752	0.10
				07.09.18	2,04,503	Purchase	3,72,255	0.23
				14.09.18	5,90,794	Purchase	9,63,049	0.60
				21.09.18	(5,80,000)	Sold	3,83,049	0.24
				29.09.18	(1,63,191)	Sold	2,19,858	0.13
				05.10.18	1,12,141	Purchase	3,31,999	0.20
				19.10.18	270	Purchase	3,32,269	0.20
				26.10.18	(2,08,770)	Sold	1,23,499	0.07
				02.11.18	3,81,900	Purchase	5,05,399	0.31
				09.11.18	(4,26,907)	Sold	78,492	0.04
				16.11.18	(66,992)	Sold	11,500	0.00
				23.11.18	5,08,500	Purchase	5,20,000	0.32
30.11.18	(5,00,000)	Sold	2,00,00	0.01				
07.12.18	(20,000)	Sold	0	0.00				
21.12.18	6,500	Purchase	6,500	0.00				
28.12.18	1,38,501	Purchase	1,45,001	0.09				
04.01.19	1,820	Purchase	1,46,821	0.09				
11.01.19	1,500	Purchase	1,48,321	0.09				
18.01.19	62,455	Purchase	2,10,776	0.13				
25.01.19	(4,369)	Sold	2,06,407	0.13				
01.02.19	(35,834)	Sold	1,70,573	0.10				
08.02.19	3,19,000	Purchase	4,89,573	0.30				
15.02.19	(11)	Sold	4,89,562	0.30				
01.03.19	(1,09,946)	Sold	3,79,616	0.23				
08.03.19	4,00,000	Purchase	7,79,616	0.49				
15.03.19	(3,90,257)	Sold	3,89,359	0.24				
22.03.19	87,218	Purchase	4,76,577	0.30				
29.03.19	11,57,850	Purchase	16,34,427	1.03				



Sr. No.	Particular	Shareholding at the beginning of the year - 2018		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the year - 2019	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
4	Maxspike Capital Management Llp.	0	0	03.08.18	3,31,208	Purchase	3,31,208	0.20
				10.08.18	2,06,292	Purchase	5,37,500	0.33
				24.08.18	1,99,946	Purchase	7,37,446	0.46
				31.08.18	1,00,054	Purchase	8,37,500	0.52
				07.09.18	8,05,375	Purchase	16,42,875	1.03
				26.10.18	(99,499)	Sold	15,43,376	0.97
				09.11.18	1,000	Purchase	15,44,376	0.97
				16.11.18	5,000	Purchase	15,49,376	0.97
				30.11.18	(4,000)	Sold	1,54,53,76	0.97
				14.12.18	(15,45,376)	Sold	0	0.0
				01.02.19	15,45,376	Purchase	15,45,376	0.97
5	Krutarth Hiten Mehta	0	0	01.06.18	10,68,577	Purchase	10,68,577	0.67
				14.09.18	24,840	Purchase	10,93,417	0.69
				12.10.18	9,599	Purchase	11,03,016	0.69
				19.10.18	12,000	Purchase	11,15,016	0.70
				26.10.18	2,66,790	Purchase	13,81,806	0.87
				02.11.18	50,829	Purchase	14,32,635	0.90
				16.11.18	2,500	Purchase	14,35,135	0.90
				30.11.18	(9,275)	Sold	14,25,860	0.90
				01.02.19	(20,523)	Sold	14,05,337	0.88
				08.02.19	31,095	Purchase	14,36,432	0.90
				15.02.19	(11,001)	Sold	14,25,431	0.90
				22.02.19	12,615	Purchase	14,38,046	0.90
				01.03.19	(20,686)	Sold	14,17,360	0.89
				08.03.19	(83,438)	Sold	13,33,922	0.84
				15.03.19	61,808	Purchase	13,95,730	0.88
22.03.19	(1,27,733)	Sold	12,67,997	0.80				
29.03.19	76,051	Purchase	13,44,048	0.84				
6	Birju Atulkumar Jadvani	11,85,751	0.74	22.06.18	19,000	Purchase	12,04,751	0.76
				30.06.18	40,000	Purchase	12,44,751	0.78
				06.07.18	(68,800)	Sold	11,75,951	0.74
				13.07.18	60,005	Purchase	12,35,956	0.78
				07.09.18	(1,88,868)	Sold	10,47,088	0.66
				14.09.18	1,000	Purchase	10,48,088	0.66
				29.09.18	1,11,050	Purchase	11,59,138	0.73
				05.10.18	1,13,859	Purchase	12,72,997	0.80
				26.10.18	(80,000)	Sold	11,92,997	0.75
				23.11.18	(8,500)	Sold	11,84,497	0.74
7	Shailesh I Patel	11,10,550	0.70	-	-	-	11,10,550	0.70



Sr. No.	Particular	Shareholding at the beginning of the year - 2018		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the year - 2019	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
8	Xelagic Technology Solutions LLP.	0	0	14.09.18	4,00,000	Purchase	4,00,000	0.25
				21.09.18	4,00,000	Purchase	8,00,000	0.50
				19.10.18	90,589	Purchase	8,90,589	0.56
				26.10.18	1,11,832	Purchase	10,02,421	0.63
				02.11.18	98,456	Purchase	11,00,877	0.69
				07.12.18	9,000	Purchase	1,10,98,77	0.70
				14.12.18	(11,09,877)	Sold	0	0.00
				01.02.19	11,09,877	Purchase	11,09,877	0.70
9	Ishwarbhai Girdharbhai Patel	10,91,640	0.68	-	-	-	10,91,640	0.68
10	Jitendra Ratilal Prajapati	9,32,000	0.58	-	-	-	9,32,000	0.58
11	Riddhi Securities Limited	1,13,1000	0.71	29.09.18	(30,000)	Sold	11,01,000	0.69
				05.10.18	(15,000)	Sold	10,86,000	0.68
				19.10.18	(50,000)	Sold	10,36,000	0.65
				30.11.18	(20,000)	Sold	10,16,000	0.64
				18.01.19	(1,00,000)	Sold	9,16,000	0.57
				25.01.19	(1,19,459)	Sold	7,96,541	0.50
12	Hetal Mayurkumar Patel	26,00,000	1.64	08.03.18	4,00,000	Sold	22,00,000	1.39
				15.03.18	(3,00,000)	Sold	19,00,000	1.20
				29.03.19	(11,50,000)	Sold	7,50,000	0.47
13	Rupen Mayurbhai Mody	10,43,560	0.65	29.09.18	(30,000)	Sold	10,13,560	0.64
				05.10.18	(15,000)	Sold	9,98,560	0.63
				19.10.18	(50,000)	Sold	9,48,560	0.59
				30.11.18	(20,000)	Sold	9,28,560	0.58
				18.01.18	(60,000)	Sold	8,68,560	0.54
				25.01.18	(1,20,000)	Sold	7,48,560	0.47
14	Jayeshkumar Amratlal Patel	9,88,800	0.62	10.08.18	(2,00,000)	Sold	7,88,800	0.49
				07.09.18	(3,75,000)	Sold	4,13,800	0.26

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding at the beginning of the year - 2018		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding at the end of year 2019	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Viral Shah	5,20,53,949	32.89	-	-	-	5,26,01,065	33.23
2	Zankarsinh Kishorsinh Solanki	15,48,570	0.98	-	-	-	15,48,570	0.98



**V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(₹ In lacs)

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	6,571.27	1,087.92	NIL	7,659.19
ii) Interest due but not paid	2,085.72	NIL	NIL	2,085.72
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>8,656.99</b>	<b>1,087.92</b>	<b>NIL</b>	<b>9,744.91</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	588.48	NIL	NIL	588.48
* Reduction	(35.54)	(196.24)	NIL	(232.78)
<b>Net Change</b>	<b>552.94</b>	<b>(196.24)</b>	<b>NIL</b>	<b>355.70</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6,535.73	891.68	NIL	7,427.41
ii) Interest due but not paid	2,674.20	NIL	NIL	2,674.20
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>9,209.93</b>	<b>891.68</b>	<b>NIL</b>	<b>10,101.61</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

(₹ In Lacs)

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

<b>S N.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/ Manager</b>		<b>Total Amount</b>
		<b>Mr. Viral Shah - MD</b>	<b>Mr. Zankarsinh Solanki - WTD</b>	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9.35	5.59	14.94
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---
2	Stock Option	---	---	---
3	Sweat Equity	---	---	---
4	Commission - as % of profit - others, specify...	---	---	---
5	Others, please specify	---	---	---
	<b>Total (A)</b>	<b>9.35</b>	<b>5.59</b>	<b>14.94</b>





**B. Remuneration to other directors**

S N.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Sunil Talati	Mr. Surendra Patel	Mrs. Bharti Dhanak	
	Fee for attending board committee meetings	NIL	NIL	NIL	
	Commission	---	---	---	---
	Others, please specify	---	---	---	---
	Total Managerial Remuneration	---	---	---	---
	Overall Ceiling as per the Act	---	---	---	---

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

(Rs. In Lacs)

S N	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.29	3.77	11.06
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	---
2	Stock Option	---	---	---
3	Sweat Equity	---	---	---
4	Commission	---	---	---
	- as % of profit			
	Others, specify...	---	---	---
5	Others, please specify	---	---	---
	<b>Total</b>	<b>7.29</b>	<b>3.77</b>	<b>11.06</b>

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

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



## ANNEXURE C TO DIRECTORS' REPORT

## FORM AOC - 1

[Pursuant to first proviso to sub-section [3] of section 129 read with rule 5 of Companies Accounts] Rules, 2014]

**Statement containing salient features of the Financial Statement of  
Subsidiary / Associate as per Companies Act, 2013**

Particulars	Associates
Name of the subsidiary/Associate	Goldman Hotels and Resort Pvt. Ltd.
CIN	U55101DL2016PTC307912
Reporting period for the subsidiary/Associate concerned, if different from the holding company's reporting period	01/04/2018 To 31/03/2019
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees
	<b>Amount ₹ In lacs</b>
Equity Share Capital	1.00
Other Equity	(20.67)
Total Assets	574.34
Total Equity & Liabilities	574.34
Investment	NIL
Revenue From Operation	0.25
Profit before Taxation	(12.04)
Provision for Taxation	0.00
Profit after Taxation	(12.04)
Proposed Dividend	NIL
% of Shareholding	26 %



## ANNEXURE D TO DIRECTORS' REPORT

**DETAILS PERTAINING TO EMPLOYEES AS  
REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(₹ In Lacs)

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2018-19	% increase in Remuneration in the FY 2018-19	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Viral Shah -Managing Director	9.35	NIL	Revenue from Operations for the FY 2018-19 is Increased Rs. 14790.30 Lacs compare to FY 2017-18 Rs. 9516.40 Lacs
2	Mr. Zankarsinh Kishorsinh Solanki -Whole Time Director	5.59	NIL	
3	Mr. Kalpesh patel CFO #	7.29	NIL	
4	Ms. Bhavika Sharma, CS	3.77	NIL	

**# Appointed w.e.f. Feb 03, 2015 and resigned w.e.f. February 13, 2019.**

- The median remuneration of employees of the Company was ₹ 1.18 lakh.
- There were 142 permanent employees on the rolls of Company as on March 31, 2019;
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was 4.5 %;
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees;
- The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the registered office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any Member interested in obtaining such information may obtain it by writing to the Company Secretary at: cs@gyscoal.com.

**ANNEXURE E TO DIRECTORS' REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

To,  
The Members,  
Gyscoal Alloys Ltd.  
Plot No.2/3 GIDC Ubkhal,  
Kukarwada, Tal. Vijapur,  
Dist.: Mehsana 382830  
CIN: L27209GJ1999PLC036656

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gyscoal Alloys Ltd (hereinafter called the company). Secretarial Audit was conducted 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 Company (books, papers, minute books, forms and returns filed and other records maintained by the company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2019 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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto November 10, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 11, 2018) **(Not Applicable during the audit period);**
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable during the audit period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable during the audit period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; -
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable during the audit period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto September 10, 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 (w.e.f. September 11, 2018) **(Not Applicable during the audit period);**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015.



- (j) Other Applicable Acts, - As per Management representation there are no other specific act applicable to the company

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 Stock Exchange(s), - BSE Limited & National Stock Exchange of India Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except the Company has not submitted the annual report to National Stock Exchange of India Limited within twenty one working days of it being approved and adopted in the Annual General Meeting.*

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the 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.

For, Chirag Shah & Associates  
Chirag Shah  
Partner

Place : Ahmedabad

Date : 14/08/2019

FCS No. 5545

C P No.: 3498

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

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**Annexure A'**

To,  
The Members  
Gyscoal Alloys Ltd

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

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, Chirag Shah & Associates  
Chirag Shah  
Partner

Place : Ahmedabad

Date : 14/08/2019

FCS No. 5545

C P No.: 3498

**ANNEXURE F TO DIRECTORS' REPORT  
MANAGEMENT'S DISCUSSION AND ANALYSIS**

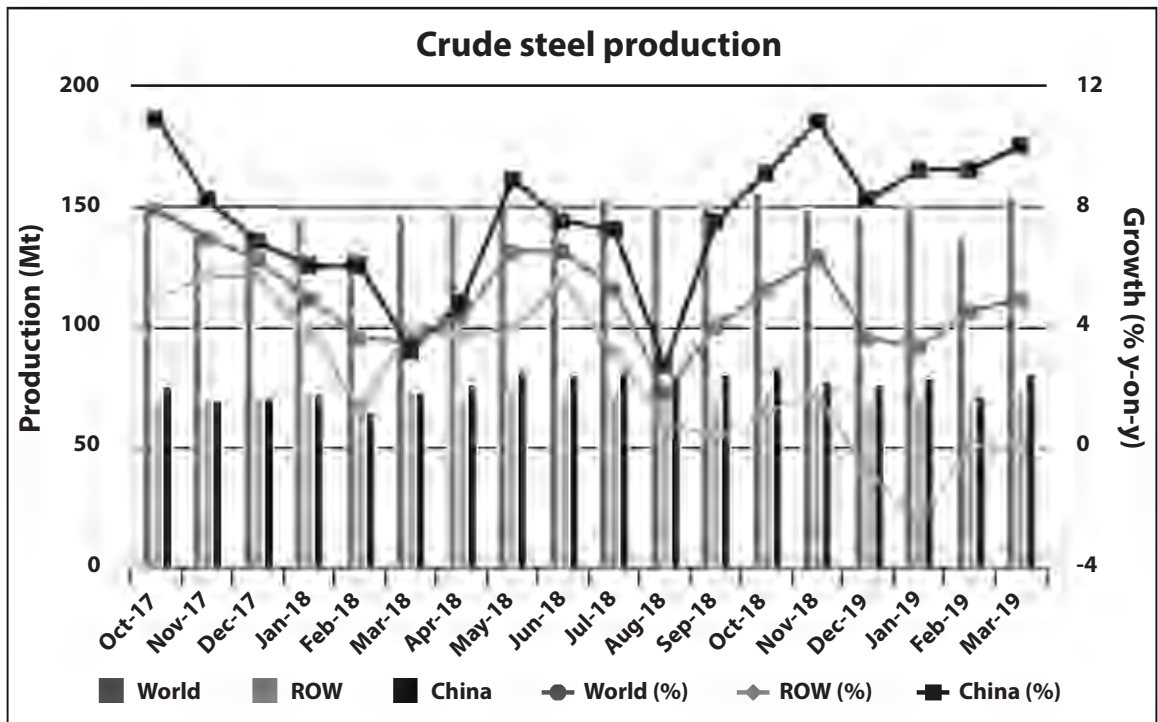
**SCENARIO OF STEEL INDUSTRY:**

**Global Steel Industry**

World crude steel production for the 64 countries reporting to the World Steel Association (worldsteel) was 155.0 million tonnes (Mt) in March 2019, a 4.9% increase compared to March 2018.

World crude steel production was 444.1 Mt in the first three months of 2019, up by 4.5% compared to the same period in 2018. Asia produced 312.9 Mt of crude steel, an increase of 7.0% over the first quarter of 2018. The EU produced 42.3 Mt of crude steel in the first quarter of 2019, down by 2.0% compared to the same quarter of 2018. North America's crude steel production in the first three months of 2019 was 30.7 Mt, an increase of 4.0% compared to the first quarter of 2018.

China's crude steel production for March 2019 was 80.3 Mt, an increase of 10.0% compared to March 2018. India produced 9.4 Mt of crude steel in March 2019, down 1.0% on March 2018. Japan produced 9.1 Mt of crude steel in March 2019, unchanged from what it produced in March 2018. South Korea's crude steel production stood at 6.3 Mt, up 2.8% on March 2018.



In the EU, Italy's crude steel production for March 2019 was 2.3 Mt, down by 0.3% on March 2018. France produced 1.4 Mt of crude steel in March 2019, an increase of 2.3% compared to March 2018. Spain produced 1.4 Mt of crude steel in March 2019, an increase of 5.9% on March 2018.

The US produced 7.8 Mt of crude steel in March 2019, a 5.7% increase on March 2018.

Crude steel production in Ukraine stood at 2.0 Mt in March 2019, up 15.0% on March 2018.

Brazil's crude steel production for March 2019 was 2.8 Mt, down by 8.6% on March 2018.

Turkey's crude steel production for March 2019 was 3.0 Mt, down by 11.7% on March 2018.

**Steel Industry in India**

India was the world's second-largest steel producer@ with production standing at 106.5 MT in 2018. The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

The Indian steel industry is very modern with state-of-the-art steel mills. It has always strived for continuous modernisation and up-gradation of older plants and higher energy efficiency levels.

Indian steel industries are classified into three categories such as major producers, main producers and secondary producers.

**Market Size**

India's finished steel consumption grew at a CAGR of 5.69 per cent during FY08-FY18 to reach 90.68 MT.

India's crude steel and finished steel production increased to 103.13 MT and 104.98 MT in 2017-18, respectively.

In 2017-18, the country's finished steel exports increased 17 per cent year-on-year to 9.62 million tonnes (MT), as compared to 8.24 MT in 2016-17. Exports and imports of finished steel stood at 0.72 MT and 1.12 MT, respectively, in FY20P (up to May).

**INDIAN ECONOMY:**

In 2018, global steel demand increased by 2.1%, growing slightly slower than in 2017. Steel demand in the developed economies grew by 1.8% in 2018 following a resilient 3.1% growth in 2017. We expect demand to further decelerate to 0.3% in 2019 and 0.7% in 2020, reflecting a deteriorating trade environment.

**OVERVIEW OF THE COMPANY AND ITS BUSINESS:**

Gyscoal Alloys Limited is engaged in the business of manufacturing of Stainless Steel and Mild Steel Long Products from scrap since 1999. The plant for the production activities & registered office of the Company is located at Ubkhal, Kukarwada, Vijapur – Taluka, Mehasana– District. The Corporate office of the company is situated at 2<sup>nd</sup> Floor, Mrudul Tower, Near Times of India, Ashram Road, Ahmedabad.

The Company has the capacity to manufacture all grades of Stainless Steel Products from 200 series to 400 series. The products are primarily used in the construction in chemical plants, Pharmaceutical plants, building construction, railways and other sectors for structural purpose. The Company's products adhere to high quality standards and it has got ISO 9001:2008 certification for "the manufacture and supply of stainless steel and mild steel based angles, channels, flats, round, square, bright and ingots" from TUV NORD. The Company has also been successful in producing goods according to needs and specifications of its domestic & foreign buyers.

**Key Financial Ratio**

Particulars	2018-19	2017-18	Change In %
Return on Net Worth (%)	(43.13)	(26.27)	(64.17)
Return on Capital Employed (%)	(33.18)	(30.78)	(7.77)
Basic EPS (after exceptional items) (₹)	(1.30)	(1.11)	(17.31)
Debtors Turnover	1.40	0.85	64.81
Inventory Turnover	4.64	2.27	104.49
Interest coverage ratio	(1.40)	(1.02)	(37.58)
Current ratio	1.00	1.08	(7.86)
Debt Equity ratio	5.28	3.84	37.32
Operating profit margin (%)	(5.99)	(10.90)	(45.09)
Net profit margin (%)	(13.34)	(18.44)	(27.67)

**Detailed explanation of Ratios****1. Return on Net Worth**

Return on Net worth (RONW) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total comprehensive income for the year by average Net Worth during the year.

**2. Return on Capital Employed**

Return on Capital Employed (ROCE) is a financial ratio that measures a Company's profitability and the efficiency with which its capital is used. In other words, the ratio measures how well a Company is generating profits from its capital. It is calculated by dividing profit before exceptional items and tax by average capital employed during the year.

**3. Basic EPS**

Earnings Per Share (EPS) is the portion of a Company's profit allocated to each share. It serves as an indicator of a Company's profitability. It is calculated by dividing Profit for the year by Weighted average number of shares outstanding during the year.

**4. Debtors Turnover**

The above ratio is used to quantify a Company's effectiveness in collecting its receivables or money owed by customers. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivable.

**5. Inventory Turnover**

Inventory Turnover is the number of times a Company sells and replaces its inventory during a period. It is calculated by dividing turnover by inventory.

**6. Interest Coverage Ratio**

The Interest Coverage Ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing PBIT by finance cost.

**7. Current Ratio**

The Current Ratio is a liquidity ratio that measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities.

**8. Debt Equity Ratio**

The ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing a Company's total liabilities by its shareholder's equity.

**9. Operating Profit Margin (%)**

Operating Profit Margin is profitability or performance ratio used to calculate the percentage of profit a Company produces from its operations. It is calculated by dividing the EBIT by turnover.

**10. Net Profit Margin (%)**

The net profit margin is equal to how much net income or profit is generated as a percentage of revenue. It is calculated by dividing the profit for the year by turnover.

**FINANCIAL PERFORMANCE OF THE COMPANY:**

- During FY 2018-19, the Company recorded a total income of ₹ 15,459.35 lacs, of which income from the operations was ₹ 14,790.30 lacs.
- For the Financial Year 2018-19, Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) was ₹ (260.31) lacs.
- For the year FY 2018-19, Depreciation was ₹ 665.39 lacs, Interest and Finance cost were ₹ 660.43 lacs and Profit before Tax (PBT) was ₹ (2,152.87) lacs. And Profit After tax (PAT) was ₹ (2,029.82) lacs.
- Basic & diluted Earnings per Share (EPS) was ₹ (1.30).
- As on March 31, 2019 the Total Equity of the Company was ₹ 3,749.47 lacs.



**SWOT ANALYSIS OF THE COMPANY:****Strength:**

- Management depth and ability to manage client relationships.
- R&D capabilities to develop efficient and cost effective process at short notice having a State of the Art dedicated R & D Center.
- Multi-purpose and multi-production facilities having Quality Certifications.
- Enhanced presence in the market through clientele basis.

**Threats:**

- The Company faces stiff competition from medium and larger well-established players. The Company is smaller in size compared to the market leaders. However with capital expenditure in the project of the company it intends to make it good and face competition more confidently.

**RISKS AND CONCERNS:**

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions.

**INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT:**

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

The Company as at year end has 142 employees on its role and continues to attract talent both from within and outside India to further its business interests. Industrial relations continue to be cordial.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Internal Financial Control that encompass the policies, processes and monitoring systems for assessing and mitigating operational, financial and compliance risks and control over related party transactions, substantially exist. Your Company has appropriate internal control system for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations. In the Company, the Board of Directors is responsible for ensuring the adequacy and effective monitoring of internal financial controls. The Internal Audit Program is designed in consultation with the Statutory Auditors to ensure accuracy and reliability of accounting data and is monitored by the Audit Committee. Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of the said recommendations. The Company's internal audit team also carries out extensive audits throughout the year, across all functional areas.

**CAUTIONARY STATEMENT:**

Statement made in the Management Discussion & Analysis describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates changes in the government regulations, tax laws & other statutes & other incidental factors.



**ANNEXURE G TO DIRECTORS' REPORT**  
**REPORT ON CORPORATE GOVERNANCE**

**(Pursuant to Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is based on the principal of truth, transparency, accountability, equity and responsibility in all our dealings with our employees, shareholders, customers, suppliers, government, lenders and community at large. The Company believes that better corporate governance can be achieved through increased transparency in its operations and has taken and will continue to take various measures towards achievement of good corporate governance. It is a tool to judge and evaluate the standards and ethics of Corporate Management.

A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India ("SEBI") in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

**2. BOARD OF DIRECTORS**

The business of the Company is conducted under the directions of the Board. The Managing Director and Whole Time Directors look into the day-to-day business affairs of the Company. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference.

**MATRIX OF SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD:**

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating a person to serve on the Board.

<b>Skills / Expertise / Competencies</b>	<b>Detail for such Skills / Expertise / Competencies</b>
Knowledge	Understanding of the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
Strategic Leadership	Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.
Financial expertise	Qualification and / or experience in accounting and/or finance coupled with ability to analyse the key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.
Corporate Governance, risk and Compliance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates including establishing risk and compliance frameworks, identifying and monitoring key risks.
Behavioral Skills	Attributes and the competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.

**COMPOSITION OF THE BOARD**

The Board of Directors of your company consists of balanced mix of Executive and Non-Executive Directors which meets the requirement of the Corporate Governance as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Professionals and also from Business Executives and through their valuable experience.

The total strength of the Board of Directors of the Company are 5 (Five) members as on 31st March, 2019, comprising of 2 (Two) Executive Directors (including Managing Director & Whole Time Director) and 3 (Three) Non-Executive Independent Directors including one Woman Independent Director. Necessary disclosure regarding their Directorship/Membership in other companies has been made by each and every Director.

The details of composition of the Board as at 31st March, 2019 and other information are given herein below:

Name of the Director(s)	No. of Directorships in listed entities	No. of other Directorship Held*	Memberships/ Chairmanships of Mandatory Committee**		Name of Listed Company and Directorship
			Membership	Chairmanship	
Mr. Viral M. Shah DIN : 00014182	1	1	4	0	<b>Gyscoal Alloys Limited,</b> Managing Director
Mr. Zankarsinh Kishorsinh Solanki DIN : 00014226	1	0	0	0	<b>Gyscoal Alloys Limited,</b> Whole-time Director
Mr. Sunil Talati*** DIN : 00621947	3	1	2	3	<b>Gyscoal Alloys Limited,</b> Independent & Non Executive Director <b>TCPL Packaging Limited,</b> Independent Director <b>IRB Infrastructure Developers Limited,</b> Additional Independent Director
Mr. Surendra Patel DIN : 05171249	1	1	2	2	<b>Gyscoal Alloys Limited,</b> Independent & Non Executive Director
Mrs. Bharti Dhanak DIN: 03568121	1	0	0	0	<b>Gyscoal Alloys Limited,</b> Independent & Non Executive Director

\* This includes Directorships held in Unlisted Public Ltd Companies and Subsidiaries of Public Ltd Companies and excludes Directorships in Private Ltd Companies and Overseas Companies.

\*\* For the purpose of Committees of Board of Directors, only Audit and Stakeholders' Relationship Committees in other Public Ltd Companies and Subsidiaries of Public Ltd. Companies are considered.

\*\*\* Mr. Sunil Talati has Resigned from the Company as on 31<sup>st</sup> March, 2019 before the expiry of his tenure as he has served last more than 7 years and he feels it as sufficient period to serve a Company of our Size. Further he is not comfortable as the loss is consistent in the company and Mr. Samir Jani(DIN: 00504062) is appointed in place of him in Board Meeting of 30<sup>th</sup> May, 2019 which is subject to shareholders approval and placed in this Annual General Meeting.

None of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees (as specified in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

- The Names and categories of the Directors on the Board, their attendance in the Board Meeting and in last Annual General Meeting, Number of other Directorship & Chairmanship/ Membership held by them in other companies during the year 2018-19 is given below.



Name of Directors	Category of Directors	Number of Board Meetings held & Attended during 2018 – 2019		Attendance at the last AGM Held	No. of Equity Shares held as on 31st March, 2019
		Held	Attended		
Mr. Viral M. Shah DIN : 00014182	Managing Director	4	4	YES	5,26,01,065
Mr. Zankarsinh Kishorsinh Solanki DIN : 00014226	Whole-time Director	4	4	YES	15,48,570
Mr. Sunil Talati DIN : 00621947	Independent & Non Executive Director	4	4	YES	0
Mr. Surendra Patel DIN : 05171249	Non-Independent & Non Executive Director	4	4	YES	0
Mrs. Bharti Dhanak DIN : 03568121	Independent & Non Executive Director	4	2	NO	0

## 2.2 Directors retire by rotation

Shri Viral M Shah is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, has offered himself for re-appointment. Relevant details pertaining to Shri Viral M Shah are provided in the Notice of the AGM.

## 2.3 Relationships between the directors interse

There is no relationship between the directors interse.

## 2.4 Board Meetings:

- During the financial year 2018-19 the Board of the Company met 4(four) times on 28/05/2018, 13/08/2018, 03/11/2018 and 13/02/2019.
- Time elapsed between any two conductive meetings never exceeded 120 Days.

## 3. DIRECTORS' SHAREHOLDING

Shareholding of the Directors in the Company as on 31<sup>st</sup> March, 2019

Names of Directors	*No. of shares held	Percentage of share-holding
Mr. Viral M. Shah	5,26,01,065	33.23
Mr. Zankarsinh K. Solanki	15,48,570	0.98

The remaining directors namely Mr. Sunil Talati, Mr. Surendra Patel and Mrs. Bharti Dhanak do not hold any shares in the Company.

## 4. MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on 28<sup>th</sup> May, 2018, inter alia, to discuss and:

- Review of Managerial Remuneration;
- Review the performance of Non Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company and taking into account the views of executive directors and non- executive director;
- Assess the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform thier duties.

All the Independent Directors were present at the meeting. The Independent Directors of the Company have given a declaration confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

## 5. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with the provisions of the Listing Regulations, the Company has put in place the programme to familiarise Independent Directors with respect to the nature of the industry in which the Company operates, business model, the roles, rights and responsibilities of the Independent Directors etc. Details of the familiarization programme for Independent Directors are provided in the Corporate Governance Report, annexed herewith and is also available on our website [policy-prog-Director.pdf.website www.gyscoal.com](http://policy-prog-Director.pdf.website www.gyscoal.com).

## 6. ANNUAL EVALUATION OF BOARDS' PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, Directors individually as well as evaluation of its Committees. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making.

The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

## 7. AUDIT COMMITTEE:

### 7.1 Composition

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. Presently, the Audit Committee comprises qualified and independent members of the Board, who have expertise knowledge and experience in the field of accounting and financial management and have held or hold senior positions in other reputed organizations. The constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR Regulations). The present composition of the Audit committee and Meetings attended by them during the financial year 2018-19 ended on 31st March, 2019, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2018-19	
			Held	Attended
Mr. Sunil H. Talati	Chairman	Independent & Non Executive Director	5	5
Mr. Surendra C. Patel	Member	Independent & Non Executive Director	5	5
Mr. Viral Shah	Member	Executive Director	5	5

### 7.2 Meetings of Audit Committee

During the financial year 2018-19 the Audit Committee met 5(five) times on 28/05/2018, 13/08/2018, 03/11/2018, 13/02/2019 and 28/02/2019. Time elapsed between any two consecutive meetings never exceeded 120 Days.

The Statutory Auditors, Internal Auditors of the Company and Finance personnel were invited to attend and participate in the meetings of the Audit Committee. The Committee holds discussions with them on various matters including limited review of results, audit plan for the year, matters relating to compliance with accounting standards, auditors' observations and other related matters.

### 7.3 Terms of reference and Powers of the Audit Committee

The terms of reference of the Audit Committee cover all the areas mentioned under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Audit Committee shall include, but shall not be restricted, to the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;



3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements
  - f) Disclosure of any related party transactions
  - g) Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Review of Management discussion and analysis of financial condition and results of operations;
22. Review of Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
23. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
24. Review of Internal audit reports relating to internal control weaknesses; and

25. Review of appointment, removal and terms of remuneration of the Chief internal auditor.
26. Statement of deviations :
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
  - b. annual statement of funds utilized for purposes other those stated in the offer document/prospectus or Notice.

## 8. NOMINATION & REMUNERATION COMMITTEE

In accordance with the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee is vested with all the necessary powers and authorities to recommend and ensure appropriate disclosure on the remuneration of Managing Director, Whole-time Director and other Directors. The remuneration policy of the Company is based on several criterions which include responsibility, performance, potentials of the director and growth of the Company.

### a. Meeting, Attendance & Composition:

The present composition of the Committee and Meetings attended by them during the financial year ended 31st March, 2019, is as follow:

Name of the Directors	Designation	Nature of Directorship	Number of Meetings during F.Y 2018-19	
			Held	Attended
Mr. Sunil Talati	Chairman	Independent & Non Executive Director	2	2
Mr. Surendra Patel	Member	Independent & Non Executive Director	2	2
Mrs. Bharti Dhanak	Member	Independent & Non-Executive Director	2	1

The Quorum of the Committee is of two members.

The Company Secretary acts as secretary of the Committee.

### 8.1 Meetings of Nomination & Remuneration Committee

During the year, Meetings of the Committee were held on 28/05/2018, 13/08/2018.

### 8.2 Terms of Reference

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 19 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Nomination and Remuneration Committee shall include, but shall not be restricted, to the following:

1. Identify Individual qualified to be become Director and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
2. Carry out evaluation of every director's performance
3. Formulate criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees
4. While formulating the policy shall ensure that :
  - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate director of the quality required to run the company successfully.
  - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c) Remuneration to directors, key managerial personnel and senior managerial management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.

5. Formulation of the criteria for evaluation of Performance of Independent Directors and the Board
6. Devising a Policy on Board Diversity
7. Review key corporate governance processes not specifically assigned to other committees, and recommend changes needed to ensure that the company is at best practice;
8. Examine the impact of significant regulatory and statutory changes applicable to the governance practices of the Company, and to recommend measures to implement the same;
9. Examine all major aspects of the Company's organizational health, and recommend changes as necessary, including
  - Organization design;
  - Management and employee hiring, training, development, deployment and motivation;&
  - Internal communication and culture building.
10. Review the Company's ESOP Schemes and recommend changes as necessary; oversee administration of the ESOP Schemes:
  - Grant Options to eligible employees, in consultation with management; and
  - Allot shares when options are exercised.
11. Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee.

### 8.3 Remuneration Policy:

The Policy inter alia provides for the following:

- (a) attract, recruit, and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

### 8.5 Remuneration of Non-Executive Director including Independent Director:

The Company has laid down the criteria for making payments to the Non- Executive Directors.

The details of such criteria are available in the Remuneration Policy disseminated on the website of the Company [www.gyscoal.com](http://www.gyscoal.com)

**Details of remuneration of Directors for the year ended 31st March, 2019 are as under:**

Name of Directors	Salary & Perquisites (Rs. In Lacs)	Sitting Fee paid during FY – 2018-19		Commission	Total (Rs. In Lacs)	No. of Shares held during the year 2018-19
		Board Meeting	Committee Meeting			
Mr. Viral Shah	9.35	NIL	NIL	NIL	9.35	5,26,01,065
Mr. Zankarsinh Solanki	5.59	NIL	NIL	NIL	5.59	15,48,570
Mr. Sunil Talati	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Surendra Patel	NIL	NIL	NIL	NIL	NIL	NIL
Mrs. Bharti Dhanak	NIL	NIL	NIL	NIL	NIL	NIL



**9. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

**b. Composition:**

The present composition of the Stakeholders Relationship Committee and Meetings attended by them during the financial year 2018-19 ended on 31st March, 2019, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2018-19	
			Held	Attended
Mr. Surendra Patel	Chairman	Independent & Non Executive Director	4	4
Mr. Sunil H. Talati	Member	Independent & Non Executive Director	4	4
Mr. Viral Shah	Member	Executive Director	4	4

**c. Meetings of Stakeholders Relationship Committee**

Four (4) Stakeholders Relationship Committee Meetings were held during the year 2018-19 on 28/05/2018, 13/08/2018, 03/11/2018 and 13/02/2019.

**9.3 Terms of Reference**

The terms of reference of the Stakeholders Relationship Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of the Stakeholders Relationship Committee shall include, but shall not be restricted, to the following:

1. Efficient transfer of shares, including review of cases for refusal of transfer/ transmission of shares and debentures.
2. Redressal of shareholder and investors complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc.;
3. Issue of duplicate/Split/Consolidated Share Certificates;
4. Allotment and listing of Shares;
5. Review of cases for refusal of transfer/ transmission of Shares and Debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances;
7. To ensure proper and timely attendance and Redressal of investor queries and grievances;
8. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non receipt of annual report, non receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
9. Review of measures taken for effective exercise of voting rights by shareholders.
10. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
11. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**9.4 Investor Grievance Redressal:****Details of complaints received and redressed during the year:**

Number of complaints received and resolved during the year under review of the Company and its breakup for the year 2018-19 is as under:

Received From	Complaint Received	Complaint Resolved	Pending Complaints
Letters from Investors	NIL	NIL	NIL
N.S.E	NIL	NIL	NIL
B.S.E	NIL	NIL	NIL
SEBI Scores	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**10. GENERAL BODY MEETINGS****a) The last three Annual General Meetings were held as under:**

For the year Ended	Location	Date	Time	No. of Special Resolutions passed
31.03.2018	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	27.09.2018	10:30 A.M.	1
31.03.2017	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	28.09.2017	11.00 A.M.	2
31.03.2016	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	29.09.2016	11.00 A.M.	0

**b) Resolution passed through postal ballot**

During the year ended 31<sup>st</sup> March, 2019, company has not passed any resolution through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

**c) Extra-Ordinary General Meeting (EGM)**

There was no Extra-Ordinary General Meeting held during the year 2018-19.

**11. DISCLOSURES****1. Related Party Transaction:**

There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2018 – 2019. Full disclosure of related party transactions as per accounting standard 18 issued by The Institute of Chartered Accountants of India is given under Note No. 36 of Notes Forming part of accounts for the year ended on 31<sup>st</sup> March, 2019.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Regulations is as under:[www.gyscoal.com](http://www.gyscoal.com).

**2. Details of Compliance:**

The Board has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (ICSI Membership No. 5545 & CPN 3498), to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as "Annexure E" to Directors Report. NSE has imposed fine of Rs. 58,000/- to the Company in this regard.

Remark	Management Representation
The Company has not submitted the annual report to National Stock Exchange of India Limited within twenty one working days of it being approved and adopted in the Annual General Meeting.	Company has not submitted the annual report to National Stock Exchange of India Limited was on the basis of mishap and due to inadvertence and later we upload the same.

**3. Vigil Mechanism**

The Company believes in conducting its affairs in a fair and transparent manner to nurture professionalism, honesty, integrity and ethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

Such Protected Disclosures can be made through a phone call, email or in writing. The said Policy is amended from time to time and is also placed on the Company's website at:[www.gyscoal.com](http://www.gyscoal.com)

**4. Disclosure of material transactions**

In terms of Regulation 26(5) of the SEBI LODR Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received,



none of the officials in senior management team of the Company have personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

**5. Policies adopted during the year:**

During the Financial Year 2018-19, In compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has amended the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Insider Trading Code") and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code"), effective from 1st April, 2019.

The Insider Trading Code is aimed to avoid any insider trading and it is applicable to all the designated persons who are expected to have access to the unpublished price sensitive information relating to the Company. The Company lays down the guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing in shares of the Company. The Company has also adopted the policy for determination of legitimate purposes which forms part of Fair Disclosure Code.

The said "Code" is also been uploaded on the Company's website at :[www.gyscoal.com](http://www.gyscoal.com)

**6. Policy on Protection of Women against Sexual Harassment at Workplace:**

The Company strongly believes in providing a safe and harassment free workplace to all its employees. The Company continuously endeavours to create and provide an environment that enables women employees to work without fear of prejudice, gender bias and sexual harassment and/or any such orientation in implicit or explicit form. For this purpose, the Company has in place 'Policy of Protection of Women against Sexual Harassment at Work Place' and also formed Complaint Redressal Committees at various administrative units/ Offices.

During the Financial Year 2018-19, the Company received no complaint of sexual harassment.

**7. CEO / CFO Certification**

The Managing Director and CFO have submitted certificate, in terms of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, to the Board.

**8. Code of Conduct:**

The Code of Conduct adopted by the Company has been posted on the website of the Company. The Members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the Code of Conduct for the effective period.

**9. Mandatory & Non-Mandatory Clauses:**

The Company has complied with all mandatory requirements laid down by Listing Regulations. The non-mandatory requirements complied with have been disclosed at the relevant places.

**12. MEANS OF COMMUNICATIONS**

- a) **Financial Results:** The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'Financial Express' in English & Gujarati and are displayed on the website of the Company [www.gyscoal.com](http://www.gyscoal.com).
- b) **News Releases, Presentation etc.:** There were no News releases, press releases etc. made to the Institutional Investors or to analyst. The same are not displayed on the Company's website.
- c) **Website:** The Company's website [www.gyscoal.com](http://www.gyscoal.com) contains a separate dedicated section "Investor Relations" where shareholders information is available. The Annual Report of the Company is also available on the website in a downloadable form.

**13. GENERAL SHAREHOLDERS' INFORMATION****a) Date, Day, Time and Venue for holding 20<sup>th</sup> Annual General Meeting :**

30<sup>th</sup> September, 2019, 10:00 A.M. at Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist: Mehsana, Gujarat, 382830.

**b) Financial Year: 2019-2020 (Tentative)**

The financial year of the Company is 1 April to 31 March and financial results will be declared as per the following schedule.



Particulars	Tentative Schedule
Quarter ending 30 <sup>th</sup> June, 2019	On 14 <sup>th</sup> August, 2019
Quarter ending 30 <sup>th</sup> September, 2019	On or before 14 <sup>th</sup> November, 2019
Quarter ending 31 <sup>st</sup> December, 2019	On or before 14 <sup>th</sup> February, 2020
Quarter ending 31 <sup>st</sup> March, 2020	Within 60 days from 31 <sup>st</sup> March, 2020

- c) **Registered Office of the Company:** Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830
- d) **Corporate Office:** 2<sup>nd</sup> Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009
- e) **Listing Date:** 27<sup>th</sup> October, 2010
- f) **Financial Year:** Financial Year is 1<sup>st</sup> April to 31<sup>st</sup> March.
- g) **Dividend:** Nil
- h) **Book closure date:** The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 24<sup>th</sup> day of September, 2019 to Monday, 30<sup>th</sup> day of September, 2019 (both days inclusive) for the purpose of 20<sup>th</sup> Annual General Meeting.
- i) **Listing on Stock Exchanges:**

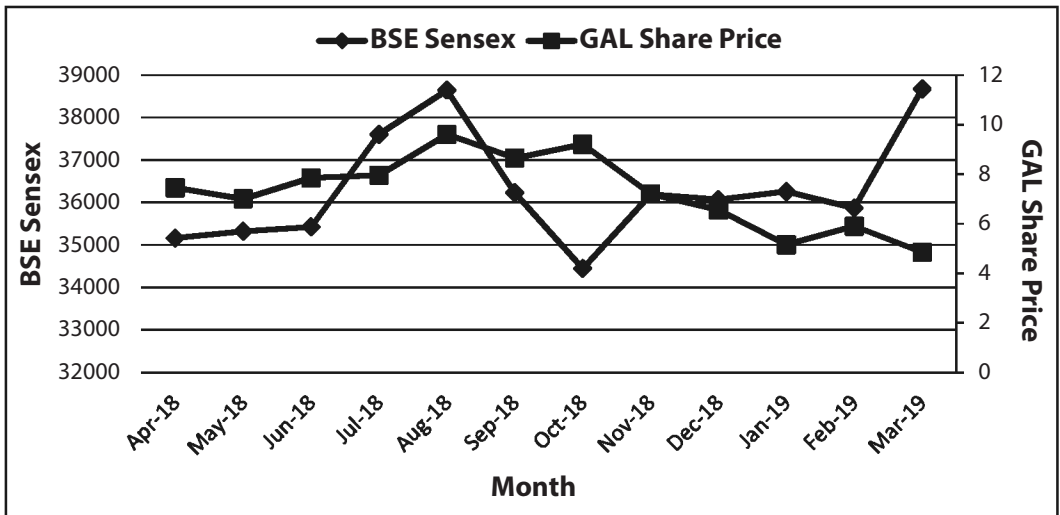
The Company's shares are listed on the following Stock Exchanges:

Name of Stock Exchange	Address	Code
Bombay Stock Exchange Limited	Floor 25, P. J Towers, Dalal Street, Mumbai - 400 001	533275
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	GAL

- Annual Listing Fees for the year 2019-20 has been paid by the Company to BSE and NSE
- ISIN of Equity Shares NSDL/CDSL is INE482J01021

- j) **Market Price Data and Performance of the share price of the Company in comparison to BSE and NSE:**

Month	BSE		NSE	
	Monthly High (₹)	Monthly Low (₹)	Monthly High (₹)	Monthly Low (₹)
Apr-18	8.68	6.15	8.15	6.05
May-18	7.79	6.81	7.70	6.90
Jun-18	8.80	6.05	8.75	6.25
Jul-18	8.24	5.60	8.10	5.65
Aug-18	10.55	7.15	10.45	7.20
Sep-18	10.80	8.65	10.80	8.65
Oct-18	9.29	7.56	9.20	7.45
Nov-18	9.55	6.75	9.60	7.00
Dec-18	7.73	6.40	7.70	6.25
Jan-19	7.24	4.81	7.05	4.70
Feb-19	6.34	4.52	6.20	4.60
Mar-19	6.18	4.56	6.00	4.55

**k) Performance in comparison to broad-based indices such as BSE Sensex.**

**l) Shareholding as on 31<sup>st</sup> March, 2019**
**(i) Shareholding Pattern Category wise as on 31<sup>st</sup> March, 2019**

Category	No. of shares held	% of holding
Promoters & Promoter Group	10,26,65,274	64.86
Other Corporate Bodies	84,94,238	5.36
HUF	39,68,983	2.50
Indian Public	4,00,71,419	25.31
Clearing Member	25,27,856	1.59
Foreign Nationals	5,40,790	0.32
NBFCs registered with RBI	6,000	0.00
Banks	1,000	0.00
<b>GRAND TOTAL</b>	<b>15,82,75,560</b>	<b>100.00</b>

**(ii) Distribution of Shareholding as on 31<sup>st</sup> March, 2019**

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
01 to 500	2,479	43.4075	4,99,427	0.3155
501 to 1000	1,112	19.4712	10,19,541	0.64420
1001 to 2000	780	13.6579	13,34,708	0.8433
2001 to 3000	284	4.9729	7,63,589	0.4824
3001 to 4000	140	2.4514	5,18,350	0.3275
4001 to 5000	196	3.4320	9,56,628	0.6044
5001 to 10000	291	5.0954	23,13,375	1.4616
10001 & above	429	7.5118	15,08,69,942	95.3211
<b>TOTAL</b>	<b>5,711</b>	<b>100</b>	<b>15,82,75,560</b>	<b>100</b>

**m) Dematerialization of Equity Shares and Liquidity:**

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2019. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

**Registrar & Transfer Agents: Link In time India Pvt. Ltd**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

**n) Share Transfer Procedure:**

As on 31st March, 2019, 99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories without intervention of the Company. For transfer of physical shares, the transfer document can be lodged with Link In time India Private Limited at the address mentioned in this Annual Report. The transfer of shares in physical form is processed within 15 days from the date of receipt, if the documents are complete in all respects. Shareholders /Investors Grievance & Share Transfer Committee is empowered to approve transfer. All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R & T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Regulation 40(9) of the Listing Regulations with the Stock Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. The Company files copy of these certificates with the stock exchange as required.

**o) Outstanding GDRs / ADRs / Warrants / any other convertible instruments**

The Company does not have any outstanding instruments of the captioned type.

**p) Address of Correspondence:**

The shareholders may address their communications /suggestions / grievances /queries to:

**Ms. Bhavika Sharma**

Company Secretary & Compliance Officer

Gyscoal Alloys Limited

Corp. Office: 2<sup>nd</sup> Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009

Phone: 079-26574878 Fax: 079-26579387 Email: investors@gyscoal.com Website: www.gyscoal.com

**M/s. Link Intime India Pvt. Ltd**

5th Floor, 506 to 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre,

Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad – 380009

Tel: +91-79- 26465179 Fax : +91-79-26465179 Email id:-ahmedabad@linkintime.co.in

**q) Site Location:** Gyscoal Alloys Ltd., Plot No. 2/3 GIDC Ubkhal, Kukarwada, Vijapur, District - Mehsana, Gujarat**r) Outstanding GDRs /ADR s / Warrants or any convertible instrument, conversion and likely impact on equity:** NIL**s) Electronic Voting:**

Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 20th Annual General Meeting will be made through electronic voting. The electronic voting ("E-Voting") period will be from 9.00 a.m. on 27th September, 2019 to 5.00 p.m. on 29th September, 2019, both days inclusive.

**t) Disclosure of material transactions**

In terms of Regulation 26(5) of the SEBI LODR Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received, none of the officials in senior management team of the Company have personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

**u) Disclosures of the Compliance with corporate governance under Regulations 17 to 27 of the SEBI LODR Regulations except those which are already disclosed elsewhere in this report:****i. Orderly succession to Board and Senior Management:**

The Board had satisfied itself that in the event of a requirement for addition/succession at the Board level or in the Senior Management, there is a process in place.

**ii. Information supplied to the Board**

The Board is presented with relevant information on various matters related to the working of the Company, especially those which are critical and require deliberation for arriving at a decision or for resolving an issue. In addition to the items which are required to be placed before the Board for its noting and/or approval, information is properly provided on various significant matters.

In terms of quality and importance, the information supplied by the management to the Board of Directors of the Company is precise and provided with relevant details that is necessary for the directors to enable them to fulfil their duties. The Independent Directors of the Company expressed satisfaction on 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.

**iii. Compliance Certificate**

The MD and Whole time Director have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8), read with Part B of Schedule II to the SEBI LODR Regulations and the same is given in this Annual Report.

**iv. Report on Corporate Governance**

This section, read together with the information given in the Board's Report, Management Discussion and Analysis section and General Shareholder Information, constitute the compliance report on Corporate Governance during the year. The company submits the quarterly compliance report on regular basis to the stock exchanges as required under Regulation 27 of the SEBI LODR Regulations.

**v. Certificate from Practicing Company Secretary on compliance of Corporate Governance conditions**

The Company has obtained the Certificate from a Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI LODR Regulations along with Certificate to the effect that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

These Certificate(s) are annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.



**46(2)(b) TO (I) OF COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION LISTING REGULATION**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation</b>	<b>Compliance status Yes/ No/N.A</b>	<b>Compliance observed for the following</b>
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>➤ Composition</li> <li>➤ Meetings</li> <li>➤ Review of compliance report</li> <li>➤ Plans for orderly succession for appointments</li> <li>➤ Code of Conduct</li> <li>➤ Fees/compensation to Non –Executive Directors</li> <li>➤ Minimum information to be placed before the Board</li> <li>➤ Compliance Certificate</li> <li>➤ Risk assessment and management</li> <li>➤ Performance evolution of Independent Directors</li> </ul>
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>➤ Composition</li> <li>➤ Meetings</li> <li>➤ Power of the Committee</li> <li>➤ Role of the Committee and review of information by the Committee</li> </ul>
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>➤ Composition</li> <li>➤ Role of the Committee</li> </ul>
4.	Stakeholders' Relationship committee	20	Yes	<ul style="list-style-type: none"> <li>➤ Composition</li> <li>➤ Role of the Committee</li> </ul>
5.	Risk Management Committee	21	N.A.	<ul style="list-style-type: none"> <li>➤ Composition (Adopted Voluntarily)</li> <li>➤ Role of the Committee</li> </ul>
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>➤ Formulation of Vigil Mechanism for Directors and employees</li> <li>➤ Director access to Chairperson of Audit Committee</li> </ul>
7.	Related Party Transaction	23	Yes	<ul style="list-style-type: none"> <li>➤ Policy on Materiality of Related party Transactions and dealing with Related Party Transactions</li> <li>➤ Approval including omnibus approval of Audit Committee</li> <li>➤ Review of related Party Transactions</li> <li>➤ There were no Material RPT</li> </ul>
8.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> <li>➤ There was no material subsidiary of the Company and as a result the other compliance in respect of material subsidiary were not applicable</li> <li>➤ Review of financial statements of unlisted subsidiary by the Audit Committee</li> <li>➤ Significant transactions and arrangement of unlisted subsidiary</li> </ul>





<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation</b>	<b>Compliance status Yes/ No/N.A</b>	<b>Compliance observed for the following</b>
9.	Obligation with respect to Independent Directors	25	yes	<ul style="list-style-type: none"> <li>➤ Maximum Directorship and tenure</li> <li>➤ Meeting of Independent Directors</li> <li>➤ Familiarisation of Independent Directors</li> </ul>
10	Obligation with respect to Directors and Senior Managements	26	Yes	<ul style="list-style-type: none"> <li>➤ Memberships/Chairpersonship in Committees</li> <li>➤ Affirmation on Compliance of Code of Conduct by directors and Senior Management</li> <li>➤ Discloser of shareholding by Non- Executive Directors</li> <li>➤ Discloser by Senior Management about potential conflicts of interest</li> </ul>
11.	Other Corporate Governance requirements	27	yes	<ul style="list-style-type: none"> <li>➤ Compliance with discretionary requirements</li> <li>➤ Filing of quarterly compliance report on Corporate Governance</li> </ul>
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>➤ Terms and conditions for appointment of Independent Directors</li> <li>➤ Composition of various Committees of the Board of Directors</li> <li>➤ Code of Conduct of Board of Directors and Senior Management personnel</li> <li>➤ Details of establishment of Vigil Mechanism/ Whistle Blower policy</li> <li>➤ Policy on dealing with Related Party Transactions</li> <li>➤ Policy for determining material subsidiaries</li> <li>➤ Details of familiarisation programmes imparted to Independent Directors</li> </ul>

**v) Foreign exchange risk and hedging activities**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

w) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor are mentioned in notes to standalone financial statement Note No. 29.1 is ₹ 4,00,000/- for this Financial Year.

**14. GREEN INITIATIVE IN CORPORATE GOVERNANCE**

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of annual report through electronic means to those shareholders whose e-mail IDs are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories.

To support this green initiative of the Government, shareholders are requested to register their e-mail ID with the DPs, in case shares are held in dematerialized form and with the RTA, in case the shares are held in physical form and also intimate changes, if any, in their registered e-mail IDs to DPs / RTA/ Company from time to time.



**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
Gyscoal Alloys Limited

We have examined the compliance of conditions of Corporate Governance by Gyscoal Alloys Limited for the year ended 31<sup>st</sup> March, 2019 as stipulated in relevant regulation of Listing Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For, Chirag Shah and Associates  
Chirag Shah  
Partner  
FCS No.: 5545  
CP No.: 3498

Date : 14/08/2019  
Place : Ahmedabad



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
Gyscoal Alloys Limited,  
Plot No. 2/3 GIDC Ubkhal, Kukarwada,  
Tal. Vijapur, Dist. Mehsana Kukarwada  
Mahesana 382830

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GYSCOAL ALLOYS LIMITED** having CIN L27209GJ1999PLC036656 and having registered office at Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana Kukarwada Mahesana 382830. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name Of Director</b>	<b>DIN</b>	<b>Date Of Appointment In Company</b>
1.	Mr. Viral Mukundbhai Shah	00014182	29.09.1999
2.	Mr. Zankarsinh Kishorsinh Solanki	00014226	01.02.2002
3.	Mrs. Bharti Ashwinkumar Dhanak	03568121	15.10.2014
4.	Mr. Surendra Chhaganlal Patel	05171249	29.09.2012
5.	Mr. Sunil Talati Himatlal	00621947	18.02.2008

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Chirag Shah and Associates  
Chirag Shah  
Partner  
FCS No.: 5545  
CP No.: 3498

Date : 14/08/2019  
Place : Ahmedabad

**CERTIFICATION BY MANAGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO)**

To  
The Board of Directors  
Gyscoal Alloys Limited,  
2nd Floor, Mrudul Tower,  
B/H Times of India, Ashram Road,  
Navrangpura, Ahemdabad, 380009, Gujarat.

We, Viral M Shah, Managing Director and Zankarsinh K. Solanki, CFO – Chief Financial Officer of the Company M/s. Gyscoal Alloys Limited, hereby certify that for the financial year ending 31<sup>st</sup> March, 2019:

- A. They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We further certify that we have indicated to the auditors and the Audit committee:
- (1) There have been no significant changes in internal control over financial reporting during the year;
  - (2) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Ahmedabad  
Date : 14/08/2019

Viral M Shah  
Managing Director  
DIN – 00014182

Zankarsinh K. Solanki  
Chief Financial Officer

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTOR AND SENIOR MANAGEMENT PERSONNEL**

To  
The Member of M/S. Gyscoal Alloys Limited,

I, Viral M Shah, Chairman & Managing Director, declare that all the Board Members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the period from 1st April, 2018 to 31st March, 2019.

For, Gyscoal Alloys Limited

Place : Ahmedabad  
Date : 14/08/2019

Viral M Shah  
Managing Director  
DIN - 00014182



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## INDEPENDENT AUDITOR'S REPORT

TO,  
THE MEMBERS,  
GYSCOAL ALLOYS LTD.

### Report on the Audit of Standalone Financial Statements

#### Opinion

1. We have audited the accompanying standalone financial statements of Gyscoal Alloys Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity 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.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended then ended.

#### Basis for opinion

3. 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 Act 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

4. 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.

**Assessment of contingent liabilities relating to litigations and claims See Note 21 to the standalone financial statements**

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p>The Company has material uncertain tax positions including matters under dispute relating to direct tax and indirect tax which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgements and estimates in relation to the issues and exposures. Whether the liability is inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>• We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities.</li><li>• Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management.</li><li>• We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities.</li><li>• We discussed the status and potential exposures in respect of significant litigation and claims with the Company's management including their views on the likely outcome of each litigation, claim and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors.</li><li>• We assessed the adequacy of disclosures made.</li><li>• We discussed the status in respect of significant provisions with the Company's management.</li><li>• We performed retrospective review of management judgements relating to accounting estimate included in the financial statement of prior year and compared with the outcome.</li></ul>

**Write off of Investment in Subsidiary Company as exceptional item See Note 38 to the standalone financial statements**

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p>The company has written off the investment made in its subsidiary company in Thailand "Thai-Indo Steel Company Limited" because the said subsidiary company was dissolved as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is ₹566.74 lacs which has been charged to Profit &amp; Loss Account as Exceptional Item.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>• We obtained dissolution certificate of the said subsidiary company from the management.</li><li>• We are informed by the management that the said subsidiary company got dissolved in Thailand as it could not be able to start its operation there since last many years.</li><li>• We evaluate the decision of management to write off the investment in said subsidiary company as exceptional item in context of such liquidation and inability of the company to recover the amount of investment made.</li><li>• In absence of any financial statements and any other documents related to such subsidiary company, we relied upon the management's representation in this matter.</li><li>• We assessed the adequacy of disclosures made.</li></ul>

**Other Information**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors report, but does not include the financial statements and our auditor's report thereon.
6. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
7. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Responsibilities of management and those charged with governance for the financial statements**

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, 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 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.
9. 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. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the financial statements**

10. 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements 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.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. 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.
14. 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 matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on other legal and regulatory requirements**

15. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
16. 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity 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.
  - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".





- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21 to the financial statements;
  - ii) The Company has no long-term contracts as at March 31, 2019 for which there were no material foreseeable losses. The Company did not have any long term derivative contracts as at March 31, 2019;
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
  - iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**N. S. Patel**

Partner  
Membership No. 151799

Place : Ahmedabad  
Date : May 30, 2019

**Annexure A to Independent Auditor's Report****Referred to in paragraph 15 of the Independent Auditor's Report of even date to the members of Gyscoal Alloys Limited on the standalone financial statements as of and for the year ended March 31, 2019**

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that:

(i) (a) **Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;**

The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

(b) **Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;**

As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

(c) **Whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;**

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) **Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;**

In our opinion the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.

(iii) **Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so,**

(a) **Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;**

(b) **Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;**

(c) **If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;**

The Company has not granted any loan to any party listed in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(iii) of the Order is not applicable.

(iv) **In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.**

As informed to us, the Company has not granted and loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186. Accordingly, paragraph 3(iv) of the Order is not applicable.



- (v) **In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?**

As informed to us, the Company has not accepted any deposit from public. Accordingly, paragraph 3(v) of the Order is not applicable.

- (vi) **Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.**

We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) **Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;**

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues to the appropriate authorities during the period. **However, in some cases such statutory dues are paid after its due dates along with interest during the year.**

According to the information and explanations given to us, no undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues applicable to it, were in arrears, as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they became payable.

- (b) **Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).**



According to the information and explanations given to us, the disputed statutory dues aggregating ₹ 11,677.18 lacs that have not been deposited on account of disputed matter pending before appropriate authorities are as under :

<b>Sr. No.</b>	<b>Name of the Statute</b>	<b>Nature of the Dues</b>	<b>Amount ₹ in Lacs</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
1.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	49.48	2006-07	Appeal is still to be admitted with Gujarat Value Added Tax Tribunal, Ahmedabad
2.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	4.73	2006-07	
3.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	37.47	2007-08	
4.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	280.49	2007-08	
5.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	1.71	2008-09	
6.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1070.84	2008-09	
7.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	2505.25	2009-10	
8.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	2.45	2009-10	
9.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	2794.09	2010-11	Gujarat Value Added Tax Tribunal, Ahmedabad
10.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	6.77	2010-11	
11.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1520.74	2011-12	
12.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	17.12	2011-12	
13.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1580.40	2012-13	
14.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	4.32	2012-13	
15.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1684.12	2013-14	Appeal is still to be admitted with Gujarat Value Added
16.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	4.40	2013-14	
<b>Total</b>			<b>11564.38</b>		
₹ 127.00 lacs has already been paid to get stay orders against above demands.					
17	The Income Tax Act, 1961	Income Tax, Interest	42.35	2011-12	ITAT, Ahmedabad
Original Demand was of ₹ 89.80 lacs against which ₹47.45 lacs has been paid and provision of balance amount of ₹ 42.35 lacs has been made by the company.					
18	The Income Tax Act, 1961	Income Tax, Interest	70.45	2014-15	CIT (Appeal), Ahmedabad
<b>Total</b>			<b>112.80</b>		
<b>Grand Total</b>			<b>11677.18</b>		



- (viii) **Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).**

In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions, banks or debenture holders during the year, details of which are as under :

Sr. No.	Name of the Bank	Default made since	Defaulted principal amount outstanding as on Balance Sheet Date Amount ₹ in Lacs	Defaulted interest amount outstanding as on Balance Sheet Date Amount ₹ in Lacs (up to 31/03/2019)	Remarks
1.	<b>State Bank of India</b> Stressed Assets Management Branch 2 <sup>nd</sup> Floor, Opp V.S. Hospital, Ellisbridge, Ahmedabad. Cash Credit A/c No. 61137449344	28/01/2016	949.31	417.24	As all these Accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts.
2.	<b>State Bank of India</b> Stressed Assets Management Branch 2 <sup>nd</sup> Floor, Opp V.S. Hospital, Ellisbridge, Ahmedabad. Cash Credit A/c No. 65084267769	28/07/2015	2500.00	1190.73	
3.	<b>UCO Bank</b> Ashram Road Branch, Ahmedabad Cash Credit A/c No. 19980500007002	May-16	2948.69	1030.06	
4.	<b>UCO Bank</b> Kukarvada Branch, Kukarvada. Cash Credit A/c No. 28390510000137	May-16	101.20	36.17	

- (ix) **Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;**

In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of initial public offer / further public offer (including debt instruments) and the term loans during the year for the purposes for which they were raised.

- (x) **Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;**

To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the company or any fraud on the Company by its officers or employees was noticed or reported during the period.



- (xi) **Whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) **Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;**

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

- (xiii) **Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;**

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) **whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;**

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

- (xv) **Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;**

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

- (xvi) **Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.**

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For, SAURABH R. SHAH & CO.**

Chartered Accountants

Firm Reg. No. 127176W

**N. S. Patel**

Partner

Membership No. 151799

Place : Ahmedabad

Date : May 30, 2019

**Annexure B to Independent Auditor's Report**

**Referred to in paragraph 16(f) of the Independent Auditor's Report of even date to the members of Gyscoal Alloys Limited on the standalone financial statements for the year ended March 31, 2019**

**Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of section 143 of the Act**

1. We have audited the internal financial controls with reference to financial statements of Gyscoal Alloys Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's responsibility for Internal Financial Controls**

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

**Auditor's responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 with reference to financial statements.

**Meaning of Internal Financial Controls with reference to financial statements**

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements includes those policies and procedures that :
  - (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations 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 with reference to financial statements**

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

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, SAURABH R. SHAH & CO.**

Chartered Accountants

Firm Reg. No. 127176W

**N. S. Patel**

Partner

Membership No. 151799

Place : Ahmedabad

Date : May 30, 2019





## BALANCE SHEET AS AT MARCH 31, 2019

(₹ in Lacs)

Particulars	Note No.	As at	
		March 31, 2019	March 31, 2018
<b>A ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a Property, Plant and Equipment	6	3,426.50	3,986.41
b Financial Assets			
Investments	7	0.26	567.00
Other Financial Assets	8.1	248.38	227.24
c Deferred Tax Asset (Net)	31	586.29	453.56
d Other Non Current Assets	9.1	107.02	66.39
<b>Total Non-Current Assets</b>		<b>4,368.45</b>	<b>5,300.60</b>
<b>(2) Current Assets</b>			
a Inventories	10	3,329.47	4,198.05
b Financial Assets			
Investments			
Trade Receivables	11	11,021.54	11,200.07
Cash and Cash Equivalents	12	32.41	49.63
Loans	13	12.62	13.94
Other Financial Assets	8.2	56.66	6.45
c Income Tax Assets (Net)	31	0.33	0.00
d Other Current Assets	9.2	975.18	1,575.13
<b>Total Current Assets</b>		<b>15,428.21</b>	<b>17,043.27</b>
<b>Total Assets</b>		<b>19,796.66</b>	<b>22,343.87</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
a Equity Share Capital	14	1,582.76	1,582.76
b Other Equity	15	2,166.97	4,228.90
		<b>3,749.73</b>	<b>5,811.66</b>
<b>II LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.1	516.85	763.62
b Provisions	17.1	63.37	25.63
<b>Total Non-Current Liabilities</b>		<b>580.22</b>	<b>789.25</b>
<b>(2) Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.2	6,874.03	6,860.03
<b>Trade Payables due to</b>	18		
Micro & Small Enterprises		0.00	0.00
Other than Micro & Small Enterprise		5,198.09	3,870.41
Other Financial Liabilities	19	2,746.10	2,744.76
b Other Current Liabilities	20	637.80	2,238.34
c Provisions	17.2	10.69	4.93
d Current Tax Liabilities (Net)	31	0.00	24.49
<b>Total Current Liabilities</b>		<b>15,466.71</b>	<b>15,742.96</b>
<b>Total Equity and Liabilities</b>		<b>19,796.66</b>	<b>22,343.87</b>

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

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**Viral Shah**

Managing Director  
DIN - 00014182

**Zankarsinh Solanki**

Wholetime Director & CFO  
DIN - 00014226

**N. S. Patel**

Partner  
Membership No. 151799

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad

Date : 30-05-2019

Place : Ahmedabad

Date : 30-05-2019

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019**

(₹ in Lacs)

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I Revenue from Operations	22	14,790.30	9,516.40
II Other Income	23	669.05	15.77
<b>III Total Revenue ( I + II )</b>		<b>15,459.35</b>	<b>9,532.17</b>
<b>IV Expenses</b>			
a Cost of Materials Consumed	24	13,281.75	8,187.15
b Purchase of Stock-in-Trade		0.00	170.17
c Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	25	162.16	-833.14
e Employees Benefit Cost	26	610.81	439.53
f Finance Cost	27	660.43	1,020.24
g Depreciation and Amortisation Expenses	28	665.39	789.34
h Other Expenses	29	1,664.94	1,818.55
<b>Total Expenses</b>		<b>17,045.48</b>	<b>11,591.84</b>
<b>V (Loss) before exceptional items and tax (III - IV)</b>		<b>(1,586.13)</b>	<b>(2,059.67)</b>
VI Exceptional Items	38	566.74	0.00
<b>VII (Loss) before tax (V - VI)</b>		<b>(2,152.87)</b>	<b>(2,059.67)</b>
<b>VI Tax Expenses</b>	31		
a Current Tax		0.00	0.00
b Deferred Tax		(132.73)	(340.61)
c Adjustment of Earlier Year Tax		9.68	62.25
		<b>(123.05)</b>	<b>(278.36)</b>
<b>IX (Loss) after Tax (VII - VII)</b>		<b>(2,029.82)</b>	<b>(1,781.31)</b>
<b>X Other Comprehensive Income</b>			
<b>A Items that will not be reclassified to profit or loss</b>			
Remeasurement of Defined Benefit Obligations		(32.10)	23.61
<b>Total Comprehensive Income (IX + X)</b>		<b>(2,061.92)</b>	<b>(1,757.70)</b>
<b>Earning per Equity Share of face value of ₹ 1/- each</b>			
Basic	(In ₹)	(1.30)	(1.11)
Diluted	(In ₹)	(1.30)	(1.11)

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

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**Viral Shah**

Managing Director  
DIN - 00014182

**Zankarsinh Solanki**

Wholetime Director & CFO  
DIN - 00014226

**N. S. Patel**

Partner  
Membership No. 151799

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad

Date : 30-05-2019

Place : Ahmedabad

Date : 30-05-2019

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019**

(₹ in Lacs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>(A) Cash Flow from Operating Activities :</b>		
<b>Net Loss before Tax</b>	<b>(1,586.14)</b>	<b>(2,059.68)</b>
<b>Adjustments for :</b>		
Depreciation	665.39	789.34
Interest Income	(14.80)	(15.77)
Interest expenses	649.90	1,011.30
Investment in Subsidiary Company Written off	(566.74)	0.00
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	(32.10)	23.61
<b>Operating Profit Before Working Capital Changes</b>	<b>(884.48)</b>	<b>(251.18)</b>
<b>Adjustments for:</b>		
Non-current/current financial and other assets	489.29	116.89
Trade Receivables	178.53	2,183.26
Inventories	868.58	(197.69)
Non-current/current financial and other liabilities/provisions	(214.02)	267.80
<b>Cash Generated from/(used in) Operating Activities</b>	<b>437.89</b>	<b>2,119.07</b>
Direct Taxes Paid (Net)	(34.51)	(70.72)
<b>Nat Cash from Operating Activities (A)</b>	<b>403.39</b>	<b>2,048.35</b>
<b>(B) Cash Flow from Investing Activity :</b>		
Purchase of property, plant and equipments	(105.48)	(197.95)
Non-Current Investments Written off	566.74	0.00
Interest Received	14.80	15.77
<b>Net Cash form Investing Activities (B)</b>	<b>476.06</b>	<b>(182.18)</b>
<b>(C) Cash Flow from Financial Activities :</b>		
Proceeds /(Repayment) of Long Term Borrowings (Net)	(246.77)	(892.73)
Interest Paid	(649.90)	(1,011.30)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(896.67)</b>	<b>(1,904.03)</b>
<b>Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)</b>	<b>(17.23)</b>	<b>(37.87)</b>
Add : Opening Cash & Bank Balances	49.63	87.50
<b>Closing Cash &amp; Bank Balances</b>	<b>32.41</b>	<b>49.63</b>

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**Chartered Accountants  
Firm Reg. No. 127176W**N. S. Patel**Partner  
Membership No. 151799Place : Ahmedabad  
Date : 30-05-2019**Viral Shah**Managing Director  
DIN - 00014182**Bhavika Sharma**

Company Secretary

Place : Ahmedabad  
Date : 30-05-2019**Zankarsinh Solanki**Wholetime Director & CFO  
DIN - 00014226



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

<b>A Equity Share Capital</b>		(In ₹ Lacs)		
<b>Year to Date</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>		
Balance at the beginning of reporting period	1,582.76	1,582.76		
Changes during the year	0.00	0.00		
<b>Balance at the end of reporting period</b>	<b>1,582.76</b>	<b>1,582.76</b>		
<b>B Other Equity</b>		(In ₹ Lacs)		
<b>Particulars</b>	<b>Reserves and Surplus</b>			<b>Total</b>
	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Retained Earnings</b>	
<b>Balance as at April 01, 2018</b>	5,260.14	7.45	(1,038.69)	4,228.90
(Loss) for the year	0.00	0.00	(2,029.83)	(2,029.83)
Items of OCI for the year	0.00	0.00	0.00	0.00
Remeasurement of Defined Benefit Obligations	0.00	0.00	(32.10)	(32.10)
Total Comprehensive Income for the year	0.00	0.00	(2,061.93)	(2,061.93)
<b>Balance as at March 31, 2019</b>	<b>5,260.14</b>	<b>7.45</b>	<b>(3,100.62)</b>	<b>2,166.97</b>
Balance as at April 01, 2017	5,260.14	7.45	719.00	5,986.59
(Loss) for the year	0.00	0.00	(1,781.31)	(1,781.31)
Items of OCI for the year	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Remeasurement of Defined Benefit Obligations	0.00	0.00	23.61	23.61
Total Comprehensive Income for the Year	0.00	0.00	(1,757.70)	(1,757.70)
<b>Balance as at March 31, 2018</b>	<b>5,260.14</b>	<b>7.45</b>	<b>(1,038.70)</b>	<b>4,228.90</b>

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

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**N. S. Patel**

Partner  
Membership No. 151799

Place : Ahmedabad  
Date : 30-05-2019

**Viral Shah**

Managing Director  
DIN - 00014182

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad  
Date : 30-05-2019

**Zankarsinh Solanki**

Wholetime Director & CFO  
DIN - 00014226

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****1 Company Information**

Gyscoal Alloys Limited (the 'Company') is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana - 382 830. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The company is engaged in the manufacturing of SS products. The financial statements are approved for issue by the company's Board of Directors on May 30, 2019.

**2 Basis of Preparation****2.1 Statement of Compliance****(i) Compliance with Indian Accounting Standards (Ind AS)**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

**(ii) Historical Cost Convention**

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities
- ii) Defined Benefit Plans - Plan Assets

**(iii) New and Amended Standards adopted by the Company**

Ind AS 115, Revenue from Contracts with Customers

The Company has adopted Ind AS 115, Revenue from Contracts with Customers, effective April 1, 2018, on a modified retrospective basis, applying the standard to all contracts that are not completed as such date. The adoption of Ind AS 115 did not have any significant financial impact and accordingly, no adjustments are made to the amounts recognised in the financial statements.

**(iv) Current and 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 Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**2.2 Functional and Presentation Currency**

Indian rupee is the functional and presentation currency.

**2.3 Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**3 Significant Accounting Policies****3.1 Revenue Recognition**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

**3.1.1 Sale of Goods**

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

**3.1.2 Sale of Services**

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the rendering of promised services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

**3.1.3 Export Incentive**

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

**3.1.4 Job Work**

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

**3.1.5 Other Income****a Interest Income**

Interest income is recognized using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**b Dividend income**

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**c Gain or loss on derecognition of Financial Assets**

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

**d All other Incomes are recognised and accounted for on accrual basis****3.2 Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

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

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

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2016 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**3.3 Financial Instruments****3.3.1 Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

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 or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

### 3.3.2 Subsequent Measurement

#### a Non-derivative financial instruments

##### i Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### ii Financial assets measured at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### iii Financial assets measured at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognized as other income in the Statement of Profit or Loss.

##### iv Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

##### v Investment in subsidiaries, associate and joint ventures

Investments in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

#### b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

### 3.3.3 De-recognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

### 3.3.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

## 3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.



The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are 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 prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### **3.5 Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### **3.5.1 Current Tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### **3.5.2 Deferred Tax**

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition

of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

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

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.5.3 Minimum Alternate Tax ('MAT')**

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

## **3.6 Impairment**

### **3.6.1 Financial assets other than investments in subsidiary and associates**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss.

### **3.6.2 Financial assets – investment in subsidiary and associates**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in statement of profit and loss.

**3.6.3 Non financial assets - Tangible assets**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are 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.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**3.7 Borrowing Costs**

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

**3.8 Employee Benefits**

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

**3.9 Provisions**

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### **3.10 Contingent Liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

### **3.11 Contingent Asset**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

### **3.12 Foreign Currency**

#### **a Initial recognition**

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

#### **b Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

#### **c Exchange difference**

All exchange differences are recognized as income or as expenses in the year in which they arise.

### **3.13 Cash and cash equivalent**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **3.14 Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

### **3.15 Inventories**

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing

the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

### **3.16 Lease**

#### **(i) As a lessee**

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

#### **(ii) As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### **3.17 Segment Reporting**

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

### **3.18 Cash Flow Statement**

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **3.19 Events after reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

#### **4 Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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

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

#### **5 Application of new and revised Ind AS's**

##### **(a) Ind As 116 – Leases**

On 30 March 2019, the Ministry of Corporate Affairs (MCA) notified Ind AS 116, Leases as part of the Companies (Indian Accounting Standards) Amendment Rules, 2019. Ind AS 116 replaces existing standard on leases i.e. Ind AS 17, Leases with effect from accounting periods beginning on or after 1 April 2019.

Ind AS 116 will affect primarily the accounting by lessees and will result in the recognition of almost all leases on balance sheet. The standard removes the current distinction between operating and finance leases and requires recognition of the right-of-use asset and a lease liability to pay rentals for virtually all lease contracts. An optional exemption exists for short-term and low-value leases.

Where a contract meets Ind AS 116's definition of a lease, lease agreements will give rise to the recognition of a non-current asset representing the right to use the leased item, and a lease liability for future lease payables.

In the Statement of Profit and Loss, lessees will have to present interest expense on the lease liability and depreciation on the right-of-use asset. In the cash flow statement, cash payments for the principal portion of the lease liability and its related interest are classified within financing activities. Payments for short-term leases, leases of low-value assets and variable lease payments not included in the measurement of the lease liability are presented within operating activities.

The company does not expect these amendments to have any significant impact on its financial statements.

##### **(b) Other amendments**

On March 30, 2019, the Ministry of Corporate Affairs (MCA) notified certain other amendments to Indian Accounting Standards (Ind AS), as below, as part of the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. These other amendments come into force on 1 April 2019.

- (i) Appendix C, 'Uncertainty over Income Tax Treatments', to Ind AS 12, 'Income Taxes' - The appendix explains how to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or



the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

- (ii) Plan Amendment, Curtailment or Settlement – Amendments to Ind AS 19, 'Employee Benefits'
  - The amendments to Ind AS 19 clarify the accounting for defined benefit plan amendments, curtailments and settlements. The Company must:
    - calculate the current service cost and net interest for the remainder of the reporting period after a plan amendment, curtailment or settlement by using the updated assumptions from the date of the change;
    - any reduction in a surplus should be recognised immediately in profit or loss either as part of past service cost, or as a gain or loss on settlement. In other words, a reduction in a surplus must be recognised in profit or loss even if that surplus was not previously recognised because of the impact of the asset ceiling; and
    - separately recognise any changes in the asset ceiling through other comprehensive income.
- (iii) Ind AS 12, 'Income Taxes' - The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.
- (iv) Ind AS 23, 'Borrowing Costs' - The amendments clarify that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

The effective date for adoption of amendments as per Companies (Indian Accounting Standards) Second Amendment Rules, 2019 is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and is in the process of evaluating the impact on account of above amendment on its financial statements and will accordingly consider the same from period beginning April 1, 2019.



6 Property, Plant and Equipment

(In ₹ Lacs)

Particulars	Factory Land	Building - Factory	Building - Office	Furniture	Office Equipments	Plant & Machinery	Vehicles	Computers	Total
<b>Gross Carrying Value</b>									
As on April 01, 2017	103.66	874.06	61.98	22.42	25.58	4,268.34	140.55	1.37	5,497.95
Additions during the year	0.00	57.66	4.83	4.69	4.87	118.83	4.18	2.90	197.95
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2018</b>	<b>103.66</b>	<b>931.72</b>	<b>66.81</b>	<b>27.11</b>	<b>30.45</b>	<b>4,387.17</b>	<b>144.73</b>	<b>4.27</b>	<b>5,695.90</b>
Additions during the year	0.00	7.02	0.18	1.30	1.04	94.96	0.00	0.98	105.48
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2019</b>	<b>103.66</b>	<b>938.74</b>	<b>66.99</b>	<b>28.41</b>	<b>31.49</b>	<b>4,482.13</b>	<b>144.73</b>	<b>5.25</b>	<b>5,801.38</b>
Accumulated Depreciation									
As on April 01, 2017	0.00	78.80	2.92	5.88	5.47	781.74	44.93	0.41	920.15
Depreciation charged during the year	0.00	79.90	2.96	4.94	10.03	659.83	29.85	1.84	789.34
Accumulated Depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2018</b>	<b>0.00</b>	<b>158.70</b>	<b>5.88</b>	<b>10.82</b>	<b>15.50</b>	<b>1,441.57</b>	<b>74.78</b>	<b>2.25</b>	<b>1,709.49</b>
Depreciation charged during the year	0.00	73.88	2.91	4.40	6.73	554.82	21.28	1.38	665.39
Accumulated Depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2019</b>	<b>0.00</b>	<b>232.58</b>	<b>8.79</b>	<b>15.22</b>	<b>22.23</b>	<b>1,996.39</b>	<b>96.06</b>	<b>3.63</b>	<b>2,374.88</b>
<b>Net Carrying Value</b>									
As on April 01, 2017	103.66	795.26	59.06	16.54	20.11	3,486.60	95.61	0.96	4,577.80
As on March 31, 2018	103.66	773.02	60.92	16.30	14.95	2,945.60	69.94	2.02	3,986.41
<b>AS on March 31, 2019</b>	<b>103.66</b>	<b>706.16</b>	<b>58.20</b>	<b>13.19</b>	<b>9.26</b>	<b>2,485.74</b>	<b>48.67</b>	<b>1.62</b>	<b>3,426.50</b>





## 7 Investments

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Investments carried at cost</b>		
<b>In Subsidiary Company</b>		
Equity shares - Unquoted		
Thai Indo Steel Co. Ltd. - partly-paid upto 25% (9,18,000 shares of ₹ 100/- each)	0.00	566.74
<b>In Associate</b>		
Equity shares - Unquoted		
Goldman Hotels & Resorts Pvt. Ltd. - fully paid-up (2600 shares of ₹ 10/- each)	0.26	0.26
<b>Total</b>	<b>0.26</b>	<b>567.00</b>
Aggregate amount of unquoted investments	0.26	567.00
Aggregate amount of impairment in value of investments	0.00	0.00

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved as it did not have operation since last many years. The total financial impact of liquidation of the said subsidiary company is ₹566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item.

## 8 Other Financial Assets

## 8.1 Non-Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Security Deposits	128.69	114.07
Fixed Deposits with the Bank having maturity more than 12 months and given as margin money	119.69	113.17
<b>Total Non-Current</b>	<b>248.38</b>	<b>227.24</b>

## 8.2 Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Interest Receivable	6.66	6.45
Advance for Borrowing to be taken over	50.00	0.00
<b>Total Current</b>	<b>56.66</b>	<b>6.45</b>
<b>Total Other Financial Assets</b>	<b>305.04</b>	<b>233.69</b>

Out of the NPA Working Capital Loan Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12<sup>th</sup> February, 2018. The company has paid ₹50 lacs as advance to the said ARC which is shown above under Current Other Financial Assets.

## 9 Other Assets

## 9.1 Non Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Capital Advances	107.02	66.39
<b>Total Non-Current</b>	<b>107.02</b>	<b>66.39</b>



## 9.2 Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>a Advances other than Capital Advances</b>		
Prepaid Expenses	2.20	1.80
Advances to Suppliers and Others	357.60	830.32
<b>b Others</b>		
Balance with Revenue Authorities	615.38	743.01
<b>Total Current</b>	<b>975.18</b>	<b>1,575.13</b>
<b>Total Other Assets</b>	<b>1,082.20</b>	<b>1,641.52</b>

## 10 Inventories

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Raw Material	1,418.18	2,124.61
Finished Goods	1,911.29	2,073.44
<b>Total</b>	<b>3,329.47</b>	<b>4,198.05</b>

## 11 Trade Receivables

Particulars	As at	
	March 31, 2019	March 31, 2018
Unsecured, Considered Good	11,021.54	11,200.07
Doubtful	0.00	0.00
<b>Total</b>	<b>11,021.54</b>	<b>11,200.07</b>
Dues from company where directors are interested (included above)	0.00	0.00

## 12 Cash and Cash Equivalents

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>a Balance with Bank</b>		
In Current Accounts	8.67	22.60
<b>b Cash on Hand</b>	<b>23.74</b>	<b>27.03</b>
<b>Total</b>	<b>32.41</b>	<b>49.63</b>

## 13 Loans

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Unsecured, considered good</b>		
To employees	12.54	13.74
To others	0.08	0.20
<b>Total</b>	<b>12.62</b>	<b>13.94</b>

**14 Equity Share Capital****14.1 Authorised Capital**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
27 00 00 000 Equity Shares of ₹ 1 each <sup>(1)</sup>	2,700.00	2,700.00
(27 00 00 000 Equity Shares of ₹ 1 each) <sup>(2)</sup>		
(1) Represents number of shares as at March 31, 2019		
(2) Represents number of shares as at April 01, 2018		
<b>Issued, subscribed and fully paid-up equity Shares</b>		
15 82 75 560 Equity shares of ₹ 1 each <sup>(1)</sup>	1,582.76	1,582.76
(15 82 75 560 Equity shares of ₹ 10 each) <sup>(2)</sup>		
	<b>1,582.76</b>	<b>1,582.76</b>

<sup>(1)</sup> Represents number of shares as at March 31, 2019<sup>(2)</sup> Represents number of shares as at April 01, 2018**14.2 Reconciliation of number of shares outstanding**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
At the beginning of the period	1,582.76	1,582.76
Changes during the year	0.00	0.00
At the end of the year	1,582.76	1,582.76

**14.3 Rights, preferences and restrictions attached to shares**

The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 1. Each holder of equity share is entitled to one vote per share.

Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**14.4 Details of shareholders holding more than 5% shares in the Company:**

(In ₹ Lacs)

Name of Shareholder	March 31, 2019		March 31, 2018	
	No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral Shah	518.71	32.77%	520.54	32.89%
General Capital and Holding Company Pvt. Ltd.	0.00	0.00%	153.85	9.72%
Giraben Kishorsinh Solanki	141.57	8.94%	141.57	8.94%
Sampati Securities Limited	336.60	21.27%	147.41	9.31%

**15 Other Equity** (In ₹ Lacs)

Particulars	31-03-2019	31-03-2018
Securities Premium	5,260.14	5,260.14
General Reserve	7.45	7.45
Retained Earnings	(3,100.62)	(1,038.70)
<b>Total</b>	<b>2,166.97</b>	<b>4,228.90</b>

**Description of Reserves**

- (a) **Securities Premium** : The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Act.
- (b) **General Reserve** : The General Reserve comprises of transfer of profits from retained earnings for appropriation purpose. The reserve can be distributed/utilised by the Company in accordance with the provisions of the Act.
- (c) **Retained Earnings** : This represent the amount of accumulated earnings of the Company.

**15.1 Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

**Summary of Quantitative Data is given hereunder:** (In ₹ Lacs)

Particulars	31-03-2019	31-03-2018
Equity	1,582.76	1,582.76
Other Equity	2,166.97	4,228.90
<b>Total</b>	<b>3,749.73</b>	<b>5,811.66</b>

**16 Borrowings****16.1 Non Current** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Secured</b>		
<b>Term Loans</b>		
From Others	0.00	36.53
<b>Unsecured</b>		
Loans from Related Parties	516.85	727.09
<b>Total Non-Current</b>	<b>516.85</b>	<b>763.62</b>

**16.1.1 Details of securities**

Term loans are secured by way of hypothecation of respective vehicles.

**16.1.2 Terms of repayment** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
1 to 2 year	0.00	36.53
2 to 3 year	0.00	0.00
3 to 5 year	0.00	0.00
More than 5 years	516.85	727.09



## 16.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Secured</b>		
Working capital loan from Banks	6,499.20	6,499.20
<b>Unsecured</b>		
Loan from Related Parties	374.83	360.83
<b>Total Current</b>	<b>6,874.03</b>	<b>6,860.03</b>
<b>Total Borrowings</b>	<b>7,390.88</b>	<b>7,623.65</b>

## 16.2.1 Details of securities

Working capital loans from Banks are secured by way of hypothecation of Raw Materials, Work-in-Process, Finished Goods, Stores & Spares, Book Debts etc., and by way of second charge on Company's immovable properties.

Working capital loans are guaranteed by some of the directors of the Company as well as corporate guarantee of other group companies.

## 16.2.2 Details of default in repayment of working capital loan from banks :

(In ₹ Lacs)

Name of the Bank	Default made since	Principal default as at	
		March 31, 2019	March 31, 2018
<b>State Bank of India</b>			
A/c No. 61137449344	December 2015	949.31	949.31
A/c No. 65084267769	July 2015	2,500.00	2,500.00
<b>Uco Bank</b>			
A/c No. 19980500007002	May 2016	2,948.69	2,948.69
A/c No. 28390510000137	May 2016	101.20	101.20
<b>Total</b>		<b>6,499.20</b>	<b>6,499.20</b>

Name of the Bank	Default made since	Interest default as at	
		March 31, 2019	March 31, 2018
<b>State Bank of India</b>			
A/c No. 61137449344	December 2015	417.24	331.81
A/c No. 65084267769	July 2015	1,190.73	965.73
<b>Uco Bank</b>			
A/c No. 19980500007002	May 2016	1,030.06	761.13
A/c No. 28390510000137	May 2016	36.17	27.06
<b>Total</b>		<b>2,674.20</b>	<b>2,085.73</b>

As all the above accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at 9% and shown under the other financial liabilities.

Out of the above NPA Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12<sup>th</sup> February, 2018.

16.2.3 The default was neither remedied nor the terms of the loans payable were renegotiated, before the financial statements were approved for issue.

**17 Provisions****17.1 Non current**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Provision for Employee Benefits	63.37	25.63
<b>Total</b>	<b>63.37</b>	<b>25.63</b>

**17.2 Current**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Provision for Employee Benefits	10.69	4.93
<b>Total</b>	<b>10.69</b>	<b>4.93</b>
<b>Total Provisions</b>	<b>74.06</b>	<b>30.56</b>

**18 Trade Payables**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Micro and Small Enterprises*	0.00	0.00
Other suppliers	5,198.09	3,870.41
<b>Total</b>	<b>5,198.09</b>	<b>3,870.41</b>

\* Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

A	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
B	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
C	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
D	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
E	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
F	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	---	---
G	Further interest remaining due and payable for earlier years		

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management, which has been relied up on by the auditors.

**19 Other Financial Liabilities** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Current Maturities of Long-Term Debt	36.53	35.54
Interest Accrued and Due	2,674.20	2,085.72
Payables for Property Plant and Equipment	35.37	617.58
Credit Balance in Bank Account	0.00	5.92
<b>Total</b>	<b>2,746.10</b>	<b>2,744.76</b>

**20 Other Current Liabilities** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Advance from customers	620.89	2,221.79
Statutory Dues	16.91	16.55
<b>Total</b>	<b>637.80</b>	<b>2,238.34</b>

**21 Contingent Liabilities and commitments** (In ₹ Lacs)

Contingent Liabilities	March 31, 2019	March 31, 2018
Claims against the Company not acknowledged as debt		
Disputed Income tax matters	70.45	70.45
Disputed VAT and CST matters	11,436.87	9,778.35
<b>Total</b>	<b>11,507.32</b>	<b>9,848.80</b>

**21.1** It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/ authorities.

**21.2** The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

**21.3** There has been a Supreme Court (SC) judgement dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any.

**22 Revenue from operations** (In ₹ Lacs)

Particulars	2018-19	2017-18
Sale of Products	13,842.42	9,221.25
Sale of Service	879.38	261.19
Other Operating Revenues	68.50	33.96
<b>Total</b>	<b>14,790.30</b>	<b>9,516.40</b>

**22.1** Disaggregation of revenue as mention as above



<b>23 Other income</b>	(In ₹ Lacs)	
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Interest from Financial Asset measured at Amortised Cost	14.80	15.77
Other Non-Operating Income (Net of Expenses)	654.25	0.00
<b>Total</b>	<b>669.05</b>	<b>15.77</b>

<b>24 Cost of Material Consumed</b>	(In ₹ Lacs)	
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Imported	602.69	435.67
Indigenous	12,679.06	7,751.48
<b>Total</b>	<b>13,281.75</b>	<b>8,187.15</b>

<b>25 Changes in inventories of finished goods, stock-in-process &amp; stock-in-trade</b>	(In ₹ Lacs)	
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
<b>Finished Goods / Stock-in-Trade</b>		
Inventories (at commencement)	2,073.44	1,240.30
Inventories (at close)	1,911.28	2,073.44
<b>Net Decrease in Inventories</b>	<b>162.16</b>	<b>-833.14</b>

<b>26 Employee Benefit Cost</b>	(In ₹ Lacs)	
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Salaries and Wages	594.15	425.33
Contribution to Provident & Other Funds	16.39	13.91
Staff Welfare Expenses	0.27	0.29
<b>Total</b>	<b>610.81</b>	<b>439.53</b>

<b>27 Finance costs</b>	(In ₹ Lacs)	
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Interest Expenses on Financial Liabilities carried at Amortized Cost	651.45	1,013.51
Other Borrowing Costs	8.98	6.73
<b>Total</b>	<b>660.43</b>	<b>1,020.24</b>

<b>28 Depreciation and Amortisation Expenses</b>	(In ₹ Lacs)	
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Depreciation on Property, Plant & Equipment	665.39	789.34
Amortisation on Intangible Assets	0.00	0.00
<b>Total</b>	<b>665.39</b>	<b>789.34</b>





29 Other expenses	(In ₹ Lacs)	
Particulars	2018-19	2017-18
Freight & Transportation Expenses	161.09	104.99
Insurance	2.54	3.29
Jobwork Charges	4.52	60.60
Labour Charges	96.59	182.80
Other Manufacturing Expenses	24.03	31.62
Power & Fuel	930.28	834.31
Repairs to Building	4.08	14.42
Repairs to Machinery	2.70	3.83
Stores & Spares	94.47	57.49
Advertisement Expenses	1.22	29.76
Other Selling & Distribution Expenses	76.92	10.43
Packing, Clearing & Forwarding Charges	100.00	86.39
Bad Debt Written Off	0.00	181.27
Charity & Donations	2.45	3.80
Computer Expenses	0.86	1.00
Exchange Fluctuation (Net)	0.00	28.80
General Expenses	16.54	18.53
Legal & Professional Fees	51.38	22.68
Other Repairs	1.06	2.02
Payment to Auditors	4.00	4.00
Power & Fuel - Office	9.41	8.88
Rate & Taxes	1.71	64.25
Stationery & Postage Expenses	6.32	6.01
Telephone Expenses	7.89	10.45
Travelling Expenses	57.70	40.70
Vehicle Expenses	7.18	6.23
<b>Total</b>	<b>1,664.94</b>	<b>1,818.55</b>

29.1 Payment to auditors as :	(In ₹ Lacs)	
Particulars	2018-19	2017-18
Statutory Audit Fees	3.00	3.00
Tax Audit Fees	0.50	0.50
Certification and Consultation Fees	0.50	0.50
<b>Total</b>	<b>4.00</b>	<b>4.00</b>

**30 Employee Benefits****30.1 Defined Contribution Plans**

Details of amount recognized as expenses during the year for the defined contribution plans.

(In ₹ Lacs)

Particulars	2018-19	2017-18
Contribution to Provident Funds	15.47	12.88
Contribution to ESIC	0.89	1.01
Contribution to Labour welfare fund	0.03	0.02
<b>Total</b>	<b>16.39</b>	<b>13.91</b>

**30.2 Defined Benefit Plan - Gratuity****Information about the characteristics of defined benefit plan**

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	$15 / 26 \times \text{Salary} \times \text{Past Service Years}$
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of ₹ 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

**30.3** The company is responsible for the governance of the plan.

**30.4 Risk to the Plan**

Following are the risk to which the plan exposes the entity:

**A Actuarial Risk:**

There is a risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse Salary Growth Experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**B Investment Risk:**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**C Liquidity Risk:**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

**D Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**E Legislative Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is made effective.

**30.5 Reconciliation of defined benefit obligations**

Particulars	(In ₹ Lacs)	
	2018-19	2017-18
Defined benefit obligations as at beginning of the year	30.56	45.61
Current service cost	9.03	5.03
Interest cost	2.37	3.53
Actuarial Loss/(Gain) due to change in financial assumptions	1.85	(0.52)
Actuarial Loss/(Gain) due to change in demographic assumptions	0.00	0.00
Actuarial Loss/(Gain) due to experience	30.25	(23.09)
Benefits Paid	0.00	0.00
<b>Defined benefit obligations as at end of the year</b>	<b>74.06</b>	<b>30.56</b>

**30.6 Reconciliation of Plan Assets**

Particulars	(In ₹ Lacs)	
	2018-19	2017-18
Plan Asset as at beginning of the year	0.00	0.00
Interest Income	0.00	0.00
Return on plan assets excluding interest income	0.00	0.00
Contributions by employer	0.00	0.00
Benefits paid	0.00	0.00
<b>Plan Asset as at end of the year</b>	<b>0.00</b>	<b>0.00</b>

**30.7 Funded Status**

Particulars	(In ₹ Lacs)	
	As at	
	March 31, 2019	March 31, 2018
Present Value of Benefit Obligation at the end of the Period	(74.06)	(30.56)
Fair Value of Plan Assets at the end of the Period	0.00	0.00
<b>Funded Status / Deficit</b>	<b>(74.06)</b>	<b>(30.56)</b>

**30.8 Net amount Charged to Statement of Profit and Loss for the period** (In ₹ Lacs)

Particulars	March 31, 2019	March 31, 2018
Current service cost	9.03	5.03
Net Interest cost	2.37	3.53
<b>Net amount recognized Statement of Profit and Loss</b>	<b>11.40</b>	<b>8.56</b>

**30.9 Net amount Recognized to Other Comprehensive Income for the period** (In ₹ Lacs)

Particulars	2018-19	2017-18
Actuarial (Gains)/Losses on Obligation For the Period	32.10	(23.61)
Return on plan assets excluding interest income	0.00	0.00
<b>Amounts recognized in Other Comprehensive Income</b>	<b>32.10</b>	<b>(23.61)</b>

**30.10 Actuarial Assumptions**

Particulars	2018-19	2017-18
Discount Rate	7.75%	7.75%
Salary Growth Rate	6.00%	6.00%
Withdrawal Rate	-	-
Withdrawal Rate - (18 to 30 years)	5.00%	5.00%
Withdrawal Rate - (30 to 44 years)	-	3.00%
Withdrawal Rate - (44 to 58 years)	-	2.00%

**30.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation****2018-19**

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	(in ₹ Lacs)	%	(in ₹ Lacs)	%
Discount Rate	+/- 1.00%	(5.64)	-8%	6.55	9%
Salary Growth Rate	+/- 1.00%	6.60	9%	(5.78)	-8%
Withdrawal rate	+/- 1.00%	0.67	1%	(0.78)	-1%

**30.12 Maturity Profile of the Defined Benefit Obligation**

Projected Benefits Payable in Future Years From the Date of Reporting

For the Year ended on March 31,	(in ₹ Lacs)	%
2019-2020	10.69	12.25%
2020-2021	7.02	8.04%
2021-2022	8.99	10.30%
2022-2023	3.84	4.40%
2023-2024	3.72	4.26%
2024 onwards	53.02	60.75%

**31 Income Tax Expense****31.1 Income Tax Expense in the statement of profit and loss comprises of:** (In ₹ Lacs)

Particulars	2018-19	2017-18
Income Tax	0.00	0.00
Related to adjustments of earlier year tax	9.68	62.25
<b>Current Income Tax</b>	<b>9.68</b>	<b>62.25</b>
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary difference	-132.73	-340.61
<b>Total Deferred Tax</b>	<b>-132.73</b>	<b>-340.61</b>
<b>Income Tax Expense / (Income)</b>	<b>-123.05</b>	<b>-278.36</b>

**31.2 The details of Income Tax Assets and Liabilities and Deferred Tax Liabilities as at March 31, 2019 and March 31, 2018 are as under :**

Particulars	(In ₹ Lacs)	
	As at March 31, 2019	As at March 31, 2018
Income Tax Assets - Current	0.33	0.00
Income Tax Liabilities - Current	0.00	24.49
<b>Deferred Tax Assets</b>	<b>586.29</b>	<b>453.56</b>

**31.3 A reconciliation of the Income Tax Provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :**

Particulars	(In ₹ Lacs)	
	2018-19	2017-18
Accounting Profit Before Tax	-1,586.14	-2,059.68
Normal Tax Rate	30.900%	30.900%
<b>Tax Liability on Accounting Profit</b>	<b>0.00</b>	<b>0.00</b>
<b>Current Tax Expenses : (A)</b>	<b>0.00</b>	<b>0.00</b>
<b>Relating to adjustments of earlier year taxes : (B)</b>	9.68	62.25
Deferred Tax		
Relating to origination and reversal of temporary difference	-132.73	-340.61
<b>Deferred Tax Expenses / (Income) : (C)</b>	<b>-123.05</b>	<b>-278.36</b>
<b>Total Income Tax Expense : (A + B + C)</b>	<b>-123.05</b>	<b>-278.36</b>

**31.4** There is no change in the applicable tax rates compared to previous accounting period.

**31.5 Details of each type of recognized temporary differences and unused tax credits**

(In ₹ Lacs)

Particulars	March 31, 2019	March 31, 2018
<b>Deferred tax liability on</b>		
Property, plant and equipment	128.26	210.99
<b>Total Deferred tax liability</b>	<b>128.26</b>	<b>210.99</b>
<b>Deferred tax asset on</b>		
Pre-operative Expenses	0.00	10.62
Interest Accrued and not paid on NPA Borrowings	695.29	644.49
Provision for Gratuity	19.26	9.44
<b>Total Deferred tax asset</b>	<b>714.55</b>	<b>664.55</b>
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>-586.29</b>	<b>-453.56</b>

**31.6 Details of deferred tax assets not recognized in balance sheet**

(In ₹ Lacs)

Deferred tax assets on	March 31, 2019	March 31, 2018
Unused tax losses - Related to Depreciation	642.09	475.97
Unused tax losses - Expired on March 31, 2024	13.00	13.00
Unused tax losses - Expired on March 31, 2026	112.82	112.82
Unused tax losses - Expired on March 31, 2027	206.77	0.00
Unused MAT tax credit - Expired on March 31, 2030	21.83	21.83

**32 Financial Instruments****Disclosure of Financial Instruments by Category**

As at March 31, 2019

(In ₹ Lacs)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial Asset</b>						
Investment	7	0.00	0.00	0.26	0.26	0.26
Other Financial Assets	8	0.00	0.00	305.04	305.04	305.04
Trade Receivables	11	0.00	0.00	11,021.54	11,021.54	11,021.54
Cash and Cash Equivalents	12	0.00	0.00	32.41	32.41	32.41
Loans	13	0.00	0.00	12.62	12.62	12.62
<b>Total Financial Assets</b>		<b>0.00</b>	<b>0.00</b>	<b>11,371.87</b>	<b>11,371.87</b>	<b>11,371.87</b>
<b>Financial liability</b>						
Borrowings	16	0.00	0.00	7,390.88	7,390.88	7,390.88
Trade Payables	18	0.00	0.00	5,198.09	5,198.09	5,198.09
Other Financial Liabilities	19	0.00	0.00	2,746.10	2,746.10	2,746.10
<b>Total Financial Liabilities</b>		<b>0.00</b>	<b>0.00</b>	<b>15,335.07</b>	<b>15,335.07</b>	<b>15,335.07</b>



As at March 31, 2018

(In ₹ Lacs)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial Asset</b>						
Investment	7	0.00	0.00	567.00	567.00	567.00
Other Financial Assets	8	0.00	0.00	233.69	233.69	233.69
Trade Receivables	11	0.00	0.00	11,200.07	11,200.07	11,200.07
Cash and Cash Equivalents	12	0.00	0.00	49.63	49.63	49.63
Loans	13	0.00	0.00	13.94	13.94	13.94
<b>Total Financial Assets</b>		<b>0.00</b>	<b>0.00</b>	<b>12,064.33</b>	<b>12,064.33</b>	<b>12,064.33</b>
<b>Financial liability</b>						
Borrowings	16	0.00	0.00	7,623.65	7,623.65	7,623.65
Trade Payables	18	0.00	0.00	3,870.41	3,870.41	3,870.41
Other Financial Liabilities	19	0.00	0.00	2,744.76	2,744.76	2,744.76
<b>Total Financial Liabilities</b>		<b>0.00</b>	<b>0.00</b>	<b>14,238.82</b>	<b>14,238.82</b>	<b>14,238.82</b>

### 33 Fair Value Measurement of Financial Asset and Financial Liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

### 34 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

#### A Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

##### i Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.



**The Company's exposure to interest rate risk is as follows :** (In ₹ Lacs)

Particulars	Impact on Profit and Loss after Tax	
	March 31, 2019	March 31, 2018
<b>Liability</b>		
Working Capital Loan - from Banks (Including Interest Accrued thereon)	9,173.39	8,584.91
	<b>9,173.39</b>	<b>8,584.91</b>
Particulars	Impact on Profit and Loss after Tax	
	March 31, 2019	March 31, 2018
Interest Rate increase by 0.50 basis point	31.69	29.66
Interest Rate decrease by 0.50 basis point	(31.69)	(29.66)

## ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

**The Company's exposure to Foreign Currency Risk is as follows:**

Particulars	Currency		March 31, 2019	March 31, 2018
<b>Financial Assets</b>				
Trade Receivables	USD	in Lacs	131.68	150.82
	EURO	in Lacs	5.35	1.60
	INR	in Lacs	9,524.18	9,939.54
<b>Financial Liabilities</b>				
Trade Creditors	USD	in Lacs	1.40	1.54
	INR	in Lacs	96.84	100.40
<b>Net Asset/(Liability)</b>				
USD in INR		in Lacs	8,468.34	9,709.84
EURO in INR		in Lacs	431.33	129.30

**Sensitivity analysis** (In ₹ Lacs)

Particulars	Impact on profit / loss before tax	
	March 31, 2019	March 31, 2018
INR / USD rate changes favourably by 2%	169.37	194.20
INR / USD rate changes unfavourably by 2%	(169.37)	(194.20)
INR / EURO rate changes favourably by 2%	8.63	2.59
INR / EURO rate changes unfavourably by 2%	(8.63)	(2.59)

## B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.





The following are the contractual maturities of financial liabilities (In ₹ Lacs)

As at March 31, 2019	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,390.88	6,874.03	0.00	0.00	516.85
Trade Payables	5,198.09	5,198.09	0.00	0.00	0.00
Other Financial Liabilities	2,746.10	2,746.10	0.00	0.00	0.00
	<b>15,335.07</b>	<b>14,818.22</b>	<b>0.00</b>	<b>0.00</b>	<b>516.85</b>

As at March 31, 2018	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,623.65	6,860.03	36.53	0.00	727.09
Trade Payables	3,870.41	3,870.41	0.00	0.00	0.00
Other Financial Liabilities	2,744.76	2,744.76	0.00	0.00	0.00
	<b>14,238.82</b>	<b>13,475.20</b>	<b>36.53</b>	<b>0.00</b>	<b>727.09</b>

### C Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from cash and cash equivalent and other financial assets is limited as the counterparties are banks and mainly Government companies respectively.

The maximum exposure to the credit risk at the reporting date from trade receivables is as under :

Particulars	March 31, 2019	March 31, 2018
Trade Receivable	11,021.54	11,200.07

### 35 Earning Per Share

Sr. No.	Particulars	Units	2018-19	2017-18
1	Net Profit	₹ in Lacs	(2,061.93)	(1,757.70)
2	Weighted Average of Equity Shares outstanding	Nos. in Lacs	1,582.76	1,582.76
3	Basic and Diluted Earning Per Share of ₹ 1 each	₹ in Lacs	(1.30)	(1.11)


**36 Related Parties Disclosure :**
**36.1 List of Related Parties & Relationship:**

Sr. No.	Particulars	Name of the Related Parties
1	Subsidiary Company	Thai Indo Steel Co. Ltd. *
2	Associate Company	Goldmen Hotels and Resorts Pvt. Ltd. * <sup>(1)</sup>
3	Key Managerial Personnel (KMP)	Mr. Viral M. Shah
		Mr. Zankarsinh K. Solanki
		Miss. Bhavika Sharma
4	Relatives of Key Managerial Personnel	Mrs. Giraben Solanki
		Mrs. Mona Shah
		Mrs. Dipali Shah
		Mrs. Sarojben M. Shah
		Mrs. Dhara Z. Solanki
5	Enterprises overwhich KMP having significant influence	Sampati Securities Ltd.
		Torque Automotive Pvt. Ltd
		Long View Financial Services Pvt. Ltd

\* No transaction done during the year

<sup>(1)</sup>With effect from 4-11-2016

**36.2 Transactions with Related Parties :**

(In ₹ Lacs)

Particulars	KMP		Relatives of KMP		Enterprises overwhich KMP having significant influence		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>1 Liabilities</b>								
Loan taken	15.37	14.12	0.00	0.00	2,588.56	830.66	2,603.93	844.78
Loan Repayment	15.37	14.12	0.00	0.00	2,849.20	1,685.06	2,864.57	1,699.19
<b>2 Assets</b>								
Loan Given	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Expenses</b>								
Interest Expense	0.00	0.00	0.00	0.00	56.00	63.88	56.00	63.88
Directors' remuneration	14.94	14.94	0.00	0.00	0.00	0.00	14.94	14.94
Employee Benefit Expense	11.05	8.08	10.64	10.64	0.00	0.00	21.70	18.72
Godown Rent	0.00	0.00	0.00	0.40	0.00	0.00	0.00	0.40
<b>3 Outstanding Balances</b>								
<b>Liabilities</b>								
Loans Payable	341.81	341.81	19.03	19.03	516.85	727.09	877.69	1,087.92



## 36.3 Disclosure of material transactions with Related Party:

(In ₹ Lacs)

Sr. No.	Particulars	2018-19	2017-18
<b>1</b>	<b>Loan Transactions</b>		
<b>1.1</b>	<b>With KMP</b>		
	<b>Loan Taken from</b>		
	Viral M. Shah	8.31	7.06
	Zankarsinh K. Solanki	7.06	7.06
		<b>15.37</b>	<b>14.12</b>
	<b>Loan repaid to</b>		
	Viral M. Shah	8.31	7.06
	Zankarsinh K. Solanki	7.06	7.06
		<b>15.37</b>	<b>14.12</b>
<b>1.2</b>	<b>With enterprises over which KMP having significant influence</b>		
	<b>Loan taken from</b>		
	Sampati Securities Ltd.	2,588.56	767.60
	Torque Automotive Pvt. Ltd	0.00	63.06
		<b>2,588.56</b>	<b>830.66</b>
	<b>Loan repaid to</b>		
	Sampati Securities Ltd.	2,849.20	1,622.00
	Torque Automotive Pvt. Ltd	0.00	63.06
		<b>2,849.20</b>	<b>1,685.06</b>
<b>2</b>	<b>Expenses</b>		
<b>2.1</b>	<b>Interest Expenses</b>		
	Sampati Securities Ltd.	56.00	63.88
		<b>56.00</b>	<b>63.88</b>
<b>2.2</b>	<b>Director's remuneration</b>		
	Viral M. Shah	9.35	9.35
	Zankarsinh K. Solanki	5.59	5.59
		<b>14.94</b>	<b>14.94</b>
<b>2.3</b>	<b>Employee Benefit Expenses</b>		
	Mr. Kalpesh R. Patel	7.29	8.08
	Miss. Bhavika Sharma	3.77	0.00
		<b>11.06</b>	<b>8.08</b>
	<b>Employee Benefit Expenses</b>		
	Mona Shah	2.87	2.87
	Giraben Solanki	4.22	4.22
	Dipali Shah	1.91	1.91
	Dhara Z. Solanki	1.63	1.63
		<b>10.63</b>	<b>10.63</b>



		(In ₹ Lacs)	
Sr. No.	Particulars	2018-19	2017-18
<b>2.4</b>	<b>Godown Rent</b>		
	Mona Shah	0.00	0.20
	Dhara Z. Solanki	0.00	0.20
		<b>0.00</b>	<b>0.40</b>
<b>3</b>	<b>Balance outstanding</b>		
	<b>Loan payable</b>		
	Giraben Solanki	19.03	19.03
	Viral M. Shah	33.38	33.38
	Zankarsinh K. Solanki	308.43	308.43
	Sampati Securities Ltd.	516.85	727.09
		<b>877.69</b>	<b>1,087.93</b>

### 36.4 Compensation of Key Managerial Personnel of the Company (In ₹ Lacs)

Particulars	2018-19	2017-18
Short Term Employee Benefits	26.00	14.94
Post employment benefits	0.00	0.00
Termination Benefits	0.00	0.00
Share Based Payments	0.00	0.00

**36.5** The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

**36.6** The related party balances outstanding are routine in nature as per ordinary course of business.

## 37 Segment Informations

**37.1** The Company is engaged in the business of manufacturing of S.S. Products. As there is only one reportable segment, the company has not given segment information.

### 37.2 Information about major customers

There are four customers (three in 2017-18) who individually accounted for revenue more than 10% of total revenue of the company.

		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
<b>Revenue from such customers</b>			
Customer attributing highest revenue	2,756.56	1,423.74	
Customer attributing second highest revenue	2,642.33	1,416.75	
Customer attributing third highest revenue	2,269.51	1,164.91	
Customer attributing fourth highest revenue	2,121.01	0.00	

**38 Exceptional Items - Investment in Subsidiary Written off**

(In ₹ Lacs)

Particulars	2018-19	2017-18
Investment in Subsidiary Company Written off	566.74	0.00
	<b>566.74</b>	<b>0.00</b>

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is ₹ 566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item.

**39 Details of Loan given, Investment made and Guarantee given pursuant section 186 (4) of the Companies Act, 2013 :**

Loans given and investments made are given under the respective heads. Loans have been utilized by the recipients for their business purpose. There are no corporate guarantees given by the company in respect of loans as at March 31, 2019.

**40** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications / disclosures.

**41** As the company is not covered under the provision of Section 135 of the Companies Act, 2013, details of CSR is not required to be given.

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**N. S. Patel**

Partner  
Membership No. 151799

Place : Ahmedabad  
Date : 30-05-2019

**Viral Shah**

Managing Director  
DIN - 00014182

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad  
Date : 30-05-2019

**Zankarsinh Solanki**

Wholetime Director & CFO  
DIN - 00014226



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**INDEPENDENT AUDITOR'S REPORT**

TO,  
THE MEMBERS,  
**GYSCOAL ALLOYS LTD.**

**Report on the Audit of Consolidated Financial Statements****Opinion**

1. We have audited the accompanying consolidated financial statements of Gyscoal Alloys Limited (hereinafter referred to as the "Parent Company") and its associate company (hereinafter together referred to as the "the Group") which comprise the consolidated Balance Sheet as at March 31, 2019, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records. (here in after referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

**Basis for opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub- paragraph 16 and 17 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

**Key audit matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Assessment of contingent liabilities relating to litigations and claims See Note 21 to the consolidated financial statements**

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p>The Company has material uncertain tax positions including matters under dispute relating to direct tax and indirect tax which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgements and estimates in relation to the issues and exposures. Whether the liability is inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>• We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities.</li><li>• Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management.</li><li>• We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities.</li><li>• We discussed the status and potential exposures in respect of significant litigation and claims with the Company's management including their views on the likely outcome of each litigation, claim and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors.</li><li>• We assessed the adequacy of disclosures made.</li><li>• We discussed the status in respect of significant provisions with the Company's management.</li><li>• We performed retrospective review of management judgements relating to accounting estimate included in the financial statement of prior year and compared with the outcome.</li></ul>

**Write off of Investment in Subsidiary Company as exceptional item See Note 38 to the consolidated financial statements**

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p>The company has written off the investment made in its subsidiary company in Thailand "Thai-Indo Steel Company Limited" because the said subsidiary company was dissolved as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is ₹ 566.74 lacs which has been charged to Profit &amp; Loss Account as Exceptional Item.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"><li>• We obtained dissolution certificate of the said subsidiary company from the management.</li><li>• We are informed by the management that the said subsidiary company got dissolved in Thailand as it could not be able to start its operation there since last many years.</li><li>• We evaluate the decision of management to write off the investment in said subsidiary company as exceptional item in context of such liquidation and inability of the company to recover the amount of investment made.</li><li>• In absence of any financial statements and any other documents related to such subsidiary company, we relied upon the management's representation in this matter.</li><li>• We assessed the adequacy of disclosures made.</li></ul>

**Other Information**

5. The Parent Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Board of Directors report, but does not include the consolidated financial statements and our auditor's report thereon.
6. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
7. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 16 and 17 below), we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Responsibilities of management and those charged with governance for the consolidated financial statements**

8. The Parent Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.
9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group and of its jointly ventures 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 Group or to cease operations, or has no realistic alternative but to do so.
10. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

**Auditor's responsibilities for the audit of the consolidated financial statements**

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. 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 consolidated 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, we are also responsible for expressing our opinion on whether the Parent company has adequate internal financial controls with reference to financial statements 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

16. The consolidated financial statements also include the Group's share of total comprehensive income (comprising of profit/ (loss) and other comprehensive income) of ₹NIL for the year ended March 31, 2019 as considered in the consolidated financial statements, in respect of one associate company (i.e. Goldman Hotels and Resorts Private Limited) whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management. These financial statements have not been prepared in accordance with Ind AS compliance but prepared in conformity with the accounting principles generally accepted in India. The Parent Company's management has converted the financial statements of such associate to the Ind AS complied financial statement. We have not audited these conversion adjustments made by the Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of this associate company, and our report in terms of section 143(3) of the act, in so far as it relates to the aforesaid associate company is based solely on the report of other auditors and the conversion adjustments prepared and certified by the management of the Company.



17. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information / conversion adjustments prepared and certified by the Management.

**Report on other legal and regulatory requirements**

18. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law maintained by the Parent Company, and its associate company incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors as well as the conversion adjustments prepared and certified by the management of the Company.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records maintained by the Parent Company and its associate company incorporated in India including relevant records relating to the preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2019 taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Group companies and associate company incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of internal financial controls with reference to financial statements of the Parent Company and its associate company in India and the operating effectiveness of such controls, refer to our separate report in **"Annexure A"**.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its associate company – Refer **Note 21** to the consolidated financial statements.
    - ii) The Group and its associate company have no long-term contracts as at March 31, 2019 for which there were no material foreseeable losses. The Group and its associate company did not have any long term derivative contracts as at March 31, 2019.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company and its associate company.
    - iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group and its associate company incorporated in India for the year ended March 31, 2019.

**For, SAURABH R. SHAH & CO.**  
Chartered Accountants  
Firm Reg. No. 127176W

Place : Ahmedabad  
Date : May 30, 2019

**N. S. Patel**  
Partner  
Membership No. 151799

**Annexure A to Independent Auditor's Report**

Referred to in paragraph 18(f) of the Independent Auditor's Report of even date to the members of Gyscoal Alloys Limited on the consolidated financial statements for the year ended March 31, 2019

**Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of section 143 of the Act**

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to financial statements of Gyscoal Alloys Limited (hereinafter referred to as "the Parent Company") and its associate company, which is company incorporated in India, as of that date.

**Management's responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Parent company, and associate company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the "Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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.

**Auditor's responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing 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 ICAI. 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

**Meaning of Internal Financial Controls with reference to financial statements**

6. A company's internal financial control with reference to financial statements 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 with reference to financial statements includes those policies and procedures that :
  - (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations 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 with reference to financial statements**

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

**Opinion**

8. In our opinion, the Parent Company, and its associate company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one associate company, which is company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India. Our opinion is not qualified in respect of this matter.

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**N. S. Patel**

Partner

Membership No. 151799

Place : Ahmedabad  
Date : May 30, 2019



**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019**

(₹ in Lacs)

Particulars	Note No.	As at	
		March 31, 2019	March 31, 2018
<b>A ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a Property, Plant and Equipment	6		
(i) Tangible Asset		3,426.50	4,022.20
(ii) Goodwill on Consolidation		0.00	138.54
b Financial Assets			
Investments	7	0.00	0.00
Other Financial Assets	8.1	248.38	237.68
c Deferred Tax Asset (Net)	31	586.29	453.56
d Other Non Current Assets	9.1	107.02	770.35
<b>Total Non-Current Assets</b>		<b>4,368.19</b>	<b>5,622.33</b>
<b>(2) Current Assets</b>			
a Inventories	10	3,329.47	4,198.05
b Financial Assets			
Investments			
Trade Receivables	11	11,021.54	11,200.07
Cash and Cash Equivalents	12	32.41	49.97
Loans	13	12.62	249.82
Other Financial Assets	8.2	56.66	6.45
c Income Tax Assets (Net)	31	0.33	0.00
d Other Current Assets	9.2	975.18	1,575.13
<b>Total Current Assets</b>		<b>15,428.21</b>	<b>17,279.49</b>
<b>Total Assets</b>		<b>19,796.40</b>	<b>22,901.82</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
a Equity Share Capital	14	1,582.76	1,582.76
b Other Equity	15	2,166.71	4,247.86
		<b>3,749.47</b>	<b>5,830.62</b>
Minority Interest		0.00	38.99
<b>II LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.1	516.85	763.62
b Provisions	17.1	63.37	25.63
c Deferred Tax Liabilities (Net)	31	0.00	0.00
<b>Total Non-Current Liabilities</b>		<b>580.22</b>	<b>789.25</b>
<b>(2) Current Liabilities</b>			
a Financial Liabilities			
Borrowings	16.2	6,874.03	7,360.03
<b>Trade Payables due to</b>	18		
Micro & Small Enterprises		0.00	0.00
Other than Micro & Small Enterprise		5,198.09	3,870.41
Other Financial Liabilities	19	2,746.10	2,744.76
b Other Current Liabilities	20	637.80	2,238.34
c Provisions	17.2	10.69	4.93
d Current Tax Liabilities (Net)	31	0.00	24.49
<b>Total Current Liabilities</b>		<b>15,466.71</b>	<b>16,242.96</b>
<b>Total Equity and Liabilities</b>		<b>19,796.40</b>	<b>22,901.82</b>

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

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**Viral Shah**

Managing Director  
DIN - 00014182

**Zankarsinh Solanki**

Wholtime Director & CFO  
DIN - 00014226

**N. S. Patel**

Partner  
Membership No. 151799

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad

Date : 30-05-2019

Place : Ahmedabad

Date : 30-05-2019



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in Lacs)

Particulars	Note No.	Year ended	Year ended
		March 31, 2019	March 31, 2018
I Revenue from Operations	22	14,790.30	9,516.40
II Other Income	23	669.05	15.77
<b>III Total Revenue (I + II)</b>		<b>15,459.35</b>	<b>9,532.17</b>
<b>IV Expenses</b>			
a Cost of Materials Consumed	24	13,281.75	8,187.15
b Purchase of Stock-in-Trade		0.00	170.17
c Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	25	162.16	(833.14)
e Employees Benefit Cost	26	610.81	439.53
f Finance Cost	27	660.43	1,020.24
g Depreciation and Amortisation Expenses	28	665.39	789.34
h Other Expenses	29	1,664.94	1,818.67
<b>Total Expenses</b>		<b>17,045.48</b>	<b>11,591.96</b>
<b>V (Loss) before exceptional items and tax (III - IV)</b>		<b>(1,586.13)</b>	<b>(2,059.79)</b>
VI Exceptional Items - Investment in Subsidiary Written off	38	566.74	0.00
<b>VII (Loss) before tax (V - VI)</b>		<b>(2,152.87)</b>	<b>(2,059.79)</b>
<b>VI Tax Expenses</b>	31		
a Current Tax		0.00	0.00
b Deferred Tax		(132.73)	(340.61)
c Adjustment of Earlier Year Tax		9.68	62.25
		<b>(123.05)</b>	<b>(278.36)</b>
<b>IX (Loss) after Tax (V - VI)</b>		<b>(2,029.82)</b>	<b>(1,781.43)</b>
<b>X Other Comprehensive Income</b>			
<b>A Items that will not be reclassified to profit or loss</b>			
Remeasurement of Defined Benefit Obligations		(32.10)	23.61
<b>B Items that will be reclassified to profit or loss</b>			
Foreign Currency Translation Reserve		0.00	43.48
		<b>(32.10)</b>	<b>67.09</b>
<b>Total Comprehensive Income (IX + X)</b>		<b>(2,061.92)</b>	<b>(1,714.34)</b>
<b>Loss after tax attributable to</b>			
Owners of the company		(2,029.82)	(1,781.42)
Non Controlling Interest		0.00	(0.01)
<b>Other Comprehensive Income attributable to</b>			
Owners of the company		(32.10)	63.61
Non Controlling Interest		0.00	3.49
<b>Total Comprehensive Income attributable to</b>			
Owners of the company		(2,061.92)	(1,717.81)
Non Controlling Interest		0.00	3.48
<b>Earning per Equity Share of face value of ₹ 1/- each</b>			
Basic	(In ₹)	(1.30)	(1.08)
Diluted	(In ₹)	(1.30)	(1.08)

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

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants

Firm Reg. No. 127176W

**Viral Shah**

Managing Director

DIN - 00014182

**Zankarsinh Solanki**

Wholetime Director & CFO

DIN - 00014226

**N. S. Patel**

Partner

Membership No. 151799

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad

Date : 30-05-2019

Place : Ahmedabad

Date : 30-05-2019



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

(₹ in Lacs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>(A) Cash Flow from Operating Activities :</b>		
<b>Net Loss before Tax</b>	<b>(1,586.14)</b>	<b>(2,059.79)</b>
<b>Adjustments for :</b>		
Depreciation	665.39	789.34
Adjustment for Subsidiary	21.38	0.00
Adjustment for Associate Company	(0.26)	0.00
Adjustment for Minority Interest	(38.99)	0.00
Investment in Subsidiary Company Written off	(566.74)	0.00
Foreign Currency Translation Expenses	(40.33)	43.48
Interest Income	(14.80)	(15.77)
Interest expenses	649.90	1,011.30
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	(32.10)	23.61
<b>Operating Profit Before Working Capital Changes</b>	<b>(942.69)</b>	<b>(207.83)</b>
<b>Adjustments for:</b>		
Non-current/current financial and other assets	1,439.58	25.20
Trade Receivables	178.53	2,183.26
Inventories	868.58	(197.69)
Non-current/current financial and other liabilities/provisions	(714.02)	316.05
<b>Cash Generated from/(used in) Operating Activities</b>	<b>829.98</b>	<b>2,118.99</b>
Direct Taxes Paid (Net)	(34.51)	(70.72)
<b>Nat Cash from Operating Activities (A)</b>	<b>795.47</b>	<b>2,048.27</b>
<b>(B) Cash Flow from Investing Activity :</b>		
Purchase of property, plant and equipments & Goodwill	68.84	(197.95)
Purchase of Non-Current Investments	0.00	0.00
Interest Received	14.80	15.77
<b>Net Cash form Investing Activities (B)</b>	<b>83.64</b>	<b>(182.18)</b>
<b>(C) Cash Flow from Financial Activities :</b>		
Proceeds from Issue of Equity Share Capital	0.00	0.00
Proceeds from Premium on Issue of Equity Share Capital (Net of Expenses)	0.00	0.00
Proceeds /(Repayment) of Long Term Borrowings (Net)	(246.77)	(892.73)
Repayment of Long Term Borrowings	0.00	0.00
Proceeds from Short Term Borrowings (Net)	0.00	0.00
Repayment of Short Term Borrowings	0.00	0.00
Interest Paid	(649.90)	(1,011.30)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(896.67)</b>	<b>(1,904.03)</b>
<b>Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)</b>	<b>(17.56)</b>	<b>(37.94)</b>
Add : Opening Cash & Bank Balances	49.97	87.92
<b>Closing Cash &amp; Bank Balances</b>	<b>32.41</b>	<b>49.97</b>

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**Chartered Accountants  
Firm Reg. No. 127176W**N. S. Patel**Partner  
Membership No. 151799

Place : Ahmedabad

Date : 30-05-2019

**Viral Shah**Managing Director  
DIN - 00014182**Bhavika Sharma**

Company Secretary

Place : Ahmedabad

Date : 30-05-2019

**Zankarsinh Solanki**Wholetime Director & CFO  
DIN - 00014226

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019****A Equity Share Capital** (In ₹ Lacs)

Year to Date	March 31, 2019	March 31, 2018
Balance at the beginning of reporting period	1,582.76	1,582.76
Changes during the year	0.00	0.00
<b>Balance at the end of reporting period</b>	<b>1,582.76</b>	<b>1,582.76</b>

**B Other Equity** (In ₹ Lacs)

Particulars	Reserves and Surplus			OCI	Total
	Securities Premium	General Reserve	Retained Earnings	Foreign Curr. Tra. Reserve	
<b>Balance as at April 01, 2018</b>	5,260.14	7.45	(1,060.06)	40.33	4,247.86
(Loss) for the year	0.00	0.00	(2,029.83)	0.00	(2,029.83)
Adjusted for Subsidiary	0.00	0.00	21.38	(40.33)	(18.96)
Shares of Associate Company Written off	0.00	0.00	(0.26)	0.00	0.00
Items of OCI for the year	0.00	0.00	0.00	0.00	0.00
Foreign Currency Translation reserve	0.00	0.00	0.00	0.00	0.00
Remeasurement of defined benefit obligations	0.00	0.00	(32.10)	0.00	(32.10)
Total comprehensive income for the year	0.00	0.00	(2,040.81)	(40.33)	(2,081.14)
<b>Balance as at March 31, 2018</b>	<b>5,260.14</b>	<b>7.45</b>	<b>(3,100.87)</b>	<b>0.00</b>	<b>2,166.71</b>
<b>Balance as at April 01, 2017</b>					
(Loss) for the year	5,260.14	7.45	697.75	0.34	5,965.68
Items of OCI for the year	0.00	0.00	(1,781.42)	0.00	(1,781.42)
Foreign Currency Translation reserve	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Remeasurement of defined benefit obligations	0.00	0.00	0.00	39.99	39.99
Total comprehensive income for the year	0.00	0.00	23.61	0.00	23.61
<b>Balance as at March 31, 2018</b>	<b>0.00</b>	<b>0.00</b>	<b>(1,757.81)</b>	<b>39.99</b>	<b>(1,717.82)</b>
	<b>5,260.14</b>	<b>7.45</b>	<b>(1,060.06)</b>	<b>40.33</b>	<b>4,247.86</b>

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

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**N. S. Patel**

Partner  
Membership No. 151799

Place : Ahmedabad  
Date : 30-05-2019

**Viral Shah**

Managing Director  
DIN - 00014182

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad  
Date : 30-05-2019

**Zankarsinh Solanki**

Wholetime Director & CFO  
DIN - 00014226





## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 1 Group overview

The consolidated financial statements (herein after referred to as “financial statements”) comprise financial statements of Gyscoal Alloys Limited (the Parent), its subsidiary and associate (collectively, the Group) for the year ended March 31, 2019.

The Parent is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana - 382 830.

The parent is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The parent is engaged in the manufacturing of SS products.

The financial statements are approved for issue by the company’s Board of Directors on May 30, 2019.

### 2 Basis of Preparation

#### 2.1 Statement of Compliance

##### (i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

##### (ii) Historical Cost Convention

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities
- ii) Defined Benefit Plans - Plan Assets

##### (iii) New and Amended Standards adopted by the Company

Ind AS 115, Revenue from Contracts with Customers

The Company has adopted Ind AS 115, Revenue from Contracts with Customers, effective April 1, 2018, on a modified retrospective basis, applying the standard to all contracts that are not completed as such date. The adoption of Ind AS 115 did not have any significant financial impact and accordingly, no adjustments are made to the amounts recognised in the financial statements.

##### (iv) Current and 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 Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### 2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

#### 2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**3 Significant Accounting Policies****3.1 Revenue Recognition**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

**3.1.1 Sale of Goods**

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

**3.1.2 Sale of Services**

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the rendering of promised services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

**3.1.3 Export Incentive**

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

**3.1.4 Job Work**

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

**3.1.5 Other Income****a Interest Income**

Interest income is recognized using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**b Dividend income**

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**c Gain or loss on derecognition of Financial Assets**

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

**d All other Incomes are recognised and accounted for on accrual basis****3.2 Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

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

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

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2016 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**3.3 Financial Instruments****3.3.1 Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

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 or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

### **3.3.2 Subsequent Measurement**

#### **a Non-derivative financial instruments**

##### **i Financial assets measured at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **ii Financial assets measured at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **iii Financial assets measured at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognized as other income in the Statement of Profit or Loss.

##### **iv Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

##### **v Investment in subsidiaries, associate and joint ventures**

Investments in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

#### **b Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

### **3.3.3 De-recognition**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

### **3.3.4 Off-setting**

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

### 3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are 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 prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### 3.5 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### 3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### 3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

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

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.5.3 Minimum Alternate Tax ('MAT')**

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

## **3.6 Impairment**

### **3.6.1 Financial assets other than investments in subsidiary and associates**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss.

### **3.6.2 Financial assets – investment in subsidiary and associates**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in statement of profit and loss.

**3.6.3 Non financial assets - Tangible assets**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are 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.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

**3.7 Borrowing Costs**

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

**3.8 Employee Benefits**

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

**3.9 Provisions**

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### **3.10 Contingent Liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

### **3.11 Contingent Asset**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

### **3.12 Foreign Currency**

#### **a Initial recognition**

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

#### **b Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

#### **c Exchange difference**

All exchange differences are recognized as income or as expenses in the year in which they arise.

### **3.13 Cash and cash equivalent**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **3.14 Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

### **3.15 Inventories**

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in



the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

### **3.16 Lease**

#### **(i) As a lessee**

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

#### **(ii) As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### **3.17 Segment Reporting**

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

### **3.18 Cash Flow Statement**

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **3.19 Events after reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

### 3.20 Basis of consolidation and equity method

The Parent Company consolidates entities which it owns or controls and applies equity method of accounting where the Company has significant influence over the other entity.

#### a Consolidation of subsidiary

The Parent Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the current ability to direct the relevant activities of the entity that significantly affect the entity's returns.

Subsidiary is consolidated from the date control commences until the date control ceases.

Consolidated financial statements combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of the subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. Offset the carrying amount of the Parent Company's investment in subsidiary and the Parent Company's portion of the equity of each subsidiary. Intragroup transactions, balances and unrealized gains and losses on transactions between entities of group are eliminated. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income taxes, applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances.

Non-controlling interests in the profit or loss and equity of subsidiary are shown separately in the consolidated financial statements of profit and loss and consolidated statement of changes in equity respectively.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

#### b Equity method of accounting for investment in associate

An associate is an entity over which the Parent Company and its subsidiary have significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over the policies.

Investments in associates are accounted for using the equity method of accounting. The investments are initially recognized at cost, and the carrying amount is increased or decreased to recognize the Group's share of the profit or loss and other comprehensive income of the investee after the acquisition date. Distributions received from an investee reduce the carrying amount of the investment.

When Group's share of losses of an associate equal or exceeds its interest in the associate, the parent discontinues recognizing its share of further losses unless it has incurred obligations or made payments on behalf of associate.

Unrealized gains and losses on transactions between entities of group are recognised to the extent of the group's interest in these entities.

Investments in associate are accounted for using equity method from the date significant influence commences until the date significant influence ceases.

Accounting policies of the associate are in line with the Group's accounting policies.

**4 Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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

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

**5 Application of new and revised Ind AS's****(a) Ind As 116 – Leases**

On 30 March 2019, the Ministry of Corporate Affairs (MCA) notified Ind AS 116, Leases as part of the Companies (Indian Accounting Standards) Amendment Rules, 2019. Ind AS 116 replaces existing standard on leases i.e. Ind AS 17, Leases with effect from accounting periods beginning on or after 1 April 2019.

Ind AS 116 will affect primarily the accounting by lessees and will result in the recognition of almost all leases on balance sheet. The standard removes the current distinction between operating and finance leases and requires recognition of the right-of-use asset and a lease liability to pay rentals for virtually all lease contracts. An optional exemption exists for short-term and low-value leases.

Where a contract meets Ind AS 116's definition of a lease, lease agreements will give rise to the recognition of a non-current asset representing the right to use the leased item, and a lease liability for future lease payables.

In the Statement of Profit and Loss, lessees will have to present interest expense on the lease liability and depreciation on the right-of-use asset. In the cash flow statement, cash payments for the principal portion of the lease liability and its related interest are classified within financing activities. Payments for short-term leases, leases of low-value assets and variable lease payments not included in the measurement of the lease liability are presented within operating activities.

The company does not expect these amendments to have any significant impact on its financial statements.

**(b) Other amendments**

On March 30, 2019, the Ministry of Corporate Affairs (MCA) notified certain other amendments to Indian Accounting Standards (Ind AS), as below, as part of the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. These other amendments come into force on 1 April 2019.

- (i) Appendix C, 'Uncertainty over Income Tax Treatments', to Ind AS 12, 'Income Taxes' - The appendix explains how to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.
- (ii) Plan Amendment, Curtailment or Settlement – Amendments to Ind AS 19, 'Employee Benefits' - The amendments to Ind AS 19 clarify the accounting for defined benefit plan amendments, curtailments and settlements. The Company must:
  - calculate the current service cost and net interest for the remainder of the reporting period after a plan amendment, curtailment or settlement by using the updated assumptions from the date of the change;
  - any reduction in a surplus should be recognised immediately in profit or loss either as part of past service cost, or as a gain or loss on settlement. In other words, a reduction in a surplus must be recognised in profit or loss even if that surplus was not previously recognised because of the impact of the asset ceiling; and
  - separately recognise any changes in the asset ceiling through other comprehensive income.
- (iii) Ind AS 12, 'Income Taxes' - The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.
- (iv) Ind AS 23, 'Borrowing Costs' - The amendments clarify that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

The effective date for adoption of amendments as per Companies (Indian Accounting Standards) Second Amendment Rules, 2019 is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and is in the process of evaluating the impact on account of above amendment on its financial statements and will accordingly consider the same from period beginning April 1, 2019.



6 Property, Plant and Equipment

(In ₹ Lacs)

Particulars	Factory Land	Building-Factory	Building-Office	Furniture	Office Equipments	Plant & Machinery	Vehicles	Computers	Total
<b>Gross Carrying Value</b>									
As on April 01, 2017	139.45	874.06	61.98	22.42	25.60	4,268.34	140.55	1.37	5,533.76
Additions during the year	0.00	57.66	4.83	4.69	4.87	118.83	4.18	2.90	197.95
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2018</b>	<b>139.45</b>	<b>931.72</b>	<b>66.81</b>	<b>27.11</b>	<b>30.47</b>	<b>4,387.17</b>	<b>144.73</b>	<b>4.27</b>	<b>5,731.71</b>
Additions during the year	0.00	7.02	0.18	1.30	1.04	94.96	0.00	0.98	105.48
Less : Adjustment for Subsidiary	35.79	0.00	0.00	0.00	0.02	0.00	0.00	0.00	35.80
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2019</b>	<b>103.66</b>	<b>938.74</b>	<b>66.99</b>	<b>28.41</b>	<b>31.49</b>	<b>4,482.13</b>	<b>144.73</b>	<b>5.25</b>	<b>5,801.39</b>
Accumulated Depreciation									
As on April 01, 2017	0.00	78.80	2.92	5.88	5.49	781.74	44.93	0.41	920.17
Depreciation charged during the year	0.00	79.90	2.96	4.94	10.03	659.83	29.85	1.84	789.34
Accumulated depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2018</b>	<b>0.00</b>	<b>158.70</b>	<b>5.88</b>	<b>10.82</b>	<b>15.52</b>	<b>1,441.57</b>	<b>74.78</b>	<b>2.25</b>	<b>1,709.51</b>
Less : Adjustment for Subsidiary	0.00	0.00	0.00	0.00	0.02	0.00	0.00	0.00	0.02
Depreciation charged during the year	0.00	73.88	2.91	4.40	6.73	554.82	21.28	1.38	665.39
Accumulated depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As on March 31, 2019</b>	<b>0.00</b>	<b>232.58</b>	<b>8.79</b>	<b>15.22</b>	<b>22.23</b>	<b>1,996.39</b>	<b>96.06</b>	<b>3.63</b>	<b>2,374.88</b>
Net Carrying Value									
Net Block as on April 01, 2017	139.45	795.26	59.06	16.54	20.11	3,486.60	95.62	0.96	4,613.59
Net Block as on March 31, 2018	139.45	773.02	60.93	16.29	14.95	2,945.60	69.95	2.02	4,022.20
<b>AS on March 31, 2019</b>	<b>103.66</b>	<b>706.16</b>	<b>58.20</b>	<b>13.19</b>	<b>9.26</b>	<b>2,485.74</b>	<b>48.67</b>	<b>1.62</b>	<b>3,426.51</b>



## 7 Investments

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>In unquoted equity shares of associate</b>		
<b>Goldman Hotels &amp; Resorts Pvt. Ltd. (2600 shares of ₹10/- each)</b>		
<b>Total</b>	<b>0.00</b>	<b>0.00</b>
Aggregate amount of unquoted investments	0.00	0.00
Aggregate amount of impairment in value of investments	0.00	0.00

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved as it did not have operation since last many years. The total financial impact of liquidation of the said subsidiary company is ₹ 566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item.

## 8 Other Financial Assets

## 8.1 Non-Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Security Deposits	128.69	124.51
Fixed Deposits with the Bank having maturity more than 12 months and given as margin money	119.69	113.17
<b>Total Non-Current</b>	<b>248.38</b>	<b>237.68</b>

## 8.2 Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Interest Receivable	6.66	6.45
Advance for Borrowing to be taken over	50.00	0.00
<b>Total Current</b>	<b>56.66</b>	<b>6.45</b>
<b>Total Other Financial Assets</b>	<b>305.04</b>	<b>244.13</b>

Out of the NPA Working Capital Loan Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12th February, 2018. The company has paid ₹50 lacs as advance to the said ARC which is shown above under Current Other Financial Assets.

## 9 Other Assets

## 9.1 Non Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Capital Advances	107.02	770.35
<b>Total Non-Current</b>	<b>107.02</b>	<b>770.35</b>



## 9.2 Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>a Advances other than Capital Advances</b>		
Prepaid Expenses	2.20	1.80
Advances to suppliers and others	357.60	830.32
<b>b Others</b>		
Balance with revenue authorities	615.38	743.01
<b>Total Current</b>	<b>975.18</b>	<b>1,575.13</b>
<b>Total Other Assets</b>	<b>1,082.20</b>	<b>2,345.48</b>

## 10 Inventories

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Raw Material	1,418.18	2,124.61
Finished Goods	1,911.29	2,073.44
<b>Total</b>	<b>3,329.47</b>	<b>4,198.05</b>

## 11 Trade Receivables

Particulars	As at	
	March 31, 2019	March 31, 2018
Unsecured, Considered Good	11,021.54	11,200.07
Doubtful	0.00	0.00
<b>Total</b>	<b>11,021.54</b>	<b>11,200.07</b>
Dues from company where directors are interested (included above)	0.00	0.00

## 12 Cash and Cash Equivalents

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>a Balance with bank</b>		
In Current Accounts	8.67	22.64
In Fixed Deposit Accounts	0.00	0.00
<b>b Cash on Hand</b>	<b>23.74</b>	<b>27.33</b>
<b>Total</b>	<b>32.41</b>	<b>49.97</b>

## 13 Loans

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Unsecured, considered good</b>		
To employees	12.54	13.74
To others	0.08	0.20
To related parties	0.00	235.88
<b>Total</b>	<b>12.62</b>	<b>249.82</b>

**14 Equity Share Capital****14.1 Authorised Capital** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
27 00 00 000 Equity Shares of ₹1 each (27 00 00 000 Equity Shares of ₹1 each)	2,700.00	2,700.00
<b>Issued, subscribed and fully paid-up equity Shares</b>		
15 82 75 560 Equity shares of ₹ 1 each (15 82 75 560 Equity shares of ₹ 1 each)	1,582.76	1,582.76
<b>Total</b>	<b>1,582.76</b>	<b>1,582.76</b>

**14.2 Reconciliation of number of shares outstanding** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
At the beginning of the period	1,582.76	1,582.76
Changes during the year	0.00	0.00
At the end of the year	1,582.76	1,582.76

**14.3 Rights, preferences and restrictions attached to shares**

The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 1. Each holder of equity share is entitled to one vote per share.

Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**14.4 Details of shareholders holding more than 5% shares in the Company:** (In ₹ Lacs)

Name of Shareholder	March 31, 2019		March 31, 2018	
	No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral Shah	518.71	32.77%	520.54	32.89%
General Capital and Holding Company Pvt. Ltd.	0.00	0.00%	153.85	9.72%
Giraben Kishorsinh Solanki	141.57	8.94%	141.57	8.94%
Sampati Securities Limited	336.60	21.27%	147.41	9.31%



**15 Other Equity** (In ₹ Lacs)

Particulars	31-03-2019	31-03-2018
Securities Premium	5,260.14	5,260.14
General Reserve	7.45	7.45
Retained Earnings	(3,100.87)	(1,060.06)
Foreign Currency Translation Reserve	-	40.33
<b>Total</b>	<b>2,166.72</b>	<b>4,247.87</b>

**Discription of Reserves**

- (a) **Securities Premium** : The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Act.
- (b) **General Reserve** : The General Reserve comprises of transfer of profits from retained earnings for appropriation purpose. The reserve can be distributed/utilised by the Company in accordance with the provisions of the Act.
- (c) **Retained Earnings** : This represent the amount of accumulated earnings of the Company.
- (d) **Foreign Currency Translation Reserve** : This represent the amount of reserve due to conversion of figures of subsidiary company in foreign currency into indian rupee currency while making consolidation.

**15.1 Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

**Summary of Quantitative Data is given hereunder:** (In ₹ Lacs)

Particulars	31-03-2019	31-03-2018
Equity	1,582.76	1,582.76
Other Equity	2,166.71	4,247.86
<b>Total</b>	<b>3,749.47</b>	<b>5,830.62</b>

**16 Borrowings****16.1 Non Current** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Secured</b>		
<b>Term Loans</b>		
From Others	0.00	36.53
<b>Unsecured</b>		
Loans from Related Parties	516.85	727.09
<b>Total Non-Current</b>	<b>516.85</b>	<b>763.62</b>

**16.1.1 Details of securities**

Term loans are secured by way of hypothecation of respective vehicles.

**16.1.2 Terms of repayment** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
1 to 2 year	0.00	36.53
2 to 3 year	0.00	0.00
3 to 5 year	0.00	0.00
More than 5 years	516.85	727.09



## 16.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
<b>Secured</b>		
Working capital loan from Banks	6,499.20	6,499.20
<b>Unsecured</b>		
Deposits	374.83	860.83
Loans from Related Parties	0.00	0.00
<b>Total Current</b>	<b>6,874.03</b>	<b>7,360.03</b>
<b>Total Borrowings</b>	<b>7,390.88</b>	<b>8,123.65</b>

## 16.2.1 Details of securities

Working capital loans from Banks are secured by way of hypothecation of Raw Materials, Work-in-Process, Finished Goods, Stores & Spares, Book Debts etc., and by way of second charge on Company's immovable properties.

Working capital loans are guaranteed by some of the directors of the Company as well as corporate guarantee of other group companies.

## 16.2.2 Details of default in repayment of working capital loan from banks :

(In ₹ Lacs)

Name of the Bank	Default made since	Principal default as at	
		March 31, 2019	March 31, 2018
<b>State Bank of India</b>			
A/c No. 61137449344	December 2015	949.31	949.31
A/c No. 65084267769	July 2015	2,500.00	2,500.00
<b>Uco Bank</b>			
A/c No. 19980500007002	May 2016	2,948.69	2,948.69
A/c No. 28390510000137	May 2016	101.20	101.20
<b>Total</b>		<b>6,499.20</b>	<b>6,499.20</b>

Name of the Bank	Default made since	Interest default as at	
		March 31, 2019	March 31, 2018
<b>State Bank of India</b>			
A/c No. 61137449344	December 2015	417.24	331.81
A/c No. 65084267769	July 2015	1,190.73	965.73
<b>Uco Bank</b>			
A/c No. 19980500007002	May 2016	1,030.06	761.13
A/c No. 28390510000137	May 2016	36.17	27.06
<b>Total</b>		<b>2,674.20</b>	<b>2,085.73</b>

As all the above accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at the interest rates sanctioned by the banks and shown under the other financial liabilities.

Out of the above NPA Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12th February, 2018.

- 16.2.3 The default was neither remedied nor the terms of the loans payable were renegotiated, before the financial statements were approved for issue.

**17 Provisions****17.1 Non current**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Provision for Employee Benefits	63.37	25.63
<b>Total</b>	<b>63.37</b>	<b>25.63</b>

**17.2 Current**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Provision for Employee Benefits	10.69	4.93
<b>Total</b>	<b>10.69</b>	<b>4.93</b>
<b>Total Provisions</b>	<b>74.06</b>	<b>30.56</b>

**18 Trade Payables**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Micro and Small Enterprises *	0.00	0.00
Other suppliers	5,198.09	3,870.41
<b>Total</b>	<b>5,198.09</b>	<b>3,870.41</b>

\* Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

A	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
B	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	---	---
C	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
D	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
E	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
F	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	---	---
G	Further interest remaining due and payable for earlier years		

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management, which has been relied up on by the auditors.

**19 Other Financial Liabilities** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Current Maturities of Long-Term Debt	36.53	35.54
Interest Accrued and due	2,674.20	2,085.72
Payables for Property Plant and Equipment	35.37	617.58
Credit Balance in Bank Account	0.00	5.92
<b>Total</b>	<b>2,746.10</b>	<b>2,744.76</b>

**20 Other Current Liabilities** (In ₹ Lacs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Advance from customers	620.89	2,221.79
Statutory Dues	16.91	16.55
<b>Total</b>	<b>637.80</b>	<b>2,238.34</b>

**21 Contingent Liabilities and commitments** (In ₹ Lacs)

Contingent Liabilities	March 31, 2019	March 31, 2018
Claims against the Company not acknowledged as Debt		
Disputed Income Tax matters	70.45	70.45
Disputed VAT and CST matters	11,436.87	9,778.35
<b>Total</b>	<b>11,507.32</b>	<b>9,848.80</b>

**21.1** It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/ authorities.

**21.2** The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

**21.3** There has been a Supreme Court (SC) judgement dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any.

**22 Revenue from operations** (In ₹ Lacs)

Particulars	2018-19	2017-18
Sale of Products	13,842.42	9,221.25
Sale of Service	879.38	261.19
Other Operating Revenues	68.50	33.96
<b>Total</b>	<b>14,790.30</b>	<b>9,516.40</b>

**22.1** Disaggregation of revenue as mention as above



23 Other income		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Interest from Financial Asset measured at Amortised Cost	14.80	15.77	
Interest from Financial Asset measured at FVOCI	0.00	0.00	
Dividend Income	0.00	0.00	
Other Non-Operating Income (Net of Expenses)	654.25	0.00	
<b>Total</b>	<b>669.05</b>	<b>15.77</b>	

24 Cost of Material Consumed		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Imported	602.69	435.67	
Indigenous	12,679.06	7,751.48	
<b>Total</b>	<b>13,281.75</b>	<b>8,187.15</b>	

25 Changes in inventories of finished goods, stock-in-process & stock-in-trade		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
<b>Finished Goods / Stock-in-Trade</b>			
Inventories (at commencement)	2,073.45	1,240.30	
Inventories (at close)	1,911.29	2,073.44	
<b>Net Decrease in Inventories</b>	<b>162.16</b>	<b>(833.14)</b>	

26 Employee Benefit Cost		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Salaries and Wages	594.15	425.33	
Contribution to Provident & Other Funds	16.39	13.91	
Staff Welfare Expenses	0.27	0.29	
<b>Total</b>	<b>610.81</b>	<b>439.53</b>	

27 Finance costs		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Interest Expenses on Financial liabilities carried at Amortized Cost	651.45	1,013.51	
Other Borrowing Costs	8.98	6.73	
<b>Total</b>	<b>660.43</b>	<b>1,020.24</b>	

28 Depreciation and Amortisation Expenses		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Depreciation on Property, Plant & Equipment	665.39	789.34	
Amortisation on Intangible Assets	0.00	0.00	
<b>Total</b>	<b>665.39</b>	<b>789.34</b>	



29 Other expenses		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Freight & Transportation Expenses	161.09	104.99	
Insurance	2.54	3.29	
Jobwork Charges	4.52	60.60	
Labour Charges	96.59	182.80	
Other Manufacturing Expenses	24.03	31.62	
Power & Fuel	930.28	834.31	
Repairs to Building	4.08	14.42	
Repairs to Machinery	2.70	3.83	
Stores & Spares	94.47	57.49	
Advertisement Expenses	1.22	29.76	
Other Selling & Distribution Expenses	76.92	10.43	
Packing, Clearing & Forwarding Charges	100.00	86.39	
Bad Debt Written Off	0.00	181.27	
Charity & Donations	2.45	3.80	
Computer Expenses	0.86	1.00	
Exchange Fluctuation (Net)	0.00	28.80	
General Expenses	16.54	18.65	
Legal & Professional Fees	51.38	22.68	
Other Repairs	1.06	2.02	
Payment to Auditors	4.00	4.00	
Power & Fuel - Office	9.41	8.88	
Rate & Taxes	1.71	64.25	
Stationery & Postage Expenses	6.32	6.01	
Telephone Expenses	7.89	10.45	
Travelling Expenses	57.70	40.70	
Vehicle Expenses	7.18	6.23	
<b>Total</b>	<b>1,664.94</b>	<b>1,818.67</b>	

29.1 Payment to auditors as :		(In ₹ Lacs)	
Particulars	2018-19	2017-18	
Statutory Audit Fees	3.00	3.00	
Tax Audit Fees	0.50	0.50	
Certification and Consultation Fees	0.50	0.50	
<b>Total</b>	<b>4.00</b>	<b>4.00</b>	

**30 Employee Benefits**
**30.1 Defined Contribution Plans**

Details of amount recognized as expenses during the year for the defined contribution plans.

(In ₹ Lacs)

Particulars	2018-19	2017-18
Contribution to Provident Funds	15.47	12.88
Contribution to ESIC	0.89	1.01
Contribution to Labour welfare fund	0.03	0.02
<b>Total</b>	<b>16.39</b>	<b>13.91</b>

**30.2 Defined Benefit Plan - Gratuity**
**Information about the characteristics of defined benefit plan**

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	$15 / 26 \times \text{Salary} \times \text{Past Service Years}$
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of ₹ 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

**30.3** The company is responsible for the governance of the plan.

**30.4 Risk to the Plan**

Following are the risk to which the plan exposes the entity :

**A Actuarial Risk:**

There is a risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse Salary Growth Experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**B Investment Risk:**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**C Liquidity Risk:**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

**D Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**E Legislative Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is made effective.

**30.5 Reconciliation of defined benefit obligations**

Particulars	(In ₹ Lacs)	
	2018-19	2017-18
Defined benefit obligations as at beginning of the year	30.56	45.61
Current service cost	9.03	5.03
Interest cost	2.37	3.53
Actuarial Loss/(Gain) due to change in financial assumptions	1.85	(0.52)
Actuarial Loss/(Gain) due to change in demographic assumptions	0.00	0.00
Actuarial Loss/(Gain) due to experience	30.25	(23.09)
Benefits Paid	0.00	0.00
<b>Defined benefit obligations as at end of the year</b>	<b>74.06</b>	<b>30.56</b>

**30.6 Reconciliation of Plan Assets**

Particulars	(In ₹ Lacs)	
	2018-19	2017-18
Plan Asset as at beginning of the year	0.00	0.00
Interest Income	0.00	0.00
Return on plan assets excluding interest income	0.00	0.00
Contributions by employer	0.00	0.00
Benefits paid	0.00	0.00
<b>Plan Asset as at end of the year</b>	<b>0.00</b>	<b>0.00</b>

**30.7 Funded Status**

Particulars	(In ₹ Lacs)	
	As at	
	March 31, 2019	March 31, 2018
Present Value of Benefit Obligation at the end of the Period	(74.06)	(30.56)
Fair Value of Plan Assets at the end of the Period	0.00	0.00
<b>Funded Status / Deficit</b>	<b>(74.06)</b>	<b>(30.56)</b>




**30.8 Net amount Charged to Statement of Profit and Loss for the period** (In ₹ Lacs)

Particulars	March 31, 2019	March 31, 2018
Current service cost	9.03	5.03
Net Interest cost	2.37	3.53
<b>Net amount recognized Statement of Profit and Loss</b>	<b>11.40</b>	<b>8.56</b>

**30.9 Net amount Recognized to Other Comprehensive Income for the period** (In ₹ Lacs)

Particulars	2018-19	2017-18
Actuarial (Gains)/Losses on Obligation For the Period	32.10	(23.61)
Return on plan assets excluding interest income	0.00	0.00
<b>Amounts recognized in Other Comprehensive Income</b>	<b>32.10</b>	<b>(23.61)</b>

**30.10 Actuarial Assumptions**

Particulars	2018-19	2017-18
Discount Rate	7.75%	7.75%
Salary Growth Rate	6.00%	6.00%
Withdrawal Rate	-	-
Withdrawal Rate - (18 to 30 years)	5.00%	5.00%
Withdrawal Rate - (30 to 44 years)	-	3.00%
Withdrawal Rate - (44 to 58 years)	-	2.00%

**30.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation**
**2018-19**

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	(In ₹ Lacs)	%	(In ₹ Lacs)	%
Discount Rate	+/- 1.00%	(5.64)	-8%	6.55	9%
Salary Growth Rate	+/- 1.00%	6.60	9%	(5.78)	-8%
Withdrawal rate	+/- 1.00%	0.67	1%	(0.78)	-1%

**30.12 Maturity Profile of the Defined Benefit Obligation**

Projected Benefits Payable in Future Years From the Date of Reporting

For the Year ended on March 31,	(in ₹ Lacs)	%
2019-2020	10.69	12.25%
2020-2021	7.02	8.04%
2021-2022	8.99	10.30%
2022-2023	3.84	4.40%
2023-2024	3.72	4.26%
2024 onwards	53.02	60.75%

**31 Income Tax Expense****31.1 Income Tax Expense in the statement of profit and loss comprises of:** (In ₹ Lacs)

Particulars	2018-19	2017-18
Income Tax	0.00	0.00
Related to adjustments of earlier year tax	9.68	62.25
<b>Current Income Tax</b>	<b>9.68</b>	<b>62.25</b>
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary difference	(132.73)	(340.61)
<b>Total Deferred Tax</b>	<b>(132.73)</b>	<b>(340.61)</b>
<b>Income Tax Expense / (Income)</b>	<b>(123.05)</b>	<b>(278.36)</b>

**31.2 The details of Income Tax Assets and Liabilities and Deferred Tax Liabilities as at March 31, 2019 and March 31, 2018 are as under :**

Particulars	(In ₹ Lacs)	
	As at March 31, 2019	As at March 31, 2018
Income Tax Assets - Current	0.33	0.00
Income Tax Liabilities - Current	0.00	24.49
Deferred Tax Assets	586.29	453.56
Deferred Tax Liabilities	0.00	0.00

**31.3 A reconciliation of the Income Tax Provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :**

Particulars	2018-19	2017-18
Accounting Profit Before Tax	(1,586.14)	(2,059.68)
Normal Tax Rate	30.900%	30.900%
<b>Tax Liability on Accounting Profit</b>	<b>0.00</b>	<b>0.00</b>
<b>Current Tax Expenses : (A)</b>	<b>0.00</b>	<b>0.00</b>
<b>Relating to adjustments of earlier year taxes : (B)</b>	<b>9.68</b>	<b>62.25</b>
Deferred Tax		
Relating to origination and reversal of temporary difference	(132.73)	(340.61)
<b>Deferred Tax Expenses / (Income) : (C)</b>	<b>(123.05)</b>	<b>(278.36)</b>
<b>Total Income Tax Expense : (A + B + C)</b>	<b>(123.05)</b>	<b>(278.36)</b>

31.4 There is no change in the applicable tax rates compared to previous accounting period.


**31.5 Details of each type of recognized temporary differences and unused tax credits**

(In ₹ Lacs)

Particulars	March 31, 2019	March 31, 2018
<b>Deferred tax liability on</b>		
Property, plant and equipment	128.26	210.99
<b>Total Deferred tax liability</b>	<b>128.26</b>	<b>210.99</b>
<b>Deferred tax asset on</b>		
Pre-operative Expenses	0.00	10.62
Interest Accrued and not paid on NPA Borrowings	695.29	644.49
Provision for Gratuity	19.26	9.44
<b>Total Deferred tax asset</b>	<b>714.55</b>	<b>664.55</b>
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>(586.29)</b>	<b>(453.56)</b>

**31.6 Details of deferred tax assets not recognized in balance sheet**

(In ₹ Lacs)

Deferred tax assets on	March 31, 2019	March 31, 2018
Unused tax losses - Related to Depreciation	642.09	475.97
Unused tax losses - Expired on March 31, 2024	13.00	13.00
Unused tax losses - Expired on March 31, 2026	112.82	112.82
Unused tax losses - Expired on March 31, 2027	206.77	0.00
Unused MAT tax credit - Expired on March 31, 2030	21.83	21.83

**32 Financial Instruments**
**Disclosure of Financial Instruments by Category**

As at March 31, 2019

(In ₹ Lacs)

Financial instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial asset</b>						
Other financial assets	8	0.00	0.00	305.03	305.03	305.03
Trade Receivables	11	0.00	0.00	11,021.54	11,021.54	11,021.54
Cash and cash equivalents	12	0.00	0.00	32.41	32.41	32.41
Loans	13	0.00	0.00	12.62	12.62	12.62
<b>Total Financial Assets</b>		<b>0.00</b>	<b>0.00</b>	<b>11,371.60</b>	<b>11,371.60</b>	<b>11,371.60</b>
<b>Financial liability</b>						
Other financial liabilities	16	0.00	0.00	7,390.88	7,390.88	7,390.88
Trade Payables	18	0.00	0.00	5,198.09	5,198.09	5,198.09
Other financial liabilities	19	0.00	0.00	2,746.10	2,746.10	2,746.10
<b>Total Financial Liabilities</b>		<b>0.00</b>	<b>0.00</b>	<b>15,335.07</b>	<b>15,335.07</b>	<b>15,335.07</b>



As at March 31, 2018

(In ₹ Lacs)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
<b>Financial asset</b>						
Other financial assets	8	0.00	0.00	244.13	244.13	244.13
Trade Receivables	11	0.00	0.00	11,200.07	11,200.07	11,200.07
Cash and cash equivalents	12	0.00	0.00	49.97	49.97	49.97
Loans	13	0.00	0.00	249.82	249.82	249.82
<b>Total Financial Assets</b>		<b>0.00</b>	<b>0.00</b>	<b>11,743.99</b>	<b>11,743.99</b>	<b>11,743.99</b>
<b>Financial liability</b>						
Borrowings	16	0.00	0.00	8,123.65	8,123.65	8,123.65
Trade Payables	18	0.00	0.00	3,870.41	3,870.41	3,870.41
Other financial liabilities	19	0.00	0.00	2,744.76	2,744.76	2,744.76
<b>Total Financial Liabilities</b>		<b>0.00</b>	<b>0.00</b>	<b>14,738.82</b>	<b>14,738.82</b>	<b>14,738.82</b>

**33 Fair Value Measurement of Financial asset and Financial liabilities**

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

**34 Financial Risk Management**

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

**A Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

**i Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.



**The Company's exposure to interest rate risk is as follows :** (In ₹ Lacs)

<b>Particulars</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>Liability</b>		
Working Capital Loan - from Banks	9,173.39	8,584.91
	<b>9,173.39</b>	<b>8,584.91</b>

<b>Particulars</b>	<b>Impact on Profit and Loss after Tax</b>	
	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Interest Rate increase by 0.50 basis point	31.69	29.66
Interest Rate decrease by 0.50 basis point	-31.69	-29.66

## ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

**The Company's exposure to Foreign Currency Risk is as follows:**

<b>Particulars</b>	<b>Currency</b>		<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>Financial Assets</b>				
Trade Receivables	USD	in Lacs	131.68	150.82
	EURO	in Lacs	5.35	1.60
	INR	in Lacs	9,524.18	9,939.54
<b>Financial Liabilities</b>				
Trade Creditors	USD	in Lacs	1.40	1.54
	INR	in Lacs	96.84	100.40
<b>Net Asset/(Liability)</b>				
USD in INR		in Lacs	8,468.30	9,709.84
EURO in INR		in Lacs	431.33	129.30

**Sensitivity analysis** (In ₹ Lacs)

<b>Particulars</b>	<b>Impact on profit / loss before tax</b>	
	<b>March 31, 2019</b>	<b>March 31, 2018</b>
INR / USD rate changes favourably by 2%	0.00	0.00
INR / USD rate changes unfavourably by 2%	169.37	194.20
INR / EURO rate changes favourably by 2%	0.00	0.00
INR / EURO rate changes unfavourably by 2%	8.63	2.59

## B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.



The following are the contractual maturities of financial liabilities (In ₹ Lacs)

As at March 31, 2019	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,390.88	6,874.03	0.00	0.00	516.85
Trade Payables	5,198.09	5,198.09	0.00	0.00	0.00
Other Financial Liabilities	2,746.10	2,746.10	0.00	0.00	0.00
	<b>15,335.07</b>	<b>14,818.22</b>	<b>0.00</b>	<b>0.00</b>	<b>516.85</b>

As at March 31, 2018	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	8,123.65	7,360.02	36.53	0.00	727.09
Trade Payables	3,870.41	3,870.41	0.00	0.00	0.00
Other Financial Liabilities	2,744.76	2,744.76	0.00	0.00	0.00
	<b>14,738.82</b>	<b>13,975.19</b>	<b>36.53</b>	<b>0.00</b>	<b>727.09</b>

### C Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from cash and cash equivalent and other financial assets is limited as the counterparties are banks and mainly Government companies respectively.

The maximum exposure to the credit risk at the reporting date from trade receivables is as under :

Particulars	March 31, 2019	March 31, 2018
Trade Receivable	11,021.54	11,200.07

### 35 Earning Per Share

Sr. No.	Particulars	Units	2018-19	2017-18
1	Net Profit	₹ in Lacs	(2,061.93)	(1,714.34)
2	Weighted Average of Equity Shares outstanding	Nos. in Lacs	1,582.76	1,582.76
3	Basic and Diluted Earning Per Share of ₹ 1 each	₹ in Lacs	(1.30)	(1.08)


**36 Related Parties Disclosure :**
**36.1 List of Related Parties & Relationship:**

Sr. No.	Particulars	Name of the Related Parties
1	Subsidiary Company	Thai Indo Steel Co. Ltd. *
2	Associate Company	Goldmen Hotels and Resorts Pvt. Ltd. * <sup>(1)</sup>
3	Key Managerial Personnel (KMP)	Mr. Viral M. Shah
		Mr. Zankarsinh K. Solanki
		Miss. Bhavika Sharma
4	Relatives of Key Managerial Personnel	Mrs. Giraben Solanki
		Mrs. Mona Shah
		Mrs. Dipali Shah
		Mrs. Sarojben M. Shah
		Mrs. Dhara Z. Solanki
5	Enterprises overwhich KMP having significant influence	Sampati Securities Ltd.
		Torque Automotive Pvt. Ltd
		Long View Financial Services Pvt. Ltd

\* No transaction done during the year

<sup>(1)</sup>With effect from 4-11-2016

**36.2 Transactions with Related Parties :**

(In ₹ Lacs)

Particulars	KMP		Relatives of KMP		Enterprises overwhich KMP having significant influence		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>1 Liabilities</b>								
Loan taken	15.37	14.12	0.00	0.00	2,588.56	830.66	2,603.93	844.78
Loan Repayment	15.37	14.12	0.00	0.00	2,849.20	1,685.06	2,864.57	1,699.19
<b>2 Assets</b>								
Loan Given	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Expenses</b>								
Interest Expense	0.00	0.00	0.00	0.00	56.00	63.88	56.00	63.88
Directors' remuneration	14.94	14.94	0.00	0.00	0.00	0.00	14.94	14.94
Employee Benefit Expense	11.05	8.08	10.64	10.64	0.00	0.00	21.70	18.72
Godown Rent	0.00	0.00	0.00	0.40	0.00	0.00	0.00	0.40
<b>3 Outstanding Balances</b>								
<b>Liabilities</b>								
Loans Payable	341.81	341.81	19.03	19.03	516.85	727.09	877.69	1,087.92



## 36.3 Disclosure of material transactions with Related Party:

(In ₹ Lacs)

Sr. No.	Particulars	2018-19	2017-18
<b>1</b>	<b>Loan Transactions</b>		
<b>1.1</b>	<b>With KMP</b>		
	<b>Loan Taken from</b>		
	Viral M. Shah	8.31	7.06
	Zankarsinh K. Solanki	7.06	7.06
		<b>15.37</b>	<b>14.12</b>
	<b>Loan repaid to</b>		
	Viral M. Shah	8.31	7.06
	Zankarsinh K. Solanki	7.06	7.06
		<b>15.37</b>	<b>14.12</b>
<b>1.2</b>	<b>With enterprises over which KMP having significant influence</b>		
	<b>Loan taken from</b>		
	Sampati Securities Ltd.	2,588.56	767.60
	Torque Automotive Pvt. Ltd	0.00	63.06
		<b>2,588.56</b>	<b>830.66</b>
	<b>Loan repaid to</b>		
	Sampati Securities Ltd.	2,849.20	1,622.00
	Torque Automotive Pvt. Ltd	0.00	63.06
		<b>2,849.20</b>	<b>1,685.06</b>
<b>2</b>	<b>Expenses</b>		
<b>2.1</b>	<b>Interest Expenses</b>		
	Sampati Securities Ltd.	56.00	63.88
		<b>56.00</b>	<b>63.88</b>
<b>2.2</b>	<b>Director's remuneration</b>		
	Viral M. Shah	9.35	9.35
	Zankarsinh K. Solanki	5.59	5.59
		<b>14.94</b>	<b>14.94</b>
<b>2.3</b>	<b>Employee Benefit Expenses</b>		
	Mr. Kalpesh R. Patel	7.29	8.08
	Miss. Bhavika Sharma	3.77	0.00
		<b>11.06</b>	<b>8.08</b>
	<b>Employee Benefit Expenses</b>		
	Mona Shah	2.87	2.87
	Giraben Solanki	4.22	4.22
	Dipali Shah	1.91	1.91
	Dhara Z. Solanki	1.63	1.63
		<b>10.63</b>	<b>10.63</b>





(In ₹ Lacs)

Sr. No.	Particulars	2018-19	2017-18
<b>2.4</b>	<b>Godown Rent</b>		
	Mona Shah	0.00	0.20
	Dhara Z. Solanki	0.00	0.20
		<b>0.00</b>	<b>0.40</b>
<b>3</b>	<b>Balance outstanding</b>		
	<b>Loan payable</b>		
	Giraben Solanki	19.03	19.03
	Viral M. Shah	33.38	33.38
	Zankarsinh K. Solanki	308.43	308.43
	Sampati Securities Ltd.	516.85	727.09
		<b>877.69</b>	<b>1,087.93</b>

**36.4 Compensation of Key Managerial Personnel of the Company**

(In ₹ Lacs)

Particulars	2018-19	2017-18
Short Term Employee Benefits	26.00	14.94
Post employment benefits	0.00	0.00
Termination Benefits	0.00	0.00
Share Based Payments	0.00	0.00

**36.5** The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

**36.6** The related party balances outstanding are routine in nature as per ordinary course of business.

**37 Segment Informations**

**37.1** The Company is engaged in the business of manufacturing of S.S. Products. As there is only one reportable segment, the company has not given segment information.

**37.2 Information about major customers**

There are four customers (three in 2017-18) who individually accounted for revenue more than 10% of total revenue of the company.

(In ₹ Lacs)

Particulars	2018-19	2017-18
<b>Revenue from such customers</b>		
Customer attributing highest revenue	2,756.56	1,423.74
Customer attributing second highest revenue	2,642.33	1,416.75
Customer attributing third highest revenue	2,269.51	1,164.91
Customer attributing fourth highest revenue	2,121.01	0.00

**38 Exceptional Items - Investment in Subsidiary Written off**

(In ₹ Lacs)

Particulars	2018-19	2017-18
Investment in Subsidiary Company Written off	566.74	0.00
	<b>566.74</b>	<b>0.00</b>

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is ₹566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item.

**39 Details of Loan given, Investment made and Guarantee given pursuant section 186 (4) of the Companies Act, 2013:**

Loans given and investments made are given under the respective heads. Loans have been utilized by the recipients for their business purpose. There are no corporate guarantees given by the company in respect of loans as at March 31, 2019.

**40** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications / disclosures.

**41** As the company is not covered under the provision of Section 135 of the Companies Act, 2013, details of CSR is not required to be given.

As per our report of even date attached

For and on behalf of the Board

**For, SAURABH R. SHAH & CO.**

Chartered Accountants  
Firm Reg. No. 127176W

**N. S. Patel**

Partner  
Membership No. 151799

Place : Ahmedabad  
Date : 30-05-2019

**Viral Shah**

Managing Director  
DIN - 00014182

**Bhavika Sharma**

Company Secretary

Place : Ahmedabad  
Date : 30-05-2019

**Zankarsinh Solanki**

Wholetime Director & CFO  
DIN - 00014226





**GYSKOAL ALLOYS LIMITED**

Regd Office : Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830  
Tele. : +91 2763 252384 Fax : +91 2763 252540  
Corporate Office : 2nd Floor, Mrudul Tower, B/h. Times of India, Ashram Road, Ahmedabad-380 009, Gujarat, INDIA.  
Te.: +91 79 66614508 Fax : +91 79 26579387 Email : [info@gyscoal.com](mailto:info@gyscoal.com) website: [www.gyscoal.com](http://www.gyscoal.com)  
CIN : L27209GJ1999PLC036656

**ATTENDANCE SLIP**

Full name of the member attending \_\_\_\_\_

Full name of the joint-holder \_\_\_\_\_

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 20th Annual General Meeting of Gyscoal Alloys Limited held Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830 at 10:00 A.M. on Monday, 30<sup>th</sup> day of September, 2019.

Registered Folio No. \_\_\_\_\_

DP Id.\* \_\_\_\_\_

No of Share Held \_\_\_\_\_

Client Id.\* \_\_\_\_\_

\_\_\_\_\_  
Member's / Proxy's name In Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

\*Applicable for investors holding shares in electronic form





**GYSCOAL ALLOYS LIMITED**

Regd Office : Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana 382830  
 Tele. : +91 2763 252384 Fax : +91 2763 252540  
 Corporate Office : 2nd Floor, Mrudul Tower,B/h. Times of India, Ashram Road, Ahmedabad-380 009, Gujarat, INDIA.  
 Te.: +91 79 66614508 Fax : +91 79 26579387 Email : [info@gyscoal.com](mailto:info@gyscoal.com) website: [www.gyscoal.com](http://www.gyscoal.com)  
 CIN : L27209GJ1999PLC036656

**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]

Name of Members : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 E-mail Address : \_\_\_\_\_  
 Folio No. | Client ID : \_\_\_\_\_  
 DP Id : \_\_\_\_\_

I / We, being the member(s) of Equity Shares of the above named Company, hereby appoint:

- 1) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E Mail : \_\_\_\_\_ Signature: \_\_\_\_\_,or failing him;
- 2) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E Mail : \_\_\_\_\_ Signature: \_\_\_\_\_,or failing him;
- 3) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E Mail : \_\_\_\_\_ Signature: \_\_\_\_\_,

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the members of the company to be held on Monday, 30<sup>th</sup> day of September, 2019 at 10:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO	RESOLUTIONS
<b>ORDINARY BUSINESS</b>	
1	Adoption of Annual Accounts of the Company as on 31 <sup>st</sup> March, 2019 (Ordinary Resolution).
2	Re-appointment of Shri Viral M Shah who retires by rotation, and being eligible offers himself for Re-appointment. (Ordinary Resolution)
<b>SPECIAL BUSINESS</b>	
3	Approval of remuneration of Cost Auditor for the year 2019 – 2020. (Ordinary Resolution)
4	To Re-appointment for another term of 5 years of Mr. Surendra Patel (DIN: 05171249) as an Independent Director of the company who is age of 79 years.(Special Resolution)
5	To Appoint Additional Independent Director Mr. Samir S Jani (DIN – 00504062) as Director of the Company. (Ordinary Resolution)

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

Signature of Shareholder .....

Signature of Proxy holder(s): .....

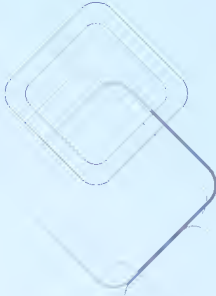
Affix Reveune Stamp Re. 1/-
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.









*If undelivered, Please return to:*

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☎ Te.: +91 79 66614508 Fax : +91 79 26579387

✉ info@gyscoal.com

🌐 www.gyscoal.com

📍 **Regd Office:** Plot No. 2/3 GIDC Ubkhal, Kukarwada,  
Tal. Vijapur, Dist. Mehsana - 382 830  
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