



Modern Steels Limited

CORPORATE OFFICE : 98-99, SUB CITY CENTRE, SECTOR 34, CHANDIGARH - 160 022 (INDIA)

Tel : +91-172-2609001, 2609002, FAX : +91-172-2609000

E-mail : info@modernsteels.com, CIN : L27109PB1973PLC003358

Ref: MSL/SECT/BSE/

Date: 4th December, 2020

M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

SUB: Annual Report of the Company along with Notice of 46th Annual General Meeting (AGM) and Newspaper Publication of Notice

Dear Sir,

Pursuant to relevant Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for Financial Year 2019-20 along with Notice of the 46th AGM of the Company to be held on Monday, 28th December, 2020 and copy of Newspaper Publication of Notice.


The schedule of the events is set as below:

S. No.	Event	Date
1.	Relevant/Cut-off date to vote on AGM resolution	21 st December, 2020
2.	Commencement of e-voting	25 th December, 2020 (9.00 AM)
3.	End of e-voting	27 th December, 2020 (5.00 PM)
4.	Annual General Meeting	28 th September, 2020 (11.00 AM)

Please take the above on your record.

Thanking you

Yours truly,
for **MODERN STEELS LIMITED**


Ashish Kumar Sharma
GM (Sect.) & Company Secretary

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the 46th Annual General Meeting of the members of Modern Steels Limited will be held on Monday, the 28th December, 2020 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Krishan Kumar Goyal (DIN: 00482035), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman & Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 200 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be required, approval of the members be and is hereby accorded to re-appoint Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman & Managing Director of the Company, liable to retire by rotation, for a further period of 3 (three) years with effect from 1st April, 2020, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, and as approved by the Nomination & Remuneration Committee, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration as it may deem fit and as may be acceptable to Mr. Krishan Kumar Goyal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board 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 appoint Prof. Satish Kumar Kapoor (DIN: 00009122) as a non-executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013, and the rules framed there under read with relevant Schedules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Prof. Satish Kumar Kapoor (DIN: 00009122), who was appointed as a non-executive Independent Director (Additional Director) of the Company by the Board of Directors with effect from 14th October, 2020, pursuant to the provisions of Section 149(6) and 161(1) and other applicable provisions of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 consecutive years till the conclusion of AGM to be held in the year 2023."

5. To approve the material related party transactions with Nabha Commerce Private Limited and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts/arrangements/ transactions with Nabha Commerce Private Limited, a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to sale / purchase of products, goods, materials or services subject to a maximum aggregate transactions of Rs. 100 crores in a financial year on such terms and conditions as may be mutually agreed between the



Company and Nabha Commerce Private Limited, at arm's length basis and at prevailing market prices.

RESOLVED FURTHER THAT the Board of Directors / Key Managerial Personnel be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with Nabha Commerce Private Limited, within the aforesaid limit.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof and/or Key Managerial Personnel, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time and such other permissions as may be necessary, the Members hereby ratify the remuneration of Rs.70,000/- (annual) plus service tax/GST and out of pocket expenses payable to M/s. V. Kumar & Associates, Cost Accountants, who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year ending 31st March, 2021.

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."

7. To sell/ transfer/ dispose-off Business Undertaking of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and such other provisions of the Companies Act, 2013 as may be applicable read with the rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) ("Act"), the provisions of

the Memorandum and Articles of Association of the Company, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, the provisions of the listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the approvals, consents and permissions as may require to be obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose-off its steel business, heat treatment business and auto component business ("Business Undertaking") comprising of all the assets and identified liabilities, as a going concern on a slump sale basis, to a new company incorporated by the name of "Arjas Modern Steel Private Limited" which is the wholly owned subsidiary of Arjas Steel Private Limited ("Arjas") for an aggregate consideration of Rs. 86,00,00,000 (Rupees Eighty Six Crore only), on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to sign, execute and deliver all necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Business Undertaking and, any actions taken or undertakings given by the Board to arrive at an understanding with Arjas or with the secured lenders of the Company or any other person or authorities for giving effect to this resolution be and are hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

NOTICE OF 46TH ANNUAL GENERAL MEETING

By order of the Board of Directors
For Modern Steels Limited

Ashish Kumar Sharma
GM(Secretarial) & Company Secretary

Place: Chandigarh

Dated: 25th November, 2020

Registered Office:

G.T. Road, Mandi Gobindgarh,

Distt. Fatehgarh Sahib, Punjab -147 301

CIN: L27109PB1973PLC003358

Email: secretarial@modernsteels.com

Website: www.modernsteels.com

Phone: (0172) 2609001/2, **Fax:** (0172) 2609000

NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in respect of the Directors seeking re-appointment at the Annual General Meeting, if any is annexed hereto.
- A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- Members who wish to obtain any information on the Company or view the Accounts for the financial year ended 31st March, 2020, may send their queries at least 10 days before the Annual General Meeting at Company's Office at SCO 98-99, Sub-City Centre, Sector 34, Chandigarh-160 022.
- The Register of Members and Share Transfer Books of the Company will remain closed from 21st December, 2020 to 28th December, 2020 (both days inclusive).
- I. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their addresses, bank details, mandate etc., to their respective Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better services to the members. The Members holding shares in physical form are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agent.
II. In terms of SEBI circular No. SEBI/LAD-NRO/GN/2018/24, members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar and Transfer Agent in this regard.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form can submit their PAN to the Company or M/s. MCS Share Transfer Agent Limited.
- Soft copy of the Annual Report for the financial year 2019-20 is being sent to all the members, whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes.
Pursuant to MCA circular 20/2020 dated 5th May, 2020 and SEBI circular SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12th May, 2020, the physical copies of the annual report for the financial year 2019-20 are not being sent to the members.



12. Soft copy of the Notice of the 46th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

Pursuant to MCA circular 20/2020 dated 5th May, 2020 and SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the physical copies of the notice for the financial year 2019-20 are not being sent to the members.

13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.modernsteels.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

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

The remote e-voting period begins on 25th December, 2020 at 9:00 A.M. and ends on 27th December, 2020 at 5:00 P.M. The members will be given the facility to vote at the AGM date.

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

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

DETAILS ON STEP 1 IS MENTIONED BELOW:

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

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve

NOTICE OF 46TH ANNUAL GENERAL MEETING

your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below:

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

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to helpdeskdelhi@mcsregistrars.com
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to helpdeskdelhi@mcsregistrars.com
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

DETAILS ON STEP 2 IS GIVEN BELOW:

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bk Gupta.associates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and



e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

16. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
17. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 21st December, 2020.
18. Mr. Bhupesh Gupta, B.Com, LLB, IP, FCS, Practicing Company Secretary (Membership No. FCS 4590) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in the favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
20. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.modernsteels.com and on the website of NSDL and communicated to the BSE Limited.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Registered Office of the Company, during normal business hours (9:00 AM to 5:00 PM) on all working days (except on public holidays), upto the date of the Annual General Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and

have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number till 25th December, 2020 at secretarial@modernsteels.com. The same will be replied by the company suitably.

By order of the Board of Directors
For Modern Steels Limited

Ashish Kumar Sharma
GM(Secretarial) & Company Secretary

Place: Chandigarh
Dated: 25th November, 2020

NOTICE OF 46TH ANNUAL GENERAL MEETING

Registered Office:
G.T. Road, Mandi Gobindgarh,
Distt. Fatehgarh Sahib, Punjab -147 301
CIN: L27109PB1973PLC003358
Email: secretarial@modernsteels.com
Website: www.modernsteels.com
Phone: (0172) 2609001/2, Fax: (0172) 2609000

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 3

The Board of Directors of the Company at its meeting held on 21st May, 2020 has, subject to the approval of the shareholders, re-appointed Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman & Managing Director of the Company for a further period of 3 years from 1st April, 2020 on terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members approval for the re-appointment of and remuneration payable to Mr. Krishan Kumar Goyal as Chairman & Managing Director of the Company, in terms of the applicable provisions of the Act.

The Board of Directors while approving appointment of Mr. Krishan Kumar Goyal had also approved remuneration by way of salary, perquisites and commission for a period of three years from the date of appointment as given herein below:

TERMS & CONDITIONS

1. SALARY

Rs. 2,50,000 (Rupees Two Lacs Fifty Thousands Only) per month with such annual increments/ increases as may be decided by the Board of Directors from time to time.

2. PERQUISITES

- i) Provident Fund: Contribution towards Superannuation Fund and Provident Fund shall be as per rules of the Company.
- ii) Gratuity: Payable at the rate not exceeding half a month's salary for each completed year of service as per rules of the Company.
- iii) Leave: As per the rules of the Company but not exceeding one month's leave with full salary for every 11 months of service.
- iv) Accommodation: Free furnished residential accommodation with gas, electricity, water and furnishings.
- v) Medical Reimbursement: Reimbursement of medical expenses incurred for self and family.
- vi) Personal Accident Insurance.

- vii) Car: Free use of Company's car for Company's work as well as for personal purposes along with driver.
- viii) Telephone/ Telefax: Telephone, Telefax and other Communication facilities at Company's cost.
- ix) Insurance: Cost of Insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- x) Reimbursement of Expenses: Reimbursement of all expenses incurred by Mr. Krishan Kumar Goyal during the course of and in connection with the business of the Company.
- xi) Others: Subject to any statutory ceilings, Mr. Krishan Kumar Goyal may be given any other allowances, perquisites and facilities as the Board of Directors may decide from time to time.

The terms and conditions can be varied with mutual agreement of both parties subject however to the stipulation that the changes should be in conformity with the provisions of the Companies Act, 2013 read with Schedule V or any amendment thereof.

3. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, Mr. Krishan Kumar Goyal shall, subject to the approval of the lenders and members, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V of the Companies Act, 2013, from time to time."

Mr. Krishan Kumar Goyal is also Chairman & Managing Director of M/s. Modern Dairies Limited. He is entitled to a salary of Rs.2,50,000 (Rupees Two Lacs Fifty Thousands Only) per month plus perquisites in that Company subject to the conformity with provisions of schedule V.

Mr. Krishan Kumar Goyal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Krishan Kumar Goyal under Section 190 of the Companies Act, 2013.

Disclosures under Regulation 36(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed hereto.

The Documents referred herewith and explanatory statement are open for inspection by any member at



the registered office of the Company during business hours on any working day of the Company upto and including the date of meeting.

None of the Directors except Mr. Krishan Kumar Goyal are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The relatives of Mr. Krishan Kumar Goyal may be deemed to be interested in the resolution set out respectively at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

The Board of Directors of the Company appointed Prof. Satish Kumar Kapoor (DIN: 00009122) as Additional Non Executive Independent Director of the Company w.e.f 14th October, 2020, pursuant to the provisions of Section 161(1) and Section 149(6) of the Companies Act, 2013, and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Prof. Satish Kumar Kapoor is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Prof. Satish Kumar Kapoor fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Prof. Satish Kumar Kapoor is independent of the management of the Company.

Disclosures under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed hereto.

Copy of the draft letter for appointment of Prof. Satish Kumar Kapoor as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 4 of the Notice for appointment of Prof. Satish Kumar Kapoor as a Non-Executive Independent Director for a period of 3 consecutive years w.e.f 28th December, 2020 upto the conclusion of AGM to be

held in year 2023. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of appointment, Mr. Satish Kumar Kapoor will attain the age of seventy five years. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulation, for continuation of Mr. Satish Kumar Kapoor as an Independent Director beyond the age of seventy five years.

Prof. Satish Kumar Kapoor is interested in this Special Resolution. 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. 4 of the Notice.

ITEM NO. 5

Nabha Commerce Private Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of Directors and the Board of Directors of the Company in their meeting approved the related party transactions with Nabha Commerce Private Limited for sale, purchase of goods and to provide / avail services to / from Nabha Commerce Private Limited, a related party, subject to a maximum aggregate transactions of Rs.100 crores in a financial year.

Since the transactions with Nabha Commerce Private Limited are estimated to be upto Rs.100 crores in a financial year, the transactions are required to be approved by the shareholders as an Ordinary Resolution.

The said transactions are in the ordinary course of business of the Company and at arm's length basis.

Other details as required as per the Companies (Meetings of Board and its Powers) Rules, 2014.

- (a) Name of Related Party: Nabha Commerce Private Limited
- (b) Name of Director or Key Managerial Personnel who is related: Mr. Krishan Kumar Goyal, Chairman and Managing Director of the Company.
- (c) Nature of relationship: Mr. Krishan Kumar Goyal and his relatives are the shareholders of Nabha Commerce Private Limited.
- (d) Material Terms of contracts/arrangements/transactions: Sale / purchase of scrap/rolled products on arm's length basis.
- (e) Monetary value: Estimated amount Rs.100 crores in a financial year.
- (f) Any other information relevant or important for the members to make a decision on proposed transaction: Nil

NOTICE OF 46TH ANNUAL GENERAL MEETING

The copies of contract setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Krishan Kumar Goyal along with their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 subject to the ratification of the remuneration payable to the Cost Auditors by the shareholders of the Company in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO.7

The members are hereby informed that the Company had two secured lenders namely Edelweiss Asset Reconstruction Company ("EARC") and Punjab National Bank ("PNB") (collectively referred to as the "Secured Lenders"). The accounts of the Company with the Secured Lenders were non-performing assets ("NPA") for quite some time and the Company had been making constant efforts to arrive upon a settlement in this regard with the Secured Lenders. Now, Arjas Steel Private Limited ("Arjas"), has offered to purchase the steel business, heat treatment business and auto component business ("Business Undertaking") of the Company which shall comprise all the assets pertaining to the Business Undertaking and only identified liabilities pertaining to the Business Undertaking through its wholly owned subsidiary by the name of "Arjas Modern Steel Private Limited" as a going concern on a slump sale basis

("Transaction"), for an aggregate consideration of Rs. 86 Crores (Rupees Eighty Six Crore only) on such terms and conditions as may be decided by the Board subject to the approval of the members.

Edelweiss Asset Reconstruction Company ("EARC")

The Company has received final approval for one-time settlement of its dues from EARC vide its letter dated 25th November, 2020 ("EARC Final Approval"). As per the terms and conditions of the sanction, the Company deposited the upfront amount of Rs. 8 Crores (Rupees Eight Crores) to the designated Bank Account of EARC through its buyer.

Punjab National Bank

The Company is undertaking negotiations with Punjab National Bank (PNB) to arrive at a one-time settlement of its dues. The Company had submitted its One-Time settlement proposal dated 21st November 2020 and as committed, upfront amount of Rs. 1 Crore (Rupees One Crore) has been deposited in the PNB No- Lien Account on 24th November 2020. Further PNB had confirmed the said receipt of the upfront amount of Rs. 1 Crore.

Since, the proposed Transaction shall be a sale/ transfer/ disposal of undertaking within the meaning of section 180(1)(a) of the Companies Act, 2013 and in order to comply with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members by way of special resolution is required to give effect to the resolution. Accordingly, the Board of Directors of the Company recommends and seeks passing of the resolution, as set out in this notice, to be passed as a Special Resolution.

Except to the extent of shareholding in the Company, none of the Directors, key managerial personnel and their relatives are interested, whether financially or otherwise, in the resolution set out in this notice.

By order of the Board of Directors
For Modern Steels Limited

Ashish Kumar Sharma
GM(Secretarial) & Company Secretary

Place: Chandigarh
Dated: 25th November, 2020

Registered Office:
G.T. Road, Mandi Gobindgarh,
Distt. Fatehgarh Sahib, Punjab -147 301
CIN: L27109PB1973PLC003358
Email: secretarial@modernsteels.com
Website: www.modernsteels.com
Phone: (0172) 2609001/2, Fax: (0172) 2609000



INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING FIXED ON 28th DECEMBER, 2020 AT 11:00 A.M. PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 2, 3

Name of the Director	Mr. Krishan Kumar Goyal
Date of Birth	6 th September, 1956
Date of Appointment/ Re-appointment	2 nd October, 1978/ 1 st April, 2020
Resume and expertise in specific functional area	Mr. Krishan Kumar Goyal is energetic and dynamic person. He has a vast experience in the steel business and is well versed with the modern management practices. He joined the Board as Director in October, 1978 and has been the Managing Director of the Company since 1 st July, 1986.
List of outside Directorships held	i) Modern Dairies Limited ii) Chandigarh Finance Private Limited iii) Bharat Forgings Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Shareholding in the Company	Mr. Krishan Kumar Goyal is holding 24,96,179 equity shares in the Company.
Relationship with other Directors	Not Applicable

ITEM NO. 4

Name of the Director	Prof. Satish Kapoor
DIN	00009122
Date of Birth	22.10.1946
Date of Appointment	14.10.2020
Brief Resume and expertise in specific functional area :	Prof. Satish Kumar Kapoor, aged 74 years has rich knowledge in International Marketing and Logistics. He has retired as Chairman of University Business School, Panjab University, Chandigarh and was Dean of Faculty of Management. He has got a rich experience in the field of engineering, management and corporate governance.
Qualification	Engineering graduate from I.I.T. Madras, M.B.A. from State University of New York and Doctorate from Panjab University, Chandigarh.
List of outside Directorships held	i) Modern Dairies Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee - Member Nomination & Remuneration Committee - Member
Chairman/Member of the Committee of Directors of other Companies (Modern Dairies Limited)	Audit Committee – Chairman Stakeholders Relationship Committee- Chairman Allotment Committee – Chairman Banking & Finance Committee - Chairman Nomination & Remuneration Committee - Member
Shareholding in the Company	As on 31 st March 2020, Prof. Satish Kapoor holds Nil Equity Shares of the Company.
Relationship with other Directors	Not Applicable

NOTICE OF 46TH ANNUAL GENERAL MEETING

STATEMENT OF PARTICULARS (ITEM No. 4)

(Pursuant to Schedule –V of the Companies Act, 2013)

I. General Information:

(1)	Nature of industry	Modern Steels Ltd is manufacturing Special & Alloy Steel, supplying Special Alloy Steel, Hot Rolled Bars for Engineering, Automotive, Bearing and Allied Industries.																																																												
(2)	Date or expected date of commencement of commercial production	19 th November, 1973																																																												
(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institute appearing in the prospectus	N.A																																																												
(4)	Financial performance based on given indicators	(Rs. in Lacs)																																																												
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: center;">2019-20</th> <th style="text-align: center;">2018-19</th> <th style="text-align: center;">2017-18</th> <th style="text-align: center;">2016-17</th> <th style="text-align: center;">2015-16</th> </tr> </thead> <tbody> <tr> <td>Sales & Other Income</td> <td style="text-align: center;">21184</td> <td style="text-align: center;">32342</td> <td style="text-align: center;">38918</td> <td style="text-align: center;">31759</td> <td style="text-align: center;">27131</td> </tr> <tr> <td>Profit/ Loss before Tax</td> <td style="text-align: center;">-5078</td> <td style="text-align: center;">-2521</td> <td style="text-align: center;">-3024</td> <td style="text-align: center;">-58</td> <td style="text-align: center;">-1724</td> </tr> <tr> <td>Interest & Finance Charges</td> <td style="text-align: center;">39</td> <td style="text-align: center;">177</td> <td style="text-align: center;">179</td> <td style="text-align: center;">486</td> <td style="text-align: center;">1767</td> </tr> <tr> <td>Gross Fixed Assets</td> <td style="text-align: center;">5485</td> <td style="text-align: center;">5941</td> <td style="text-align: center;">6280</td> <td style="text-align: center;">6823</td> <td style="text-align: center;">7290</td> </tr> <tr> <td>Net Current Assets</td> <td style="text-align: center;">- 17546</td> <td style="text-align: center;">-13204</td> <td style="text-align: center;">-11024</td> <td style="text-align: center;">35</td> <td style="text-align: center;">-2410</td> </tr> <tr> <td>Equity Capital</td> <td style="text-align: center;">1440</td> <td style="text-align: center;">1440</td> <td style="text-align: center;">1440</td> <td style="text-align: center;">1440</td> <td style="text-align: center;">1440</td> </tr> <tr> <td>Reserves & Surplus</td> <td style="text-align: center;">-17546</td> <td style="text-align: center;">- 8265</td> <td style="text-align: center;">-5736</td> <td style="text-align: center;">-2482</td> <td style="text-align: center;">-2424</td> </tr> <tr> <td>Long term borrowings</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">8592</td> <td style="text-align: center;">7059</td> </tr> <tr> <td>Earnings Per Share (Rs.)</td> <td style="text-align: center;">-35.90</td> <td style="text-align: center;">-18.32</td> <td style="text-align: center;">-21.97</td> <td style="text-align: center;">-0.42</td> <td style="text-align: center;">-24.39</td> </tr> </tbody> </table>	Particulars	2019-20	2018-19	2017-18	2016-17	2015-16	Sales & Other Income	21184	32342	38918	31759	27131	Profit/ Loss before Tax	-5078	-2521	-3024	-58	-1724	Interest & Finance Charges	39	177	179	486	1767	Gross Fixed Assets	5485	5941	6280	6823	7290	Net Current Assets	- 17546	-13204	-11024	35	-2410	Equity Capital	1440	1440	1440	1440	1440	Reserves & Surplus	-17546	- 8265	-5736	-2482	-2424	Long term borrowings	-	-	-	8592	7059	Earnings Per Share (Rs.)	-35.90	-18.32	-21.97	-0.42	-24.39
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(5)	Foreign investments or collaborations, if any.	Nil																																																												



II.	Information about the appointee:	Mr. Krishan Kumar Goyal
(1)	Background details & Recognition or awards	Mr. Krishan Kumar Goyal joined the Company in October, 1978 and he has been the Managing Director of the Company since 1 st July, 1986. He is a Commerce & Law Graduate. He is energetic and dynamic person. He has a vast experience in manufacturing industry and is well versed with the modern management practices.
(2)	Past remuneration	Rs. 2,50,000 per month plus perquisites.
(3)	Job profile and his suitability	Mr. Krishan Kumar Goyal is responsible for management of the Company under the supervision and control of the Board of Directors of the Company.
(4)	Remuneration propose	Rs. 2,50,000 per month plus perquisites.
(5)	C o m p a r a t i v e remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of the appointee, Mr. Krishan Kumar Goyal is fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Managing Director and enriched knowledge & vast experience of the appointee. He shall be looking after and responsible for the whole affairs of the management of the Company under the supervision of the Board of Directors of the Company.
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Krishan Kumar Goyal is the Chairman & Managing Director of the Company.
III. Other information:		
(1)	Reasons of loss or inadequate profits	<p>For the last few years our Company faced financial difficulties due to the following external factors:</p> <ul style="list-style-type: none"> • The difficulties have arisen due to demand recession as the country's economy was not moving in past few years. • The increase in the cost of Raw material, Power & fuel could not be passed to the customer. • Due to difficult market conditions for Steel Sector, the company's working has been adversely affected. The company suffered continuous losses for the last 7-8 years due to adverse market conditions. In the past the company had paid interest and repayment of term loans, which eroded margin money for working capital. The company has meager funds to operate and facing acute shortage of working capital. Currently the company is not able to operate on higher capacity utilization owing to shortage of working capital funds. <p>The Account of the Company with SBI (Lead Bank) became NPA as on 31.03.2016 and subsequently the accounts of the other lenders namely PNB, SBoP and Canara Bank became NPA as on 30.09.2016. SBOP got merged with SBI. Thereafter SBI and Canara Bank assigned their portion of loans to an Asset Reconstruction Company namely Edelweiss Asset Reconstruction Company (EARC). Thereafter the Company is engaged regularly with the lenders for resolution in their respective accounts.</p>

NOTICE OF 46TH ANNUAL GENERAL MEETING

(2)	Steps taken or proposed to be taken for improvement	<p>The Company had given its proposal to Edelweiss Asset Reconstruction Company (EARC) for One Time settlement (OTS) vide its letter dated 21st October, 2020 and Edelweiss Asset Reconstruction Company (EARC) has vide its letter dated 25th November, 2020 given its final approval for the OTS. The Company has also given its proposal for One Time Settlement to Punjab National Bank (PNB) vide its letter dated 21st November, 2020 which is under their consideration.</p> <p>After a lot of discussion, the management of the Company has been able to reach at a common understanding with the proposed investor for sale of its assets on "Slump Sale basis" to M/s Arjas Steels Private Limited having its registered office at Tadipatri Mandal, Ananthpur Village Jambulapadu, Andhra Pradesh for a consideration of Rs.86 Crores.</p> <p>A separate agenda item is also placed before the members for their approval in this regard.</p>
(3)	Expected increase in productivity and profits in measurable terms.	As is clear from the above, the Company is on its way of success is passing through a difficult time and it requires more efforts on the part of the Executive Directors of the Company to take the Company forward on its journey to success.
IV.	Disclosures	<p>The following disclosures shall be mentioned in the Board of Directors Report under the heading "Corporate Governance", attached to the Annual Report.</p> <ol style="list-style-type: none"> i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc of all the Directors. ii. Details of fixed component and performance linked incentives along with the performance criteria. iii. Service contracts, notice period, severance fees. iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. <p>The necessary disclosure will be made in the Corporate Governance Report.</p>

BOARD OF DIRECTORS

Chairman and Managing Director
Mr. Krishan Kumar Goyal,

Mr. D.S. Gill, Independent Director
Dr. Priyavrat Thareja, Independent Director
Prof. Satish Kumar Kapoor, Independent Director
Dr. Meena Sharma, Independent Director

GM(SECT.) & COMPANY SECRETARY

Mr. Ashish Kumar Sharma

CHIEF FINANCIAL OFFICER

Mr. Divnain Singh Chowdhary

AUDITORS

M/s. Aaryaa & Associates
Chartered Accountants

LENDERS

Edelweiss Asset Reconstruction Company Ltd.
Punjab National Bank

CORPORATE OFFICE

SCO 98-99, Sub City Centre,
Sector 34, Chandigarh-160 022, India

REGISTERED OFFICE & WORKS

G.T. Road, Mandi Gobindgarh,
Distt. Fatehgarh Sahib, Punjab - 147 301, India

REGISTRARS & SHARE TRANSFER AGENTS

M/s. MCS Share Transfer Agent Limited
F-65, First Floor, Okhla Industrial Area, Phase 1,
New Delhi-110 020

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**DIRECTORS' REPORT**

Dear Members,

Your Directors hereby present their 46th Annual Report and Audited Accounts of the Company for the year ended 31st March, 2020.

FINANCIAL SUMMARY

Rs. in Lakhs

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Net Sales & Income from Operations	21184	32342
Operating Profit/(Loss)	(4553)	(1827)
Finance Cost	39	177
Cash Profit/(Loss)	(4592)	(2004)
Depreciation & Amortisation	486	517
Profit/(Loss) before Tax	(5078)	(2521)

PERFORMANCE

During the year under review, the company achieved net sales of Rs. 21184 Lakhs as against Rs. 32342 Lakhs in the previous year and resulting into net loss of Rs. 5078 Lakhs against the net loss of Rs. 2521 Lakhs in the previous year.

The fiscal year witnessed slow-down in the Auto sector. Further, as the members are aware that the Company is facing liquidity crunch, therefore we could not pick up the volumes and profits could not be achieved. In view of acute liquidity crunch, the production got drastically reduced making the operations un-economical. However, to OEMs, where we are committed, we were able to supply them so that their production line doesn't get hampered.

In view of low volume purchase & financial difficulties, the input cost also got affected.

DIVIDEND

Due to the difficult financial position and the losses suffered by the Company, the Directors have not recommended any dividend for the year.

CURRENT OPERATIONS

The year started with a huge challenge before humanity with the onset of COVID-19 which lead to lockdown throughout the Country. Due to the same, the company's operations also came to a standstill. The first quarter was completely washed out. In the second quarter, though the Company was getting orders but the operations could be started at minimal

quantity due to inherent problem of liquidity/ financial difficulty.

The current half year sales is Rs.22,94 Lacs against last half yearly sales of Rs.1,38,41 Lacs.

STATUS OF COMPANY'S ACCOUNTS WITH LENDERS I.E. EDELWEISS ASSET RECONSTRUCTION COMPANY (EARC) AND PUNJAB NATIONAL BANK

The members are aware that the Account of the Company became NPA and the Company has been trying to find out resolution with the lenders.

Business Transfer Agreement (BTA) / Slump Sale Execution

The management of the Company has been able to reach at a common understanding with the purchaser for sale of its assets on "Slump Sale basis" to M/s Arjas Steels Private Limited having its registered office at Tadipatri Mandal, Ananthpur Village Jambulapadu, Andhra Pradesh for a consideration of Rs.86 Crores.

On 15th November 2020, the BTA had been executed between M/s Arjas Steel Private Limited / Arjas Modern Steel Private Limited (purchaser), Modern Steels Limited (seller), Promoters (Mr. Krishan Kumar Goyal and Mr. Aditya Goyal).

The whole transaction is expected to be completed on or before 15th March, 2021.

Edelweiss Asset Reconstruction Company (EARC)

The Company was in prolonged discussion with EARC for the settlement of its debt. Finally, the Company had given its proposal for One Time settlement (OTS). This is to further inform that Edelweiss Asset Reconstruction Company (EARC), lead lender has given its final approval for the OTS. As per the lenders requirement, the Company was able to mobilize funds from purchaser and deposited Rs. 8 crores with EARC as upfront amount.

Punjab National Bank

The Company has also given its proposal for One Time Settlement to Punjab National Bank (PNB) which is under their consideration. As per commitment, the Company has deposited Rs. 1 Crore in the Bank's no lien account from the purchaser.

KAIZEN & TS 16949 ACCREDITATION

Your company has updated the accreditation of Quality Management System on 30th November,2018. Now we are IATF 16949:2016, accredited by DNV – GL, Netherlands.

DEPOSITS

The Company has neither accepted nor invited any deposit from the public and hence directives issued by Reserve Bank of India and the provisions of Chapter V (Acceptance of deposits by Companies) of the Companies Act, 2013 and rules framed there under are not applicable for the year.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSIONS & ANALYSIS

A separate report on Corporate Governance and Management Discussions & Analysis is attached herewith and forms part of this report.

DIRECTORS

Mr. Krishan Kumar Goyal (DIN: 00482035), Chairman & Managing Director of the Company was appointed for a period of three years w.e.f 1st April, 2017 and is to be re-appointed for a further period of three years w.e.f. 1st April, 2020 in terms of the provisions of Companies Act, 2013.

Mr. Krishan Kumar Goyal, Chairman & Managing Director, (DIN: 00482035), shall retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

Mr. Rajesh Kumar Sinha (DIN: 00556694) was appointed for a period of five years w.e.f 28th May, 2015 and his tenure expired on 27th May, 2020. The Board expressed its appreciation for the services rendered by him during his tenure.

Pursuant to provisions of Section 161 and Section 149 of the Companies Act, 2013, Prof. Satish Kumar Kapoor (DIN: 00009122) is appointed as an Additional Independent Director by the Board of Directors w.e.f 14th October, 2020 upto this Annual General Meeting. In this AGM, he is to be appointed for a period of three years upto the conclusion of AGM to be held in the year 2023.

Pursuant to provisions of Section 149 of the Companies Act, 2013, Mr. DS Gill (DIN: 00211236) and Dr. Priyavrat Thareja (DIN: 06984057) were appointed as Independent Directors of the Company w.e.f 29th September, 2014 and were further re-appointed for a further period of three years w.e.f 9th September, 2017 and hence their tenure is expiring in this Annual General Meeting.

The board placed on record its appreciation for the valuable contribution and the services rendered by Mr. DS Gill and Dr. Priyavrat Thareja during their tenure as Directors. The Board expressed its gratitude for their able guidance during their association with the company.

KEY MANAGERIAL PERSONNEL

Mr. Krishan Kumar Goyal (Chairman and Managing Director), Mr. Rajesh Kumar Sinha (Whole time Director), Mr. Sanjeev Kumar Verma* (Chief Financial Officer) and Mr. Ashish Kumar Sharma (Company Secretary) are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, Mr. Ashish Kumar Sharma, Company Secretary and Compliance Officer joined again the Company w.e.f 1st October, 2019.

*Mr. Sanjeev Kumar Verma has resigned from the Company. Mr. Divnain Singh Chowdhary has been appointed as Chief Financial Officer w.e.f 1st October, 2020.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013 read with the rules made thereunder and Regulation 25 (8) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, that they meet the criteria of independence as laid out in Subsection (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD DIVERSITY AND REMUNERATION POLICY

The Company has a policy for formation of the Board to have Executive Directors and Independent Directors of diverse background to maintain the independence of the Board. As on 31st March, 2020, the Board consists of five directors out of which two are Executive Directors, and three are Independent Directors.

The Board periodically evaluates the need for change in its composition and size.

We affirm that the remuneration paid to the Directors is as per the terms approved by the Nomination and Remuneration Committee of the Company.

With reference to the provisions of Section 136(1) of the Companies Act, 2013, information required under Section 197(2) read with rule 5(1) not forms part of this report. However, no employees were employed throughout the Financial Year or part thereof drawing remuneration pursuant to the provision of 197(2) read with rule 5(2).

HUMAN RESOURCES

The Company is having motivated work force. Harmonious employee relations prevailed throughout the year.



Your Directors place on record their appreciation for all employees for their hard work and dedication.

BOARD MEETINGS

During the year, five Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In pursuance of Section 134 (3) (p) of the Companies Act, 2013 read with rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors carried out the performance evaluation of the Board as a whole, its Committees and individual directors. Led by the Nomination & Remuneration Committee ('NRC'), the evaluation was carried out using individual questionnaires covering composition of Board, conduct as per Company values & beliefs, contribution towards development of strategy & business plan, risk management, receipt of regular inputs and information, codes & policies for strengthening governance, functioning, performance & structure of Board Committees, skill set, knowledge & expertise of Directors, preparation & contribution at Board meetings, leadership etc.

As part of the evaluation process, the performance of Non Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non Independent Directors was done by the Board excluding the Director being evaluated.

RELATED PARTY TRANSACTIONS

All contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business. Related Party disclosures as per AS-18 have been provided in the Notes to the Financial Statements. Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of such transactions are provided in Form AOC-2 which is annexed as Annexure "A" to this report. Related Party disclosures as per AS-18 have been provided in the Notes to the financial statements.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts)

Rules, 2014 is annexed herewith as Annexure "B" to this report.

RISK MANAGEMENT

The Company recognises that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company has formulated Risk Management Policy to identify and then manage threats/risks that could have impact on the goals and objectives of the Company.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated Vigil Mechanism/ Whistle Blower Policy which provides a robust framework for dealing with genuine concerns & grievances.

Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. During financial year 2019-20, no complaints were received.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Modern Steels Limited has aligned its current systems of internal financial control with the requirement of Companies Act, 2013.

Modern Steels Limited's internal controls are commensurate with its size and nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorisation and ensuring compliance of corporate policies.

The management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as of 31st March, 2020. The assessment involved self-review and external audit.

M/s Aaryaa & Associates, the statutory auditors of Modern Steels Limited have audited the financial statements including in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in Section 143).

The Audit Committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action.

Based on its evaluations (as defined in Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), the Audit Committee has concluded that, as of 31st March, 2020, the internal financial controls were adequate and operating effectively.

AUDIT COMMITTEE

The Audit Committee of your Company comprises of the following Directors:

1. Mr. D.S. Gill-Chairman
2. Prof. Priyavrat Thareja-Member
3. Mr. R.K. Sinha-Member (Ceased to be the member w.e.f 27th May, 2020)
4. Dr. Meena Sharma-Member (Appointed as the member w.e.f 28th May, 2020)
5. Prof. Satish Kumar Kapoor-Member (Appointed as the member w.e.f 14th October, 2020)

Further, details of the Audit Committee and its terms of reference etc. have been furnished in Corporate Governance Report which forms part of this report.

During the Financial Year 2019-20 under review, all recommendations of the Audit Committee were accepted by the Board of Directors of the Company.

AUDITORS

Statutory Auditors

Pursuant to Section 139 and 142 and other applicable provisions of Companies Act, 2013, if any and the rules framed thereunder, M/s. Aaryaa & Associates, Chartered Accountants, (Registration No. 015935N), were re-appointed as Statutory Auditors of the Company at 45th Annual General Meeting for a period of three years till the conclusion of the 48th Annual General Meeting to be held in the year 2022 at a remuneration mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Cost Auditors

The Board of Directors have approved the appointment and remuneration of M/s. V. Kumar & Associates as Cost Auditors of the Company to conduct the cost audit for the year 2020-21 on the recommendations of the Audit Committee subject to the ratification of the remuneration by the shareholders.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors had appointed M/s. B.K. Gupta & Associates, Company Secretaries as Secretarial Auditor of the Company for the financial year 2019-20 for conducting the Secretarial Audit as required under the provisions of Companies Act, 2013.

The Secretarial Audit Report issued by M/s. B.K. Gupta & Associates, Company Secretaries in Form MR-3 for the financial year ended 31st March, 2020 is annexed herewith as Annexure "C" to this report.

AUDITOR'S REPORT

The Statutory Auditors of the Company, M/s. Aaryaa & Associates, Chartered Accountants, have submitted the Auditor's Report which has observation on Standalone Financial Statements for the period ended March 31, 2020 as follows:

Director's remuneration is not admissible as prescribed in Sec-197 of Companies Act, 2013 except in accordance with the provision of Schedule V and if it is not able to comply with such provisions, the prior approval of lenders is required.

The Company is not eligible to pay director remuneration for non-compliance of conditions prescribed in schedule V of the companies Act, 2013. During the year, the company has given the director remuneration to Mr. Krishan Kumar Goyal (Managing Director) amounting to Rs. 17,83,328 and Mr. R.K Sinha (Director) amounting to Rs. 35,15,350.

Apart from the managerial remuneration for year ended 31st March, 2020, as mentioned above the company has paid director remuneration of Rs. 1,66,56,048 till 31st March, 2019 without complying the provisions of Schedule V of the companies Act, 2013.

Management's Reply:

The company has paid Managerial Remuneration amounting to Rs.52,98,678/-, to directors for which the company is yet to receive approval from the competent authority/agency. Directors undertake that in case the approval is not received from the competent authority/ agency, they shall refund the remuneration paid to them by the company. Profitability of the company shall affect to the same extent.

Secretarial Auditors' Qualification in Secretarial Audit Report

- The Company also not Complied with Section 197 of Companies Act 2013 in respect of remuneration paid to Managerial Personal of the Company.

**Management's Reply:**

Directors undertake that in case the approval is not received from the competent authority/agency, they shall refund the remuneration paid to them by the company. Profitability of the company shall affect to the same extent.

EXTRACT OF ANNUAL RETURN

In compliance with Section 92(3), Section 134(3)(a) and Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the annual return in Form No. MGT-9 is annexed as ANNEXURE D with this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in the Annual Report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY

The material changes and commitments occurring after 31st March, 2020 have been given under status of company's accounts with lenders on page 2.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees are covered under this Policy.

As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. No complaints were received during financial year 2019-20.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to requirements under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the loss of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts for the year ended 31st March, 2020, on a 'going concern' basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

APPRECIATION

The Directors also wish to place on record its appreciation for the commitment displayed by all employees at all levels during the year.

The Directors also take this opportunity to express its deep gratitude for the continued co-operation and support received from its valued stakeholders.

By order of the Board of Directors
For Modern Steels Limited

Krishan Kumar Goyal

Place: Chandigarh Chairman and Managing Director

Dated: 25th November, 2020

DIN: 00482035

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Company is secondary producer of special and alloy steel through steel scrap as its main raw material and caters mainly to Automotives and Engineering sector.

1. Industry's Structure and Developments

There has been massive push by the Government to every connectivity avenue including industrial corridor, dedicated freight corridors, Bharat Mala, Sagar Mala towards achieving the goal of becoming 5 trillion \$ economy by 2024. The infrastructure and construction industry are the biggest consumer of steel. The auto sector is very important consumer of special and alloy steel. The other industry like power, aerospace, defense have started using more and more special steel thereby giving big boost.

2. Opportunities & Threats

Key Opportunities include:

- Infrastructure sector is going to rebound in view of focused investment by the government.
- High special steel requirement for aerospace and defense application.

Key Threats include:

- Scrap prices are prone to volatility

3. Risks and concerns, the management perceives

- Raw material volatility

4. Internal control system and their adequacy

To provide reasonable assurance that assets are safeguarded against loss or damage and that accounting records are reliable for preparing financial statements, management maintains a system of accounting and controls including an internal audit process. Internal controls are supported by Management reviews.

The Board of Directors have an Audit Committee that is chaired by an Independent Director. The Committee meets periodically with Management, Internal Auditor, Statutory Auditors to review the Company's program of internal controls, audit plans and results, recommendations of the auditors and management's responses to those recommendations.

5. Performance

During the year under review, the company achieved net sales of Rs. 21184 Lakhs as against Rs. 32342 Lakhs in the previous year and resulting into net loss of Rs. 5078 Lakhs against the net loss of Rs. 2521 Lakhs in the previous year.

The fiscal year witnessed slow-down in the Auto sector. Further, as the members are aware that the Company is facing liquidity crunch, therefore we could not pick up the volumes and profits could not be achieved. In view of acute liquidity crunch, the production got drastically reduced making the operations un-economical. However, to OEMs, where we are committed, we were

able to supply them so that their production line doesn't get hampered.

In view of low volume purchase & financial difficulties, the input cost also got affected.

6. Human Resources

Human resources are the most valuable assets of the Company and the Company recognizes employees' contributions to the growth of the Company. The Company is having professionalized and motivated work force. Company's manpower was rationalized keeping in view of less equipment utilization. As on 31st March, 2020, the Company has a total workforce of 817 persons.

7. Cautionary statement

The Management Discussion and Analysis Report may contain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence the Company's operations such as Government policies, political and economic developments and such other factors are risk inherent to the Company's growth.

By order of the Board of Directors

For Modern Steels Limited

Krishan Kumar Goyal

Place: Chandigarh Chairman and Managing Director

Dated: 25th November, 2020

DIN: 00482035

ANNEXURE 'A' TO DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis
 - No such contract or arrangement.



2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship	Nabha Commerce Private Limited Mr. Krishan Kumar Goyal (Managing Director) and his relatives are shareholders of Nabha Commerce Private Limited.
b) Nature of contracts/ arrangements/ transactions	(Purchase / Sale of scrap, rolled products)
c) Duration of the contracts / arrangements/ transactions	During the year
d) Salient terms of the contracts or arrangements or transactions including the value, if any:	The Company is engaged in the sale / purchase of scrap, rolled products in the normal course of business at arm's length basis.
e) Date(s) of approval by the Board, if any:	At quarterly board meetings
f) Amount paid as advances, if any:	Nil

By order of the Board of Directors
For Modern Steels Limited

Krishan Kumar Goyal

Place: Chandigarh Chairman and Managing Director

Dated: 25th November, 2020 DIN: 00482035

ANNEXURE 'B' TO DIRECTORS' REPORT

Information as per Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2020.

FORM 'A'

	Current Year 2019-20	Previous Year 2018-19
A) Power and Fuel Consumption		
1. Electricity		
Purchased Units (kwh)	4,11,83,990	5,60,64,000
Total Amount Rs.	31,94,70,406	40,47,21,779
Rate Per unit Rs.	7.76	7.22
2. Fuel		
Quantity (Kgs)/kl	9,71,782	13,56,243
Total Amount Rs.	4,10,21,651	5,62,63,247

Rate Per Unit Rs.	42.21	41.48
3. Steam Coal(Gasifire)		
Quantity (Kgs)	45,35,419	81,48,716
Total Amount Rs.	4,89,27,262	9,13,56,945
Rate Per Unit Rs.	10.79	11.21
B) Consumption Per Unit of Production		
1. Production (Concast Billets) MT	26,866	38,227
a. Electricity Units	850	851
b. Furnace Oil (Kgs)	21.19	21
2. Production (Ingots) MT	6,750	11,559
a. Electricity Units	769	768
b. Furnace Oil (Kgs)	5.51	5
3. Production (Rolled Products with Oil) MT	-	1,406
4. Production (Rolled Products with Coal) MT	28,608	44,315
a. Electricity Units	87	86
b. Steam Coal(Kgs)-Gasifire	159	178
c. Furnace Oil (Kgs)	-	52

FORM 'B'

1. RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company is regularly working on the continual improvement of its products looking at its customers/ market requirements.

2. FOREIGN EXCHANGE EARNING AND OUTGO

Particulars with regard to Foreign Exchange earnings and outgo appear on the relevant note of the Balance Sheet.

By order of the Board of Directors
For Modern Steels Limited

Krishan Kumar Goyal

Place: Chandigarh Chairman and Managing Director

Dated: 25th November, 2020 DIN: 00482035

ANNEXURE 'C' TO DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To
The Members
MODERN STEEL LTD.
G T ROAD MANDI GOBINDGARH
PUNJAB PB IN

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MODERN STEEL LTD. (hereinafter called the Company). Secretarial Audit was

conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed here under 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 Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable during audit period;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable during the audit period;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-Not applicable during the audit period;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-

Not Applicable during the audit period; and

- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable during the audit period;
- (vi) We have relied on the representation made by the Company & its Officers for system and mechanism formed by the Company for compliances under other applicable Acts as Environmental Laws & Labour Laws as per list attached herewith.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE);

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in 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.

As required under Section 149 (8) read with Para VII (1) of Schedule IV of Companies Act, 2013 as well as Regulation 25 (3) of SEBI (LODR) Regulation 2015, The independent directors of the company/listed entity shall hold at least one meeting in a financial year without the presence of non-independent directors and members of the management.

In respect of meeting of Independent Directors, Company availed relaxation from holding Independent Director's Meeting during F.Y. 2019-20, as per General Circular No. 11/2020 issued by Ministry of Corporate Affairs (MCA) dated 24th March 2020.

Observation:

- The Company also not Complied with Section 197 of Companies Act 2013 in respect of remuneration paid to Managerial Personnel of the Company.

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.

We further report that during the audit period the company has not made any decisions which are having major bearing in the Company's affair in pursuance of above referred laws, rules, regulation, guidelines, standards, etc.

Place: Chandigarh For B.K. Gupta & Associates
Date: 18th November, 2020 Company Secretaries

(CS Bhupesh Gupta)

FCS No.:4590

C P No.:5708

UDIN: F004590B001246479

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

LIST OF LABOUR LAWS AND ENVIRONMENTAL LAWS WHICH HAVE BEEN VERIFIED DURING AUDIT PERIOD

List of Labour Laws

Factories Act, 1948
Industrial Disputes Act, 1947
The Payment of Wages Act, 1936
The Minimum Wages Act, 1948
Employee's State Insurance Act 1948
The Payment of Bonus Act, 1972
The Contract Labour (Regulation and Abolition) Act, 1970
The Apprentices Act, 1961

List of Environmental Laws

Environment (Protection) Act, 1986
The Public Liability Insurance Act, 1991
Water (Prevention and Control of Pollution) Act, 1974
Air (Prevention and Control of Pollution) Act, 1981
Hazardous Waste (Management, Handling and Transboundary Movements) Rules, 2008

ANNEXURE:-A

To
THE MEMBERS
MODERN STEELS LIMITED
G.T. ROAD,
MANDI GOBINDGARH
PUNJAB

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

Place: Chandigarh For B.K. Gupta & Associates
Date: 18th November, 2020 Company Secretaries

(CS Bhupesh Gupta)

FCS No.:4590

C P No.:5708

ANNEXURE 'D' TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L27109PB1973PLC003358
ii) Registration Date	19 th November, 1973
iii) Name of the Company	Modern Steels Limited
iv) Category / Sub-Category of the Company	Public Limited/Listed Company
v) Address of the Registered office and contact details	GT Road, Mandi Gobindgarh, Distt. Fatehgarh Sahib, Punjab - 147301 Tel: 01765-257991
vi) Whether listed Company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent	MCS Share Transfer Agent Limited F- 65, First Floor, Okhla Industrial Area Phase-I, New Delhi - 110 020. Tel.No. : +91-11- 41406149, Fax No.: +91-11- 41709881, E-mail : admin@mcsregistrars.com, Website: www.mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Alloy Bars / Rounds	24105	70%
2.	Non Alloy Bars / Rounds	28140	30%

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

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

i) Category-wise Shareholding									
Category of Shareholders	No. of shares held at the beginning of the year (as on 1 st April, 2019)				No. of shares held at the end of the year (as on 31 st March, 2020)				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
A. Promoters									
(1) Indian									
a) Individual /HUF	6885859	-	6885859	50.03	6885859	-	6885859	50.03	-
b) Bodies Corporate	2133077	-	2133077	15.50	2133077	-	2133077	15.50	-
Sub Total (A):-	9018936	-	9018936	65.53	9018936	-	9018936	65.53	-
Total shareholding of Promoter (A)	9018936	-	9018936	65.53	9018936	-	9018936	65.53	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	3600	2400	6000	0.04	3600	2400	6000	0.04	-
b) Banks / FI	-	1000	1000	0.01	-	1000	1000	0.01	-
Sub Total (B)(1):-	3600	3400	7000	0.05	3600	3400	7000	0.05	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	163986	43300	207286	1.51	58912	43300	102212	0.74	-0.76
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 1 lakhs	1752158	748905	2501063	18.17	1784010	738205	2522215	18.33	0.15
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs.	1978555	21000	1999555	14.53	2064517	21000	2085517	15.15	0.62
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	28519	-	28519	0.21	26479	-	26479	0.19	-0.01
Sub Total (B)(2):-	3923218	813205	4736423	34.42	3933918	802505	4736423	34.42	-



MODERN STEELS LIMITED

Category of Shareholders	No. of shares held at the beginning of the year (as on 1 st April, 2019)				No. of shares held at the end of the year (as on 31 st March, 2020)				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
Total Public Shareholding (B) = (B)(1) + (B) (2)	3926818	816605	4743423	34.47	3937518	805905	4743423	34.47	-
C. Shares held by custodian for CDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12945754	816605	13762359	100.00	12956454	805905	13762359	100.00	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 st April, 2019)			Shareholding at the end of the year (as on 31 st March, 2020)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares held	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares held	
1.	Krishan Kumar Goyal	2496179	18.14	100	2496179	18.14	100	-
2.	Alka Goyal	1488840	10.82	100	1488840	10.82	100	-
3.	Amarjit Goyal	1189250	8.64	100	1189250	8.64	100	-
4.	Nabha Commerce Pvt Ltd.	837750	6.09	100	837750	6.09	100	-
5.	Aditya Goyal	795590	5.78	100	795590	5.78	100	-
6.	Chandigarh Finance Pvt Ltd	380625	2.77	100	380625	2.77	100	-
7.	Krishan Kumar Goyal (HUF)	546000	3.97	100	546000	3.97	100	-
8.	Amarjit Goyal (HUF)	370000	2.69	100	370000	2.69	100	-
9.	Times Finvest & Commerce Limited	234702	1.71	100	234702	1.71	100	-
10.	Indo Pacific Finlease Limited	680000	4.94	100	680000	4.94	100	-
Total		9018936	65.53	100	9018936	65.53	100	-

iii. Change in Promoters Shareholding (please specify if there is any change)

There is no change in the Promoter's shareholding during the year.

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

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year (as on 1 st April, 2019)		Date on which purchase/sale made	Purchase during the year	Sale during the year	Cumulative shareholding at the end of the year (as on 31 st March, 2020)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Ajay Goyal	469135	3.41	-	-	-	469135	3.41
2.	Veenu Garg	366707	2.66	-	-	-	366707	2.66
3.	Laven Kumar Goyal	195672	1.42	-	-	-	195672	1.42
4.	Vijay Garg	187921	1.37	-	-	-	187921	1.37
5.	Jaynali Khetan	46870	0.34	06.12.2019	41999	-	88869	0.65
6.	Ajay Goyal	45000	0.33	-	-	-	45000	0.33
7.	Hina Dhirajjal Ambani	44000	0.32	-	-	-	44000	0.32
8.	Kamal Leasing Limited	40750	0.30	-	-	-	40750	0.30
9.	Ashadevi Rajendrakumar Agarwal	38835	0.28	06.12.2019	-	40	38795	0.28
10.	Nitin Garg*	-	-	27.12.2019	33003	-	33003	0.24
11.	Karvy Stock Broking Limited#	84614	0.61	12.07.2019	-	1000	1600	0.01
				06.12.2019	-	41999		
				13.12.2019	-	40015		

*Not in the list of top 10 shareholders as on 01/04/2019. The same has been reflected above since the shareholders were one of the top 10 shareholders as on 31/03/2020.

#Ceased to be in the list of top 10 shareholders as on 31/03/2020. The same has been reflected above since the shareholder was one of the top 10 shareholders as on 01/04/2019

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year (as on 1st April, 2019)		Purchase during the year	Sale during the year	Cumulative Shareholding at the end of the year (as on 31 st March, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	No. of shares	No. of shares	% of total shares of the Company
1.	Mr. Krishan Kumar Goyal	2496179	18.14	-	-	2496179	18.14
2.	Mr. D.S. Gill	500	-	-	-	500	-
3.	Mr. Priyavrat Thareja	250	-	-	-	250	-

No other Director / KMP / Company Secretary is holding any shares in the Company during the year.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Working Capital Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (as on 1st April, 2019)					
i) Principal Amount	76,24,67,913	1,06,61,46,754	1,31,35,931	-	1,84,17,50,598
ii) Interest due but not paid	1,35,65,974	-	-	-	1,35,65,974
iii) Interest accrued but not due	1,37,71,193	-	-	-	1,37,71,193
Total (i+ii+iii)	78,98,05,080	1,06,61,46,754	1,31,35,931	-	1,86,90,87,765
Change in indebtedness during the financial year					
- Addition	-	-	1,75,97,353	-	1,75,97,353
- Reduction	1,37,71,193	2,05,61,966	60,00,000	-	4,03,33,159
Net change	1,37,71,193	2,05,61,966	1,15,97,353	-	-2,27,35,806
Indebtedness at the end of the financial year (as on 31st March, 2020)					
i) Principal Amount	76,24,67,912	1,04,55,84,788	2,47,33,284	-	1,83,27,85,984
ii) Interest due but not paid	1,35,65,974	-	-	-	1,35,65,974
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	7,76,033,886	1,04,55,84,788	2,47,33,284	-	1,84,63,51,958

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The remuneration of Directors and Key Managerial Personnel appears in the Corporate Governance Report.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

The penalty as imposed by BSE appears in the Corporate Governance Report.

For and on behalf of the Board

Place: Chandigarh
Dated: 25th November, 2020

Krishan Kumar Goyal
Chairman and Managing Director
DIN: 00482035

**CORPORATE GOVERNANCE REPORT**

In line with the requirement for providing a “Report on Corporate Governance” as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges as applicable, given below is a report on the Company’s Corporate Governance norms.

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

Modern Steels Limited is committed in adopting the best practices of Corporate Governance. The Company endeavors to act on the principles of transparency, accountability, trusteeship, integrity and passion. The ultimate objective being of realizing long term shareholder value, while taking into account the interest of other stakeholders.

2. BOARD OF DIRECTORS**A. Composition and category of the Board of Directors**

A list of Directors including the Chairman of the Board and their status as Executive / Non-Executive and Independent / Non-Independent during the year ended 31st March, 2020 is set out below:

Name of the Director	Category of the Director	No. of Board meetings attended	Last AGM attended	No. of other Directorships in Public Company	No. of Committee positions held		Relationship between Directors inter se
					Chairman	Member	
Mr. Krishan Kumar Goyal*	Chairman & Managing Director, Executive – Non Independent Director	5	Yes	1	-	-	NA
Mr. D.S. Gill	Non-Executive – Independent Director	5	Yes	-	2	-	NA
Dr. Priyavrat Thareja	Non-Executive – Independent Director	5	Yes	-	-	2	NA
Dr. Meena Sharma	Non-Executive – Independent Director	5	Yes	-	-	-	NA
Mr. R.K. Sinha **	Director (Operations) Executive – Non Independent Director	3	Yes	-	-	2	NA

* Mr. Krishan Kumar Goyal is also a Chairman and Managing Director in Modern Dairies Limited.

** Mr. R.K. Sinha (DIN: 00556694) was appointed for a period of five years w.e.f 28th May, 2015 and his tenure expired on 27th May, 2020.

Prof. Satish Kumar Kapoor is appointed as an Additional Independent Director by the Board of Directors w.e.f 14th October, 2020.

Note: In accordance with provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 membership/ chairmanship of the Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (listed / unlisted) have been considered.

B. Board Meeting and Attendance

During the financial year ended 31st March, 2020, five meetings of Board of Directors were held. The details of Board Meetings held during the year are as under:

Date of Board Meeting	Board’s Strength	No. of Directors Present
30 th May, 2019	5	5
13 th August, 2019	5	5
30 th September, 2019	5	5
13 th November, 2019	5	4
14 th February, 2020	5	4

Mr. D.S. Gill is holding 500 equity shares in the Company and Dr. Priyavrat Thareja is holding 250 equity shares in the Company. No other Non-Executive Director is holding any shares in the Company.

C. The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are available with the Board:

Industry knowledge and Experience	Understanding of the relevant laws, rules, regulation, policies applicable to the organisation.
	Understanding of the best Corporate Governance practices, relevant governance codes, governance structure, processes and practices followed by the organisation.
	Understanding of business ethics, ethical policies, codes and practices of the organisation.
	Understanding of the structures and systems which enable the organisation to effectively identify, assess and manage risk and crisis.

D. All the Directors on the Board have the above mentioned skills/expertise/ competencies.

E. The Board hereby confirms that the independent directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and are independent of the management.

3. AUDIT COMMITTEE

a. Terms of reference of Audit Committee

- (1) oversight of the listed entity'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) modified opinion(s) 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) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, 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 chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;



(21) carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b. Composition of Audit Committee

1. The Company has an Audit Committee as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 177 of the Companies Act, 2013.

The constitution of the Audit Committee is as under:

Name of Director	Member / Chairman
Mr. D.S. Gill	Chairman
Dr. Priyavrat Thareja	Member
Mr. R.K. Sinha (Ceased to be the member w.e.f 27 th May, 2020)	Member
Dr. Meena Sharma (Appointed as the member w.e.f 28 th May, 2020)	Member
Prof. Satish Kumar Kapoor (Appointed as the member w.e.f 14 th October, 2020)	Member

2. The Chairperson of the Audit Committee, Mr. D.S. Gill is a Non-Executive Independent Director.
3. All of the above Directors are financially literate and have accounting and related financial management expertise.
4. The Chairman of the Audit Committee was present at the last Annual General Meeting to answer the shareholders queries.
5. The Company Secretary of the Company is the Secretary of the Audit Committee.

c. Meetings and attendance of Audit Committee

The Committee met four times during the year on 30th May 2019, 13th August 2019, 13th November 2019 and 14th February 2020. The status of attendance of members at the Audit Committee meetings held during the year is as under:

Name of Director	No. of Meetings held during 2019–20	No. of Meetings attended during 2019–20
Mr. D.S. Gill	4	4
Dr. Priyavrat Thareja	4	4
Mr. R.K. Sinha	4	2

4. NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The terms of reference of the Committee are as follows-

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(6) recommend to the board, all remuneration, in whatever form, payable to senior management.

b. Composition of Nomination and Remuneration Committee

The constitution of the Nomination and Remuneration Committee is as under:

Name of Director	Member / Chairman
Dr. Priyavrat Thareja	Chairman
Mr. D.S. Gill	Member
Dr. Meena Sharma	Member
Prof. Satish Kumar Kapoor (Appointed as the member w.e.f 14 th October, 2020)	Member

c. During the year, the meeting of this Committee was held on 13th August 2019 and 30th March 2020.

Name of Director	No. of Meetings held during 2019–20	No. of Meetings attended during 2019–20
Dr. Priyavrat Thareja	2	2
Mr. D.S. Gill	2	2
Dr. Meena Sharma	2	2

d. Performance evaluation criteria: A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for FY 2019-20. Led by the Nomination & Remuneration Committee ('NRC'), the evaluation was carried out using individual questionnaires covering composition of Board, conduct as per Company values & beliefs, contribution towards development of strategy & business plan, risk management, receipt of regular inputs and information, codes & policies for strengthening governance, functioning, performance & structure of Board Committees, skill set, knowledge & expertise of Directors, preparation & contribution at Board meetings, leadership etc.

5. REMUNERATION OF DIRECTORS

The Executive Directors are paid remuneration as per the terms approved by the Board of Directors and confirmed by the shareholders of the Company. Service contracts are entered into in terms of regulations governing their appointment and terms of remuneration. The remuneration is fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company etc. The remuneration structure comprises Basic Salary, Perquisites and allowances, contribution to Provident Fund and other funds in accordance with various related provisions of the Companies Act, 2013. The Non-Executive Directors are paid sitting fee of Rs.20,000 per Board Meeting and Rs.10,000 for Committee Meetings attended by them.

Details of Remuneration paid to the Directors during the financial year ended 31st March, 2020:

Amount in Rs.

Name of the Director	Salary	Benefits/PF	Perquisites	Stock Option	Sitting Fee	Total
Mr. Krishan Kumar Goyal	12,50,000	9,000	5,24,328	–	–	17,83,328
Mr. D.S. Gill	–	–	–	–	1,90,000	1,90,000
Dr. Priyavrat Thareja	–	–	–	–	1,90,000	1,90,000
Dr. Meena Sharma	–	–	–	–	1,10,000	1,10,000
Mr. R.K. Sinha	30,00,000	2,71,600	2,43,750	–	–	35,15,350

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has formed a Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The role of the committee shall inter-alia include the following:

- (1) 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.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) 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.
- (4) 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.



- b. The list of members and the Chairman of the Committee is as follows:

Name of Director	Member / Chairman
Mr. D.S. Gill	Chairman
Dr. Priyavrat Thareja	Member
Mr. R.K. Sinha (Ceased to be the member w.e.f 27 th May, 2020)	Member
Dr. Meena Sharma (Appointed as the member w.e.f 28 th May, 2020)	Member
Prof. Satish Kumar Kapoor (Appointed as the member w.e.f 14 th October, 2020)	Member

- c. The Chairman of the Committee Mr. D.S. Gill is a Non-Executive Independent Director nominated by the Board.
d. The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting to answer the Shareholders queries.
e. Mr. Ashish Sharma, GM (Secretarial) & Company Secretary is Compliance Officer of the Company, w.e.f. 1st October, 2019.
f. During the financial year ended 31st March, 2020, four meetings of the Stakeholders Relationship Committee were held on 30th May 2019, 13th August 2019, 13th November 2019 and 14th February 2020.

Name of Director	No. of Meetings held during 2019-20	No. of Meetings attended during 2019-20
Mr. D.S. Gill	4	4
Dr. Priyavrat Thareja	4	4
Mr. R.K. Sinha	4	2

- g. During the year 2019-2020, the Company has not received any complaint from the shareholders.

7. GENERAL BODY MEETINGS

Financial Year	Location	Date	Time
2016-17	Regd. Office: G.T. Road, Mandi Gobindgarh (Pb.)	09.09.2017	11.00 A.M.
2017-18	Regd. Office: G.T. Road, Mandi Gobindgarh (Pb.)	29.09.2018	11.00 A.M.
2018-19	Regd. Office: G.T. Road, Mandi Gobindgarh (Pb.)	30.09.2019	11.00 A.M.

Special Resolutions passed in previous three AGMs:

- (i) In the 43rd AGM dated 09.09.2017 the following Special resolutions were passed:
a) Re-appointment of Mr. D.S. Gill (DIN: 00211236) as an Independent Director.
b) Re-appointment of Dr. Priyavrat Thareja (DIN: 06984057) as an Independent Director.
c) Re-appointment of Mr. Amarjit Goyal (DIN: 00219943) as Chairman and Whole Time Director of the Company.
d) Re-appointment of Mr. Krishan Kumar Goyal (DIN: 00482035) as Managing Director of the Company.
- (ii) In the 44th AGM dated 29.09.2018, the following Special resolutions were passed:
a) Re-appointment of Dr. Meena Sharma (DIN: 07241589) as an Independent Non- Executive Director.
b) Review of remuneration paid to Mr. R.K. Sinha (DIN: 00556694) as Director (Operations) of the Company.
- (iii) In the 45th AGM dated 30.09.2019 , the following Special resolutions were passed:
a) To continue the directorship of Mr. Dildar Singh Gill (DIN: 00211236) as an Independent Non-Executive Director who has attained the age of 75 years above.
b) To adopt new set of Memorandum of Association/ Articles of Association as per Companies Act, 2013
c) Approval of remuneration paid to Mr. Krishan Kumar Goyal, as Managing Director from 1st April, 2017 pursuant to amended Section 197 of the Companies Act, 2013
d) Approval of remuneration paid to Mr. Rajesh Kumar Sinha, as Director (Operations) from 28th May, 2018 pursuant to amended Section 197 of the Companies Act, 2013

During the year, the Company has not passed any resolution through postal ballot and as of now there is no proposal to pass any resolution through Postal Ballot.

8. MEANS OF COMMUNICATION

Quarterly results: The Quarterly /Half yearly/ Yearly results of the Company, Notice of Board Meeting and information relating to Annual General Meeting, Book Closures is published in The Financial Express and Rozana Spokesman i.e. in English and regional language newspaper and is also notified to the Stock Exchange as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In addition, the Company also files quarterly results, Shareholding Pattern etc. in such form so as to enable Stock Exchange to put it on their website.

Website: www.modernsteels.com

Annual Report: The Annual Report containing Audited Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report is circulated to the members by email or by post.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated email-id: The Company has designated following email ID exclusively for Investor Servicing: secretarial@modernsteels.com

Management Discussion and Analysis forms part of the Annual Report, which is e-mailed to the shareholders.

GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting:

Day, Date & Time: Monday, the 28th day of December, 2020 at 11.00 a.m.
Venue: Through Video Conferencing/other Audio Visual means.

2. Financial Calendar for:

Adoption of Results for the quarter ended:	In the Month of (tentative)
30 th June, 2020	September, 2020 (2 nd week)
30 th September, 2020	November, 2020 (2 nd week)
31 st December, 2020	February, 2021 (2 nd Week)
31 st March, 2021	May, 2021
Annual General Meeting	September, 2021

3. Book Closure Date:

From 21st December, 2020 to 28th December, 2020 (both days inclusive)

4. Listing on Stock Exchanges:

Your Company is listed at the BSE Limited (BSE).

5. Stock Code:

BSE: 513303
ISIN No. in NSDL & CDSL: INE001F01019

6. Stock Data:

Month	MODERN STEELS LTD. ON BSE				BSE SENSEX		
	High Rs.	Low Rs.	Close Rs.	Volume	High	Low	Close
2019							
April	-	-	-	-	39487.45	38460.25	39031.55
May	11.00	11.00	11.00	100	40124.96	36956.10	39714.20
June	-	-	-	-	40312.07	38870.96	39394.64



MODERN STEELS LIMITED

July	-	-	-	-	40032.41	37128.26	37481.12
August	-	-	-	-	37807.55	36102.35	37332.79
September	-	-	-	-	39441.12	35987.80	38667.33
October	-	-	-	-	40392.22	37415.83	40129.05
November	-	-	-	-	41163.79	40014.23	40793.81
December	10.45	8.97	8.97	540	41809.96	40135.37	41253.74
2020							
January	-	-	-	-	42273.87	40476.55	40723.49
February	-	-	-	-	41709.30	38219.97	38297.29
March	8.53	7.50	7.50	443	39083.17	25638.90	29468.49

7. Registrars and Share Transfer Agents (For Physical as well as for Demat Segment):

M/s. MCS Share Transfer Agent Limited

F- 65, First Floor, Okhla Industrial Area Phase-I, New Delhi - 110 020.

Tel. No.: +91-11- 41406149 , Fax No.: +91-11- 41709881,

E-mail: admin@mcsregistrars.com, Website: www.mcsregistrars.com.

All shareholders of the Company can avail online services from our Registrars & Share Transfer Agents M/s. MCS Share Transfer Agent Limited, with regard to Investor Grievances. Please login on the site of M/s. MCS Share Transfer Agent Limited at www.mcsregistrars.com and click on Investors Services and you can register your queries / grievances and details as required by you. The registered queries/grievances on the site will be responded by M/s. MCS Share Transfer Agent Limited on priority basis.

8. Share transfer System:

94.14% of the equity shares of the Company are in the electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with M/s. MCS Share Transfer Agent Limited or with Company at above mentioned addresses.

9. Distribution of Shareholding as on 31st March, 2020:

SHAREHOLDING		SHAREHOLDERS		NO. OF SHARES	
From	To	Number	% of total	Number	% of total
1	500	5824	87.74	1289630	9.37
501	1000	388	5.84	313551	2.28
1001	2000	214	3.22	313162	2.27
2001	3000	47	0.71	115925	0.84
3001	4000	33	0.50	117696	0.86
4001	5000	24	0.36	112634	0.82
5001	10000	49	0.74	343607	2.50
10001	50000	40	0.60	828914	6.02
50001	100000	1	0.02	88869	0.65
100001	And Above	18	0.27	10238371	74.39
TOTAL		6638	100.00	13762359	100.00

Shareholding Pattern of the Company as on 31st March, 2020:

Category	No. of shares held	%age of shareholding
Promoters & Promoter Group	9018936	65.53
Mutual Funds & Banks	7000	0.05
Bodies Corporate (not included above)	102212	0.75
Indian Public	4607732	33.48
NRIs/OCBs	26479	0.19
TOTAL	13762359	100.00

10. Dematerialisation of Shares:

The trading in Company's shares is permitted only in dematerialised form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scripless trading, the Company has enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Dematerialisation record: The following data indicates the extent of Dematerialization of Company's shares as on 31st March, 2020.

No. of Shares : 1,29,56,454	94.14% of the total equity.
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11. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

12. Plant Location of the Company:

Registered Office & Works: G.T. Road, Mandi Gobindgarh, Distt. Fatehgarh Sahib, Punjab – 147 301

13. Correspondence Address:

All queries of investors regarding the Company's shares in Physical / D'mat form may be sent at the following addresses:

i) Modern Steels Limited

Corporate Office: SCO 98-99, Sub City Centre, Sector 34, Chandigarh-160022

Tel.: +91-172- 2609001, 2609002, 2609003, Fax: +91-172- 2609000

E-mail:secretarial@modernsteels.com, Company's Website: www.modernsteels.com

ii) M/s. MCS Share Transfer Agent Limited

F- 65, First Floor, Okhla Industrial Area Phase-I, New Delhi 110 020.

Tel. No.: +91-11- 41406149, Fax No.: +91-11- 41709881,

E-mail: admin@mcsregistrars.com, Website: www.mcsregistrars.com

14. Other Disclosures:

a) Disclosure on materially significant related party transactions:

All material transactions with related parties as defined under the Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business. They have been approved by the Audit Committee, Board of Directors and Shareholders.

b) Details of non-compliance by listed Company, penalties: BSE Ltd. imposed a penalty of Rs. 2,15,940/- for non-compliance with Regulation 6(1) of SEBI(LODR) Regulations, 2015 during the year 2019-20. The Company has duly complied with the regulation and has paid the said amount.

c) Detail of establishment of vigil mechanism, whistle blower policy:

The Company has established a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees to report concerns about unethical behavior. No person is denied access to the Chairman of the Audit Committee.



d) Details of compliance with mandatory requirements:

The Company is complying with all the mandatory requirements as given by Stock Exchange / Registrar of Companies.

e) The Company is not having any subsidiary, therefore no policy for determining material subsidiaries.

f) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

g) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Relevant Note to the Financial Statements.

h) Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

All employees are covered under this Policy.

As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. No complaints were received during financial year 2019-20.

Declaration regarding compliance by Board members and Senior management personnel with the Company's code of conduct.

The Shareholders,

I, Krishan Kumar Goyal, Chairman & Managing Director of the Company do hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct adopted by the Board of Directors, as applicable to the Board of Directors and Senior Management of the Company.

Place: Chandigarh
Dated: 25th November, 2020

Krishan Kumar Goyal
Chairman & Managing Director
DIN: 00482035

Pursuant to Regulation 34(3) and Schedule V Part C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
MODERN STEEL LTD.,
G T ROAD MANDI GOBINDGARH
PUNJAB IN

In terms of the provisions of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirement) Regulations, 2015 for the financial year ended March 31, 2020, We B.K. Gupta & Associates, Company Secretaries in Practice confirm that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

For B.K. Gupta and Associates
Company Secretaries

(CS BHUPESH GUPTA)
FCS- 4590
CP-5708

Place: Chandigarh
Date: 18th November, 2020

UDIN:- F004590B001249878

Certificate on Compliance with the conditions of Corporate Governance under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
The Members of
MODERN STEEL LIMITED
G T ROAD MANDI GOBINDGARH PUNJAB IN

We have examined the compliance of conditions of Corporate Governance by Modern Steel Limited (the company) for the year ended on 31st March 2020 as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. 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 per the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We 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 B K Gupta & Associates
Company Secretaries

Place: Chandigarh
Dated: 18th November, 2020

(CS Bhupesh Gupta)
FCS No: - 4590
C.P. No: - 5708
UDIN: -F004590B001249891

**INDEPENDENT AUDITORS' REPORT**

To

THE MEMBERS OF MODERN STEELS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Modern Steels Limited, which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act. Those Standards require that

we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

We have audited the standalone financial statements of Modern Steels Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss, (statement of changes in equity) and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the **Basis for Qualified Opinion** section of our report and Emphasis of Matters, these quarterly financial results as well as the year to end results are presented in accordance with requirements of Regulation 33 of the SEBI (listing obligation and disclosure requirement) Regulations, 2015 in this regard and give a true and fair view of total comprehensive income comprising of net profit and other comprehensive income and financial information for the quarter ended 31st March, 2020 and for the year ended March 31st, 2020.

BASIS FOR QUALIFIED OPINION

1. *Director's remuneration is not admissible as prescribed in Sec-197 of companies Act, 2013 except*

in accordance with the provision of Schedule V and if it is not able to comply with such provisions, the prior approval of lenders is required.

The Company is not eligible to pay director remuneration for non-compliance of conditions prescribed in schedule V of the companies Act, 2013. During the year, the company has given the director remuneration to Mr. Krishan Kumar Goyal (Managing Director) amounting to Rs. 17,83,328 and Mr. R.K Sinha (Director) amounting to Rs. 35,15,350.

Apart from the managerial remuneration for year ended 31st March, 2020, as mentioned above the company has paid director remuneration of Rs. 1,66,56,048 till 31st March, 2019 without complying the provisions of Schedule V of the companies Act, 2013.

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

EMPHASIS OF MATTER

(A) Assignment of debt of SBI and Canara Bank to ARC

Two lender banks of the company viz. State Bank of India (SBI) and Canara Bank have assigned their loans and other facilities along with underlying financial documents together with all the rights, title and interest to Edelweiss Asset Reconstruction Company Limited, acting in its capacity as trustee of the EARC Trust- SC 306 for the benefits of the holders of the Security Receipts issued by the trustee there under.

During the reporting period there has been no written agreement between the Company and Edelweiss Asset Reconstruction Company Limited to crystallize the amount payable and interest thereon to them, hence the said debt till then is continued to be shown as payable to SBI and Canara Bank instead of Edelweiss Asset Reconstruction Company Limited.

(B) One Time Settlement (OTS) with PNB

Punjab National Bank had approved One Time Settlement for its credit facilities, the terms of which, the company had failed to comply, hence the OTS stands failed. The interest provided on the OTS amount for the period ended **31st March 2020** amount to **Rs. 1.71 Crore** and for the period ended **31st March 2019** amount to **Rs. 1.38 Crore** has been reversed in quarter ending **31st March 2020**. As regards the interest on the outstanding amount, the same has not been provided in accordance with the reasons as specified in **Point C** below.

(C) Interest provisioning on facilities from Consortium banks:

The Company's various credit facilities have been declared "Non-Performing Assets" by its respective banks. There is a usual practice that banks discontinue to account for as "income" in respect to the accrued interest on such assets, subsequent to the declaration of these as "Non-performing assets". The bankers of the company too have not accounted as "income" in respect to the interest subsequent to NPA declaration date. In order to achieve the desired congruency on this issue & uncertainty of the amount liable to be paid, the management of the company has not provided for such interest i.e. interest on credit facilities (including on assigned debts of SBI and Canara Bank) subsequent to the date of declaration of these credit facilities as non-performing. Such interest amounts to **Rs. 30.93 Crores** for year ended **31st March 2020** which has resulted in the understatement of current liabilities and losses to that extent. Even though the debts of SBI and Canara Bank have been assigned to Edelweiss Asset Reconstruction Company Limited, in absence of any express agreement between the company and Edelweiss Asset Reconstruction Company Limited, no interest has been accounted for in this respect. This interest is not recorded in Profit & Loss Account.

(D) Material Uncertainty related to Going-Concern

The preparation of the financial statements is done on going concern basis, consequently assets and liabilities are being carried at their book value. We draw attention to the financial statements, which indicates that the company had accumulated losses and has also incurred losses during the financial year ended 31st March 2020. As on date, the Company's current liabilities exceeded its current assets and the Company's net worth has also been



eroded. There are negative operating cash flows indicated by historical financial statements, adverse key financial ratios, and inability to comply with the term loan agreements. These conditions indicate the existence of a material uncertainty that may cast doubt about the company's ability to continue as a going concern.

(E) Provision for Doubtful Debts

The audit committee in its meeting dated 14-10-2020 and the board of directors in its meeting dated 14-10-2020 approved to make a provision for doubtful debts in books of accounts for a total amount of Rs.24,19,28,882 (Rupees Twenty Four Crore Nineteen Lacks Twenty Eight Thousand Eight Hundred and Eight Two) considering the uncertainty of the recoverability due to respective circumstances of each recoverables (Refer note- 2.12).

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow 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 Indian Accounting Standards prescribed under section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164(2) of the Act.

- f. 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:

- The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
- The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For AARYAA & ASSOCIATES

Chartered Accountants

**CA Harsharanjit Singh Chahal
(Partner)**

Membership No. 091689

(Firm Registration No. 015935N)

UDIN: 20091689AAAAS9465

Place: Chandigarh

Date: 14th October, 2020**ANNEXURE TO THE AUDITORS' REPORT**

The Annexure referred to in our report to the members of the company for the year ended 31 March, 2020. To the best of our knowledge and belief and information & explanation given to us, we further report that:

1. a) The company has maintained proper records to show full particulars including quantitative details & situation of its fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals which in our opinion is appropriate having regards to size of the company and nature of its assets. No material discrepancies have been noticed during the year.
- c) The title deeds of immovable properties are held in the name of the Company.

2. a) The inventory of the company has been physically verified by the management at reasonable intervals during the year.
b) No material discrepancies were noticed.
3. The company has not granted loans, secured or unsecured to Companies, Firms or other parties covered in the Register maintained u/s 189 of the Company Act 2013 during the year.
4. In respect of loans, investments, guarantee and security the provisions of section 185 and 186 of the Companies Act 2013 have been complied with.
5. The company has accepted loans from directors amounting to ₹ 1.00 crore. The company has complied with the directives issued by the Reserve Bank of India & with the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
6. On the basis of records produced to us, we are of the opinion that prima facie the cost records prescribed by the Central Government of India under section 148(1) of the Act have been made & maintained & also cost audit will be conducted in due course of time. We have not carried out any detailed examination of such Account & records.
7. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, undisputed statutory dues in respect of Provident Fund, Employee's State Insurance dues, Investor Education and Protection Fund, Income Tax, Service Tax, Cess, Goods and Services Tax and other material statutory dues have generally been regularly deposited by the Company during the year with the appropriate authorities in India and there were no arrear outstanding in respect of above for a period of more than six month as on 31.03.2020.
(b) According to the records of the Company examined by us and the information and explanations given to us, there are no dues of Goods and Service Tax, sales tax, income tax, customs duty, service tax, excise duty and cess which have not been deposited on account of any dispute other than the following amounting to ₹1.03 crore. The details are as under:

NATURE OF DUES/NAME OF STATUTES	FORUM WHERE DISPUTE IS PENDING	YEAR	DISPUTED AMOUNT (₹)
EXCISE DUTY			
CENTRAL EXCISE ACT 1944	COMMISSIONER (APPEALS), CHANDIGARH	2007-08	2,56,533
CENTRAL EXCISE ACT 1944	COMMISSIONER (APPEALS), CHANDIGARH	2007-08 to 2008-09	2,59,085
CENTRAL EXCISE ACT 1944	COMMISSIONER (APPEALS), CHANDIGARH	2004-05 to 2006-07	89,56,212
CENTRAL EXCISE ACT 1944	CHANDIGARH	2008-09 to 2009-10	8,50,927

8. During the year ended 31 March 2020, the Company has defaulted on timely payment of principal and payment of interest on term loans and cash credits. During the current financial year 2019-20, The Company has not provided any provision for interest payable in the books of accounts. The lender wise details with respect to interest and principal in default as on 31.03.2020 is as under:

₹ in lakhs

S.No	Particulars	Amount in lakhs	Nature of Due	Date of Default
1.	State Bank of India	12080	Principal	01/02/2016
		31	Interest	
2.	Punjab National Bank	4110	Principal	01/04/2016
		219	Interest	
3.	Canara Bank	1890	Principal	30/09/2016
		24	Interest	

***It does not include Interest amounting to ₹10361 lakhs not provided for in books**

The debts of SBI and Canara has however been assigned to ARC i.e, Edelweiss Asset Reconstruction Company Limited as there is no written agreement between the company and ARC, therefore the above debts has been recorded in books with respective banks.

The Company did not raise money by way of initial public offer or further public offer (including debt instruments and term loans during the year).



9. As per the information and explanation given to us and on the basis of examination of records, no material fraud on or by the Company was noticed during the course of our audit.
10. The Company has not paid managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with schedule V to the Companies Act. The details of the same have been mentioned in the Basis of Qualified opinion section of Audit Report.
11. In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special/statute applicable to Nidhi Company are not applicable to it.
12. All transactions with related parties are in accordance with section 177 and 188 of the Companies Act 2013 and details have been disclosed in the financial statements as required by the applicable accounting standards.
13. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
14. The Company has not entered into any non cash transactions with directors or persons connected with him during the year under review.
15. The Company is not required to be registered under section 45-IA of the Reserve Bank of India 1934.

For Aaryaa Associates

Chartered Accountants
Firm Registration No. 015935N

CA Harsharanjit Singh Chahal

Partner
M. No.091689

Place: Chandigarh

Dated: 14th October 2020

ANNEXURE 2**Annexure to the Independent Auditor's Report of even date to the members of Modern Steels Limited, on the financial statements for the year ended 31st March, 2020****Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the financial statements of Modern Steels Limited ("the Company") as of and for the year ended 31st March 2020, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors 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 Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 IFCoFR were 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 IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR 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 IFCoFR 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 over Financial Reporting

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR 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, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, 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 AARYAA & ASSOCIATES
Chartered Accountants
(Firm Registration No. 015935N)

CA HARSHARANJIT SINGH CHAHAL

Place: Chandigarh (Partner)
Date: 14th October, 2020 Membership No. 091689



MODERN STEELS LIMITED

BALANCE SHEET AS AT 31ST MARCH 2020

Particulars	Notes	31 st March 2020 ₹ in Lakhs	31 st March 2019 ₹ in Lakhs
A ASSETS			
1 Non-currents assets			
a) Fixed Assets			
	III		
(i) Property, plant and equipment		54,48	59,04
(ii) Capital work-in-progress		28	28
(iii) Other Intangible Assets		9	9
b) Investments	IV	3	3
c) Other non-current assets	V	5,31	6,31
		<u>60,19</u>	<u>65,75</u>
2 Current assets			
a) Inventories	VI	19,77	41,07
b) Financial assets			
(i) Trade Receivables	VII	25,17	56,14
(ii) Cash and cash equivalents	VIII	20	1,11
(iii) Bank balances	IX	-	-
(iv) Short Term advances	X	2,25	2,54
c) Other current assets	XI	5,08	3,80
		<u>52,47</u>	<u>3,80</u>
		<u>1,12,66</u>	<u>1,70,41</u>
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	XII	14,40	14,40
(b) Other equity	XIII	(1,32,01)	(82,65)
Sub-total-Shareholders funds		<u>(1,17,61)</u>	<u>(68,25)</u>
2 LIABILITIES			
Non-current-liabilities			
(a) Provisions	XIV	2,32	1,92
(b) Other non-current liabilities	XV	2	4
Sub-total-Non current liabilities		<u>2,34</u>	<u>1,96</u>
3 Current Liabilities			
(a) Financial liabilities			
(i) Trade payables	XVI	30,08	35,15
(ii) Other financial liabilities	XVII	1,84,63	1,86,91
(b) Other current liabilities	XVIII	12,48	13,61
(c) Short term provisions	XIX	74	1,03
Sub-total- Current liabilities		<u>2,27,93</u>	<u>2,36,70</u>
		<u>1,12,66</u>	<u>1,70,41</u>
Significant Accounting Policies	II		
The Notes I to XXXIX form an integral part of the Financial Statements			

For and on behalf of Board of Directors

For AARYAA & ASSOCIATES

Chartered Accountants
Firm Registration No 015935N

DIVNAIN SINGH CHOWDHARY
Chief Financial Officer

KRISHAN KUMAR GOYAL
Chairman & Managing Director
(DIN: 00482035)

CA HARSHARANJIT SINGH CHAHAL

Partner
M.No 091689
Place: Chandigarh
Dated: 14th October, 2020

ASHISH KUMAR SHARMA
GM(Sect.) & Company Secretary

D.S. GILL
Director
(DIN: 00211236)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Notes	31 st March 2020 ₹ in Lakhs	31 st March 2019 ₹ in Lakhs
INCOME			
Revenue from Operations	XX	2,11,46	3,21,57
Other Income	XXI	38	1,85
Total Revenue		<u>2,11,84</u>	<u>3,23,42</u>
EXPENSES			
Cost of material consumed	XXII	1,10,90	1,92,21
Changes in inventories of finished goods, work-in-progress and stock-in-trade	XXIII	13,64	3,40
Employee benefits expense	XXIV	23,54	23,36
Finance Cost	XXV	39	1,77
Depreciation and Amortisation expenses	III	4,86	5,17
Other Expenses	XXVI	1,09,29	1,22,72
Total Expenses		<u>2,62,62</u>	<u>3,48,63</u>
Profit / (Loss) Profit Before Exceptional Items		(50,78)	(25,21)
Exceptional Items		1,38	-
Profit / (Loss) Profit After Exceptional Items		(49,40)	(25,21)
Other Comprehensive Income			
a) Items that will not be reclassified to profit or loss	XXVII	1	(5)
b) Items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (net)		1	(5)
Total Other Comprehensive Income for the year (net)		(49,39)	(25,26)
Earning per share		(35.90)	(18.32)
Significant Accounting Policies	II		
The Notes I to XXXIX form an integral part of the Financial Statements			

For and on behalf of Board of Directors

For AARYAA & ASSOCIATESChartered Accountants
Firm Registration No. 015935N**DIVNAIN SINGH CHOWDHARY**
Chief Financial Officer**KRISHAN KUMAR GOYAL**
Chairman & Managing Director
(DIN: 00482035)**CA HARSHARANJIT SINGH CHAHAL**Partner
M.No 091689
Place: Chandigarh
Dated: 14th October, 2020**ASHISH KUMAR SHARMA**
GM(Sect.) & Company Secretary**D.S. GILL**
Director
(DIN: 00211236)



MODERN STEELS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	31 st March 2020 ₹ in Lakhs	31 st March 2019 ₹ in Lakhs
A. Cash Flow from Operating Activities:		
Net Profit/(Loss) after tax	(50,78)	(25,26)
Adjusted for :		
i. Depreciation	4,86	5,17
ii. Profit on Sale of Fixed Assets	-	-
iii. Prior period adjustments	1,41	(3)
iv. Finance Cost	39	1,77
v. Interest Income	(36)	(1,52)
Operating profit before working Capital Changes	(44,48)	(19,87)
Adjusted for :		
i. Inventories	21,29	1,11
ii. Trade & Other receivables	30,85	13,43
iii. Trade Payable & Other Liabilities	(6,48)	8,62
Cash Generated from Operations	1,18	3,31
i. Taxes Paid	11	17
Net Cash outflow from Operating Activities (A)	1,29	3,48
B. Cash Flow from Investing Activities		
i. Purchase of Fixed Assets	(31)	(1,78)
ii. Sale/Adjustments of Fixed Assets	1	-
iii. Purchase/Sale of Investment	-	10
iv. Interest Income	36	1,52
v. Increase/(Decrease) in Bank balances not considered as cash and cash equivalents	-	5
Net Cash used In Investing Activities (B)	6	(11)
C. Cash Flow from Financing Activities		
i. Net Increase/(Decrease) in Long Term Borrowings	(2,27)	(90)
ii. Net Increase/(Decrease) in Liabilities/Provisions	38	1,38
iii. Net Increase (Decrease) in Short Term Borrowings	-	(2,77)
iv. Finance Cost	(38)	(1,77)
Net Cash from Financing Activities (C)	(2,27)	(4,06)
Net increase/decrease in Cash & Cash Equivalents (A+B+C)	(92)	(69)
Cash & Cash Equivalents as on 1st April 2019	1,11	1,80
Cash & Cash Equivalents as on 31st March 2020	19	1,11
Reconciliation of Cash and Bank balances with Balance Sheet		
Cash and Bank balances as per Balance Sheet	19	1,11
Less Bank balances not considered as Cash and Cash equivalents	-	-
Cash & Cash equivalents as on 31st March 2020	19	1,11

For and on behalf of Board of Directors

For AARYAA & ASSOCIATES
Chartered Accountants
Firm Registration No. 0015935N

DIVNAIN SINGH CHOWDHARY
Chief Financial Officer

KRISHAN KUMAR GOYAL
Chairman & Managing Director
(DIN: 00482035)

CA HARSHARANJIT SINGH CHAHAL
Partner
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ASHISH KUMAR SHARMA
GM(Sect.) & Company Secretary

D.S. GILL
Director
(DIN: 00211236)

Place: Chandigarh
Dated: 14th October, 2020

Notes to Financial Statements for the year ended 31st March, 2020**NOTE : I CORPORATE INFORMATION**

Modern Steels Limited (the Company) is a public listed company incorporated under the provisions of the Companies Act 1956 on 19th November 1973. The Company is engaged in manufacturing of Steel Rolled products.

NOTE : II SIGNIFICANT ACCOUNTING POLICIES**2.1) Basis of preparation of Financial Statements****i) Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) under historical cost convention on the accrual basis, the provisions of the Companies Act 2013 (the Act) (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS prescribed under Section 133 of the Act 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and relevant amendment rules issued thereafter.

ii) Basis of Preparation

Effective from 1 April 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind-AS 101, "First Time Adoption of Indian Accounting Standards, with 1 April 2016 as the transition date. The transition was carried out from Indian Accounting principles generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

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

iii) Classification of Assets and liabilities as Current and Non-Current.

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 Revised Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of its assets and liabilities.

2.2) Use of Estimates

The preparation of financial statements, in conformity with Ind-AS require estimates and assumptions to be made by management, that may affect the reported amount of assets and liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Changes in the estimates are reflected in the financial statements in the period changes are made, and if material their effects are disclosed in the notes to the financial statements.

2.3) Property, Plant and Equipment and Depreciation

Under the Indian GAAP, Property, plant and equipment were carried in the balance sheet on historical cost. The company has elected to regard those values as deemed cost under Ind-AS as on transition date i.e. 1st April, 2016.

All tangible fixed assets are stated at cost less accumulated depreciation. Cost includes freight, duties, taxes and other expenses directly incidental to acquisition, bringing the asset to the location and installation including site restoration up to the time when the asset is ready for intended use. Such Costs also include Borrowing Cost if the recognition criteria are met. When a major inspection/repair occurs, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

As per the provision of IND AS-16, major spare parts, stand-by equipment and servicing equipment qualify as property, plant and equipment when an entity expects to use them during more than one period and the company has elected to do the same.

Depreciation on tangible fixed assets has been provided on straight-line method according to the Schedule II of the Companies Act 2013.

Assets held for Disposal

Assets held for disposal are valued at lower of cost or Net realizable value in accordance with IND AS-105.

**2.4) Intangibles and Amortization**

Intangible assets are recognized if it is probable that the future economic benefits attributable to that assets will flow to the enterprise. Intangibles assets are amortized on straight line basis over their useful lives, which range from 1-5 years, determined on the basis of expected future economic benefits. The amortization period and method would be reviewed at the end of each financial year.

2.5) Inventories

- The cost in respect of various items of inventory is computed as under:
 - i) In case of raw-material on FIFO Basis (net of GST, MODVAT, Service Tax & VAT).
 - ii) In case of work in progress - rolling mill raw material are valued at monthly average cost basis. Cost for this purpose includes direct cost and all appropriate allocable overheads.
 - iii) In case of Finished Goods at cost plus all appropriate allocable overheads and Excise Duty/GST thereon. Cost for this purpose includes direct cost on monthly average cost basis, all appropriate allocable overheads and Excise Duty/GST thereon.
- Fresh Stock of Stores, spares & Fuel are valued at cost or net realizable value, whichever is lower and cost is computed on FIFO Basis (net of MODVAT/GST, Service tax, VAT). Stocks in working condition are valued at depreciated value or realizable value whichever is less. Disposable and used Stocks is valued at net realizable value.

2.6) Foreign Exchange Transaction

The transactions in Foreign exchange are accounted for at the exchange rates prevailing on the date of the transactions. The current assets and current liabilities are converted at the exchange rate prevailing at the last working day of the accounting year. The resultant gains/losses are recognized in the profit & loss account relating to current assets & current liabilities. Exchange differences on foreign currency transactions relating to fixed assets acquired from a country outside India have been adjusted to revenue.

Forward Exchange contracts not intended for trading or speculation purpose

In case of forward exchange contract, the premium or discount arising at the inception of such contract is amortized as income or expense over the life of contract as well as exchange difference on such contract i.e. Difference between the exchange rate at the reporting/ settlement date and the exchange rate on the date of inception/ the last reporting date, is recognized as income/ expense for the year.

2.7) Investments**(a) Classification**

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit & loss) and
- Those measured at amortized cost

The classification depends upon the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses arising from fair valuation will either be recorded in profit and loss or other comprehensive income. For investments in equity instruments, this will depend on whether the company has made any irrevocable election at the time of initial recognition to account for the equity investment for fair value through other comprehensive income.

(b) Measurement

The company measures a financial asset at its fair value and in the case of financial assets not at fair value through profit and loss, at fair value including transaction cost that is directly attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit and loss are expensed in profit or loss.

2.8) Employees Benefits**(a) Short Term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the financial reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post Employment obligations

The company operates the following post-employment schemes

Defined benefit plan such as gratuity, provident fund

(c) Defined benefit obligations

The defined benefit obligations (other than provident fund) are calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of related obligation.

The liability or asset recognized in the balance sheet in respect defined benefit obligations (except provident fund) is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets, if any.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized directly in other comprehensive income.

Changes in the present value of the defined benefit obligations resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost

(d) Provident Fund

Retirement benefits in the form of provident fund and family pension fund whether in pursuance of law or otherwise is accounted on accrual basis and charged to statement of profit and loss of the year.

2.9) Borrowing Costs

To capitalize the borrowing costs that is directly attributable to the acquisition or Construction of that Capital asset. Other borrowing Costs are recognized as an expense in the year in which they are incurred.

2.10) Assignment of debts to Asset Reconstruction Company

Two lenders of the company viz. State Bank of India (SBI) and Canara Bank have assigned their loans and other facilities along with underlying financial documents together with all the rights, title and interest to an ARC i.e. Edelweiss Asset Reconstruction Company Limited, acting in its capacity as trustee of the EARC Trust- SC 306 for the benefits of the holders of the Security Receipts issued by the trustee there under.

During the reporting period there has been no written agreement between the Company and Edelweiss Asset Reconstruction Company Limited to crystallise the amount payable and interest thereon to them, hence the said debt till then is continued to be shown as payable to SBI and Canara Bank instead of Edelweiss Asset Reconstruction Company Limited.

2.11) One Time Settlement (OTS) with PNB

The company has proposed its OTS offer to Punjab National Bank (PNB). The bank has approved the same. The company has complied with all the terms and conditions except for the repayment period. The company has, however, requested to the bank for extension of the period of repayment of OTS amount.

2.12) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of Excise duty. Revenue is recognized net of returns, trade allowances, rebates, value added taxes and net of amount collected on behalf of the third parties.

Revenue from Goods

Revenue from goods comprise of value of sales of products (net of returns) excluding VAT and cash and trade discounts. Sales are recognized with the transfer of significant risk and rewards of ownership of the goods, with the company losing effective control and the recovery of the consideration is probable.

Revenue from Services

Revenue from services are recognized in proportion to the stage of completion of transaction at the end of reporting period, and cost incurred in the transaction including same to complete the transaction and revenue (representing economic benefit associated with the transaction) can be measured reliably.

Interest

Interest income is recognized on a time proportion basis (accrual basis) taking into account the amount outstanding and the rate applicable.



Bad debts written off

The Company has written off its receivables to the tune of Rs.695 lakhs which was declared as doubtful of recovery in the previous year ended 31 March 2018 and appropriate provision for doubtful was made in the books.

Provision for Doubtful Debts

Further an amount of ₹ 2419 lakhs has been provided as provision for doubtful debts as its recoverability in the opinion of the Board has become doubtful. The party wise details are as follows:- GSA Inds. Rs. 0.8 Lacs, Kesari Nandan Rs. 16.94 Lacs, NRB bearings Rs. 0.01 Lacs, L.N.M Auto Rs. 0.4 Lacs, Mamta Engg. Corp. Rs. 0.73, Vikas Forging (P) Ltd Rs. 1.41 Lacs, Venus Inds. Corp. Rs. 7.48 Lacs, Embross Forging P Ltd Rs. 0.03 Lacs, Forge India P Ltd Rs. 45.12 Lacs, Him Techno Forge Rs. 1.26 Lacs, Advance Forging p Ltd Rs. 0.49 Lacs, Fitwell Tools & Forging p Ltd Rs. 2.02 Lacs, Varroc Engg. Pvt Ltd Rs. 0.64 Lacs, Warm Forging P Ltd Rs. 128.81 Lacs, Sona BLW Precision Forging Ltd Rs. 23.51 Lacs, CHW Forge P Ltd Rs. 9.08 Lacs, Angan Ferro Rs. 131.64 Lacs, Nabha Commerce P Ltd Rs. 1622.44 Lacs, Nabha Steels Ltd Rs. 44.99 Lacs, Pushpanjali Steels Rs. 65.52 Lacs, Unique Ispat P Ltd Rs. 76.49 Lacs, Arawali Steels Trading Company Rs. 239.45 Lacs.

2.13) Taxes on Income

Provision for Taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act 1961. Deferred Tax resulting from timing difference between Book Profits and Tax Profits is accounted for at the applicable rate of tax to extent the timing differences are expected to crystallize, in case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax Assets with virtual certainty that there would be adequate future taxable income against which Deferred Tax Assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of deferred tax asset to the extent that is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax assets can be realized. Any such right-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

2.14) Impairment of Assets

As at 31st March 2020 the company has reviewed the future earning of its cash generating unit in accordance with Ind AS 109. As per the Company's said review the carrying amount of the assets does not exceed the future recoverable amount consequently, no adjustment is considered necessary by the management.

2.15) Provisions for Contingent liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be outflow of resources. Contingent liabilities are disclosed by way of notes.

2.16) Earning Per Share

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into the account the aggregate of the weighted average number of equity shares outstanding during the period and weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.17) Cash Flow Statement

The cash flow statement has been in accordance with the Ind AS-7 on "Cash Flow Statements" issued by the Companies (Accounting Standard) Rules, 2013.

2.18) Accounting policies not specifically referred to above are consistent with Ind Accounting Standards.

NOTE:III

Property, Plant and Equipment

₹ in Lakhs

Particulars	Land	Buildings	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Total	Capital work in progress
Gross carrying value as at 31 March 2018	25	15,09	1,10,52	1,58	1,20	1,84	1,30,47	28
Additions during the year	-	-	1,62	8	1	-	1,71	-
Sales/Adjustments during the year	-	-	-	-	-	-	-	-
As at 31 March 2019	25	15,09	1,12,14	1,66	1,21	1,84	1,32,18	28
Additions during the year	-	1	21	4	1	-	28	-
Deletions during the period	-	-	-	-	-	22	22	-
As at 31 March 2020	25	15,10	1,12,35	1,70	1,22	1,62	1,32,24	28
Accumulated depreciation as at 31 March 2018	-	5,74	58,24	1,34	1,11	1,57	68,00	-
Depreciation for the year	-	41	4,58	8	1	5	5,13	-
Sales/Adjustments during the year	-	-	-	-	-	-	-	-
Accumulated depreciation as at 31 March 2019	-	6,15	62,82	1,42	1,12	1,62	73,13	-
Depreciation for the year	-	41	4,29	7	1	5	4,83	-
Sales/Adjustments during the year	-	-	-	-	-	21	21	-
Accumulated depreciation as at 31 March 2020	-	6,56	67,11	1,49	1,13	1,46	77,75	-
Carrying value as at 31 March 2018	25	9,35	52,28	24	9	27	62,46	28
Carrying value as at 31 March 2019	25	8,94	49,32	24	9	22	59,04	28
Carrying value as at 31 March 2020	25	8,54	45,23	21	9	16	54,48	28

Intangible Assets

Particulars	Computer Software
Gross carrying value as at 31 March 2018	1,30
Additions during the year	6
Sales/Adjustments during the year	-
As at 31 March 2019	1,36
Additions during the year	3
Sales/Adjustments during the year	-
As at 31 March 2020	1,39
Accumulated depreciation as at 31 March 2018	1,23
Depreciation for the year	3
Sales/Adjustments during the year	-
As at 31 March 2019	1,26
Depreciation for the year	4
Sales/Adjustments during the year	-
As at 31 March 2020	1,30
Net carrying value	
As at 31 March 2018	7
As at 31 March 2019	10
As at 31 March 2020	9

**NOTE: IV
INVESTMENTS**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March 2019 ₹ in Lakhs
OTHER INVESTMENT (at cost,unquoted)		
28125 (28125) No. of Equity Shares of ₹10 each fully paid up in Nimbua Green Field (Punjab) Ltd.	3	3
Total	<u>3</u>	<u>3</u>

**NOTE: V
OTHER NON CURRENT ASSETS**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March 2019 ₹ in Lakhs
(Unsecured, Considered Good)		
Security Deposits	5,28	6,28
Other Loans & Advances		
Amount paid (under protest) on account of ESI	3	3
Total	<u>5,31</u>	<u>6,31</u>

**NOTE: VI
INVENTORIES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March 2019 ₹ in Lakhs
Inventories		
a) Raw Materials	4,53	8,55
b) Raw Materials in transit	1,22	2,17
c) Work in Process	3,01	6,67
d) Finished Goods	2,62	12,60
e) Stores, Spares & Fuel (includes disposable stores)	8,39	11,08
Total	<u>19,77</u>	<u>41,07</u>

Method of Valuation:

1. The cost in respect of various items of inventory is compared as under:
 - a. In case of Raw- material on FIFO Basis (net of MODVAT/GST, Service Tax & VAT).
 - b. In Case of Work in Progress- Rolling Raw Material are Valued at Monthly average cost basis. Cost for this purpose includes direct cost and all appropriate allocable overheads.
 - c. In Case of Finished Goods at Cost plus all appropriate allocable overheads. Cost for this purpose includes direct cost on monthly average cost basis, all appropriate allocable overheads.
2. Fresh Stocks of Stores, spares & Fuel are valued at cost or net realizable value, whichever is lower and cost is computed on FIFO Basis (net of MODVAT, Service tax, VAT and GST). Stocks in working condition are valued at depreciated value or realizable value whichever is less. Disposable and Used Stocks is valued at net realizable value.

NOTE: VII**TRADE RECEIVABLES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Unsecured, Considered good	25,17	54,91
Unsecured, Considered doubtful	27,79	3,45
Total	52,96	58,36
Less Provision for Doubtful Debts	(27,79)	(2,22)
Total	25,17	56,14

NOTE: VIII**CASH AND BANK BALANCES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	19	94
Cash in hand	1	17
Total	20	1,11

**NOTE: IX****OTHER BANK BALANCES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
In Fixed Deposits Accounts Inclusive of interest accrued thereon	-	-
Total	-	-

NOTE: X**SHORT TERM LOANS AND ADVANCES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Unsecured, Considered Good		
OTHERS		
Advance Tax and TDS	11	17
Old Income Tax	69	51
Balance with Statutory Authorities	1,24	1,10
Advances to Employees	4	7
Prepaid Expenses	16	58
Other Recoverables	1	11
Total	2,25	2,54

NOTE: XI**OTHER CURRENT ASSETS**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Unsecured, Considered Good		
Advances to Suppliers	76	1,94
Advance against interest	4,00	1,50
Amount receivable from PSPCL	32	35
Amount receivable from Banks and Others	-	1
Total	5,08	3,80

NOTE: XII

SHARE CAPITAL

Particulars	As at 31st March 2020		As at 31st March 2019	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Authorised				
Equity Shares of ₹10/- each	249,00,000	24,90	249,00,000	24,90
9.5% Redeemable Cumulative Preference Shares of ₹100/- each	10,000	10	10,000	10
		25,00		25,00
Issued, Subscribed and Fully Paid Up				
Equity Shares of ₹ 10/- each	1,37,62,359	13,76	1,37,62,359	13,76
	A	13,76		13,76
Forfeited Shares (Amount paid up)		0		0
Forfeited Warrants (Amount paid up)		64		64
	B	64		64
	(A+B)	14,40		14,40

a) Reconciliation of number and amount of equity shares

	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Number and amount of equity shares at the beginning	1,37,62,359	13,76	1,37,62,359	13,76
Add: Number and amount of equity shares Issued during the period	-	-	-	-
Number and amount of equity shares at the end	1,37,62,359	13,76	1,37,62,359	13,76

b) Rights, Preferences, restrictions attached to equity shareholders:-

The company has two classes of shares referred to as Equity Shares having par value of Rs.10/- each and 9.5% Redeemable cumulative Preference Shares of Rs.100/- each

The Company has issued equity shares only. Hence rights / preferences applicable for Redeemable cumulative Preference capital are not disclosed separately.

Each Equity Shareholder is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. In respect to Equity Shares, the dividend if any, proposed by the Board Of Directors will be subject to approval of shareholders in Annual General Meeting.

In the event of liquidation of company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

- c) Share held by holding Company or its ultimate holding company or subsidiary or associates of the holding company or the ultimate holding in aggregate Nil (Nil)
- d) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without being received in cash Nil(Nil), bonus shares and shares back for the period of five years immediately preceding the reporting date Nil (Nil).



MODERN STEELS LIMITED

e) Shareholders holding more than 5% shares as at balance sheet date

<u>Name of Equity Share Holders</u>	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>
1 Krishan Kumar Goyal	24,96,179	18.14	24,96,179	18.14
2 Alka Goyal	14,88,840	10.82	14,88,840	10.82
3 Amarjit Goyal	11,89,250	8.64	11,89,250	8.64
4 Nabha Commerce Pvt. Ltd.	8,37,750	6.09	8,37,750	6.09
5 Aditya Goyal	7,95,590	5.78	7,95,590	5.78
	<u>68,07,609</u>	<u>49.47</u>	<u>68,07,609</u>	<u>49.47</u>

f). Forfeiture of share warrants

In the F.Y. 2011-12, the amount paid up on 771641 warrants @ Rs.8.25/- (per warrant) of Rs.63.66 lacs stands forfeited.

NOTE: XIII OTHER EQUITY

<u>Particulars</u>	<u>As at 31st March 2020 ₹ in Lakhs</u>	<u>As at 31st March 2019 ₹ in Lakhs</u>
Securities Premium Account	13,42	13,42
General Reserve	24,97	24,97
(Balance at the beginning and at the end of the year)		
Surplus/(Deficit) in the Statement of Profit and Loss		
- Balance at the beginning of year	(1,21,04)	(95,75)
Prior period items	3	(3)
Add/Less: Transferred from Statement of Profit & Loss	(49,39)	(25,26)
- Balance at the end of the year	(1,70,40)	(1,21,04)
	<u>(1,32,01)</u>	<u>(82,65)</u>

NOTE: XIV LONG TERM PROVISIONS

<u>Particulars</u>	<u>As at 31st March 2020 ₹ in Lakhs</u>	<u>As at 31st March 2019 ₹ in Lakhs</u>
Provision for employee benefits		
Gratuity	2,32	1,92
	<u>2,32</u>	<u>1,92</u>

The company has adopted Indian Accounting Standard AS 19 on employment benefit on 1st April 2017, the liability in respect of the same of benefit have been reworked as on 31.03.2020, based on the following assumptions.

(Actuarial valuation has been done by Sh A.D.Gupta vide Actuarial Valuation Certificate dated 12 June 2020.

	<u>As at 31st March 2020 ₹ in Lakhs</u>	<u>As at 31st March, 2019 ₹ in Lakhs</u>
A) Actuarial Assumptions		
Discount Rate (per annum)	6.80%	7.65%
Rate of increase in compensation levels	3.50%	3.50%
Rate of return on plan assets	-	-
Expected average remaining working {Lives of employees (year)}	21.42	21.42

B) Table showing changes in present value of obligations:

Present Value of Obligation as at the beginning of the year	2,95	2,77
Acquisition adjustment	-	-
Interest Cost	23	21
Past Service Cost-vested	-	-
Current Service Cost	33	32
Curtaiment Cost/(Credit)	-	-
Settlement Cost/(Credit)	-	-
Benefits Paid	(43)	(41)
Actuarial (gain)/loss on obligations	(1)	5
Present Value of Obligation as at the end of the year	3,07	2,95

C) Actuarial Gain/Loss Recognized:

Actuarial (gain)/loss for the year – Obligation	(1)	5
Actuarial (gain)/loss for the year – Plan Assets	-	-
Total (gain)/loss for the year	(1)	5
Actuarial (gain)/loss recognized in the year	(1)	5
Unrecognized actuarial (gains)/losses at the end of year	-	-

D) The amounts to be recognized in Balance Sheet and Statements of Profit & Loss:

Present Value of Obligation as at the end of the year	3,07	2,95
Fair Value of Plan Assets as at the end of the year	-	-
Funded Status	(3,07)	(2,95)
Unrecognized Actuarial (gains)/losses	-	-
Net Asset/(Liability) recognized in Balance Sheet	(3,07)	(2,95)

E) Expenses recognized in the statement of Profit & Loss:

Current Service Cost	33	32
Past Service Cost –vested	-	-
Interest Cost	23	21
Expected Return on Plan Assets	-	-
Curtaiment Cost/(Credit)	-	-
Settlement Cost/(Credit)	-	-
Net actuarial (gain)/Loss recognized in the year	-	-
Expenses Recognized in the statement of Profit & Loss	56	53

F) Bifurcation of PBO at the end of year

Current Liability (Amount due within one year)	75	1,03
Non -Current Liability (Amount due over one year)	2,32	1,92
Total PBO at the end of year	3,07	2,95

NOTE: XV**NON-CURRENT LIABILITIES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Securities Received	2	4
TOTAL	2	4

**NOTE: XVI****TRADE PAYABLES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
- Dues to Micro, Small & Medium Enterprises	1,66	85
- Dues to Others	28,42	34,30
Total	30,08	35,15

According to communication received from suppliers regarding the applicability of the act to them by the Company, dues to Micro, Small and Medium Enterprises pursuant to Section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED).

Principal amount remaining unpaid under MSMED Act 2006	166	85
Interest accrued and remaining unpaid has been shown under schedule "other current liabilities" as expenses payable	15	5
Total	181	90

NOTE: XVII**OTHER FINANCIAL LIABILITIES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Dues to :		
Secured loan		
- Banks	1,82,16	1,85,60
Unsecured loan		
- Related parties	1,26	20
- Others	1,21	1,11
Total	1,84,63	1,86,91

NOTE: XVIII**OTHER CURRENT LIABILITIES**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
a Cheques issued but not presented	3,16	4,90
b Other Payables		
Advances from Customer	75	38
Expenses payables	5,22	4,03
Employee Related Payables	1,26	1,28
Statutory dues payables	2,09	3,02
Total	12,48	13,61

NOTE: XIX**SHORT TERM PROVISIONS**

Particulars	As at 31st March 2020 ₹ in Lakhs	As at 31st March, 2019 ₹ in Lakhs
Provision for Employee benefits		
Gratuity	74	1,03
Total	<u>74</u>	<u>1,03</u>

NOTE: XX**REVENUE FROM OPERATIONS**

Particulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
Sale of Products	2,02,31	3,03,25
Sale of scrap	5,47	17,14
Other Operating Revenue	3,68	1,18
Revenue from Operations	<u>2,11,46</u>	<u>3,21,57</u>

NOTE: XXI**OTHER INCOME**

Particulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
a) Interest Income	36	1,52
b) Other Non-Operating Incomes	2	12
c) Provision for doubtful debtors written back	-	
d) Bad debts recovered	-	21
TOTAL	<u>38</u>	<u>1,85</u>

NOTE: XXII**COST OF MATERIAL CONSUMED**

Particulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
Consumption of Scrap	90,75	1,50,15
Goods in Trades	4,15	15,81
Consumption of Additives	16,00	26,25
TOTAL	<u>1,10,90</u>	<u>1,92,21</u>

**NOTE: XXIII****CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

Particulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
Opening Stock		
Finished Goods	12,60	11,54
Work-in-progress	6,67	11,13
A	19,27	22,67
Closing Stock		
Finished Goods	2,62	12,60
Work-in-progress	3,01	6,67
B	5,63	19,27
TOTAL A-B	13,64	3,40

NOTE: XXIV**EMPLOYEE BENEFITS EXPENSES**

Particulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31 st March, 2019 ₹ in Lakhs
Salary, Wages and Bonus	18,94	18,64
Contributions to Provident and Other Fund	1,75	1,77
Gratuity	56	53
Staff & Workers Welfare	2,29	2,42
Total	23,54	23,36

NOTE: XXV**FINANCE COST**

Particulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
Interest Expense		
- Banks		
Term Loans	-	1,38
Bank & Others	21	9
- Others		
Unsecured Loans	18	30
Total	39	1,77

NOTE: XXVI**OTHER EXPENSES**

Paticulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
Consumption of Stores and Spares parts	21,11	37,68
Power and Fuel	41,21	56,45
Other Manufacturing Expenses	9,42	12,87
Conversion Charges	2,79	2,18
Rent	41	48
Repairs and Maintenance	-	-
- Building	7	8
- Machinery	40	62
- Others	3	7
Insurance	33	36
Rate & Taxes	5	6
Fees	13	15
Travelling and Conveyence	90	84
Forwarding Expenses	3,58	5,79
Bad Debt written off	5	-
Provision for Doubtful Debts	25,57	2,22
Miscellaneous Expenses	3,24	2,87
	-	-
Total	1,09,29	1,22,72

NOTE: XXVII**OTHER COMPREHENSIVE INCOME**

Paticulars	Year ended 31st March 2020 ₹ in Lakhs	Year ended 31st March, 2019 ₹ in Lakhs
Remeasurement of the net defined benefit liability/asset	1	(5)



XXVIII) Contingent Liabilities & Commitments

(₹ in lakhs)

Contingent Liabilities:

	As at 31 st March 2020	As at 31 st March 2019
a) Claim against the Company not acknowledged as debts	1,91	1,89
b) Other money for which Company is contingent liable	-	1,14

XXIX) The Company's all credit facilities have been declared "Non-Performing Assets" by its respective banks. There is a usual practice that banks discontinue to account for as "income" in respect to the accrued interest on such assets, subsequent to the declaration of these as "Non-performing assets". The bankers of the company too have not accounted as "income" in respect to the interest subsequent to NPA status. In order to achieve the desired congruency on this issue & uncertainty of the amount liable to be paid, the company has not provided for interest on all credit facilities subsequent to the date of declaration of these credit facilities as non-performing.

For the year 2019-20 interest accrued on long term and short-term borrowings amounting to ₹ 3093 lakhs (₹ 1979 lakhs to SBI, ₹ 595 lakhs accrued to PNB and ₹ 519 lakhs to Canara Bank) has not been provided in the statement of profit and loss account as these loans have been categorized as NPA as on 31 March 2020.

XXX) Earnings per share:

	31.03.2020	31.03.2019
Profit / (Loss) after taxation as per Statement of profit and Loss (₹ in lakhs)	(49,41)	(25,20)
Equity shares outstanding	1,37,62,359	1,37,62,359
Basic earnings per share in rupees (face value ₹ 10/- each)	(35.90)	(18.31)
Diluted earnings per share in rupees (face value ₹ 10/- each)	-	-

XXXI) Payment to Auditors *

	31.03.2020 ₹ in lakhs	31.03.2019 ₹ in lakhs
Audit Fees	9.44	9.26
Tax Audit fees	0.29	0.29

*inclusive of GST

XXXII) Statement of Turnover and Closing Stock.

₹ in lakhs

	Turnover	Finished Goods		Work in Process	
		Closing Stock	Opening Stock	Closing Stock	Opening Stock
Concast Billets this year	5,86	-	-	-	-
Previous year	1,14	-	-	-	-
Rolled Product this year	1,41,23	1,01	9,78	-	-
Previous year	2,35,98	9,78	7,75	-	-
Induction Ingots this year	7,09	-	-	-	-
Previous year	7,29	-	-	-	-
Auto Components this year	47,95	1,61	2,82	-	-
Previous year	58,84	2,82	3,79	-	-
Others this year	5,65	-	-	-	-
Previous year	17,14	-	-	-	-

Current year	2,07,78	2,62	12,60	-	-
Previous year	3,20,38	12,60	11,54	-	-
Rolling Mills Material –	-	-	-	-	-
Billet – Current Year	-	-	-	1,44	2,95
Billet – Previous Year	-	-	-	2,95	6,09
Ingot – Current Year	-	-	-	-	3,35
Ingot – Previous Year	-	-	-	3,35	2,60
Round – Current Year	-	-	-	15	37
Round – Previous Year	-	-	-	37	2,18
ACD – Current Year	-	-	-	1,43	-
ACD – Previous Year	-	-	-	-	26
Total – Current Year	-	-	-	3,02	6,67
Total – Previous Year	-	-	-	6,67	11,13

XXXIII) The Information required by paragraph 5 of general instructions for preparation of the statement of profit and loss as per schedule III of Companies Act, 2013

a) Value of Imports (CIF Basis)

	Year Ended 31st March, 2020 (₹ in lakhs)		Year Ended 31st March, 2019 (₹ in lakhs)	
1) Raw Material	19,05		27,80	
2) Stores & Spares	1,99		1,52	

b) Value of Raw Material Consumed

	Year Ended 31st March, 2020		Year Ended 31st March, 2019	
	%age	Value	%age	Value
	₹ in lakhs		₹ in lakhs	
Cost of Materials Consumed				
Imported	17.52	19,44	15.74	30,26
Indigenous	82.47	91,46	84.26	1,61,95
		<u>1,10,90</u>		<u>1,92,21</u>
Store & Spares				
Imported	10.99	2,32	16.69	6,29
Indigenous	89.00	18,79	83.31	31,39
		<u>21,11</u>		<u>37,68</u>

**XXXIV) Sales Incentive and Excise duty***Sales Incentive*

The Company provides to its customer cash discount to get prompt payment and rebate for commercial settlements. Under previous GAAP, these discounts and rebates were shown as expenses under the head "other expenses". Under Ind AS, revenue from sales of goods shall be measured at the fair value of the consideration received or receivable. Therefore, these discounts and rebates have been netted off from revenue from sales of goods. This has resulted in an decrease in the revenue from operations and expenses for the year ended 31 March 2020. The total comprehensive income for the year ended and equity as at 31 March 2019 has remained unchanged.

XXXV) SEGMENT REPORTING

The Company is engaged only in the business of Steel Manufacturing which is the reportable segment in accordance with the requirements of Indian Accounting Standards (IndAS) – 108 on operating segments as prescribed under the Companies (Indian Accounting Standards) rules 2015 as prescribed under section 133 of The Companies Act 2013.

XXXVI) GOING CONCERN

The Company has incurred losses during the quarter and year ended 31 March 2020 and the year-end current liabilities exceeded current assets as on 31 March 2020 which has adversely impacted the net worth of the Company. The Company's financial performance has been adversely affected due to high cost of scarp and other variables like ferros, power cost, fuel etc.

Keeping in view the favourable market conditions and good order position the Company has prepared the financial results on the basis of going concern assumptions. The statutory Auditors have also drawn attention to the above matter without qualifying their observation in their audit report.

XXXVII) In the opinion of the Board of Directors, Current Assets, Loan and Advances have value on realization in the ordinary course of business at least equal to the amounts at which they are stated and provision for all known liabilities have been made in accounts.

XXVIII) As per the Ind AS – 24 issued by the Institute of Chartered Accountants of India "Related Party Disclosure". In view of this the company has given the following disclosures for the year.

The company has identified the related parties having transactions during the year, as per detail given below. No provision for doubtful debts is required to be made & no amount was written off during the year.

A) Related Party and their relationship

Key Management Personnel	Enterprises over which KMP and relatives of such personnel are able to exercise significant influence
Mr. Krishan Kumar Goyal	M/s Chandigarh Finance Pvt. Ltd., M/s. Modern Dairies Ltd.,
Mr. R.K.Sinha	M/s Nabha Commerce Pvt. Ltd., M/s Mala Builders Pvt. Ltd.
	M/s Bharat Forgings Pvt. Ltd.
Mr Ashish Sharma	
Mr. Sanjeev Verma	

B) Transactions with the related parties

(₹ in Lakhs)

Particulars	Key Management Personnel	Relatives of Key Management Personnel & their enterprises
Remuneration Including Perks	62 (79)	- (-)
Interest On Unsecured Loan	- (-)	7 (-)
Loan Taken	-	1,00 (75)
Loan Repaid	- (93)	- (-)
Loan Given	- (-)	- (-)
Loan Received back	- (-)	- (-)
Interest Income	- (-)	- (-)
Share of Expenses Received	- (-)	4 (22)
Share of Expenses paid	- (-)	39 (1)
Purchase of Raw Material & Stores	- (-)	- (-)
Job work paid	- (-)	- (-)
Job work received	- (-)	- (-)
Sales Of Finished Products	- (-)	9,54 (69,73)

XXXIX) Figures for the previous year have been regrouped, rearranged and reclassified wherever considered necessary.

For and on behalf of the Board of Directors

For Aaryaa & Associates

Chartered Accountants
Firm Registration No. 015935N

Divnain Singh Chowdhary

Chief Financial Officer

Krishan Kumar Goyal

Chairman & Managing Director.
(DIN:00482035)

CA Harsharanjit Singh Chahal

Partner
M. No. 091689

Ashish Kumar Sharma

GM (Sect.) & Company Secretary

D.S. Gill

Director
(DIN:00211236)

Place: Chandigarh
Dated: 14th October, 2020

GOLD LINE INTERNATIONAL FINVEST LIMITED						
CIN: L74899DL1992PLC050250						
Regd. Office: 204, 2nd Floor, Plot No-09, Sikka Complex, Community Centre, Preet Vihar Delhi- 110092						
STANDARDISED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30.09.2020 (Amount in Lakh)						
S. No.	Particulars	Quarter ending on 30.09.2020 (Unaudited)	Preceding 3 Months ended 30.09.2020 (Unaudited)	Year to date Figures Current Year ending 30.09.2020 (Unaudited)	Year to date Figures previous Year ending 30.09.2019 (Unaudited)	Previous Year ended 31.03.2020
1	Total Income	16.45	8.86	25.11	44.42	124.68
2	Net Profit / (Loss) for the period (Before Tax, Exceptional and/or Extraordinary Items)	0.54	0.20	0.75	2.53	2.54
3	Net Profit / (Loss) for the period (After Tax, Exceptional and/or Extraordinary Items)	0.54	0.20	0.75	2.53	2.54
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary Items)	0.54	0.20	0.75	2.53	2.28
5	Total Comprehensive Income for the period (Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax))	0.54	0.20	0.75	2.53	2.28
6	Equity Share Capital	5209.65	5209.65	5209.65	5209.65	5209.65
7	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year 31.03.2020			102.59		
8	Earnings Per Share (of Rs. 1/- each) (for continuing and discontinued operations)-					
1	Basic	0.000	0.000	0.000	0.000	0.000
2	Diluted	0.000	0.000	0.000	0.000	0.000

Note:
a) The above is an extract of the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Half Yearly Financial Results are available on the Website of Stock Exchange (s) www.bseindia.com and on the Company's website (http://www.goldlineinternational.com).
b) The impact on net profit/loss, total comprehensive income or any other relevant financial item (as to change(s) in Accounting policies shall be disclosed by means of footnote.
c) # - Exceptional and/or Extraordinary Items adjusted in the Statement of Profit and Loss in accordance with Ind-AS Rules/AS Rules, whichever is applicable.

By order of the Board
GOLD LINE INTERNATIONAL FINVEST LIMITED
Sd/-
PROMOD PANDA
DIRECTOR
Place: Delhi
Date: 03.12.2020

TIGER LOGISTICS (INDIA) LIMITED
CIN: L74899DL2000PLC0105817
Regd. & Corporate Office: D-174, GF, Okhla Industrial Area, Phase-1, New Delhi-110020.
Tel.: 011-47351111 Fax: 011-2622 9671
Website: www.tigerlogistics.in, Email: cvishal@tigerlogistics.in

NOTICE TO SHAREHOLDERS
Notice is hereby given that the Extraordinary General Meeting (EGM) of the members of Tiger Logistics (India) Limited will be held on Wednesday, 23rd December, 2020 at 1:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business, as set out in the notice of the EGM which have been e-mailed to the shareholders separately and also available on the website of the company, viz., www.tigerlogistics.in. Kindly note that Ministry of Corporate Affairs (vide General Circular No. 20/2020 dated 05.05.2020) and SEBI (vide Circular dated 12.05.2020) have granted exemption from dispatching physical copies of Notices to shareholders and also allowed conducting General Meetings (GM) through electronic mode during the year 2020 in view of COVID-19 pandemic.
Manner of registering/ updating their e-mail ID. Shareholders who have still not registered their e-mail ID are requested to get their e-mail ID registered, as follows:
1. Shareholders holding Shares in Physical Mode: Shareholders holding shares in physical mode and who have not updated their email address are requested to update their email address by writing to the Registrar and Share Transfer Agent of the Company, viz., Big Share Services Pvt. Ltd at bssdelhi@bigshareonline.com, along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (Ex.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder.
2. Shareholders holding Shares in Dematerialized Mode: Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Shareholders may write to Big Share Services Pvt. Ltd at bssdelhi@bigshareonline.com.
In terms of Listing Regulations, the Company is providing e-voting facility to the members through NSDL. E-voting will be available from 20th December, 2020 (09:00 AM) till 22nd December, 2020 at (5:00 PM) and shall not be available thereafter. Pursuant to the listing Regulations the company is providing remote e-voting facilities to the shareholders whose name appear in the register of member as on 16th December, 2020 (cut-off date) may cast their vote electronically, Mr. Manoj Kumar Jain, AMJ & Associates, Practicing company secretary has been appointed as scrutineer for the e-voting or ballot/poll form counting.
In case of any queries/ clarifications related to e-voting, members can contact Bigshare Services Pvt. Ltd. RTA of the company at bss@bigshareonline.com or at cvishal@tigerlogistics.in.
For Tiger Logistics (India) Limited
Sd/-
Harpreet Singh Malhotra
Managing Director
DIN-00147977
Place: New Delhi
Date: 01.12.2020

PUBLIC NOTICE
General public is hereby informed that our client, M/s. Muthoot Finance Ltd. (GSTIN 32AABCT0343B127), Registered Office: 2nd Floor, Muthoot Chambers, Banerji Road, Kochi - 682018, Kerala, India CIN: L65910KL1997PLC011300, Ph: +91 484-2396478, 2394172, Fax: +91 484-2396506, mails@muthootgroup.com, www.muthootfinance.com is conducting Auction of ornaments (NPA accounts for the period up to 31.12.2018), pledged in its favour, by the defaulting Borrowers, as detailed hereunder. All those interested may participate.
First Auction Date: 12.12.2020
Parvanoo: MAL-290, Nalagarh (HP): MUL-9, 16, 218, 220, 351
Second Auction Date: 14.12.2020, Auction Centre: First Floor, Hotel Gagan Palace Complex, Sector-2, National Highway, Parwanoo Distt. Solan, Himachal Pradesh Pin Code - 173220
First Auction Date: 14.12.2020
Paonta Sahib (HP): MUL-1573, 1575
Second Auction Date: 16.12.2020, Auction Centre: Main Gurudwara Road, Opp. OBC Bank, Paonta Sahib, HP, 173025
The auctions in respect of the loan accounts shown under the branch head will be conducted at the respective branches.
However, please note that in case the auction does not get completed on the given date(s), then in that event the auction in respect thereto shall be conducted/continued on **Second Auction Date at the given Auction Centre**, and further in case the said ornaments are still not successfully auctioned on these dates then such auction shall be continued on subsequent days thereafter, at this same venue. No further notices shall be issued in this respect.
Kohli & Sobti, Advocates, A 59A, First Floor, Lajpat Nagar-II, New Delhi - 110024
Note: Customers can release their pledged ornaments before the scheduled auction date, a written pledge of dues of our client. Customer can also contact Email ID: auctiondelhi@muthootgroup.com or Call at 7834486464, 7994452461.

SAB INDUSTRIES LIMITED
CIN: L0000CH1983PLC031318
Regd. Off: SCD 49-50, Sector 26, Madhya Marg, Chandigarh-160019.
Tel : +91-172-2793112, Fax : +91-172-2794834
Email: ssl.ssg@bseindia.net, Web Site: www.sabindustries.in

NOTICE OF 36TH ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE.
Notice is hereby given that:
1. The 36th Annual General Meeting (36th AGM) of the Company is scheduled to be held on Monday, December 28, 2020 at the Registered Office of the Company at 3:00 p.m. at SCD 49-50, Sector 26, Madhya Marg, Chandigarh-160019 to transact the business as set out in the notice dated 08.11.2020.
2. Copies of the Notice of the 36th AGM (Notice) and Annual Report of the Company for the financial year 2019-20 were sent to all the members at their registered address in electronic mode to those members whose e-mail id registered with the Company/ Depository Participant(s). The dispatch has been completed on December 2, 2020 and the same is also available on the Company's website www.sabindustries.in
3. Members holding shares either in physical form or in dematerialized form, as on cut-off date of December 21, 2020, may cast their vote electronically on Ordinary and Special Business (ies) as set out in Notice through electronic voting system of Central Depository Services (India) Limited (CDSL).
4. Any person who becomes member of the Company after dispatch of Notice of the meeting and holding shares as on the cut-off date i.e. December 21, 2020 may follow the same instructions as mentioned in the notice of AGM for remote e-voting. If the member is already registered with CDSL for remote e-voting, he can use his existing User ID and password for casting vote through remote e-voting.
5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at AGM. In case of voting by both the modes, vote casted through remote e-voting will be considered final.
6. The members are informed that (a) The remote e-voting shall commence on December 25, 2020 at 9:00 a.m. and end on December 27, 2020 at 5:00 p.m. (b) Voting through electronic means shall not be allowed beyond 5:00 pm on December 27, 2020. (c) In case of any queries relating to voting by electronic means, members may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at download section of www.evotingindia.com or contact at toll free No. 1800225533, or contact Mr. Mehboob Lakhani, CDSL at Email: mehboobi@cdslindia.com, Tel: 022-23058543/8615.
7. Pursuant to Section 91 of the Companies Act, 2013 and the applicable rules thereunder, the Register of Members and Share Transfer Books for of the Company will remain closed from December 21, 2020 to December 28, 2020 (Both days inclusive), for the purpose of Annual General Meeting (AGM).
Date: 03.12.2020
Place: Chandigarh
For Sab Industries Limited
Sanjay Garg
Director
DIN-00030956

Nalwa Sons Investments Limited
CIN: L65993DL1970PLC146414
Regd. Office: 28 Najafgarh Road, Moti Nagar Industrial Area, New Delhi - 110 015
Phone No.: (011) 45021854, 45021812. Fax No.: (011) 25928118, 45021982
Branch Office: O.P. Jindal Marg, Harsir - 125005, Haryana
Email Id: investorcare@nalwasons.com Website: www.nalwasons.com

BEELAY NIRAY LIMITED
Regd. Office: SP-825, Road No. 14, V K I Area, Jaipur-302013
Corporate Office: 9, Hungersford Street, Kolkata 700017; Tel.: 033-2280-4442; Fax: 033-2023531; E: beelayniray@beelayniray.com, CIN: L67132BL1973PLC045573, www.beelayniraygroup.in

NOTICE OF 45th ANNUAL GENERAL MEETING, BOOK CLOSURE AND REMOTE E-VOTING INFORMATION TO MEMBERS
The Notice is hereby given that:
• The 45th Annual General Meeting ("AGM") of the members of the Company will be held on Monday, the 28th December, 2020 at 02.00 P.M. at its registered office situated at SP-825, Road No. 14, VKI Area, Jaipur-302013 (Rajasthan) to transact the business as set out in the Notice of AGM dated 12th November, 2020. Statement that the business may be transacted through voting by electronic means.
• Electronic copies of the Notice of the 45th AGM and the Annual Report of the Company for the financial year 2019-20 have been sent, in terms of Sections 101 and 136 of the Companies Act, 2013 ("The Act") read with the relevant rules made thereunder through electronic mode to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) and physical copies of the same have been sent to all other members who have not registered their e-mail IDs with the Company/ Depository Participant(s), at their registered address in the permitted mode on or before 03rd December, 2020.
• The Notice of the 45th AGM and the Annual Report for the Financial Year 2019-20 is available on the Company's website www.bkn.bajajirgroup.in and also on the website of CDSL www.evotingindia.com.
• Pursuant to provisions of Section 91 of the Act, read with Rule 10 of The Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and share transfer books of the Company will remain closed from Tuesday, 22nd December, 2020 to Monday 28th December, 2020 (both days inclusive) for the purpose of AGM.
• Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be transacted at the said AGM electronically using an electronic voting system from a place other than the venue of the meeting ("Remote e-voting"). The Company has engaged the services of CDSL as the agency to provide e-voting facility.
• Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 21st December, 2020 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote.
• In this regard, the Members are further informed that:
a) The remote e-voting period shall start at 09.00 A.M. on Friday, 25th December, 2020 and shall end at 05.00 P.M. on Sunday 27th December, 2020. Voting after 05.00 P.M. on Sunday 27th December, 2020 will not be allowed through electronic means. Thereafter, the remote e-voting module will be disabled by CDSL for voting.
b) The facility for voting through ballot paper shall also be available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
c) This members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st December, 2020 only shall be entitled to avail the facility of remote e-voting or voting by ballot at the AGM. The detailed procedure instructions for remote e-voting are contained in the Notice of the AGM.
e) In case of queries pertaining to remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
f) Any person who also contacts to Ms. Jasveen Dawani, Company Secretary of the Company at Contact No. 0141-2330810 or at email Id: beelayniray@beelayniray.com or at the Registered Office of the Company situated at SP-825, Road No. 14, VKI Area, Jaipur-302013.

For Beekay Niray Limited Sd/-
Sree Gopal Bajaria (Managing Director)
DIN: 01102878

STEEL STRIPS LIMITED
CIN: L45202PB1975PLC003610
Regd. Office: Village Harkishanpura, Bhawanigarh Tehsil, Distt. Sangrur (Punjab) -148026.
Email: ssl.ssg@bseindia.net, Website: www.sstindia.net
Phone: +91-172-2793112, Fax: +91-172-2794834
NOTICE OF 43RD ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE.
Notice is hereby given that:
1. The 43rd Annual General Meeting (43rd AGM) of the Company is scheduled to be held on Tuesday, December 29, 2020 at the Registered Office of the Company at 11:30 a.m. at Village Harkishanpura, Bhawanigarh Tehsil, Distt. Sangrur (Punjab)-148026 to transact the business as set out in the notice dated 08.11.2020.
2. Copies of the Notice of the 43rd AGM (Notice) and Annual Report of the Company for the financial year 2019-20 were sent to all the members at their registered address in electronic mode to those members whose e-mail id registered with the Company/ Depository Participant(s). The dispatch has been completed on December 2, 2020 and the same is also available on the Company's website www.sstindia.net
3. Members holding shares either in physical form or in dematerialized form, as on cut-off date of December 22, 2020, may cast their vote electronically on Ordinary and Special Business(es) as set out in Notice through electronic voting system of Central Depository Services (India) Limited (CDSL).
4. Any person who becomes member of the Company after dispatch of Notice of the meeting and holding shares as on the cut-off date i.e. December 22, 2020 may follow the same instructions as mentioned in the notice of AGM for remote e-voting. If the member is already registered with CDSL for remote e-voting, he can use his existing User ID and password for casting vote through remote e-voting.
5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at AGM. In case of voting by both the modes, vote casted through remote e-voting will be considered final.
6. The members are informed that (a) The remote e-voting shall commence on December 26, 2020 at 9:00 a.m. and end on December 28, 2020 at 5:00 p.m. (b) Voting through electronic means shall not be allowed beyond 5:00 pm on December 28, 2020. (c) In case of any queries relating to voting by electronic means, members may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at download section of www.evotingindia.com or contact at toll free No. 1800225533, or contact Mr. Mehboob Lakhani, CDSL at Email: mehboobi@cdslindia.com, Tel: 022-23058543/8615.
7. Pursuant to Section 91 of the Companies Act, 2013 and the applicable rules thereunder, the Register of Members and Share Transfer Books for of the Company will remain closed from December 21, 2020 to December 29, 2020 (Both days inclusive), for the purpose of Annual General Meeting (AGM).
Date: 03.12.2020
Place: Chandigarh
For Steel Strips Limited
Sanjay Garg
Executive Director
DIN-00030956

SM DYECHEM LIMITED
Regd. Off: 136, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai-400001
(CIN: L24110MH1982PLC027307) Email: g022vest@rediffmail.com

Notice of 35th Annual General Meeting
Notice is hereby given that in compliance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs, Government of India and in compliance with all other applicable laws and pursuant to section 108 of the Companies Act, 2013 and rules made thereunder, the 35th Annual General Meeting ("AGM") of the members of SM DYECHEM LIMITED will be held on Saturday, 26th day of December, 2020 at 11.00 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the business as set forth in the Notice of the Meeting.
In accordance with the aforesaid Circulars and owing to the difficulties involved in dispatching the physical copies, Notice of the AGM along with the Annual Report 2019-20 will be sent only by electronic mode and whose e-mail addresses are registered with the Company/ Depository Participants. Members holding shares in dematerialized mode and whose e-mail addresses are not registered are requested to register their e-mail addresses with their relevant Depository Participants. Members may note that the Notice of AGM and Annual Report 2019-20 will also be available on the website of Link Intime India Private Limited ("LIPL") (Agency for providing the Remote e-voting facility) at https://investor.lintimeindia.com. Members can attend and participate in the AGM through VCOAVM facility only. The instructions for joining the AGM is provided in the Notice of AGM.
Members holding shares either in physical form or dematerialized for, as on cut-off date, Saturday, 19.12.2020 may cast their vote electronically on the business as set out in the notice of AGM through electronic voting system of Link Intime from a place other than during the AGM (Remote e-voting). Members are hereby informed that:
i. The business as set forth in the Notice of AGM may be transacted through Remote e-voting or e-voting during the AGM.
ii. The remote e-voting shall commence on Wednesday, 23.12.2020 (9.00 a.m. IST).
iii. The remote e-voting shall end on Friday, 25.12.2020 (5.00 p.m. IST).
iv. The cut-off date for determining the eligibility to vote by remote e-voting or by e-voting during the AGM shall be 19.12.2020.
v. Remote e-voting module will be disabled after 5.00 p.m. IST on 25.12.2020.
vi. Any person, who acquires shares of the Company and becomes a member post-dispatch of the Notice of AGM and holds shares as on cut-off date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in. However, if a person is already registered with LIPL for e-voting then the existing user ID and password can be used for casting their votes.
vii. In case of queries relating to remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the https://investor.lintimeindia.com, section on LIPL's website or call on 022-4918 6000 or E-mail id: enotices@linkintime.co.in.
viii. The members who require technical assistance to access and participate in the meeting through VC may contact the helpline number: 022-4918 6000.
Members will have an opportunity to cast their vote remotely on the business as set forth in the Notice of the AGM through electronic system. The manner of remote e-voting and e-voting during the AGM for members holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses is provided in the Notice to the members.
For SM Dyechem Limited
Sd/-
Hersh S Shah
Director
DIN: 07570075

NOTICE TO THE MEMBERS OF THE 49TH ANNUAL GENERAL MEETING

Dear Member(s),
Notice is hereby given that 49th Annual General Meeting ("AGM") of Nalwa Sons Investments Limited ("the Company") will be convened on Monday, 28th December, 2020 at 11:00 A.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder, circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circular dated 12th May 2020 issued by the SEBI ("SEBI Circular"), without physical presence of the Members at a common venue.
The Notice of the 49th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for financial year ended 31st March, 2020, are being sent only by email to the Members, whose email addresses are registered with the Company or with their respective depository participants in accordance with the MCA Circulars and the SEBI Circular. The members can join and participate in the 49th AGM through VCOAVM facility only. The instructions for joining the 49th AGM and the manner of participation in the remote e-voting or e-voting during the 49th AGM are mentioned in the Notice of 49th AGM. Attendance of the Members of the Company, participating in the 49th AGM through VC / OAVM Facility will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. The Notice of the 49th AGM will also be available on the website of the Company at www.nalwasons.com, on the website of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com.
The Members holding shares in physical form who have not registered their email addresses with the Company and who wish to receive the Notice of the 49th AGM and the Annual Report for the year 2019-20 and/or login details for joining the 49th AGM through VCOAVM facility including e-voting, can now register their e-mail addresses with the Company. For this purpose they can send scanned copy of signed request letter mentioning folio number, complete address and the email address to be registered along with self attested copy of the PAN Card and any document supporting the registered address of the Member, by email to the Company at investorcare@nalwasons.com. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
For Nalwa Sons Investments Limited (Ajay Mittal)
Company Secretary
Place: Hisar
Date: December 2, 2020

NOTICE OF 45th ANNUAL GENERAL MEETING, BOOK CLOSURE AND REMOTE E-VOTING INFORMATION TO MEMBERS
The Notice is hereby given that:
• The 45th Annual General Meeting ("AGM") of the members of the Company will be held on Monday, the 28th December, 2020 at 02.00 P.M. at its registered office situated at SP-825, Road No. 14, VKI Area, Jaipur-302013 (Rajasthan) to transact the business as set out in the Notice of AGM dated 12th November, 2020. Statement that the business may be transacted through voting by electronic means.
• Electronic copies of the Notice of the 45th AGM and the Annual Report of the Company for the financial year 2019-20 have been sent, in terms of Sections 101 and 136 of the Companies Act, 2013 ("The Act") read with the relevant rules made thereunder through electronic mode to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) and physical copies of the same have been sent to all other members who have not registered their e-mail IDs with the Company/ Depository Participant(s), at their registered address in the permitted mode on or before 03rd December, 2020.
• The Notice of the 45th AGM and the Annual Report for the Financial Year 2019-20 is available on the Company's website www.bkn.bajajirgroup.in and also on the website of CDSL www.evotingindia.com.
• Pursuant to provisions of Section 91 of the Act, read with Rule 10 of The Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and share transfer books of the Company will remain closed from Tuesday, 22nd December, 2020 to Monday 28th December, 2020 (both days inclusive) for the purpose of AGM.
• Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be transacted at the said AGM electronically using an electronic voting system from a place other than the venue of the meeting ("Remote e-voting"). The Company has engaged the services of CDSL as the agency to provide e-voting facility.
• Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 21st December, 2020 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote.
• In this regard, the Members are further informed that:
a) The remote e-voting period shall start at 09.00 A.M. on Friday, 25th December, 2020 and shall end at 05.00 P.M. on Sunday 27th December, 2020. Voting after 05.00 P.M. on Sunday 27th December, 2020 will not be allowed through electronic means. Thereafter, the remote e-voting module will be disabled by CDSL for voting.
b) The facility for voting through ballot paper shall also be available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
c) This members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st December, 2020 only shall be entitled to avail the facility of remote e-voting or voting by ballot at the AGM. The detailed procedure instructions for remote e-voting are contained in the Notice of the AGM.
e) In case of queries pertaining to remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
f) Any person who also contacts to Ms. Jasveen Dawani, Company Secretary of the Company at Contact No. 0141-2330810 or at email Id: beelayniray@beelayniray.com or at the Registered Office of the Company situated at SP-825, Road No. 14, VKI Area, Jaipur-302013.

For Beekay Niray Limited Sd/-
Sree Gopal Bajaria (Managing Director)
DIN: 01102878

MODERN STEELS LIMITED
CIN: L27109PB1973PLC003358
Regd. Office: G.T. Road, Mandi Gobindgarh - 147301 (Punjab)
Tel.: 0172-2600012; Website: www.modernsteels.com
Email: secretarial@modernsteels.com

NOTICE
Notice is hereby given that the 46th Annual General Meeting of the members of the Company will be held on Monday, the 28th December, 2020 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means.
The Notice and Annual Report of 46th Annual General Meeting of the Company have been sent to the members who have registered their email addresses with the Company/Depository Participants in electronic mode, Pursuant to MCA circular 20/2020 dated 5th May, 2020 and SEBI circular SEBI/HO/CFD/CMD/ICRP/2020/79 dated 12th May, 2020, the physical copies of the annual report for the financial year 2019-20 are not being sent to the members. The Notice and full Annual Report is also displayed on the Company's website at www.modernsteels.com and on NSDL website www.evoting.nsdl.com.
If your email ID is not registered, please follow steps mentioned below:
Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of a mail id for e-voting for the resolutions set out in this notice:
a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to helpdesk@delhi@mscsregistrars.com
b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficial ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to helpdesk@delhi@mscsregistrars.com
Book closure:
Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21st December, 2020 to Monday, 28th December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
Remote e-voting:
Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the electronic facility for transacting all the items of business mentioned in the notice through NSDL, which will commence on Friday, the 25th December, 2020 (9.00 a.m.) and ends on Sunday, the 27th December, 2020 (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 i.e. 21st December, 2020 may cast their vote electronically.
Any person who acquires shares of the company and becomes member of the Company after sending the notice of AGM and holding shares as on the cut-off date i.e. 21st December, 2020 may obtain the login id and password by sending request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then existing user id and password can be used for casting vote.
The facility for e-voting will be provided at the date of AGM also to those members who have not cast their vote by remote e-voting earlier. Members may participate in AGM even after exercising right to vote by remote e-voting but shall not be entitled to vote again at the AGM. The voting rights of the members shall be in proportion to the equity shares held by them as on the cut-off date.
A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting as well as e-voting at the AGM.
For electronic voting instructions, Members may go through the instructions mentioned in Note No. 15 of AGM Notice or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai at email id: evoting@nsdl.co.in, pallavi@nsdl.co.in, sonis@nsdl.co.in or Phone No.+91 22 24994545, +91 22 24994559 which will address the shareholders grievances connected with the e-voting.
By order of the Board of Directors
Ashish Kumar Sharma
GM (Sec't.) & Company Secretary
Sd/-

NOTICE BOARD

CORPORATE ASSOCIATE DIARY

APPOINTMENTS, MOVEMENTS, CELEBRATIONS, HONOURS



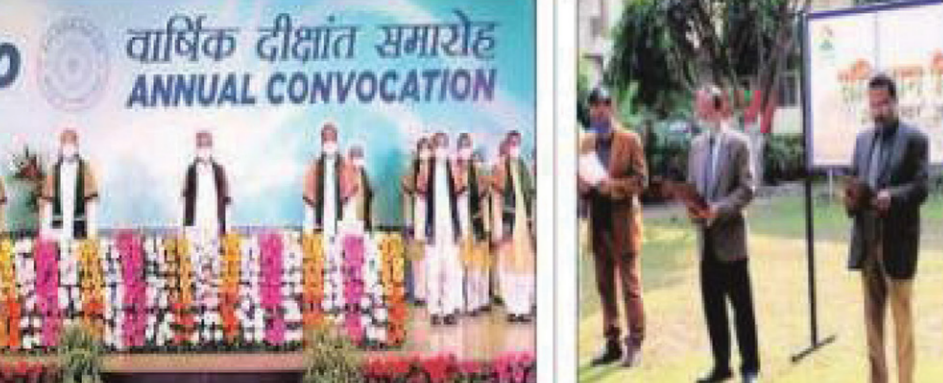
HACKATHON - NTPC
RK Singh, Minister (IC) for Power and New & Renewable Energy launched the Green Charcoal Hackathon organised by NVN, a wholly owned subsidiary company of NTPC, to find greener solutions for growing air pollution concerns.



LAUNCH - INDIANOIL
Branded as XP100, 100 Octane was launched across 10 cities by D Pradhan, Minister of PNG & Steel, in the virtual presence of T Kapoor, Secy, MoP&NG, SM Vaidya, Chairman, IndianOil, and other officials.



CSR-OIL
The students who were beneficiaries of OIL's popular CSR initiative - Oil India Super 30 - have excelled in their entrance exams. In the engineering batch of 2019-20, a 96% success rate has been recorded across its six centres.



MOA - REC
REC partners with OI for skill training and employment of underprivileged youth from seven states. A MOA was signed between Shrinivas Shroff Nagvesha Rao - CEO, REC Foundation and Sougata Roy Choudhury - Executive Director, OI.



CONVOCATION - IIT ROORKEE
IIT Roorkee recently organised its virtual Annual Convocation, wherein Ashok Sooda, Executive Chairman, Happiest Minds Technologies Ltd, was the Chief Guest. A total of 1889 students were conferred upon their respective degrees virtually.



MOU - PFC
PFC along with REC recently executed MoU with STPL for Extending Term Loan of Rs. 8520.46 Crore for 2x660 MW Buxar Thermal Power Project, in presence of RS Dhill

