

Sec/Steels/023/FY 20-21

Date: 02.09.2020

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Scrip Code: 539044

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "C"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
Symbol: MANAKSTEEL

Sir,

Sub: Annual Report for the Financial Year 2019-20 including Notice of 19th Annual General Meeting

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Annual Report of the Company for the financial year 2019-20 along with the notice convening the 19th Annual General Meeting of the Company scheduled on Tuesday, the 29th September, 2020 at 03:00 p.m. through Video Conferencing/Other Audio Visual Means.

The Annual Report along with notice of AGM are being sent electronically to the members who have registered their email addresses either with the Company or with their depositories.

The Annual Report including Notice are also uploaded on the Company's website and can be downloaded from the following web-link:

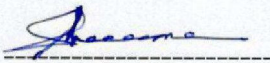
Notice : http://www.manaksiasteels.com/pdf/AGM_Notice_19-20.pdf

Annual Report : http://www.manaksiasteels.com/pdf/manaksia_steels_Annual_Report_2019-20.pdf

This may be treated as compliance under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you

Yours faithfully,
For Manaksia Steels Limited



Ajay Sharma
(Company Secretary)

Encl: As above





**MANAKSIA
STEELS
LIMITED**

ANNUAL REPORT 2019-20

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Corporate Information

Directors

Mr. Varun Agrawal – Managing Director
DIN : 00441271
Mr. Suresh Kumar Agrawal
DIN : 00520769
Dr. Kali Kumar Chaudhari
DIN : 00206157
Mr. Ajay Kumar Chakraborty
DIN : 00133604
Mr. Ramesh Kumar Maheshwari
DIN : 00545364
Mrs. Smita Khaitan
DIN : 01116869
Mr. Mrinal Kanti Pal
DIN : 00867865

Chief Executive Officer

Mr. Vineet Agrawal

Company Secretary

Mr. Ajay Sharma

Chief Financial Officer

Mr. Rajesh Singham

Auditors

AGRAWAL TONDON & CO.

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd
Vaishno Chambers, 6 Enabourne Road
Room No 502 & 503, 5th Floor, Kolkata - 700001

Registered Office

Turner Morrison Building
6 Lyons Range, 1st Floor
Kolkata - 700001

Bankers

Axis Bank Limited
DBS Bank India Limited
HDFC Bank Limited
IDBI Bank Limited
Indusind Bank Limited
Yes Bank Limited

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 19th (Nineteenth) Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2020.

FINANCIAL RESULTS

(Rs. in Lacs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Total Revenue	49061.56	69026.83	53922.05	69216.55
Profit Before Tax (PBT)	976.49	1651.33	1052.80	1597.59
Less: Tax Expenses				
- Current Tax	310.00	655.00	310.00	657.43
- Deferred Tax	(203.69)	(35.33)	(116.90)	107.40
Profit for the period	870.18	1031.66	859.70	832.76
Other Comprehensive Income / (Loss)	(194.38)	(0.24)	(259.43)	98.89
Total Comprehensive Income for the period	675.80	1031.42	600.26	931.65
Balance brought forward from previous year	5176.32	4144.89	5044.65	4113.01
Total Amount available for appropriation	5852.12	5176.31	5644.91	5044.66
Appropriations:				
Transfer to General Reserve	-	-	-	-
Surplus Carried to Balance Sheet	5852.12	5176.31	5644.91	5044.66
Total	5852.12	5176.31	5644.91	5044.66

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Kindly refer to 'Management Discussion and Analysis Report' which forms a part of this Annual Report.

CHANGES IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the year under review.

DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its future and therefore do not propose any dividend for the Financial Year ended 31st March, 2020.

TRANSFER TO RESERVES

The Board did not propose any amount for transfer to the General Reserve.

CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2020 stood at Rs. 655.34 Lacs. During the year under review, the Company has not issued any further shares.

DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

Details of shares held in the demat suspense account as required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "Listing Regulations") forms a part of the Corporate Governance Report.

DETAILS UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS 'THE ACT'), IN RESPECT OF ANY SCHEME OF PROVISIONS OF MONEY FOR PURCHASE OF OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES

There was no such instance during the year under review.

OPERATIONS AND BUSINESS PERFORMANCE

The spread of COVID-19 has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lockdowns, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures. The operations in the overseas subsidiaries of the Company situated in Nigeria and UAE have also been disrupted and the demand for product in those countries has dropped as never before. The Company has made necessary disclosure in terms of Regulation 30 of the Listing Regulations to the Stock Exchanges. The management is evaluating the situation very closely and necessary steps are being taken. The Company has resumed its operations / business activities with reduced manpower strength as per the directives of State Government and Central Government guideline, as applicable and is also adhering to all preventive measure as per various Government directives. The Company has evaluated its liquidity position & recoverability and carrying values of its assets and has concluded that no material adjustments are required at this stage in the financial results.

The details of operation and business performance of the Company has been elaborated in the 'Management Discussion and Analysis Report' forming part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) read with Para B to Schedule V of the Listing Regulations forms part of this Annual Report.

DETAILS RELATING TO MATERIAL VARIATIONS

The Company has not issued any prospectus or letter of offer during the last five years and as such the requirement for providing the details relating to material variation is not applicable to the company for the year under review.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no material change and commitment of the company during the period between the end of the financial year 2019-20 and the date of this report which can affect the financial position of the Company for the year under review.

EXTRACT OF ANNUAL RETRUN

The extract of Annual Return as on 31st March, 2020 in the prescribed Form MGT-9, pursuant to Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, forms part of this Director's Report and marked as **Annexure- "A"**, a copy of the same is also uploaded on the Company's website and the weblink thereto is http://www.manaksiasteels.com/pdf/MGT-9_2019-20.pdf

CORPORATE GOVERNANCE REPORT

The Company follows the corporate governance guidelines and best practices sincerely, and discloses timely and accurate information regarding the operations and performance of the Company.

Pursuant to Regulation 34 read with Para C to Schedule V of the Listing Regulations, a Report on Corporate Governance along with a certificate from the Statutory Auditors of the Company confirming compliance with the conditions of the Corporate Governance is forming part of this Director's Report and marked as **Annexure-"B"**.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The details of number of meetings of the Board of Directors of the Company held during the year have been provided in the Corporate Governance Report forming part of this Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls (IFC) and compliance systems established and maintained by the Company, work performed by the internal auditors, statutory auditors, cost auditors, secretarial auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's IFC were adequate and effective during Financial year 2019-20.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2019-20 and of the profit of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts had been prepared on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
- f) 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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in Directors

The Company had appointed Mr. Ajay Kumar Chakraborty (DIN: 00133604); Dr. Kali Kumar Chaudhuri (DIN: 00206157) and Mrs. Smita Khaitan (DIN: 01116869) as Independent Directors of the Company in the Extra-Ordinary General Meeting (EGM) of the Company held on 17th November, 2014 for a fixed term of five years upto the conclusion of Annual General Meeting (hereinafter referred to as "AGM") to be held for the financial year 2018-19.

Mr. Ajay Kumar Chakraborty, Dr. Kali Kumar Chaudhuri and Mrs. Smita Khaitan were re-appointed by the shareholders as Independent Directors, not liable to retire by rotation, by way of passing of special resolution in the 18th AGM of the Company held on 25th September, 2019, for a second term of five consecutive years w.e.f. 26th September, 2019.

Appropriate resolution has been passed by the shareholders at the 18th AGM approving the appointment of Mr. Ramesh Kumar Maheshwari (DIN: 00545364), as Independent Director of the Company w.e.f. 16th July, 2019 for a term of five years, not liable to retire by rotation.

Retire by Rotation

In accordance with the provision of Section 152 of the Act read with Article 87(1) of the Articles of Association of the Company, Mr. Varun Agrawal (DIN: 00441271), Managing Director will retire by rotation at the ensuing 19th AGM and being eligible, offer himself for re-appointment.

Key Managerial Personnel

There has been no change in the Key Managerial Personnel of the Company during the period under review.

Independent Directors

The Company's Independent Directors have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

All the Independent Directors of the Company have registered themselves with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of one year from the date of inclusion of their names in the data bank unless they fall within the exempted category. The Independent Directors who are not falling within exempted category will undertake the online self-assessment proficiency test in due course. In the opinion of the Board, all the Independent Directors appointed during the year possess requisite integrity, expertise and experience.

SECRETARIAL STANDARDS

The Institute of Company Secretaries of India (ICSI) has issued Secretarial Standard-1 (SS-1) on 'Meeting of the Board of Directors' and Secretarial Standard-2 (SS-2) on 'General Meeting' and both the Secretarial Standards have been approved by the Central Government under section 118(10) of the Act. Pursuant to the provisions of section 118(10) of the Act, it is mandatory for the company to observe the secretarial standards with respect to the Board Meeting and General Meeting. The Company has adopted and followed the set of principles prescribed in the respective Secretarial Standards for convening and conducting Meetings of Board of Directors, General Meeting and matters related thereto. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

STATUTORY AUDITOR AND AUDITORS' REPORT

Agrawal Tondon & Co., Chartered Accountants, (Firm Registration No. 329088E) had been appointed as Statutory Auditors of the Company at the 18th AGM of the Company held on 25th September, 2019, for a period of five consecutive years to hold office from the conclusion of the 18th AGM till the conclusion of the 23rd AGM of the Company on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Statutory Auditors, in addition to the reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

There is no observation (including any qualification, reservation, adverse remarks or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. The specific notes forming part of the accounts referred to in Auditor's Report are self-explanatory and give complete information.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Listing Regulations, the Board of Directors of the Company had appointed Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2019-20.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report in Form MR-3 as given by the Secretarial Auditor for the financial year ended 31st March, 2020, forms a part of the Directors' Report and annexed as **Annexure-"C"**.

As mentioned in the Secretarial Audit Report the Company had duly complied with the provisions of the Listing Regulations by submitting the financial results for the quarter ended March, 2019 with the National Stock Exchange of India Limited within the stipulated time. The Company had also uploaded the full results in BSE website (standalone and consolidated) in XBRL format on the same day immediately after the Board meeting. However, due to repeated technical glitches faced by the Company, it had made one day delay in submitting the results in 'quick results' format with the BSE Limited. Accordingly, as per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018, the BSE Limited has vide its letter dated June 17, 2019 imposed a fine of Rs. 5,000/- plus applicable taxes on the Company, which the Company had paid.

As detailed in the previous year's Directors Report, BSE Limited and NSE Limited had imposed fine upon the Company for non compliance with Regulation 17(1) of the Listing Regulations. The Company had paid fine, rectified the unintentional default and filed application before relevant committees of the respective exchanges for waiver of fine. The NSE Limited, based on the Company's application has waived the fine and refunded the fine amount. The waiver application before BSE Limited is pending as on date.

The Secretarial Audit Report confirms that the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines and that there were no deviations or non-compliances. There are no observations (including any qualifications, reservations, adverse remarks or disclaimer) of the Secretarial Auditors in their Audit Report that may call for any explanations from the Director's of the Company.

SEBI vide its circular No. CIR/CFD/CMD/27/2019 dated 8th February, 2019 has specified that the listed entities shall additionally, on an annual basis, require a check by a Company Secretary in Practice for compliance of all applicable SEBI Regulations and circulars / guidelines issued there under and accordingly the Company has appointed M/s. Bajaj Todi & Associates (formerly PS & Associates), Practicing Company Secretaries to carry out necessary audit. A certificate received from M/s. Bajaj Todi & Associates, Practicing Company Secretaries was placed before the Board and had been filed with the Stock Exchange where the Securities of the Company are listed.

COST AUDITORS

Pursuant to the requirement of Section 148 of the Act, cost audit is applicable on your Company for manufacturing items covered under Rule 3 of the Companies (Cost Records and Audit) Rules, 2014. The Board of Directors of your Company on the recommendation of the Audit Committee has appointed M/s S. Chhaparia & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year 2019-20. As required under the Act, the remuneration payable to the Cost Auditors was ratified by the shareholders in the AGM held on 25th September, 2019.

The Board, pursuant to the provisions of Section 148 of the Act, read with Companies (Cost Records and Audit) Rules, 2014 has appointed M/s B. Mukhopadhyay & Co, Cost Accountants, B-20, Amarabati, Sodepur, Kolkata-700110, as the Cost Auditors of the Company for the Financial Year 2020-21 and accordingly, a resolution for seeking Members ratification for the remuneration payable to the Cost Auditors, would be placed before the forthcoming 19th AGM of the Company. The Cost Auditors are expected to file the cost audit report with Central Government within the specified period.

FRAUD REPORTING

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

DISCLOSURE ON EMPLOYEE STOCK OPTION/ PURCHASE SCHEME

During the year under review, your Company has not provided any employee stock option / purchase scheme.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

The full particulars of the loans given, investments made, guarantees given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised as per the provisions of Section 186 of the Act are provided in the notes to the Financial Statements (Refer note no. 4,5,9,13 & 35).

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

In compliance with the provisions of the Act and the Listing Regulations, each Related Party Transaction (RPT) is placed before the Audit Committee for prior approval. A prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are foreseen and repetitive in nature. The transactions pursuant to the omnibus approval so granted, is subject to audit and a detailed quarterly statement of all Related Party Transactions duly certified by the Chief Financial Officer of the Company is placed before the Audit Committee for its review. The policy on RPTs, as approved by the Board, is available on the Company's website at www.manaksiasteels.com and the weblink thereto <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-on-Related-Party-Transactions.pdf>

During the year under review, all RPTs were on Arm's Length Price basis and in the Ordinary Course of Business. The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act, in the prescribed Form AOC-2, forms part of this Annual Report. Approval of shareholders at the ensuing AGM is being sought for material RPT(s) proposed to be entered into by the Company during the Financial Year 2020-21. The details of the proposed material RPT pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 will be provided in the Notice of AGM. There are no materially significant transactions entered into by your Company with Promoters, Directors or Key Managerial Personnel (KMPs), which have potential conflict with the interest of the Company at large.

PARTICULARS OF LOANS/ADVANCES/INVESTMENTS OUTSTANDING DURING THE FINANCIAL YEAR AS REQUIRED UNDER SCHEDULE V OF THE LISTING REGULATIONS

The details of related party disclosures with respect to loans/ advances/ investments at the year end and maximum outstanding amount thereof during the year as required under Para A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

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

The details required pursuant to the provisions of section 134(3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo forms part of this Directors Report and marked as **Annexure-"D"**.

RISK MANAGEMENT SYSTEM

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

The Company has structured Risk Management system, designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives. The major risks have been identified by the Company and its mitigation process/measures have been formulated.

AUDIT COMMITTEE

The Company pursuant to the provisions of Section 177 of the Act, read with Regulation 18 of the Listing Regulations, has in place Audit Committee. The Committee focuses on certain specific areas and makes informed decisions in line with the delegated authority and function according to the roles and defined scope.

The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

There was no such instance wherein the Board had not accepted recommendation of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company pursuant to the requirement of provisions of Section 178(1) of the Act, read with the Regulation 19 of the Listing Regulations has in place the Nomination and Remuneration Committee. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

The Company, pursuant to provisions of section 178 of the Act and Regulation 19 read with Para A of Part D of Schedule II of the Listing Regulations, upon recommendation of Nomination and Remuneration Committee has devised a Remuneration Policy applicable to all Executives of the Company i.e. Directors, Key Managerial Personnel and Senior Management. The said policy forms part of this Director's Report and marked as **Annexure- "E"**.

There was no such instance wherein the Board had not accepted recommendation of the Nomination and Remuneration Committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As required by the provisions of section 178(5) of the Act, read with Regulation 20 of the Listing Regulations, the Company has in place the Stakeholders Relationship Committee. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee (hereinafter referred to as "CSR" Committee) in accordance with section 135 of the Act and Rules made thereunder. The composition and the detailed terms of reference of the CSR Committee are provided in the Corporate Governance Report. The CSR activities are *inter-alia*, focused on Improving Literacy among Rural Tribal People and Promoting Education.

The report on CSR activities pursuant to clause (o) of sub-section (3) of section 134 of the Act, 2013, and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 forms part of this report and marked as **Annexure- "F"**.

The Company has formulated CSR Policy indicating the activities to be undertaken by the Company. The Policy has also been uploaded on the Company's website and the weblink thereto is: <http://www.manaksiasteels.com/upload/media/corporate-policies/Corporate-Social-Responsibility-Policy.pdf>

There were no such instances wherein the Board had not accepted recommendations of the CSR Committee.

DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITON AND REDRESSAL) ACT, 2013

The Company has constituted Internal Complaint Committee in compliance with the provisions of Sexual Harrasment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

As per the Policy, any employee may report his/ her complaint to the Internal Complaint Committee formed for this purpose. The Company affirms that during the year under review, adequate access was provided to any complainant who wished to register a complaint under the Policy. During the year, the Company has not received any complaint on sexual harassment.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRCETORS

Pursuant to the provisions of the Act, Regulation 25 of the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. Pursuant to the provisions of the Act, and Regulation 25 of the Listing Regulations read with the Guidance Note on Board

Evaluation of SEBI dated 5th January, 2017 the NRC Committee has laid down the criteria for performance evaluation, in a structured questionnaire form after taking into consideration various aspects of the Boards functioning, composition of the Board and its Committees, culture, execution, diligence, integrity, awareness and performance of specific laws, duties, obligations and governance, on the basis of which, the Board has carried out the Annual Evaluation of its own performance, the performance of Board Committee and of Directors individually, by way of individual and collective feedback from Directors. Further, pursuant to para VII of Schedule IV of the Act, and provisions of the Listing Regulations, the Independent Directors of the Company, without participation of Non-Independent Directors and Members of Management, convened a separate meeting on 30th May 2019, to *inter-alia* perform the following:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The criteria for evaluation are briefly provided below:

The review of performance of Non-Independent Directors was done, after discussing with them on various parameters, such as, skill, competence, experience, degree of engagement, ideas & planning, etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board Members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in knowledge and related industry expertise, roles and responsibilities of Board members, appropriate utilization of talents and skills of Board Members, etc. The evaluation of Independent Directors has been done by the entire Board of Directors which includes performance of the Directors and fulfillment of the independence criteria and their independence from the Management as specified in the Listing Regulations.

The Board of Directors of the Company expressed their satisfaction towards the process of review and evaluation of Board, its Committees and of Individual Directors.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of Listing Regulations, your Company is required to conduct Familiarization Programme for Independent Directors (IDs) to familiarize them about your Company including nature of industry in which the Company operates, business model of the Company, roles, rights and responsibilities of IDs and any other relevant information. Further, pursuant to Regulation 46 of Listing Regulations, the Company is required to disseminate on its website, details of Familiarization Programme imparted to IDs including the details of:

- i) number of programmes attended by IDs (during the year and on a cumulative basis till date),
- ii) number of hours spent by IDs in such programmes (during the year and on a cumulative basis till date), and;
- iii) other relevant details.

Familiarization Programme undertaken for Independent Directors is provided at the following weblink: http://www.manaksiasteels.com/upload/media/management-team/Familiarisation_Programme_MSL_19_20.pdf

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Pursuant to the provisions of section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, the details containing salient features of the Financial Statement of subsidiary companies/ associate companies/ joint ventures in Form AOC-1 forms a part of this Annual Report.

The details of performance of the Subsidiary Companies are as follows:

Foreign Subsidiaries:

Technomet International FZE

This Company is a subsidiary of Manaksia Steels Limited. The Revenue of the Company during the year ended 31st March, 2020 stood at AED 26.05 Lacs (equivalent to Rs. 502.96 Lacs). During the said period the company had a net loss of AED 12.33 Lacs (equivalent to Rs. 237.91 Lacs).

Federated Steel Mills Ltd

This Company is a subsidiary of Technomet International FZE. The Revenue of the Company during the year ended 31st March, 2020 stood at Naira 20154.00 Lacs (equivalent to Rs. 4628.22 Lacs). During the said period the Company had a net loss of Naira (9.48) Lacs (equivalent to a net loss Rs. (2.18) Lacs).

Far East Steel Industries Ltd

This Company is a subsidiary of Technomet International FZE. There was no Revenue of the Company during the year ended 31st March, 2020.

Except as stated hereinabove, the Company does not have any joint venture or associate company during the year under review.

Sumo Agrochem Ltd

This Company is a subsidiary of Technomet International FZE. The Revenue of the Company during the year ended 31st March, 2020 stood at Naira 499.22 Lacs (equivalent to Rs. 114.64 Lacs). During the said period the Company had a net loss of Naira (139.49) Lacs (equivalent to a net loss of Rs. (32.03) Lacs).

MATERIAL SUBSIDIARY COMPANIES

In accordance with Regulation 16(1)(c) of the Listing Regulations, material subsidiary shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. The Company does not have any material subsidiary. The Company has formulated a Policy for determining Material Subsidiaries in accordance with Listing Regulations, and the said Policy for determining Material Subsidiaries is available at the following weblink: <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-for-determining-Material-Subsidiaries.pdf>

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year under review in terms of the provisions of Chapter V of the Act.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which may impact its going concern status and its operations in future.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. 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. To commensurate the internal financial control with its size, scale and complexities of its operations, the Board based on the recommendation of the Audit Committee in its meeting held on 30th May, 2019 has re-appointed M/s NKA & Associates (formerly M/s. Namita Kedia & Associates), Chartered Accountants, (Firm Regn. No. 328509E) as Internal Auditors of the Company for the Financial Year 2019-20.

The Audit Committee reviews the Report submitted by the Internal Auditors. The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems. In this regard, the Board confirms the following:

- a) Systems have been laid down to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.

- b) Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and timely preparation of reliable financial information.
- c) Access to assets is permitted only in accordance with the management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with the terms of employment or except as specifically permitted.
- d) The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
- e) Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

In compliance with the provisions of Section 177(9) of the Act, and the Listing Regulations, the Company has framed a Whistle Blower Policy to establish a vigil mechanism for Directors and employees to report genuine concerns about actual or suspected unethical behavior, malpractice, wrongful conduct, discrimination, sexual harassment, fraud, violation of the Company's policies including Code of Conduct without fear of reprisal/retaliation. The Whistle Blower Policy/Vigil Mechanism has also been uploaded on Company's website and the weblink thereto is:

<http://www.manaksiasteels.com/upload/media/corporate-policies/Whistle-Blower-Policy.pdf>

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosure pertaining to remuneration and other details as required under the provisions of section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Directors' Report and marked as **Annexure-"G"**.

During the year under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the provisions of the Act and Listing Regulations, the Consolidated Financial Statements of the Company and its subsidiaries are attached. The Consolidated Financial Statement has been prepared in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and sets out the financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiaries.

ACKNOWLEDGEMENT

Your Company continues its relentless focus on strengthening competition in all its businesses. It is the endeavor of your Company to deploy resources in a balanced manner so as to secure the interest of shareholders in the best possible manner in short, medium and long terms.

Your Directors convey their grateful appreciation for the valuable patronage and co-operation received and goodwill enjoyed by the Company from its esteemed customers, commercial associates, banks, financial institutions, Central and State Government, various Government and Local Authorities, other stakeholders and the media.

Your Directors also wish to place on record their deep sense of appreciation to all the employees at all levels for their commendable team-work, professionalism and enthusiastic contribution towards the working of the Company.

Your Directors look forward to the future with hope and conviction.

For and on behalf of the Board of Directors

Varun Agrawal
 Managing Director
 DIN: 00441271

Mrinal Kanti Pal
 Director
 DIN: 00867865

Place: Kolkata
 Date : 15th July, 2020

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended 31.03.2020

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L27101WB2001PLC138341
2.	Registration Date	7 th June, 2001
3.	Name of the Company	MANAKSIA STEELS LIMITED
4.	Category/Sub-category of the Company	Public Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	Turner Morrison Building, 6, Lyons Range, 1 st Floor, Kolkata - 700 001 Tel: +91-33-2231 0055 Fax: 033 2230 0336
6.	Whether listed company	Yes
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any	Link Intime India Private Limited 59C, Chowringhee Road, 3 rd Floor, Room No.5, Kolkata - 700 020 Tel: +91-033-4004 9728 Fax: +91-033-4073 1698

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	HOT/COLD ROLLED PRODUCTS OF STEEL	24105	47.69%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Technomet International FZE (P.O. Box 263598, LB20112, Jebel Ali Freezone, Dubai, UAE)	NA	Subsidiary Company	100%	Section 2(87)
2	Federated Steel Mills Ltd (Subsidiary of Technomet International FZE) (Block XI, Plot 3-10, Ota Industrial Estate, Ota, Ogun State, Nigeria)	NA	Subsidiary Company	100%	Section 2(87)

Sl. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
3	Far East Steel Industries Ltd (Subsidiary of Technomet International FZE) (Block XI, Plot 1-2, Ota Industrial Estate, Ota, Ogun State, Nigeria)	NA	Subsidiary Company	100%	Section 2(87)
4	Sumo Agrochem Ltd (Subsidiary of Technomet International FZE) (Block XI, Plot 1-2, Ota Industrial Estate, Ota, Ogun State, Nigeria)	NA	Subsidiary Company	100%	Section 2(87)

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

(A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2019]				No. of Shares held at the end of the year [As on 31.03.2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	45768888	-	45768888	69.840	48985319	-	48985319	74.748	4.908
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total A(1)	45768888	0	45768888	69.840	48985319	0	48985319	74.748	4.908
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Others - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total A(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	45768888	0	45768888	69.840	48985319	0	48985319	74.748	4.908

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2019]				No. of Shares held at the end of the year [As on 31.03.2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1257	-	1257	0.002	1363	-	1363	0.002	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor	4052146	-	4052146	6.183	837146	-	837146	1.277	(4.906)
f) Venture Capital Funds	-	-	-	-	-	-	-	-	-
g) Insurance Companies	-	-	-	-	-	-	-	-	-
h) FIs	-	-	-	-	-	-	-	-	-
i) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	4053403	-	4053403	6.185	838509	-	838509	1.280	(4.905)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3491380	1	3491381	5.3276	3699130	-	3699130	5.645	0.317
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lac	7274170	995	7275165	11.101	7336438	956	7337394	11.196	0.095
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lac	3979271	-	3979271	6.072	3601500	-	3601500	5.496	(0.577)
c) Others (specify)									

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2019]				No. of Shares held at the end of the year [As on 31.03.2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Non Resident Indians(Rep)	117805	-	117805	0.180	108802	-	108802	0.166	(0.014)
NBFC's registered with RBI	50	-	50	0.000	-	-	-	-	(0.000)
Non Resident Indians(Non-Rep)	79349	-	79349	0.121	270171	-	270171	0.412	0.291
Clearing Members	156214	-	156214	0.238	20029	-	20029	0.031	(0.208)
Hindu Undivided Family	612524	-	612524	0.935	673196	-	673196	1.027	0.093
Sub-total (B)(2)	15710763	996	15711759	23.975	15709266	956	15710222	23.973	(0.002)
Total Public Shareholding (B)=(B)(1)+(B)(2)	19764166	996	19765162	30.160	16547775	956	16548731	25.252	(4.908)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	65533054	996	65534050	100	65533094	956	65534050	100	0.00

(B) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2019)			Shareholding at the end of the year (as on 31.3.2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Mr. Varun Agrawal	12494810	19.066	-	12761241	19.473	-	0.407
2.	Mr. Suresh Kumar Agrawal	12350360	18.846	-	12350360	18.846	-	0.000
3.	Mrs. Chandrakala Agrawal	10750000	16.404	-	10750000	16.404	-	0.000
4.	Mrs. Payal Agrawal	9836218	15.009	-	12786218	19.511	-	4.502
5.	Suresh Kumar Agrawal (HUF)	337500	0.515	-	337500	0.515	-	0.000

(C) Change in Promoters' Shareholding:

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2019)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
1	Mr. Varun Agrawal	12494810	19.066	01.04.2019	266431	12494810	19.0661
				19.12.2019		12761241	19.4727
				31.03.2020		12761241	19.4727
2	Mr. Suresh Kumar Agrawal	12350360	18.8457	01.04.2019	No Change	12350360	18.8457
				31.03.2020			
3	Mrs. Chandrakala Agrawal	10750000	16.4037	01.04.2019	No Change	10750000	16.4037
				31.03.2020			
4	Mrs. Payal Agrawal	9836218	15.009	01.04.2019	2950000	9836218	15.009
				19.12.2019		12786218	19.5108
				31.03.2020		12786218	19.5108
5	Suresh Kumar Agrawal (HUF)	337500	0.515	01.04.2019	No Change	337500	0.515
				31.03.2020			

Note: The change in shareholding is due to creeping acquisition of shares through market purchase. There is no change in shareholding of any other promoters except as disclosed above.

(D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2019)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
1	CRESTA FUND LTD.	837146	1.2774	01.04.2019	-	837146	1.2774
				31.03.2020		837146	1.2774
2	PRITI A DOSHI	747000	1.1399	01.04.2019	-	747000	1.1399
				31.03.2020			
3	LINTON CONSULTANTS PVT. LTD.	101797	0.1553	01.04.2019	400000	101797	0.1553
				20.03.2020		501797	0.7657
				31.03.2020		501797	0.7657
4	GLOBE CAPITAL MARKET LTD.	495524	0.7561	01.04.2019	-	495524	0.7561
				13.12.2019		495374	0.7559
				27.12.2019		495424	0.7560
				31.12.2019		495374	0.7559
				03.01.2020		501874	0.7658
				10.01.2020		495374	0.7559
				31.03.2020		495374	0.7559
5	SAMEER KISHORE DOSHI	420000	0.6409	01.04.2019	-	420000	0.6409
				31.03.2020		420000	0.6409

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2019)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
6	MRS. SUDHA GUPTA	375000	0.5722	01.04.2019 31.03.2020	- -	375000 375000	0.5722 0.5722
7	MANSI SAMEER DOSHI	335000	0.5112	01.04.2019 31.03.2020	- -	335000 335000	0.5112 0.5112
8	SKYBRIDGE REAL ESTATES LLP	330000	0.5036	01.04.2019 31.03.2020	- -	330000 330000	0.5036 0.5036
9	KAUSHALYA CHANDAK	298000	0.4547	01.04.2019 31.03.2020	- -	298000 298000	0.4547 0.4547
10	SUNIL ENTERPRISES (INDIA) LLP	266293	0.4063	01.04.2019 31.03.2020	- -	266293 266293	0.4063 0.4063
11	ADITYA KUMAR HALWASIYA	430271	0.6566	01.04.2019 05.04.2019 12.04.2019 26.04.2019 31.05.2019 07.06.2019 21.06.2019 19.07.2019 02.08.2019 27.12.2019 31.12.2019 06.03.2020 31.03.2020	- 68856 873 1587 58225 13190 5057 10000 5667 (326000) (253129) 7551 -	430271 499127 500000 501587 559812 573002 578059 588059 593726 267726 14597 22148 22148	0.6566 0.7616 0.7630 0.7654 0.8542 0.8744 0.8821 0.8973 0.9060 0.4085 0.0223 0.0338 0.0338
12	ALBULA INVESTMENT FUND LTD	3215000	4.9058	01.04.2019 20.12.2019 31.03.2020	- (3215000) -	3215000 - -	4.9058 - -
13	MULTIPLUS RESOURCES LIMITED	399953	0.6103	01.04.2019 26.04.2019 20.03.2020 31.03.2020	- 47 (400000) -	399953 400000 - -	0.6103 0.6104 - -

Note: The above information is based on the weekly beneficiary position received from the Depositories.

(E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2019)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
DIRECTORS							
1	Mr. Ajay Kumar Chakraborty	-	-	01.04.2019 31.03.2020	-	-	-
2	Dr. Kali Kumar Chaudhuri	-	-	01.04.2019 31.03.2020	-	-	-
3	Mr. Ramesh Kumar Maheshwari	-	-	01.04.2019 31.03.2020	-	-	-
3	Mr. Mrinal Kanti Pal	396	0.001	01.04.2019 31.03.2020	-	396	0.001
4	Mrs. Smita Khaitan	-	-	01.04.2019 31.03.2020	-	-	-
5	Mr. Suresh Kumar Agrawal	12350360	18.846	01.04.2019 31.03.2020	-	12350360	18.846
6	Mr. Varun Agrawal	12494810	19.066	01.04.2019 27.12.2019 31.03.2020	266431 -	12494810 12761241 12761241	19.0661 19.4727 19.4727
KEY MANAGERIAL PERSONNEL							
1	Ajay Sharma - Company Secretary	20	-	01.04.2019 31.03.2020	-	20	-
2	Rajesh Singhania - Chief Financial Officer	2	-	01.04.2019 31.03.2020	-	2	-
3	Mr. Vineet Agrawal - Chief Executive Officer	-	-	01.04.2019 31.03.2020	-	-	-

(F) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Rs. In Lacs)				
Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	3690.13	-	-	3690.13
* Reduction	-	-	-	-
Net Change	3690.13	-	-	3690.13
Indebtedness at the end of the financial year				
i) Principal Amount	3690.13	-	-	3690.13
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.80	-	-	2.80
Total (i+ii+iii)	3692.93	-	-	3692.93

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Director and/or Manager:

(Rs. In Lacs)			
SN.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Managing Director	
		Mr. Varun Agrawal (01.04.2019 to 31.03.2020)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	240.00	240.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	240.00	240.00
	Ceiling as per the Act*	240.00	240.00

*The Ceiling as per the Act has been calculated as per Schedule V for the period of appointment.

B. Remuneration to other directors

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ajay Kumar Chakraborty	Kali Kumar Chaudhuri	Smita Khaitan	
1	Independent Directors				
	Fee for attending board/committee meetings	0.31	0.73	0.73	1.77
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	0.31	0.73	0.73	1.77
2	Other Non-Executive Directors	Suresh Kumar Agrawal	Ramesh Kumar Maheshwari	Mrinal Kanti Pal	
	Fee for attending board/committee meetings	0.43	0.53	0.30	1.26
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	0.43	0.53	0.30	1.26
	Total (B)=(1+2)				3.03
	Total Managerial Remuneration*				243.03
	Overall Ceiling as per the Act**				569.00

* Total Remuneration to Managing Director, Whole Time Director (Mr. Vineet Agrawal continues to be the CEO of the Company) & other Directors (being the total of A & B).

** The overall ceiling has been calculated as per the Act and also as per Schedule V for the period of appointment.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Rs. In Lacs)

SN	Particulars of Remuneration	Key Managerial Personnel			
		Chief Executive Officer	CS	CFO	Total
1	Gross salary	Mr. Vineet Agrawal (01.04.2019-31.03.2020)	Mr. Ajay Sharma (01.04.2019-31.03.2020)	Mr. Rajesh Singhania (01.04.2019-31.03.2020)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	228.00	5.07	14.25	247.32
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	Others, specify ...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	228.00	5.07	14.25	247.32

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 15th July, 2020

Varun Agrawal Managing Director DIN: 00441271	Mrinal Kanti Pal Director DIN: 00867865
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CORPORATE GOVERNANCE REPORT

Your Company has complied with the provisions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A report on the implementation of Corporate Governance by the Company as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.

Philosophy of the Company on Corporate Governance

The Company's philosophy on Corporate Governance is to ensure adoption of high standard of ethics, sound business decisions, prudent financial management practices, professionalism in decision making and conducting the business and compliance with regulatory guidelines on Governance. The Company has adopted the principles of good Corporate Governance and is committed to adopt best relevant practices for Governance to achieve the highest levels of transparency and accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. As such the Company aims at always remaining progressive, competent and trustworthy, creating and enhancing value of stakeholders and customers to their complete satisfaction. The Company continues to focus its resources, strengths and strategies to achieve the core values of quality, trust, leadership and excellence.

BOARD OF DIRECTORS
Composition of the Board

As on 31st March, 2020, the Board comprised of seven directors of whom four are Independent Directors (including One Independent Woman Director), one is an Executive Director and two are Non-Executive Directors. The composition of the Board of Directors is in conformity with the Companies Act, 2013 (hereinafter referred to as "The Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

Number of Board Meetings held and attended by Directors

During the financial year 2019-20, five meetings of the Board of Directors of the Company were held and gap between any two consecutive meetings did not exceed 120 days. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The dates on which the Board meetings were held are 30th May, 2019; 16th July, 2019; 13th August, 2019; 11th November, 2019 and 13th February, 2020. The attendance record of each of the directors at the Board Meetings held during the year ended 31st March, 2020 and of the last Annual General Meeting is as under:

Name of the Directors	Category of Directors	Number of Board meetings held during FY 2019-20	Number of Board meetings attended during FY 2019-20	Whether attended AGM held on 25 th September, 2019	Number of directorship in other public limited companies* (including this Company)		Number of committee positions held in other public limited companies** (including this Company)		Directorship in other listed companies	
					Chairman of the Board	Board Member	Chairman of the Committee	Committee member	Name of the listed entity	Category of directorship
Mr. Ajay Kumar Chakraborty DIN: 00133601	NEI	5	3	No	2	4	2	3	Sreyans Industries Limited	NEI
									Manaksia Coated Metals & Industries Limited	NEI/Chairman
									Manaksia Aluminium Company Limited	NEI/Chairman
Dr. Kati Kumar Choudhuri DIN: 00206157	NEI	5	5	Yes	None	4	1	4	Durophy Industries Limited	NEI
									Manaksia Steels Limited	NEI
Mrs. Smrita Khaitan DIN: 01116869	NEI	5	5	Yes	None	3	1	5	Manaksia Limited	NEI
Mr. Mrinal Kanti Pal DIN: 00867865	NED	5	4	Yes	None	1	0	0	-	-
Mr. Suresh Kumar Agrawal DIN: 00520769	PD/NEDD	5	5	Yes	None	3	0	1	Manaksia Limited	PD/MD
Mr. Varun Agrawal DIN: 00441271	PD/MD	5	5	Yes	None	1	0	2	-	-
Mr. Ramesh Kumar Maheshwari DIN: 00543364	NEI	5	4	Yes	None	3	-	4	Manaksia Limited	NEI

PD: Promoter Director; MD: Managing Director; NEI Non-Executive Independent Director, NED: Non-Executive Director, WTD: Whole Time Director.

* This excludes Directorship held in Indian Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Act.

** Committee refers to Audit Committee and Stakeholders Relationship Committee.

Mr. Ramesh Kumar Maheshwari was inducted in the Board w.e.f. 16th July, 2019.

None of the Directors hold Directorship in more than the permissible number of companies prescribed under the Act or Directorships / Membership / Chairmanship of Board Committees as permissible under Regulations 25 and 26 of Listing Regulations.

Shares/ Convertible instruments held by the NEDs

The number of Shares held by Non-Executive Directors as on 31st March, 2020 is as follows:

Name of Non- Executive Directors	No of Shares Held
Mr. Suresh Kumar Agrawal	1,23,50,360
Mr. Mrinal Kanti Pal	396

Disclosures of relationships between Directors *inter-se*:

Mr. Suresh Kumar Agrawal and Mr. Varun Agrawal are relatives within the meaning of section 2(77) of the Act.

Independent Directors

The Company ensured that the persons, who have been appointed as the Independent Directors of the Company, have the requisite qualifications and experience which they would continue to contribute and would be beneficial to the Company. In terms of requirement of Section 149 (7) of the Act read with Rules made thereunder and Listing Regulations, all Independent Directors have given declaration that they meet the criteria of independence as stated in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The requisite papers were placed before the Board. In the opinion of your Directors, the Independent Directors fulfil the conditions specified in the Listing Regulations and they are independent of the management. None of the Independent Directors of the Company have resigned during the Financial year 2019-20.

Formal letter of Appointment

A formal letter of appointment of Independent Directors had been issued at the time of appointment/re-appointment. The terms and conditions of their appointment are disclosed on the website of the Company at the following weblink:

<http://www.manaksiasteels.com/upload/media/management-team/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf>

Performance Evaluation

• Board of Directors

As per the applicable provisions of the Act and Listing Regulations and based on the Guidance Note on Board Evaluation of SEBI dated 5th January, 2017, the Board carries out an annual evaluation of its own performance, as well as the working of its Committees. The Board works with the Committees to lay down the criteria for the performance evaluation. The contribution and impact of individual Directors is reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgement, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. Feedback-cum-assessment of individual Directors, the Board as a whole and its Committees is conducted. The feedback obtained from the interventions is discussed in detail and, where required, independent and collective action points for improvement are put in place.

• Independent Directors

Performance evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. On the basis of that evaluation the performance of the Independent Directors have been found satisfactory and the Board of Directors were of the view that the performance of the Independent Directors is beneficial for the Company. The parameters used by Board of Directors for the performance evaluation of Independent Directors *inter alia* include:

- i) Roles and responsibilities to be fulfilled as an Independent Director;
- ii) Participation in Board Processes

Separate Meeting of the Independent Directors

During the Financial Year 2019-20, as per the requirement of Schedule IV of the Act and Listing Regulations, one separate meeting of Independent Directors was held on 30th May, 2019 without the presence of the Non-Independent Directors and the members of the management to discuss *inter-alia* the following:

- a. Performance of Non-Independent Directors and the Board as a whole
- b. To assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

Familiarization Programme for the Independent Directors

The Company has organised a familiarisation programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the operation of the Company, its business, industry and environment in which it functions and the regulatory environment applicable to it. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuing basis.

During the financial year 2019-20, one new Independent Director was appointed on the Board of the Company. Therefore, on an ongoing basis as a part of Agenda of Board/ Committee Meetings Independent Directors regularly discuss on various matters *inter-alia* covering the Company's and the businesses & operations of its subsidiaries, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of Familiarization Programme for Independent Directors is provided at the following weblink:

http://www.manaksiasteels.com/upload/media/management-team/Familiarisation_Programme_MSL_19_20.pdf

Non-Executive Directors

Non-Executive Directors, including Independent Directors, play a crucial role in imparting balance to the Board processes by bringing independent judgement on issues of strategy, performance, resources, standards of Company's conduct etc.

Expertise and Competency of the Board of Directors

The Board comprises of highly qualified members who possess required skills, expertise and competence that allow them to make effective contribution to the Board and its Committees.

The Directors possess required skills / expertise / competencies as identified by the Board, for efficient functioning of the Company in the context of the Company's businesses and sectors are tabulated below:

Core skills/competencies/expertise	Mr. Varun Agrawal	Mr. Suresh Kumar Agrawal	Dr. Kali Kumar Chaudhuri	Mr. Ajay Kumar Chakraborty	Mr. Ramesh Kumar Maheshwari	Mr. Mrinal Kanti Pal	Mrs. Smita Khaitan
Understanding of Business/Industry	√	√	√	√	√	√	√
Strategy and strategic planning	√	√	√	√	√	√	√
Critical and innovative thoughts	√	√	√	√	√	√	√
Financial understanding	√	√	√	√	√	√	√
Market understanding	√	√	√	√	√	√	√
Board Cohesion	√	√	√	√	√	√	√
Risk and compliance oversight	√	√	√	√	√	√	√

Board Agenda

The meetings of the Board are governed by a structured agenda. The Agenda for the Board Meeting covers items set out as per the requirements of the Act and Listing Regulations to the extent these are relevant and applicable. The Managing Director and the Chairperson of the Meeting ensures that relevant issues are on the Board agenda and the Board is kept informed on all matters of importance. All agenda items are supported by relevant information and documents to enable the Board to take informed decisions. Members of the Senior Management are occasionally present in the meeting as special invitees, as and when required. The Notice and Agenda of each Board Meeting is given in advance to all Directors in compliance with the requirements of the secretarial standards.

Information placed before the Board

Necessary information as required under statute and as per the guidelines on Corporate Governance are placed before the Board, from time to time. The Board periodically reviews compliances of various laws applicable to the Company and the items required to be placed before it. Draft minutes are circulated amongst the Directors for their comments within the period stipulated under the applicable law. The minutes of the proceedings of the meetings are entered in the Minutes Book and thereafter signed by the Chairman of the meeting or by the Chairman of the next meeting.

Code of Conduct

The Company has adopted a "Code of Conduct" for Board Members and Senior Management of the Company. The Code anchors ethical and legal behaviour within the organisation. The Code is available on the Company's website at the following weblink: <http://www.manaksiasteels.com/upload/media/corporate-policies/Code-of-Conduct-Board-Members.pdf>

All Board members and senior management executives have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is forming part of this Report.

Pursuant to the provisions of Section 149(8) of the Act, the Independent Directors shall abide by the provisions specified in Schedule IV to the Act, which lay down a code for Independent Directors. The said Schedule forms part of the appointment letter of the Independent Directors.

WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The Whistle Blower Policy provides for sufficient guard against any possible victimisation of Whistle Blower. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy of the Company is available on the Company's website at the following weblink, <http://www.manaksiasteels.com/upload/media/corporate-policies/Whistle-Blower-Policy.pdf>

BOARD COMMITTEES

The Board of Directors of the Company play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as and when appropriate and required. The Company has five Board level committees:

- a) Audit Committee
- b) Stakeholders Relationship Committee
- c) Nomination and Remuneration Committee
- d) Corporate Social Responsibility Committee
- e) Committee of Directors

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2019-20 are as follows:

Audit Committee

The Company has in place a qualified and independent Audit Committee. The terms of reference of the Audit Committee includes the powers as laid down in Regulation 18(2) (c) and role as stipulated in Regulation 18(3) of the Listing Regulations read with Section 177 of the Act. The Audit Committee also reviews the information as per the requirement of Regulation 18(3) of the Listing Regulations read with Section 177 of the Act.

The brief description of the terms of reference of the Audit Committee *inter alia* includes the following:

- (a) Overview of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Review with the management, quarterly and annual financial statements before submission to the Board.
- (c) Review with the management, performance of the statutory and internal auditors and adequacy of Internal Control system.
- (d) Recommending to the Board, re-appointment of Statutory Auditors and the fixation of their Audit Fees.
- (e) Recommending to the Board, terms and conditions for appointment of Cost Auditor.
- (f) Discussion with the internal auditor on any significant findings and follow up thereon.
- (g) Review of related party transactions and transfer pricing.
- (h) Approval or any subsequent modification of transactions of the Company with related parties.
- (i) Scrutiny of inter-corporate Loans and investments.
- (j) Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary, and
- (k) generally all items listed in Part-C of Schedule-II of the Listing Regulations and Section 177 of the Companies Act, 2013.

The Committee may in addition to above given functions, carry out any other functions as referred by the Board, from time to time, or referred by any statutory notification / amendment or modification, as may be, applicable.

The Audit Committee is also provided with the following information on the Related Party Transactions (whenever applicable):

- (i) A statement of transactions with related parties in summary form in the ordinary course of business.
- (ii) Details of material individual transactions with related parties, other than with its wholly owned subsidiaries whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval, which are not in the ordinary course of business.

Composition

The composition of the Audit Committee is in accordance with the requirement of Regulation 18 of the Listing Regulations and Section 177 of the Act. All members of the Audit Committee have the ability to read and understand financial statements.

As on 31st March, 2020, the Committee comprised of Three Independent Directors and One Executive Director and the members of the Audit Committee elect one Independent Director among themselves as the Chairman of the Committee in each meeting. The composition as on 31st March, 2020 consists of Dr. Kali Kumar Chaudhuri (Independent Director), Mr. Ramesh Kumar Maheshwari (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Varun Agrawal (Executive Director). Mr. Ramesh Kumar Maheshwari has been inducted in the Committee with effect from 16th July, 2019. The Company Secretary of the Company acts as the Secretary to the Committee.

The Audit Committee meetings are also attended by Chief Financial Officer (CFO), representatives of Statutory Auditors, representatives of Internal Auditors and Senior Executives of the Company, if required.

Meetings and Attendance

4 (Four) Audit Committee Meetings were held during the Financial Year. The dates on which the Audit Committee meetings were held are 30th May, 2019; 13th August, 2019; 11th November, 2019 and 13th February, 2020. The details of the attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2019-20	
	Held	Attended
Dr. Kali Kumar Chaudhuri	4	4
Mrs. Smita Khaitan	4	4
Mr. Varun Agrawal	4	4
Mr. Ramesh Kumar Maheshwari*	4	3

* Mr. Ramesh Kumar Maheshwari has been inducted in the Committee with effect from 16th July, 2019.

There is no permanent Chairperson of the Audit Committee; all the members of the Audit Committee were present at the last Annual General Meeting held on 25th September, 2019.

Nomination and Remuneration Committee

Pursuant to the requirement of provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has in place the Nomination and Remuneration Committee. The terms of reference of the Nomination and Remuneration Committee, *inter-alia*, includes the following:

- a) To lay down criteria to identify persons who are qualified to become Directors and may be appointed in senior management and to recommend to the Board their appointment and /or removal.
- b) To evaluate performance of every Director.
- c) To formulate criteria for determining qualifications, positive attributes and independence of Directors.
- d) To recommend remuneration policy of Directors, Key Managerial Personnel and other employees.
- e) To recommend to the board, all remuneration, in whatever form, payable to senior management as defined under the Listing Regulations.
- f) To formulate the criteria for evaluation of Independent Directors and the Board and to recommend/review remuneration payable to Whole time Directors/Managing Director/ relatives of Directors based on their performance and defined assessment criteria.
- g) To devise a policy on Board diversity.
- h) To carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/amendment or modification, as may be applicable, and
- i) generally all items listed in Part-D of Schedule-II of the Listing Regulations and Section 178 of the Act.

Composition

As on 31st March, 2020 the Committee comprised of four Independent Directors and one Non-Executive Director. The Chairperson of the Committee is an Independent Director. Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director), Mr. Ramesh Kumar Maheshwari (Independent Director), and Mr. Suresh Kumar Agrawal (Non-Executive Director) are members of the Committee. The Company Secretary of the Company acts as Secretary to the Committee.

The composition of the Committee is in line with the requirement given in Section 178 of the Act and Regulation 19 of the Listing Regulations.

Meeting and Attendance

2 (Two) Nomination and Remuneration Committee meetings were held during the financial year. The dates on which the Nomination and Remuneration Committee meetings were held are 30th May, 2019 and 16th July, 2019. The details of attendance of members are as under:

Name of the Member	No. of meetings during the financial year 2019-20	
	Held	Attended
Dr. Kali Kumar Chaudhuri	2	2
Mrs. Smita Khaitan	2	2
Mr. Suresh Kumar Agrawal	2	2
Mr. Ramesh Kumar Maheshwari*	1	1

* Mr. Ramesh Kumar Maheshwari has been inducted in the Committee with effect from 16th July, 2019.

All the members of the Nomination and Remuneration Committee attended the last Annual General Meeting held on 25th September, 2019.

The Committee has fixed the criteria viz. knowledge and competency, functions, ability to perform as a team, commitment, contribution, integrity etc. for appointment and evaluation of performance of independent directors. All the directors take part in the evaluation process yearly and the same is placed and considered by the Committee.

Remuneration of Directors

The Managing Director is paid remuneration as per the agreement with the Company. The agreement is approved by the Board and the terms are also approved by the shareholders. The remuneration structure of the Managing Director comprises salary, perquisites and other benefits which are within the overall limits prescribed under the Act. The Managing Director and the Whole Time Director are not paid sitting fee for attending Meetings of the Board or Committees thereof.

The Directors are not entitled to any other benefits, bonuses, pension etc. and are also not entitled to performance linked incentives. The Company does not have any Employee Stock Option Scheme.

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof which are within the limit prescribed under the Act. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Audit Committee is Rs. 7,500/- per meeting and for attending other Committee meetings is Rs. 1,000/- per meeting. The remuneration paid to the Managing Director is within the overall limits approved by the Shareholders.

Details of Remuneration paid or payable to Directors for the Financial Year ended 31st March 2020:

(Rs. In Lacs)

Name of the Directors	Service contract/Notice period	Salary*	Sitting Fees**
Mr. Varun Agrawal	Re-appointed as Managing Director liable to retire by rotation, for a period of three years with effect from 11 th February, 2019.	240.00	-
Mr. Vineet Agrawal	Appointed as a Whole-time Director and designated as Chief Executive Officer (CEO), liable to retire by rotation, for a period of three years with effect from 21 st July, 2016. But ceased to be the Whole-time Director of the Company with effect from the close of business hours of 14.02.2019 and continues to be the CEO of the Company.	228.00	-
Mr. Mrinal Kanti Pal	Appointed as Non-Executive Director with effect from 23 rd November, 2014	NA	0.30
Mr. Suresh Kumar Agrawal	Appointed as Non-Executive Director with effect from 11 th February, 2016	NA	0.43
Mr. Ajay Kumar Chakraborty	Re-appointed as Independent Director for a period of Five years with effect from 26 th September, 2019	NA	0.31
Dr. Kali Kumar Chaudhuri	Re-appointed as Independent Director for a period of Five years with effect from 26 th September, 2019	NA	0.73
Mrs Smita Khaitan	Re-appointed as Independent Director for a period of Five years with effect from 26 th September, 2019	NA	0.73
Mr. Ramesh Kumar Maheshwari	Appointed as Independent Director for a period of Five years with effect from 16 th July, 2019	NA	0.53

* No Commission, Perquisites and Other Allowances were paid to any Director during the year under review.

** The sitting fees include fees paid for committee meetings. The Company does not pay any performance incentive or severance fees. Apart from the above-mentioned remuneration, the Company had no pecuniary relationship or transactions with the Non-Executive Directors during the year under review.

*** None of the Directors hold any stock option in the Company.

There is no Executive Director in the Company apart from Mr. Varun Agrawal, Managing Director of the Company. The details of terms of appointment including notice period etc. was provided in the notice of the AGM relating to his appointment. The Non-Executives Directors are only receiving sitting fees for attending the Meeting of the Board and the Committees of the Board. The criteria for making payment to Non-Executive Directors is as per the Remuneration Policy of the Company which forms the part of the Directors' Report. The Remuneration Policy of the Company can be viewed here: http://www.manaksiasteels.com/upload/media/26022019/Remuneration-Policy_Manaksia%20Steels_111-26022019.pdf

Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Company has in place the Stakeholders Relationship Committee.

The terms of reference of the Committee *in ter-alia* includes the following:

1. Redressal of shareholder and investor complaints like transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends, interests, 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.
5. Reference to statutory and regulatory authorities regarding investor grievances;
6. To ensure proper and timely attendance and redressal of investor queries and grievances;
7. Oversee the performance of Registrar and Share Transfer Agent;
8. To approve the request for transfer, transmission, etc. of shares;
9. To approve the dematerialization of shares and rematerialisation of shares, splitting and consolidation of Equity Shares and other securities issued by the Company;
10. Review of cases for refusal of transfer / transmission of shares and/or any other securities as may be issued by the Company from time to time, if any;
11. To review from time to time, overall working of the Secretarial Department of the Company relating to the shares of our Company and functioning of the Share Transfer Agent and other related matters.
12. To consider and approve issue of duplicate / split / consolidated share certificates;
13. To issue duplicate certificates and new certificates on split / consolidation / renewal etc.
14. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by the committee.

Composition

As on 31st March, 2020 the Committee comprised of two Independent Directors, one Executive Director and one Non-Executive Director. Mrs. Smita Khaitan (Independent Woman Director), Mr. Ramesh Kumar Maheshwari (Independent Director), Mr. Varun Agrawal (Executive-Director) and Mr. Suresh Kumar Agrawal (Non-Executive Director) are members of the Committee. The members elect one of the non executive director among themselves as the Chairman of the Committee in each meeting. Mr. Ajay Sharma, Company Secretary of the Company acts as the Secretary & Compliance Officer to the Committee.

Meeting and Attendance

1 (One) Stakeholders Relationship Committee meeting was held during the financial year. The date on which the Stakeholder Relationship Committee meeting was held is 30th May, 2019. The details of attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2019-20	
	Held	Attended
Mrs Smita Khaitan	1	1
Mr. Suresh Kumar Agrawal	1	1
Mr. Varun Agrawal	1	1
Mr. Ramesh Kumar Maheshwari*	-	-

* Inducted in the stakeholders Relationship committee w.e.f. 16th July, 2019.

Investors' Complaints

Details of Investors Complaints received and redressed during the Financial Year 2019-20:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

It is the endeavour of the Company to attend investors' complaints and other correspondence within 15 days of receipt except where constrained by disputes or legal impediments. In terms of SEBI circular, the Company has obtained necessary SCORES (SEBI Complaints Redressal System) authentication. This has facilitated the investors to view online status of the action taken against the complaints made by logging on to SEBI's website: www.sebi.gov.in.

Mr. Ajay Sharma, Company Secretary of the Company has been designated as Compliance Officer for speedy redressal of the Investor complaints. As on date of the Report, the Company affirms that no shareholder's complaint is pending under SCORES.

Corporate Social Responsibility Committee

The Company has in place the Corporate Social Responsibility Committee and as on 31st March, 2020; the Committee comprised of two Independent Directors, one Executive Director and one Non-executive Director. The terms of reference of the committee are in compliance with the requirements of the Act and rules made thereunder. Mr. Suresh Kumar Agrawal (Non-Executive Director), Mr. Varun Agrawal (Managing Director), Dr. Kali Kumar Chaudhuri (Independent Director) and Mrs. Smita Khaitan (Independent Woman Director) are members of the Committee. The Company Secretary of the Company acts as Secretary to the Committee.

Meeting and Attendance

Two meetings of Corporate Social Responsibility Committee were held during the financial year on 30th May, 2019 and 11th November, 2019. The details of attendance of members are as under:

Name of the Member	No. of meeting during the financial year 2019-20	
	Held	Attended
Mr. Suresh Kumar Agrawal	2	2
Dr. Kali Kumar Chaudhuri	2	2
Mr. Varun Agrawal	2	2
Mrs. Smita Khaitan*	1	1

*Inducted in the Corporate Social Responsibility Committee w.e.f. 16th July, 2019.

Committee of Directors

The Board of Directors of the Company has constituted a Committee of Directors comprising of Mr. Suresh Kumar Agrawal (Non-Executive Director), Mr. Varun Agrawal (Managing Director), Mr. Mrinal Kanti Pal (Non-Executive Director) and Mrs. Smita Khaitan (Independent Woman Director). The Board has delegated certain powers to the Committee of Directors as permitted, pursuant to Section 179(3) of the Act and / or not restricted by the Secretarial Standards -1.

Meeting and Attendance

4 (Four) meetings of Committee of Directors were held during the financial year ended 31st March, 2020 on 11th June, 2019; 26th July, 2019; 16th December, 2019; 21st January, 2020 and 19th February, 2020. The details of attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2019-20	
	Held	Attended
Mr. Suresh Kumar Agrawal	4	4
Mr. Varun Agrawal	4	4
Mr. Mrinal Kanti Pal	4	4
Mrs. Smita Khaitan*	-	-

* inducted as the member of the Committee of Directors w.e.f. 13th February, 2020.

GENERAL BODY MEETINGS

(A) Annual General Meetings :

The location and time of last three AGMs held is as under:

No.	Financial Year/ Time	Date	Venue	No. of Special Resolution passed
18 th AGM	2018-19 12.30 P.M.	25.09.2019	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata- 700 027	6
17 th AGM	2017-18 12.30 P.M.	27.09.2018	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata- 700 027	3
16 th AGM	2016-17 12.30 P.M.	22.09.2017	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata- 700 027	2

(B) Extra-Ordinary General Meeting

During the financial year 2019-20 no Extra-Ordinary General Meeting of the Company was held.

(C) Special resolution through Postal Ballot

No Special Resolution was passed through the postal ballot during financial year 2019-20. None of the business proposed to be transacted in the ensuing Annual General Meeting requires passing of Special Resolution through postal ballot.

Secretarial Audit Report

The Company has undertaken Secretarial Audit for the financial year 2019-20 which, *inter-alia*, includes audit of compliance with the Act and the Rules made thereunder, the Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 and other applicable laws, if any. Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Vinod Kothari & Company, Practising Company Secretaries, to conduct Secretarial Audit of the Company for the financial year 2019-20.

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 has specified that the listed entities shall additionally, on an annual basis, require a check by a Company Secretary in Practice on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder and accordingly your Company has appointed Bajaj Todi & Associates (formerly PS & Associates), Practising Company Secretaries to carry out necessary audit for the FY 2019-20. A certificate received from Bajaj Todi & Associates, Practising Company Secretaries was placed before the Board and was filed with the Stock Exchanges where the securities of the Company are listed.

MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the quarterly, half-yearly and yearly financial results in the format prescribed under Regulation 33 of the Listing Regulations.

The Company sends such approved financial results to BSE Limited and National Stock Exchange of India Limited. These results are also been published in leading newspapers like Business Standard (English) and Ek Din (Bengali).

The financial results and the official news releases of the Company are displayed on the website of the Company at www.manaksiasteels.com.

As mandated by Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc. to the shareholders at their email address registered with their Depository Participants and /or Company's Registrar and Share Transfer Agent (RTA). To continue its support to the GREEN INITIATIVES measures of MCA, the Company has requested shareholders to register and /or update their email address with the Company's RTA, in case of shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors /analysts during the financial year 2019-20.

In compliance with the requirement of the Listing Regulations, the official website of the Company contains information about its business, shareholding pattern, compliance with corporate governance, contact information of the compliance officer, etc. and the same are updated regularly.

SUBSIDIARY COMPANIES

All subsidiaries of the Company are managed by their respective Board of Directors in the best interest of those companies and their shareholders.

Pursuant to the Listing Regulations, the minutes of the Board meetings of the subsidiary companies and statement containing all significant transactions and arrangements entered into by subsidiary companies, as and when required, are placed before the Board. The financial statements of the subsidiary companies are reviewed by the Audit Committee of the Company. The disclosure as required under Section 129(3) of the Act in Form AOC-1, forms part of this Annual Report.

Policy on Material Subsidiary

The Company has formulated a policy for determining material subsidiaries and the same is available on the website of the Company- www.manaksiasteels.com and the weblink thereto is <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-for-determining-Material-Subsidiaries.pdf>

DISCLOSURES

Related Party Transactions

The transactions entered into with Related Parties during the financial year 2019-20 were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Pursuant to the requirement of the Act and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website www.manaksiasteels.com and the weblink thereto is <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-on-Related-Party-Transactions.pdf> The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

The details of the related party transactions have been disclosed by way of Note No. 38 of Financial Statements 2019-20.

Details of Non Compliance by the Company

As mentioned in the Secretarial Audit Report the Company had duly complied with the provisions of the Listing Regulations by submitting the financial results for the quarter ended March, 2019 with the National Stock Exchange of India Limited within the stipulated time. The Company had also uploaded the full results in BSE website (standalone and consolidated) in XBRL format on the same day immediately after the Board meeting. However, due to repeated technical glitches faced by the

Company, it had made one day delay in submitting the results in 'quick results' format with the BSE Limited. Accordingly, as per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018, the BSE Limited has vide its letter dated June 17, 2019 imposed a fine of Rs. 5,000/- plus applicable taxes on the Company, which the Company had paid.

As detailed in the previous year's Corporate Governance Report, BSE Limited and NSE Limited had imposed fine upon the Company for non compliance with Regulation 17(1) of the Listing Regulations. The Company had paid fine, rectified the unintentional default and filed application before relevant committees of the respective exchanges for waiver of fine. The NSE Limited, based on the Company's application has waived the fine and refunded the fine amount. The waiver application before BSE Limited is pending as on date.

There were no other non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority during the last three years.

Material significant related party transactions which may have potential conflict with the interests of the Company at large:
 The Company does not have any material significant related party transactions which may have potential conflict with the interests of the Company at large.

Details of utilization of funds raised through preferential allotment or through qualified institution placement
 The Company has not raised any amount through preferential allotment or through qualified institution placement during the financial year under review.

Certificate from Practising Company Secretary
 The Company has received a certificate from M/s Bajaj Todi & Associates (formerly PS and Associates) (CP No. 7270), 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. A copy of the said certificate is enclosed and forming part of this Annual Report.

Recommendation from the Committees to the Board
 There was no such instance where the Board has not accepted the recommendations of / submissions by the Committees which were required for the approval of the Board of Directors during the Financial Year under review.

Details of total fees paid to the Statutory Auditor
 The Company has paid Rs. 6,00,000/- (Rupees Six Lakhs Only) to the Statutory Auditors as the statutory audit fees for the Financial year 2019-20.

The Company or any of its subsidiaries has not received any other services from any entity in the network firm/ network entity of which the Statutory Auditor is a part.

Disclosure under Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013:

Details of Complaints received and redressed during the Financial Year 2019-20:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

Compliance with Mandatory Requirements
 The Company has complied with all applicable mandatory requirements of the Listing Regulations. The Company has complied with all the applicable requirements of corporate governance as specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the Listing Regulations. The Company has complied with all the requirement of Corporate Governance Report as stated under sub-Para (2) to (10) of section (C) of Schedule V to the Listing Regulations.

Accounting Treatment

Your Company has followed all the relevant Indian Accounting Standards (IND AS) while preparing the Financial Statements.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report is forming part of this Annual Report.

Disclosure regarding Appointment/Re-appointment of the Directors

As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment/ re-appointment at the forthcoming 19th AGM will be given in the Notice of the ensuing 19th AGM.

Resignation of Directors

During the financial year 2019-20, none of the Directors have resigned from their Directorship.

Foreign Exchange Risk

The Company does not speculate in foreign exchange. The Company's policy is to actively manage its foreign exchange risk within the framework laid down by the Company's risk management policy approved by the Board.

Proceeds from Public Issue

During the financial year 2019-20, the Company has not made any public issue.

Chief Executive Officer/ Chief Financial Officer Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company have given a certificate to the Board of Directors of the Company under Regulation 17(8) of the Listing Regulations for the year ended 31st March, 2020. The said certificate forms a part of this Annual Report. Pursuant to Regulation 33 of the Listing Regulations, the CEO and CFO of the Company also provide the quarterly certification on Financial Results while placing the same before the Board.

Compliance Certificate of the Auditors

Certificate from the Company's Auditor Agrawal Tondon & Co., Chartered Accountants, confirming compliance with conditions of Corporate Governance as stipulated in the Listing Regulations forms part of the Annual Report.

Code for Prevention of Insider Trading Practices

The Company has instituted mechanism to avoid Insider Trading and abusive self-dealing. In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") as amended, the Company has established systems and procedures to restrict insider trading activity and has framed a Code of Conduct to regulate, monitor and report trading by insiders. All the Directors, Designated Persons, Officers and other Connected Persons of the Company are governed by the Code and accordingly, the Directors, Designated Persons, Officers and connected persons cannot use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the stakeholders at large. The Company has adopted Prohibition of Insider Trading code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in line with the PIT Regulations as amended.

The particulars regarding dealing in Company's shares by Directors, Designated Persons, Officers and Connected Persons are placed before the Board at its next meeting. The Code also prescribes sanction framework and any instance of breach of code is dealt in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company www.manaksiasteels.com and the weblink thereto is <http://www.manaksiasteels.com/upload/media/03-04-2019/Code%20of%20Conduct%20for%20Regulating-Monitoring-03042019.pdf>

AFFIRMATION AND DISCLOSURE

There were no material financial or commercial transaction, between the Company and members of the Management that may have a potential conflict with the interests of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

GENERAL SHAREHOLDER INFORMATION

a)	Annual General Meeting Date, time and venue :	As mentioned in the notice conveying the 19 th Annual General Meeting for the financial year 2019-20.
b)	Financial calendar	1st April, 2020 – 31st March, 2021. The Financial results will be declared as per the following schedule:

Particulars	Schedule
Quarter ended 30th June, 2020	On or before 14 th August, 2020 (Tentative)
Quarter ended 30th September, 2020	On or before 14 th November, 2020 (Tentative)
Quarter ended 31st December, 2020	On or before 14 th February, 2021 (Tentative)
Annual Results of 2020-21	On or before 30 th May, 2021 (Tentative)

The above schedule may change, depending upon the preventive measures and advisory as may be issued by the various Government and Statutory authorities to combat the prevailing nationwide threat of Covid -19 pandemic.

Dates of Book Closure:

As mentioned in the notice convening the 19th Annual General Meeting for the Financial Year 2019-20.

c) Address and Bank Details

Shareholders holding shares in the certificate form are requested to promptly advise Registrar and Transfer Agent (RTA) of any change in their address / mandate / bank details etc. to facilitate better servicing.

d) Service of Documents

The Company sends Notices, Report and Accounts and other communications in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Shareholders. Shareholders who wish to register or update their e-mail addresses may send their request to the RTA or the Company.

e) Permanent Account Number (PAN)

Shareholders holding shares in the certificate form are requested to send copies of their PAN Cards to RTA to facilitate better servicing. Furnishing of PAN Card, however, is mandatory as follows:

- i) Transferees' and Transferors' PAN Cards for transfer of shares,
- ii) Legal heirs' / Nominees' PAN Cards for transmission of shares,
- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- iv) Joint holders' PAN Cards for transposition of shares.

f) Nomination Facility

Shareholders who hold shares in the certificate form and wish to make any nomination / change nomination made earlier in respect of their shareholding in the Company, should submit to RTA the prescribed Form.

g) Listing on Stock Exchanges:

The shares of the Company are listed on the following stock exchanges:

(i) National Stock Exchange of India Limited (NSE)
 Exchange Plaza, C-1, Block "G"
 Bandra Kurla Complex,
 Bandra East, Mumbai- 400051
 SYMBOL: MANAKSTEEL

(ii) BSE Limited (BSE)
 Phiroze Jeejeebhoy Towers
 Dalal Street, Mumbai- 400001
 Scrip Code: 539044

The annual listing fees have been paid to the Stock Exchanges for the financial year 2020-2021.

h) Custodial Fees to Depositories: Annual Custody/ Issuer fee for the year 2020-21 will be paid to CDSL and NSDL upon receipt of the bills.

i) Unclaimed shares lying in the Demat Suspense Account:

The Company has opened a separate demat account in the name of "Manaksia Steels Limited-Suspense Account" in order to credit the unclaimed shares of the IPO of Manaksia Limited which could not be allotted to the rightful shareholders due to insufficient/incorrect information or for any other reason. The voting rights in respect of said shares will be frozen till the time the rightful owner claims such shares. In terms of requirement of Listing Regulations, the details of shares lying in the aforesaid demat account are as follows:

Particulars	No. of Shares	No. of shareholders
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2019.	3149	36
Number of shareholders who approached Company for transfer of shares from suspense account during the year.	0	0
Number of shareholders to whom shares were transferred from suspense account during the year.	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2020.	3149	36

Any corporate benefits in terms of securities accruing on such shares viz. bonus shares, split, etc., shall also be credited to aforesaid suspense account. Shareholders who have yet not claimed their shares are requested to immediately approach the Company/Registrar and Share Transfer Agent of the Company along with documentary evidence, if any.

j) Stock Code/Symbol : ISIN No.: INE824Q01011
 National Stock Exchange of India Limited: MANAKSTEEL
 BSE Limited: 539044

k) Share Transfer System:

99.99% of shares of the Company are held in electronic mode. Intimation about transfer/transmission of these shares to RTA is done through the depositories i.e. NSDL & CDSL with no involvement of the Company.

Effective from 1st April, 2019, transfer of shares of a listed company can only be affected in dematerialised form in terms of Listing Regulations. Shareholders holding shares in the certificate form are therefore requested to dematerialise their shares in their own interest. Communication in this respect had been sent by the Company to the concerned Shareholders. However, transfer deeds which were lodged with the Company on or before 31st March, 2019, if any, but were returned due to any deficiency, will be processed upon re-lodgement.

The half yearly Compliance Certificate pursuant to Regulation 40(9) of Listing Regulations for the half year ended 30th September, 2019 and for 31st March, 2020 received from Drolia & Co., Practicing Company Secretary (CP No. 1362) has been submitted to the Stock Exchanges within the stipulated time.

Pursuant to provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 the Company has submitted Reconciliation of Share Capital Audit Report received from Meenakshi Agarwal, Practicing Company Secretary (CP No. 8292) on quarterly basis to the Stock Exchanges within the stipulated time.

1) Market Price Data

The details of monthly high and low quotations of the equity shares of the Company traded at BSE and NSE during the financial year 2019-20 are given hereunder:

Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High (Rs.)	Low (Rs.)	Total Number of Shares Traded	High (Rs.)	Low (Rs.)	Total Number of Shares Traded
April, 2019	24.00	17.80	24335	22.95	18.05	130492
May, 2019	21.00	14.60	55324	21.25	15.40	270302
June, 2019	20.90	16.50	33314	20.50	16.60	126735
July, 2019	18.95	11.05	55425	19.45	11.60	418691
August, 2019	15.70	10.10	23733	17.20	10.55	160053
September, 2019	12.85	10.46	17277	13.80	11.00	120997
October, 2019	12.90	8.55	31156	12.65	9.55	119229
November, 2019	11.99	8.82	58078	11.90	8.90	199685
December, 2019	15.43	7.13	202892	15.75	7.10	4556210
January, 2020	15.38	10.96	58158	15.50	10.60	891729
February, 2020	11.19	8.57	41677	11.50	8.55	467380
March, 2020	9.43	5.92	425771	9.70	5.95	295339

Performance in Comparison with BSE Sensex:



m) Registrar and Share Transfer Agent (RTA):

Link Intime India Private Limited is acting as the RTA of the Company. The address of the RTA is given hereunder:

Link Intime India Private Limited
Vaishno Chamber, 6 Brabourne Road.

Room No. 502 & 503, 5th Floor, Kolkata- 700001

Ph: +91-22-4918 6000, Fax: +91-22-4918 6060

Contact Person: Mr. Kuntal Mustafi, E mail id: kolkata@linkintime.co.in

n) Distribution of Equity Shareholding as on March 31, 2020:

No. of Equity shares held From - To	Shareholders		Shares	
	Number	% Total Holders	Number	% Total Capital
1 - 500	20728	91.60	2087862	3.19
501 - 1000	868	3.84	701099	1.07
1001 - 2000	453	2.00	695125	1.06
2001 - 3000	169	0.74	437107	0.67
3001 - 4000	76	0.34	273785	0.42
4001 - 5000	59	0.26	278067	0.42
5001 - 10000	123	0.54	912569	1.39
10001 - And above	153	0.68	60148436	91.78
TOTAL	22629	100.00	6,55,34,050	100.00

o) Categories of Equity Shareholders as on March 31, 2020

Sl No.	Category	No. of Shares	% of Shareholdings
1	Promoters Group	48985319	74.74
2	Mutual Funds & UTI	Nil	Nil
3	Financial Institutions / Banks	1363	0.00
4	Central Government / State Government(s)	Nil	Nil
5	Venture Capital Fund	Nil	Nil
6	Foreign Institutional Investors	Nil	Nil
7	Foreign Venture Capital Investors	Nil	Nil
8	Bodies Corporate	3699130	5.64
9	Public	10938894	16.70
10	NRI's / OCB's / Foreign National	378973	0.58
11	Clearing Members	20029	0.03
12	Hindu Undivided Family (HUF)	673196	1.03
13	Trusts	Nil	Nil
14	Foreign Portfolio Investors (Corporate)	837146	1.28
15	NBFC's registered with RBI	Nil	Nil
	TOTAL	6,55,34,050	100

The non-promoter shareholding is in accordance with the conditions stipulated in the listing Regulations.

p) Dematerialization of Equity Shares

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE824Q01011. As on 31st March 2020, 6,55,33,094 equity shares representing about 99.99% of the share capital are held in dematerialized form.

q) Outstanding GDRs / ADRs / Warrants / Other Convertible instruments:

The company does not have any outstanding GDRs / ADRs / Warrants / Other Convertible instruments as on 31st March 2020.

r) Commodity Price Risk and Hedging Activities:

The Company considers exposure to commodity price fluctuations to be an integral part of its business and its usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.

s) Plants Locations (Manufacturing Units as on 31st March, 2020)

471, Birsinghapur, Barjora Bankura - 722 202	1, Bhuniaraichak, Jhikurkhali, Haldia, Purva Mednipur, West Bengal
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Address for Correspondence:

Manaksia Steels Limited
 Turner Morrison Building,
 6, Lyons Range, 1st Floor, Kolkata - 700 001
 Phone No: +91-33-2231 0055
 Email: investorrelmsl@manaksia.com
 Website: www.manaksiasteels.com

t) Credit Rating:

The Company obtained credit rating from CARE Ratings Limited. The credit rating w.r.t Long Term Bank Facilities is CARE A; Negative (Single A; Outlook: Negative) and credit rating w.r.t Short Term Bank Facilities is CARE A1 (A One).

COMPLIANCE WITH GOVERNANCE FRAMEWORK

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non compliances, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. The Company has complied with the applicable requirements specified in Regulations 17 to 27 and Regulation 46(2) of Listing Regulations.

COMPLIANCE OFFICER

In accordance with Regulation 6 of the Listing Regulations, the Company Secretary acts as the Compliance Officer of the Company. The details of the compliance officer are:

Mr. Ajay Sharma
 Company Secretary & Compliance Officer
 Manaksia Steels Limited,
 Turner Morrison Building,
 6, Lyons Range, 1st Floor,
 Kolkata - 700 001,
 Phone No: +91-33-2231 0055
 Fax: +91-33 2230 0336

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS

The status of compliance with discretionary recommendations of Regulation 27 of the Listing Regulations is provided below:

- **Shareholders' Rights:** As the quarterly and half yearly financial performance along with significant events are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.
- **Modified Opinion in Auditors Report:** The Company's financial statement for the financial year 2019-20 does not contain any modified audit opinion.

- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 15th July, 2020

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

CEO/ CFO Certification

The Board of Directors
Manaksia Steels Limited

Dear Sirs/Madam,

We have reviewed the financial statements and the cash flow statement of Manaksia Steels Limited ('the Company') for the financial year ended 31st March, 2020 and that to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
- (i) significant changes, if any, in internal control over financial reporting during the year;
- (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Manaksia Steels Limited

Date : 15th July, 2020
Place : Kolkata

Vineet Agrawal
(Chief Executive Officer)

Rajesh Singhania
(Chief Financial Officer)

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of **Manaksia Steels Limited**

1. This Certificate is issued in accordance with the terms of our engagement letter dated 30th September 2019.
2. We, Agrawal Tondon & Co., Chartered Accountants, the statutory auditors of Manaksia Steels Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2020, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended.

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as per relevant provisions during the year ended 31st March, 2020.

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 **Agrawal Tondon & Co.**
Chartered Accountants
Firm Registration No. - 329088E

Kaushal Kejriwal
Partner
Membership No 308606
UDIN: 20308606AAAADB8689

Place: Kolkata
Date: July 15, 2020

CERTIFICATION OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the Board of Directors and Senior Management concerned for the Financial Year ended 31st March, 2020.

(Varun Agrawal)
Managing Director
DIN: 00441271

Date: 15th July, 2020
Place: Kolkata

NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

I, Priti Todi, Partner of Bajaj Todi & Associates, Practicing Company Secretaries do hereby certify that none of the directors on the board of Manaksia Steels Limited have been debarred or disqualified from being appointed or from continuing as directors of Companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority to the best of my knowledge.

This certificate is being issued as per Schedule V under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Issued this 9th day of June, 2020 at Kolkata.

For Bajaj Todi & Associates

(Priti Todi)
Partner
C.P. No. 7270, ACS: 14611
UDIN: A014611B000329178

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE PERIOD FROM APRIL 1, 2019 TO MARCH 31, 2020

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

To
The Members,
Manaksia Steels Limited
Turner Morrison Building, 6 Lyons Range,
1st Floor,
Kolkata-700001, West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Manaksia Steels Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure - A1, hereinafter referred to as "**Books and Papers**") 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 period covered by our audit, that is to say, from April 01, 2019 to March 31, 2020 (hereinafter referred to as "**Audit Period**"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. 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, as may be applicable;
5. 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 (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR/Listing Regulations");
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - 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 (to the extent applicable);
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
6. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
7. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that the Company has complied with the following specific laws as applicable to it:
 - a. The Indian Boilers Act, 1923 and rules/regulations made thereunder
 - b. Inflammable Substances Act, 1952
 - c. The Indian Explosives Act, 1884 and the Static and Mobile Pressure Vessels (Unfired) Rules, 2016
 - d. Hazardous Waste (Management, Handling and Transboundary Movements) Rules, 2008.

Management Responsibility:

1. Maintenance of secretarial records 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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Wherever for the purposes of our Audit, there was a need for physical access to any of the places of business of the Company, the same has taken place with very limited physical access in view of the prevailing lockdown due to the outbreak of COVID-19.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
5. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
6. 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 procedure on test basis;
7. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
8. 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.

The observations, if any, mentioned in this report are in addition to the observations and qualifications, if any, made by the statutory auditors of the Company or any other professional and the same has not been reproduced herein for the sake of repetition.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

Receipt of letter from Stock Exchange imposing fine for late submission of financial results for the quarter ended March, 2019

Pursuant to the provisions of Regulation 33 of the Listing Regulations, companies are required to furnish the quarterly financial result within 45 days from the end of the quarter. However, for the last quarter, the company has to submit within 60 days from the end of the financial year, the Audited Financial Results for the entire Financial Year alongwith the audited financial results in respect of the last quarter (balancing figure) along with the Auditors Report.

During the Audit Period, it was observed that the Company had duly complied with the provisions of the Listing Regulations by submitting the financial results for the quarter ended March, 2019 with the National Stock Exchange of India Limited within the stipulated time. The Company had also uploaded the full results in BSE website (standalone and consolidated) in XBRL format on the same day immediately after the Board meeting. However, due to repeated technical glitches faced by the Company, it had made one day delay in submitting the results in 'quick results' format with the BSE Limited.

Accordingly, as per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018, the BSE Limited has vide its letter dated June 17, 2019 imposed a fine of Rs. 5,000/- plus applicable taxes on the Company.

The Company had duly paid the fine and the Board of Directors had taken note of the same in its meeting held on 16th July, 2019.

B. Waiver by National Stock Exchange of India Limited (NSE) of fine imposed by it w.r.t. fine levied for non-compliance of corporate governance requirements under Listing Regulations

During the Audit Period, it was observed that the Company had w.r.t. the corporate governance requirements as per Regulation 17(1) of the Listing Regulations, for the quarter ended December 31, 2018 and the period from 1st January, 2019 till 14th February, 2019, received a letter from stock exchanges. The both, NSE and the BSE Limited each as per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018, have imposed fine for the quarter ended 31st December, 2018 and for the period from 1st January, 2019 to 14th February, 2019 for not complying with certain provisions of Regulation 17 of the Listing Regulations.

On the basis of representations made and the material facts produced by the Company before it, NSE held that the Company was in compliance with the aforesaid provisions. Accordingly, considering the application of waiver made by the Company, NSE had waived off the fine levied by it on the Company and the Board of the Company had duly taken note of the same in its meeting held on 13th August, 2019. However, the application made for waiver of fine to the BSE Limited is still pending.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations in order to improve the corporate governance practices therein, separately addressed to the Board of Directors, for its necessary consideration and implementation by the Company. The said recommendations form part of this Report.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

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 number of directors liable to retire by rotation is in compliance with provision of 152 (6) of Act, 2013 which provides that 2/3rd of the total directors (except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

All the changes in the composition of the Board of Directors during the Audit Period were made in due compliance of the various provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings.

All decisions of the board were taken with the requisite majority and recorded as part of the minutes.

We further report that subject to above observations, the Company has complied with the conditions of Corporate Governance as stipulated in the Act and LODR.

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

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Kolkata

Date: 6th July, 2020

For Vinod Kothari & Company
Practising Company Secretaries

Munmi Phukon
Partner

Membership No.: A60355

C P No.:22846

UDIN : A060355B000419329

Annexure - A1

LIST OF DOCUMENTS

1. Corporate Matters
 - 1.1 Minutes books of the following were provided (either in draft mode or signed including electronic means):
 - 1.1.1 Board Meeting;
 - 1.1.2 Audit Committee;
 - 1.1.3 Nomination and Remuneration Committee;
 - 1.1.4 Stakeholders Relationship Committee;
 - 1.1.5 Corporate Social Responsibility Committee;
 - 1.1.6 Committee of Directors
 - 1.1.7 General Meeting;
 - 1.2 Agenda papers for Board and Committee Meetings along with Notices;
 - 1.3 Annual Report 2018-19;
 - 1.4 Financial data as received via e-mail dated June 3, 2020 and June 24, 2020;
 - 1.5 Disclosures under Act and Rules made thereunder;
 - 1.6 Registers maintained under the Act;
 - 1.7 Forms and returns filed with the ROC, SEBI and RBI;
 - 1.8 Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - 1.9 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;

ANNEXURE - D

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

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A CONSERVATION OF ENERGY

Information on conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

i) Steps taken or impact on conservation of energy

The thrust for energy conservation continued during the year across all manufacturing processes through combined use of systems and devices. The various measures taken during the year include:

- (a) Optimization of loading efficiency of furnace oil.
- (b) Conducting training programmes at various factories for conservation of energy.

ii) Steps taken for utilizing alternate sources of energy

The Company is constantly taking steps to identify various alternative sources of energy both for thermal and power generation applications. In pursuit of its goal towards savings in energy cost, the Company while procuring new machinery under phased modernization/replacement program takes into account its impact on energy conservation.

iii) Capital investment on energy conservation equipments: Nil
B TECHNOLOGY ABSORPTION
i) Efforts made towards technology absorption:

- (a) Modification of manufacturing process
- (b) Improvement in Automation
- (c) Development of new products
- (d) Installing upgraded pollution control equipment for air/water
- (e) Improvement in safety and reliability of the Plant

ii) Benefits derived as a result of such efforts

- (a) Improved market share
- (b) Improvement in productivity
- (c) Energy conservation
- (d) Increase in in-house capability

iii) No fresh technology has been imported during the year
iv) The expenditure on Research & Development: - Nil
C FOREIGN EXCHANGE EARNINGS & OUTGO

During the year under review foreign exchange earnings were Rs. 26,254.02 Lacs (Previous Year Rs. 40,072.97 Lacs) and foreign exchange outgo was Rs. 30764.62 Lacs (Previous Year Rs. 51,441.48 Lacs)

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 15th July, 2020

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

REMUNERATION POLICY
Of
MANAKSIA STEELS LIMITED

Framed under Section 178 (3) of the Companies Act, 2013 & Regulation 19 Read with Schedule II of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 Amended pursuant to Enactment of SEBI LODR (Amendment) Regulations, 2018 and Companies (Amendment) Act, 2017

CLARIFICATIONS, AMENDMENTS AND UPDATES

This Policy shall be implemented as per the provisions of the Applicable Law. Any amendments in the Applicable Law, including any clarification/ circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.

All words and expressions used herein, unless defined herein, shall have the same meaning as respectively assigned to them, in the Applicable Law under reference, that is to say, the Companies Act, 2013 and Rules framed thereunder, or SEBI LODR, as amended, from time to time.

INTERPRETATION CLAUSES

For the purposes of this Policy references to the following shall be construed as:

- | | | |
|---|---|--|
| "Applicable Law" | : | shall mean the Companies Act, 2013 and allied rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any other statute, law, standards, regulations or other governmental instruction as may be applicable to the Company from time to time. |
| "Company" | : | refers to Manaksia Steels Limited. |
| "Board" | : | refers to the Board of Directors of the Company. |
| "Committee" | : | refers to Nomination and Remuneration Committee of Board of Directors of the Company |
| "Directors" | : | refers to the managing director and all whole-time Directors. |
| "Executives" | : | refers to the Directors, Key Managerial Personnel and Senior Management Personnel. |
| "Key Managerial Personnel" or KMP | : | refers to the <ol style="list-style-type: none"> a. Managing Director, Manager, Chief Executive Officer; b. Chief Financial Officer; c. Company Secretary; d. Officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board of Directors of the Company; e. Officers as may be prescribed under Applicable Law. |
| "Policy" or "this Policy" | : | shall mean the contents herein including any amendments made by the Board of Directors of the Company. |
| "Senior Management Personnel" or SMP | : | shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer. |

All terms not defined herein shall take their meaning from the Applicable Law.

II. EFFECTIVE DATE

This Policy shall become effective from the date of its adoption by the Board.

III. SCOPE

- a) This Policy applies to all the “Executives” of the Company.
- b) In addition, this Policy also extends to the remuneration of non-executive Directors, including principles of selection of the independent Directors of the Company.
- c) The Board of Directors has adopted this remuneration Policy with effect from 30th May, 2019, on the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy for appointment of the Executives and for changes made to existing employment agreements thereafter.
- d) In order to comply with local regulations, the Company may have remuneration policies and guidelines which shall apply in addition to this policy.

The Board of Directors of the Company may deviate from this Policy if there are explicit reasons to do so in individual case(s). Any deviations on elements of this Policy under extraordinary circumstances, when deemed necessary in the interests of the Company, shall be reasoned and recorded in the Board’s minutes and shall be disclosed in the Annual Report of the year at which the said deviations takes place.

IV. PURPOSE

This Policy reflects the Company’s objectives for good corporate governance as well as sustained and long-term value creation for stakeholders. This Policy will also help the Company to attain optimal Board diversity and create a basis for succession planning. In addition, it is intended to ensure that –

- a) the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market;
- b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;
- c) remuneration of the Executives are aligned with the Company’s business strategies, values, key priorities and goals.

V. GUIDING PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be competitive in order to ensure that the Company may attract and retain competent Executives. In determining the Policy, the Committee ensures that a competitive remuneration package for all Executives is maintained and is also benchmarked with other multinational companies operating in national and global markets.

VI. RESPONSIBILITIES AND POWERS OF THE COMMITTEE

The Committee, in addition to the functions and powers as endowed by its terms of reference, would also be responsible for –

- a) preparing and recommending for the Board’s decisions on issues concerning principles for remunerations, sitting fees etc. (including pension and severance pay) and other terms of employment of Executives and Non-Executive Directors;
- b) reviewing and recommending to the Board regarding share and share-price related incentive programs, if any, to be decided upon by the Annual General Meeting;
- c) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;
- d) monitoring and evaluating programs for variable remuneration, if any, both ongoing and those that have ended during the year, for Executives and Non-Executive Directors;

- e) monitoring and evaluating the application of this Policy;
- f) monitoring and evaluating current remuneration structures and levels in the Company.

VII. PRINCIPLES FOR SELECTION OF INDEPENDENT DIRECTORS

The nomination of the Independent Directors of the Company shall be in accordance with the principles as stated hereunder and other relevant provisions of Applicable Law:

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the Company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent of his total income or such amount as may be prescribed, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives –

- (i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:

Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;

- (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, for an amount of fifty lakhs rupees or more at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
- (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees or more, at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
- (iv) has or had any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company or their promoters, or directors amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) during the two immediately preceding financial years or during the current financial year;;

- (e) who, neither himself nor any of his relatives –

- (i) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.

- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or Director, by whatever name called, of any non profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

(f) is not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.

VIII. OVERALL CRITERIA FOR SELECTION OF EXECUTIVES

The assessment for Senior Management will be done on the basis of below parameters by the concerned interview panel of the Company -

a) Competencies:

- Necessary skills (Leadership skill, Communication skill, Managerial skill etc)
- Experiences & Education to successfully complete the tasks.
- Positive background reference check.

b) Capabilities:

- Suitable or fit for the task or role.
- Potential for growth and the ability and willingness to take on more responsibility.
- Intelligent & fast learner, Good Leader, Organiser & Administrator, Good Analytical skills Creative & Innovative.

c) Compatibility:

- Can this person get along with colleagues, existing and potential clients and partners.
- Strong Interpersonal Skills.
- Flexible & Adaptable.

d) Commitment:

- Candidate's seriousness about working for the long term
- Vision & Aim

e) Character:

- Ethical, honest, team player

f) Culture:

- Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult)
- Presentable and should be known for good social and corporate culture.

IX. GENERAL POLICIES FOR REMUNERATION

The various remuneration components would be combined to ensure an appropriate and balanced remuneration package.

1. **A fixed base salary** - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.

2. **Perquisites** - in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.

3. **Retirement benefits** - contribution to Provident Fund, superannuation, gratuity, etc as per Company's Rules, subject to Applicable Law.

4. **Motivation/ Reward** - A performance appraisal to be carried out annually and promotions/ increments/ rewards are to be decided by Managing Director based on the appraisal and recommendation of the concerned Head of Departments, where applicable.

5. **Severance payments** - in accordance with terms of employment, and applicable statutory requirements, if any.

A. Any remuneration payable to the Executives of the Company shall abide by the following norms -

- i. The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;
- ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1 or any other date as may be determined by the Committee from time to time, subject to the Company's Policy;
- iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;
- iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;
- v. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- vi. Subject to the provisions under Applicable Law, a Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report;
- vii. The Company shall make necessary disclosure of remuneration of the Executives in its Annual Report as may be required under Applicable Law.

B. Any fee/ remuneration payable to the non-executive Directors of the Company shall abide by the following norms -

- i. If any such Director draws or receives, directly or indirectly, by way of fee/ remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- ii. Such Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law.
- iii. An independent Director shall not be entitled to any stock option and shall receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission, as may be permissible under the Applicable law.

X. NOTICE OF TERMINATION AND SEVERANCE PAY POLICY

The notice of Termination and Severance pay shall be as per the terms of appointment as mentioned in the Employment Agreement or Letter of Appointment.

XI. DISCLOSURE AND DISSEMINATION

- i. The Policy shall be disclosed in the Board's report to shareholders of the Company.
- ii. The annual report of the Company would specify the details of remuneration paid to Directors.
- iii. The Company is required to publish its criteria of making payments to non-executive Directors in its annual report. Alternatively, this may also be put up on the Company's website and reference be drawn in the annual report.
- iv. The Company shall place the policy on its website.

Notes:

1. Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 15th May, 2015, the policy was approved and adopted by the Board of Directors of the Company at its meeting held on 15th May, 2015.

2. The Policy was amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, by the Nomination and Remuneration Committee at its meeting held on 10th February, 2016 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 10th February, 2016 approved the amended policy.

3. The Policy was further amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018], by the Nomination and Remuneration Committee at its meeting held on 30th May, 2019 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 30th May, 2019 approved the amended policy.

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/INITIATIVES
 [Pursuant to Section 135 of the Companies Act, 2013 and Rules made thereunder]

1. A brief outline of the Company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR policy and projects or programmes:

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR policy towards enhancing welfare measures of the society and the same has been approved by the CSR Committee of the Board. The Company also give preference to the local area and areas around which it operates for spending the amount earmarked for CSR activities. The Company has proposed to undertake activities as mentioned under Schedule VII of the Companies Act, 2013, *inter-alia*, activities relating to Rural Development, Promoting Education and Health Care. The Company's CSR policy is placed on its website and the web-link for the same is <http://www.manaksiasteels.com/upload/media/corporate-policies/Corporate-Social-Responsibility-Policy.pdf>

2. The composition of CSR Committee of the Board as on 31st March, 2020 is as under:

Mr Suresh Kumar Agrawal	Non-Executive Director
Dr. Kali Kumar Chaudhuri	Independent Director
Mrs. Smita Khaitan*	Independent Director
Mr. Varun Agrawal	Managing Director

* Mrs. Smita Khaitan has been appointed as the member of the Committee w.e.f. 16.07.2019.

3. Average net profit of the Company for the last three financial years:

The average net profit for the last three Financial Years is Rs. 5739.23 Lacs.

4. The prescribed CSR expenditure at 2% of the amount as in item no. 3 above is Rs. 38.26 Lacs.

5. Details of CSR activities/projects undertaken during the Year :

- Total amount to be spent for the Financial Year 2019-20: Rs. 38.26 Lacs
- Amount unspent, if any: Rs. 3.15 Lacs
- Manner in which the amount spent during the Financial Year 2019-20:

(Rs. In Lacs)

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) The State and District where the projects or programs were undertaken	Amount outlay (budget) project or programmes wise	Amount spent on the projects or programmes		Cumulative expenditure upto the reporting period i.e. FY 2019-20	Amount spent Direct or through implementing agency
					Sub-heads			
					1) Direct Expenditure on projects or programmes	2) Overheads		
1.	Promotion of Education	Promoting Education	Kolkata, West Bengal and other state	33.00	32.11		32.11	Implementing Agency-Shri Nandlal Bajoria Mahavidyalaya , Friends of Tribal Society

Sr. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) The State and District where the projects or programs were undertaken	Amount outlay (budget) project or programmes wise	Amount spent on the projects or programmes Sub-heads 1) Direct Expenditure on projects or programmes 2) Overheads	Cumulative expenditure upto the reporting period i.e. FY 2019-20	Amount spent Direct or through implementing agency
2.	Promotion of Nationally Recognised Sports	Promoting sports	Kolkata	3.50	2.00	2.00	Implementing Agency- East Bengal Club
3.	Vocational Skills	Enhancing vocational skills	West Bengal	2.00	1.00	1.00	Implementing Agency- Asha Bhavan Centre
Total				38.50	35.11	35.11	

6. In case the Company has failed to spend 2% of the average net profit of the last 3 Financial Years or any part thereof, reasons for not spending the amount in its Board Report:

The Company has spent Rs. 35.11 Lacs towards CSR activities out of the statutory requirements of Rs. 38.26 Lacs. The shortfall of Re. 3.15 Lacs could not be spent before 31st March, 2020 due to the sudden nationwide lockdown to combat the outbreak of COVID-19 pandemic.

7. Responsibility statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Place: Kolkata
Date: 15th July, 2020

Varun Agrawal
Managing Director
DIN: 00441271

Suresh Kumar Agrawal
Chairman of CSR Committee
DIN: 00520769

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
1. Ratio of Remuneration of each Director/ KMP to the median remuneration of all the employees of the Company for the year 2020

Median Remuneration of all the employees of the Company:	Rs. 2,07,207
Percentage increase in Median Remuneration of all the employees:	15.38
Number of permanent employees on the rolls of Company:	167

Name of the Directors and KMP	Remuneration (Rs./ Lakhs)		% increase in remuneration in FY 2019-20	Ratio to median Remuneration of all employees
	FY 18-19	FY 19-20		
Executive Director				
Mr. Varun Agrawal	240.00	240.00	-	115.83:1
Non Executive Directors				
Mr. Suresh Kumar Agrawal*	0.57	0.43	-	0.21:1
Mr. Mrinal Kanti Pal*	0.54	0.30	-	0.14:1
Independent Directors				
Dr. Kali Kumar Chaudhuri*	0.87	0.73	-	0.35:1
Mr. Ajay Kumar Chakraborty*	0.39	0.31	-	2.45:1
Mrs. Smita Khaitan*	0.86	0.73	-	0.35:1
Mr. Ramesh Kumar Maheshwari %	-	0.53	-	0.26:1
Other KMPs				
Mr. Vineet Agrawal - Chief Executive Officer	228.00	228.00	-	110.03:1
Mr. Rajesh Singhania - Chief Financial Officer	12.18	14.25	16.95	6.87:1
Mr. Ajay Sharma - Company Secretary	4.60	5.07	10.32	2.45:1

Note(s):

*Independent Directors and Non-Executive Directors of the Company are entitled only for sitting fee as per the statutory provisions and within the limits. The details of sitting fees of Non-Executive Directors are provided in the Report on Corporate Governance and are governed by the Remuneration Policy of the Company, as provided in the Annual Report. In view of this, the calculation of percentage increase in remuneration of Independent Directors and Non-Executive Directors would not be relevant and hence not provided.

% Inducted in the Board w.e.f. 16th July, 2019

2. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is no increase of remuneration of managerial personnel during the last financial year.

Note: for the purpose of Managerial Personnel, Managing Director is only included.

3. It is hereby affirmed that the remuneration paid to all Directors, Key Managerial Personnel and employees during the financial year ended 31st March, 2020 is as per the Remuneration Policy of the Company.

B) Statement as per Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

Sl. No.	Particulars									
i)	The details of the top ten Employees based on remuneration drawn during the FY 2019-20:									
SN.	Name of the Employee	Designation	Remuneration Drawn	Nature of Employment	Qualification and Experience (years)	Date of Joining	Age (years)	Last Employment	Percentage of Shares held in Company	Related to Director or manager of Company, if any
1)	Mr. Varun Agrawal	Managing Director	2,40,00,000/-	Permanent	Commerce Graduate and 15 years	17.11.2014	37	Manaksia Limited	19.4727%	Suresh Kumar Agrawal - Father
2)	Mr. Vineet Agrawal	Chief Executive Officer	2,28,00,000/-	Permanent	Commerce Graduate and 22 years	17.11.2014	44	Manaksia Aluminium Company Limited	Nil	None
3)	Mr. Santosh Agrawal	President (Export-Import)	84,30,800/-	Permanent	B.E, PGDBM and 38 years	01.01.2017	62	Manaksia Limited	0.0002%	None
4)	Mr. Lalit Kumar Modi	Sr. Vice President	84,30,800/-	Permanent	FCA, AICWA, B.Com (H) and 41 years	01.01.2017	65	Manaksia Limited	0.0038%	None
5)	Mr. Khagendra Kumar Saha	Sr. Manager (Factory)	17,38,802/-	Permanent	Phd. in Chemistry and 41 Years	01.04.2013	69	Manaksia Limited	Nil	None
6)	Mr. Santosh Kumar Agrawal	GM. Corp. Admn.	14,24,619/-	Permanent	B.Com (H) and 35 years	23.11.2014	57	Manaksia Limited	0.0002%	None
7)	Mr. Rajesh Singhania	C.F.O.	14,24,524/-	Permanent	ACA, B.Com (H) and 31 years	23.11.2014	53	Manaksia Limited	0.0000%	None
8)	Mr. Anrudha Guha	Vice-President	12,84,620/-	Permanent	M. Com and 38 years	01.01.2017	58	Manaksia Limited	0.0006%	None
9)	Mr. Ajit Kumar Gupta	Sr. Manager (Export)	11,69,858/-	Permanent	B.com (H), MBA (International Marketing) 25 years	10.09.2015	51	Manaksia Limited	Nil	None
10)	Mr. Indrajit Guha	Sr. Manager (Elect)	11,49,070/-	Permanent	Diploma in Electrical Engineering and 32 years	23.11.2014	54	Manaksia Limited	0.0006%	None

ii)	There were no employees employed throughout the Financial Year (FY) 2019-20 who was in receipt of remuneration during FY 2019-20, in the aggregate was not less than Rs. 1.02 crore.
iii)	There were no employees employed for a part of the Financial Year (FY) 2019-20 who were in receipt of remuneration for such part during FY 2019-20 at a rate which, in the aggregate was not less than Rs. 8.50 lacs per month.
iv)	There were no employees employed throughout the financial year 2019-20 or for a part thereof, who were in receipt of remuneration during the FY 2019-20 or for part thereof which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the Managing Director and holds by himself/herself or along with his/her spouse and dependent children, not less than 2 (Two) percent of the equity shares of the Company.

Note: For purpose of above point no. (B)(ii)(iii) & (iv), the term employee excludes Managing Director.

For and on behalf of the Board of Directors

Place: Kolkata
 Date : 15th July, 2020

Varun Agrawal
Managing Director
 DIN: 00441271

Mrinal Kanti Pal
Director
 DIN: 00867865

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview

The spread of COVID - 19 has had severe adverse effect on businesses around the world. In many countries, including India, there has been serious disruption to regular business activities due to lockdowns, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures. The COVID - 19 pandemic continues to spread around the world. As a result of this pandemic, global economy is projected to contract sharply by 3 percent in 2020, a much worse scenario than the 2008-09 financial crisis. The offices of the Company were under nationwide lockdown since March 24, 2020. As a result of the lockdown the operations of the Company as at end of March, 2020 has been impacted. The Management is monitoring the situation and operations have since been resumed in a phased manner taking into account directives from the Central and State Government. The Company has evaluated its liquidity position and of recoverability and carrying values of its assets. In a baseline scenario—which assumes that the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound—the global economy is projected to grow in 2021 as economic activity normalizes, helped by policy support. The impact of the global health pandemic might be different from that estimated as at the date of approval of the Board Report and the Management will closely monitor any material changes to future economic conditions.

In the Pre pandemic times, the pace of global economic activity during the first three quarters of 2019 remained weak, after slowing down sharply in the last three quarters of 2018. Momentum in manufacturing activity, in particular, weakened substantially. Rising trade and political tensions around the world have increased uncertainty about the future of the global trading system and international cooperation, taking a toll on business confidence, investment decisions, and global trade. A notable shift toward increased monetary policy accommodation had cushioned the impact of these tensions on financial market sentiment and activity, while a generally resilient service sector has supported employment growth. However amid the ongoing slowdown, COVID - 19 has further pushed the world towards negative growth.

India saw a sharp decline in its growth rate in the July-September quarter of 2019, when Gross Domestic Product (GDP) was at its lowest in 7 years at 4.5 percent. Several sectors such as real estate, aviation, automobile and construction sectors suffered a constant decline in demand. On the other hand, the Banking sector and financial services witnessed serious crisis due to rising NPAs & bad loans and compressed credit limits. This economic slowdown could be attributed to weakened investments and declining consumer demand. To revive the Indian economy and improve its growth rate, the Central Government announced and undertook several measures and initiatives.

Organisations such as World Bank, International Monetary Fund (IMF) and Moody's had repeatedly cut down the GDP Growth rate in their forecasts. The most recent one was the Moody's cut of India's Sovereign Credit Rating Outlook to 'Negative' from 'Stable'.

Industry Structure and Developments

In 2020, the global finished steel market was weighed down by a continuation of last year's weaker end-consumption rates, with some bright spots coming in the longer term. In some ways, 2019 looked very similar to 2018, in the world's steel markets as momentum continued to slow from the supercharged year of 2017.

World Crude Steel production stood at 1869.9 Million Tonnes during 2019, up by 3.4% over 2018, based on data released by the World Steel Association. India was the second largest Crude Steel producer and recorded a production of 111.245 Million Tonnes with growth of 1.8% during this period as compared to 2018.

Government of India's vision to achieve a \$5 trillion economy by 2024, entails investments in several steel intensive sectors like infrastructure, housing for all, 100% electrification, piped water for all, etc. The growth potential for the sector is thus immense and the domestic steel consumption will increase significantly in line with this vision. It is, therefore, important to ensure that this demand is served through a robust domestic steel industry. The Ministry of Steel alongside the CPSEs have, therefore, undertaken several initiatives to create a globally competitive steel sector.

India is also a leading producer of Sponge Iron with a host of coal-based units, located in the mineral-rich States of the country. India has been the world's largest Sponge Iron producer every year since 2003. India is also an important producer of Pig Iron. Post-liberalization, with setting up several units in the private sector, which have reduced imports drastically as well as India has turned out to be a net exporter of Pig Iron, with the private sector accounted for a lion's share of total production of pig Iron in the country.

According to a recent report from ratings agency India Ratings (Ind Ra) domestic steel makers are likely to face muted demand and oversupply which would lead to suppressed steel prices post the COVID - 19 lockdown. Besides, they are also expected to face issues with availability of workforce and logistics movement. Ind-Ra further said the nationwide lockdown has aggravated the challenges for the steel sector and it has already revised the sector outlook from stable to negative for the financial year 2020-21. With the relaxation in lockdown across India, Indian steel players will look to gradually increase capacity utilizations, though logistic constraints would remain, due to non availability of transport fleet.

Domestic steel demand in FY21 is likely to drop by around 12-15 per cent year-on-year with end-use industries being closed down and limited demand growth expected over the near term. Demand from infrastructure, construction and real estate sectors is likely to be subdued in first half of 2020-21 with the lockdown in April-June and the monsoon season over July-September. Further, the demand from automobile, white goods and capital goods sectors is likely to reduce with consumers deferring discretionary spends in the near term.

Ind Ra also expects an inventory build-up primarily of intermediate/semi steel products with downstream facilities of most players being closed during the lockdown. Large producers also kept their blast furnaces operational at lower capacity of 35-50 per cent due to the high cost of restarting the furnace in case it was to be shut. However, small and mid-scale producers with induction/electric arc furnaces remained completely shut during the lockdown.

Business

Manaksia Steels Limited continues to manufacture value added secondary steel products and is catering to the increasing global demands of the housing, Industry and infrastructure sectors.

The Company manufactures and sells value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanized Corrugated Sheets which find use in the rural housing sector and factory buildings and Galvanized Plain Sheets, used in the manufacture of containers and water tanks and Color Coated (Pre-painted) Coils and Sheets for sale to construction, housing, consumer durable and other industries. The principal raw material for the products of the Company is Hot Rolled Steel Coils.

The Company has a 120,000 MTPA Steel Cold Rolling Plant at Haldia for manufacture of Cold Rolled Coils and Sheets and continuous Galvanizing plants at Bankura (30,000 MTPA) and Haldia (60,000 MTPA). Both the plants have a strong Quality Management System with in-house testing facilities and are ISO 9001:2015 certified. The Company has facilities at Haldia for further value addition of Steel and Aluminium Products, where Galvanized Steel Sheets and Cold Rolled Aluminium Sheets are pre-painted / colour coated in a 48,000 MTPA color coating line. The Company has also facilities for Roll Forming/ Profiling for direct supply to projects for industrial roofing as a part of such value addition.

Overview of Operations

Results

During the year under review, the revenue of your Company on a standalone basis stood at Rs. 48779.57 lacs, as compared to Rs. 68870.71 lacs during the last financial year. During the year, the Company earned a net profit of Rs. 870.18 lacs as compared to a profit of Rs. 1031.66 lacs during the last financial year. The decrease in turnover was due to reduction in steel prices to the tune of 20-25% during the year, low demand in domestic market and a fall in exports during the year as a result of weak global economic scenario and rising trade and political tensions around the world. The decrease in profit was due to reduced turnover and rising costs. The profitability was also affected by more competitive market and forex loss due to high volatility of currency market.

Risks and Concerns

Your Company continues to look for growth opportunities and new markets in all the products. The COVID - 19 pandemic has had a devastating effect on the global economy and all commercial and industrial activities. With the outbreak of COVID - 19 in India, the Government took various precautionary measures to contain the spread of the disease which included partial and complete lockdowns. As a result, the operations of the Company and demand of its products have been adversely effected. The Company is also exposed to a number of market risks arising from its normal business activities. These risks include changes in prices of the products dealt with, foreign currency exchange rate, interest rate which may unfavourably impact the Company's financial assets, liabilities and/or future cash flows.

The Company continues to mitigate these risks by careful planning of optimum sales mix, active treasury management, product diversification, innovation and penetration in different markets, both domestic and international to the extent possible. Further cost saving measures across all segments of the Company, would help in improving the margins in an otherwise difficult market.

Opportunities and Threats

A diversified product portfolio and considerably wide geographical reach, both domestic and international, have helped the Company to significantly de-risk its business and meet the risks with suitable precaution. The Company is focused on enhancing value added products. However, under the present circumstances, in view of the COVID - 19 pandemic prevailing in today, the Management is studying the situation carefully, before venturing into any new markets and products. Improvement in safety performance is of utmost priority, for which the Company has constantly been initiating measures to avert accidents.

Internal Control Systems

The Company has an effective system of internal controls which helps it to maintain both internal controls and procedures to ensure all transactions are authorised, recorded and reported correctly and also ensure disclosure and protection of physical and intellectual property. The Company has appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal controls on a regular basis. For transparency and effectiveness, the management duly considers and takes appropriate action on the recommendations made by Statutory Auditors, Internal Auditors and by Management Committee / Audit Committee of the Board of Directors. The company is running on SAP Platform in order to have proper internal control procedure with the required authorization and "maker and checker" concept. This helps in correct recording of transactions and elimination and timely rectification of errors. The Company has appointed consultants/ professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions taken.

Human Resources

Employee relations continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 167 people in all its facilities.

Finance Cost

Finance Cost, during the year under review stood at Rs 157.51 lacs, as compared to Rs 272.59 lacs during the last financial year. The decrease in finance cost is attributable to decreased availment of cash credit and buyers' credit facilities from the banks.

Key Financial Ratios

Key Financial Ratios of the Company during the year under review in comparison with the immediately previous financial year:

Ratios	FY 2019-20	FY 2018-19
Debtor Turnover	7.87	7.90
Inventory turnover	5.75	6.61
Interest Coverage Ratio	7.20	7.06
Current Ratio	1.86	2.24
Debt Equity Ratio	-	-
Operating Profit Margin (%)	1.67	2.00
Net Profit Margin (%)	1.77	1.49
Change in return on Net Worth	4.50	5.53

The demand of the steel in domestic market throughout the financial year continued to be low and the global industrial impact also continued to be negative. As a cumulative result of that the sale realization and operating profit margin were low compared to the previous year. However, the net profit margin has improved due to continued effort of the management. The Current ratio has marginally declined compared to previous year due to current short term borrowings availed during the year.

Cautionary Statement

Statements in the Management Discussion and Analysis, describing the company's objectives, outlook and expectation, may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied expectations, projections etc. Several factors make a significant difference to the company's operations, including climatic conditions, present uncertain economic scenario, view COVID - 19 affecting demand and supply, Government regulations, taxation, natural calamity and other such factors over which the company does not have any direct control.

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiary companies

(Rs. in Lacs)

Part "A"

SR. No.	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Investment Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Technomet International FZE	03.08.2017	April to March	AED (Rs.20,5411/AED)	2,487.46	388.09	2,947.02	2,947.02	-	502.96	237.91	-	1.00	-	100%
2	Federated Steel Mills Limited	17.12.2017	March to February	NGN (Rs.0.2091/NGN)	1,898.31	(314.36)	12,185.99	12,185.99	-	4,628.23	(2.18)	86.79	1.00	-	100%
3	Far East Steel Industries Limited	17.12.2017	November to October	NGN (Rs.0.2091/NGN)	187.95	(8.56)	251.42	251.42	-	-	-	-	1.00	-	100%
4	Sumo Agrochem Limited	01.04.2019	January to December	NGN (Rs.0.2091/NGN)	73.39	(29.37)	380.35	380.35	-	114.64	(32.03)	-	1.00	-	100%

FORM NO. AOC- 2

Particulars of contracts/arrangements with related parties
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the 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 arms length transactions under fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2020 which are not at arm's length basis.

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

The details of material contracts or arrangements or transactions entered into during the year ended March 31, 2020 which are at arm's length basis.

Name(s) of the related party and nature of relationship	Sumo Steels Limited, entity over which KMP's and their relatives have significant influence
Nature of contracts/arrangements/transactions	Sale of raw materials like Hot Rolled Coils, Spares, etc.
Duration of the contracts/arrangements/transactions	During the FY 2019-20
Salient terms of the contracts or arrangements or transactions including the value, if any	Monetary value of the aggregate transactions during the FY 2019-20 was Rs. 229.95 Crore at prevailing market price and on general commercial terms of the Company.
Amount paid as advances, if any	Not Applicable

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 15th July, 2020

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

Standalone Financial Statement

Independent Auditor's Report

To the Members of **Manaksia Steels Limited**

Report on the audit of Standalone Ind AS financial statements

Opinion

We have audited the standalone Ind AS financial statements of Manaksia Steels Limited ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of profit and loss including Other Comprehensive Income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 44 to the standalone financial statement, which describes the uncertainties and potential impact of the Covid-19 pandemic of the Company's operation and results as assessed by the management. The actual results may differ from such estimates depending upon future developments. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31 March 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
<p>Revenue from Sale of Goods</p> <p>The Company recognizes revenue when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. As described in the accounting policy in note 2(ii) and as reflected in note 27 to the Ind AS Standalone financial statements, revenue from sale of goods is measured at fair value of the consideration received or receivable, net of returns and allowances and trade discounts.</p> <p>Considering the judgment and estimates involved in revenue recognition, it is considered to be a key audit matter.</p>	<p>Our audit procedure includes the following:</p> <ul style="list-style-type: none"> • Considered the adequacy of the company's revenue recognition policy and its compliance in terms of Ind AS 115 "Revenue from contracts with customers" • Assessed the design and tested the operating effectiveness of the internal financial controls related to revenue recognition. • Performed sample tests of individual sales transaction and traced to sales invoices and other related documents. In respect of the samples selected, tested and the revenue has been recognized in accordance with Ind AS 115. • We discussed and obtained an understanding from the management on the key assumptions applied and inputs used in estimating provisions for discounts, sales incentives and sales returns and compared the same with the past trends and the provision made by the management. <p>Assessed the relevant disclosure made in the standalone Ind AS financial statement.</p>

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Standalone Ind AS financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Other Section of Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that gives a true and fair view of the financial position, financial performance, Changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act.

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

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Other Matter

The comparative standalone Ind AS financial information of the Company for the corresponding year ended 31st March, 2019 were audited by the predecessor auditor who had expressed an unmodified opinion vide their report dated 30th May, 2019 and reliance has been placed by us on the same for the purpose of this report.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 and according to the information and explanations given to us and also on the basis of such checks as we considered appropriate, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statements of Cash Flows dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;

- e. On the basis of the written representations received from the directors as on March 31, 2020 and 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 adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note no. 35 of the standalone Ind AS financial statements).
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Agrawal Tondon & Co.
Chartered Accountants
Firm Registration No.- 329088E

Kaushal Kejriwal
(Partner)
Membership No. 308606
UDIN: 20308606AAAACA6846

Place: Kolkata
Dated: 15th July, 2020

Annexure -A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **Manaksia Steels Limited** (the Company') on the standalone Ind AS financial statements for the year ended on March 31, 2020. We report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventories have been physically verified during the year by the management at regular intervals. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)a, 3(iii)b and 3(iii)(c) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148 of the Companies Act, 2013, and are of the opinion that prima-facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- Vii. According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Value Added Tax, duty of Custom, duty of Excise, Cess, GST and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 20 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income tax and duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of service tax, sales tax, duty of excise and value added tax have not been deposited by the Company on account of disputes:

Sl	Name of the Statute	Nature of dues	Amount Rs. (In Lacs)	Financial year to which the Amount Relates	Forum where dispute is pending
1	Central Excise Act 1944	Excise duty demand	2.80	2015-16	AC CGST & CX Bankura -1 Bankura Commissionerate
2	Central Excise Act 1944	Excise duty demand	0.80	2016-17	Ac CGST & Cx Bankura -1 Bankura Coi/Missionerate
3	Central Excise Act, 1944	Excise duty demand	1.38	2015-16	Comm. (Appeal) - II
4	Income Tax Act, 1961	Income Tax demand	58.37	2015-16	Assistant Commissioner of Income Tax Circle 3(1), Kolkata

- viii. In our opinion and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institution and banks. The Company does not have any loans or borrowings from Government and has not issued any debentures.
- ix. To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, the Company has paid/provided for managerial remunerations in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Agrawal Tondon & Co.**
Chartered Accountants
Firm Registration No.-329088E

Kaushal Kejriwal
(Partner)
Membership No. 308606
UDIN: 20308606AAAACA6846

Place: Kolkata
Dated: 15th July, 2020

Annexure -B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Manaksia Steels Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 **Agrawal Tondon & Co.**
Chartered Accountants
Firm Registration No.- 329088E

Place: Kolkata
Dated: 15th July, 2020

Kaushal Kejriwal
(Partner)
Membership No. 308606

STANDALONE BALANCE SHEET AS AT MARCH 31, 2020

	Notes	As at March 31, 2020 ₹ in Lacs	As at March 31, 2019 ₹ in Lacs
ASSETS			
I. Non-Current Assets			
a) Property, Plant and Equipment	3	4,378.38	4,909.18
b) Capital Work-in-Progress	3	159.25	45.67
c) Right-of-Use Asset	3	312.01	-
d) Financial Assets			
i) Investments	4	3,266.32	2,540.06
ii) Loans	5	15.83	19.45
iii) Other Financial Assets	6	2,671.75	323.54
e) Other Non-Current Assets	7	236.40	68.88
		<u>11,039.94</u>	<u>7,906.78</u>
II. Current Assets			
a) Inventories	8	8,676.06	7,420.03
b) Financial Assets			
i) Investments	9	278.47	1,615.04
ii) Trade Receivables	10	4,252.73	8,128.14
iii) Cash and Cash Equivalents	11	2,282.07	1,208.24
iv) Other Bank Balances	12	88.32	-
v) Loans	13	100.00	-
vi) Other Financial Assets	14	111.02	104.04
c) Other Current Assets	15	2,588.88	1,693.57
d) Current Tax Assets (Net)	16	183.41	48.99
		<u>18,560.96</u>	<u>20,218.05</u>
TOTAL ASSETS		<u>29,600.90</u>	<u>28,124.83</u>
EQUITY AND LIABILITIES			
III. Equity			
a) Equity Share Capital	17	655.34	655.34
b) Other Equity	18	18,669.36	17,993.56
		<u>19,324.70</u>	<u>18,648.90</u>
IV. Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	19	41.21	-
ii) Lease Liability	41	118.69	-
b) Provisions	20	103.37	108.11
c) Deferred Tax Liabilities (Net)	21	60.64	329.70
		<u>323.91</u>	<u>437.81</u>
V. Current Liabilities			
a) Financial Liabilities			
i) Borrowings	22	4,001.86	-
ii) Trade Payables	23		
A) total outstanding dues of micro and small enterprises; and		80.41	115.50
B) total outstanding dues of creditors other than micro and small enterprises		4,864.27	8,098.55
iii) Lease Liability	41	38.58	-
iv) Other Financial Liabilities	24	853.72	734.68
b) Other Current Liabilities	25	63.55	53.00
c) Provisions	26	49.90	36.39
		<u>9,952.29</u>	<u>9,038.12</u>
TOTAL EQUITY AND LIABILITIES		<u>29,600.90</u>	<u>28,124.83</u>
Significant Accounting Policies	2		
Notes to Financial Statements	3-47		

As per our Report attached of even date

For and on behalf of the Board of Directors

For AGRAWAL TONDON & CO

 Chartered Accountants
 Firm Regn. No. 329088E

 Varun Agrawal
 (Managing Director)
 DIN - 00441271

 Vineet Agrawal
 (Chief Executive Officer)

 Mrinal Kanti Pal
 (Director)
 DIN - 00867865

 Kaushal Kejriwal
 (Partner)

 Membership No. 308606
 Kolkata
 15th day of July, 2020

 Rajesh Singhania
 (Chief Financial Officer)

 Ajay Sharma
 (Company Secretary)

**STANDALONE STATEMENT OF PROFIT AND LOSS
 FOR THE YEAR ENDED MARCH 31,2020**

	Notes	For the year ended March 31,2020 ₹ in Lacs	For the year ended March 31,2019 ₹ in Lacs
I. INCOME			
Revenue from Operations	27	48,779.57	68,870.71
Other Income	28	281.99	156.12
Total Income		49,061.56	69,026.83
II. EXPENSES			
Cost of Materials Consumed (including Trading Goods)	29	41,733.04	60,573.74
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	90.72	(202.04)
Employee Benefits Expense	31	1,363.39	1,299.84
Finance Costs	32	157.51	272.59
Depreciation and Amortization Expense	3	585.97	544.84
Other Expenses	33	4,154.44	4,886.53
Total Expenses		48,085.07	67,375.50
III. Profit before Tax		976.49	1,651.33
IV. Tax Expenses	34		
Current Tax		310.00	655.00
Deferred Tax		(203.69)	(35.33)
Total Tax Expenses		106.31	619.67
V. Profit for the period		870.18	1,031.66
VI. Other Comprehensive Income / (Loss)			
A. (i) Items that will not be reclassified subsequently to Profit and Loss			
(a) Remeasurement Gains / (Losses) on Post Employment Defined Benefit Plans		(8.29)	(0.37)
(b) Gains / (Losses) from Investment in Equity Instrument designated at FVTOCI		(251.46)	-
(ii) Tax on Items that will not be reclassified subsequently to Profit and Loss		65.37	0.13
VII. Total Comprehensive Income for the period		675.80	1,031.42
VIII. Basic and Diluted Earnings per Equity Share of Face Value of ₹ 1/- each	36	Rs. 1.33	Rs. 1.57
Significant Accounting Policies	2		
Notes to Financial Statements	3-47		

As per our Report attached of even date

For and on behalf of the Board of Directors

For AGRAWAL TONDON & CO

Chartered Accountants

Firm Regn. No. 329088E

Varun Agrawal
 (Managing Director)
 DIN - 00441271

Vineet Agrawal
 (Chief Executive Officer)

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 DIN - 00867865

Kaushal Kejriwal
 (Partner)

Membership No. 308606

Kolkata

15th day of July, 2020

Rajesh Singhania
 (Chief Financial Officer)

Ajay Sharma
 (Company Secretary)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31,2020

Amount in ₹ Lacs

A. EQUITY SHARE CAPITAL

Balance as at April 1,2018	655.34
Changes in Equity Share Capital during the year 2018-19	-
Balance as at March 31,2019	655.34
Changes in Equity Share Capital during the year 2019-20	-
Balance as at March 31,2020	655.34

B. OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income		Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans	Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI	
Balance as at April 1,2018	5.00	4,673.93	8,138.32	4,142.97	1.92	-	16,962.14
Profit for the period	-	-	-	1,031.66	-	-	1,031.66
Other Comprehensive Income	-	-	-	-	(0.24)	-	(0.24)
Balance as at March 31,2019	5.00	4,673.93	8,138.32	5,174.63	1.68	-	17,993.56
Balance as at April 01,2019	5.00	4,673.93	8,138.32	5,174.63	1.68	-	17,993.56
Profit for the period	-	-	-	870.18	-	-	870.18
Other Comprehensive Income	-	-	-	-	(6.21)	(188.17)	(194.38)
Balance as at March 31,2020	5.00	4,673.93	8,138.32	6,044.81	(4.53)	(188.17)	18,669.36

Nature and Purpose of Reserves :

A) Capital Reserve : In terms of an earlier Scheme of Demerger, Share Capital of ₹ 5 lacs prior to such Demerger, had been transferred to Capital Reserve Account.

B) Securities Premium : This reserve represents premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

C) General Reserve : This reserve is a free reserve which is used from time to time to transfer profits from retained earnings and can be utilized in accordance with the provisions of the Companies Act, 2013.

D) Retained Earnings : This reserve represents cumulative profits of the Company and can be utilized in accordance with the provisions of the Companies Act, 2013

E) Other Comprehensive Income Reserves :

i) Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans : This reserve represents effect of remeasurements of defined benefit plans that will not be reclassified to Statement of Profit & Loss.

ii) Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI : This reserve represents effect of remeasurements of fair valuation of Quoted Equity Instruments that will not be reclassified to Statement of Profit & Loss.

For AGRAWAL TONDON & CO

Chartered Accountants

Firm Regn. No. 329088E

Kaushal Kejriwal

(Partner)

Membership No. 308606

Kolkata

15th day of July, 2020

For and on behalf of the Board of Directors

 Varun Agrawal
 (Managing Director)
 DIN - 00441271

 Vineet Agrawal
 (Chief Executive Officer)

 Mrinal Kanti Pal
 (Director)
 DIN - 00867865

 Rajesh Singhania
 (Chief Financial Officer)

 Ajay Sharma
 (Company Secretary)

Statement of Cash Flows for the Year Ended March 31,2020
Amount in ₹ Lacs

PARTICULARS	March 31,2020	March 31,2019
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax :	976.49	1,651.33
Adjustment for:		
Depreciation/ Amortisation	585.97	544.84
Finance Cost	157.51	272.59
Interest Income	(189.83)	(132.86)
Loss on Fixed Assets Sold / Discarded (Net)	2.10	-
Dividend Received on Investment in Equity Shares	(286.89)	(7.87)
(Gain)/Loss from Current Investments	(120.17)	(81.84)
Fair Value changes of Investments in Equity Shares	314.91	92.10
Operating Profit before Working Capital Changes	1,440.09	2,338.29
Adjustments for:		
(Increase)/Decrease in Non-Current/Current Financial and other Assets	2,804.35	2,876.19
(Increase)/Decrease in Inventories	(1,256.04)	4,888.20
Increase/(Decrease) in Non-Current/Current Financial and other Liabilities/Provisions	(3,142.12)	797.56
Cash Generated from Operations	(153.72)	10,900.23
Direct Taxes Paid	(444.41)	(793.13)
Net Cash Flow from Operating Activities	(598.13)	10,107.10
B: CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant & Equipment and change in Capital work in progress	(302.62)	(195.73)
Sale of Fixed Assets	4.41	-
Purchase of other Non-Current Investments	(977.71)	-
Purchase of Current Investments	(11,614.81)	(15,565.52)
Sale of Current Investments	12,756.65	14,564.02
Investment in Fixed Deposits	(2,436.53)	-
Loans given	(100.00)	(300.00)
Refund of Loans given	-	850.00
Interest Received	187.98	150.45
Dividend Received on Equity Shares	286.89	7.87
Net Cash Flow from/(Used in) Investing Activities	(2,195.74)	(488.91)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
(Repayment of) / Proceeds from Long Term Borrowings (Net)	41.21	-
(Repayment of) / Proceeds from Short Term Borrowings (Net)	4,001.86	(9,259.01)
Repayment of Principal portion of lease liabilities**	(20.67)	-
Repayment of Interest portion of lease liabilities**	(16.06)	-
Interest Paid	(138.64)	(314.10)
Net Cash Flow From/(Used in) Financing Activities	3,867.70	(9,573.11)
D: Net Increase/(Decrease) in Cash and Cash Equivalents	1,073.83	45.07
Cash and Cash Equivalents at the beginning of the period	1,208.24	1,163.18
Cash and Cash Equivalents at the end of the period	2,282.07	1,208.24

Statement of Cash Flows for the Year Ended March 31,2020
Amount in ₹ Lacs

PARTICULARS	March 31,2020	March 31,2019
E: Debt Reconciliation Statement as per IndAS 7		
Current Borrowings		
Opening Balance	-	9,259.01
(Repayment of)/ Proceeds from borrowings (Net)	3,942.32	(9,632.83)
Exchange Fluctuation	59.55	373.82
Closing Balance	4,001.86	-
Non- Current Borrowings and Certain Components of Financial Liabilities		
Opening Balance	-	-
(Repayment of)/ Proceeds from borrowings (Net)	41.21	-
Exchange Fluctuation	-	-
Closing Balance	41.21	-

** Includes ₹ 36.73 lacs towards repayment of lease liability recognised as per IndAS 116 which does not form part of debt reconciliation

Note: Previous year's figures have been rearranged and regrouped wherever necessary.

As per our Report attached of even date
For AGRAWAL TONDON & CO

Chartered Accountants
Firm Regn. No. 329088E

For and on behalf of the Board of Directors

Varun Agrawal
(Managing Director)
DIN - 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN - 00867865

Kaushal Kejriwal
(Partner)
Membership No. 308606
Kolkata
15th day of July, 2020

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

Notes to Financial Statements as at and for the year ended March 31,2020

1. Company Overview

Manaksia Steels Limited ("the Company") is a public limited company incorporated in India having its registered office situated at 6, Lyons Range 1st Floor, Turner Morrison Building, Kolkata – 700 001. The Company has its shares listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is primarily engaged in the manufacture of value-added secondary steel products like Cold Rolled Sheets, Galvanised Corrugated Sheets, Galvanised Plain Sheets, Colour Coated (Pre-painted) Sheets, etc. The manufacturing units of the Company are located at Haldia & Bankura (West Bengal).

2. Significant Accounting Policies

(a) Statement of compliance

These Financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act, as applicable.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on July 15, 2020.

(b) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency.

(c) Basis of measurement

These financial statements are prepared under the historical cost convention on the accrual basis except for Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

(d) Use of estimates and judgments

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. The changes in the estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

II) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, and goods and service tax. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the company believes that the control gets transferred to the customer on dispatch of the goods from the factory and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them.

Contract Balances

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Notes to Financial Statements as at and for the year ended March 31,2020

Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Dividend income is recognized in Statement of Profit and Loss on the date on which the Company's right to receive payment is established. Interest income is recognized using the effective interest method.

III) Property, Plant & Equipment

Property, plant and equipment are stated at acquisition cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of Property, Plant & Equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalised till the start of commercial production.

Depreciation is provided on the straight line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013. The estimated useful lives are as follows :

Building	30 Years
Plant & Equipment	10 - 20 Years
Computers	3 Years
Office Equipment	3 - 5 Years
Furniture & Fixtures	5 - 10 Years
Vehicles	8 Years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as 'Capital Advances' under other 'Non-Current Assets' Assets and the cost of assets not put to use before such date are disclosed under 'Capital Work in Progress'.

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

IV) Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Intangible Assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The useful lives of Intangible Assets are assessed as either finite or indefinite.

Intangible Assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed at the end of each reporting period. The amortization expense on Intangible Assets with finite lives is recognized in the Statement of Profit & Loss. The Company amortizes intangible assets over their estimated useful lives using the straight line method.

Intangible Assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit & Loss when the asset is derecognized.

V) Inventories

Inventories are valued at cost or net realisable value whichever is lower except for saleable scraps, whose cost is not identifiable, which are valued at estimated net realisable value. Closing stock has been valued on Weighted Average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Notes to Financial Statements as at and for the year ended March 31,2020

VI) Financial Instruments

Initial recognition and measurement

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

Subsequent measurement

i. Non derivative financial instruments

a) Financial assets carried at amortized cost

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

b) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

ii. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income.

Derecognition of financial instruments

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

VII) Fair Value Measurement

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Notes to Financial Statements as at and for the year ended March 31,2020

VIII) Impairment

Impairment is recognized based on the following principles:

Financial Assets

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non-Financial Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash- generating unit) Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of reporting period.

IX) Provisions and Contingent Liabilities

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

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

X) Foreign Currency Transactions & Translations

The functional currency of the Company is Indian Rupee. These Financial Statements are presented in Indian Rupee (rounded off to the nearest Lacs).

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction. Gains & losses arising on account of realization are accounted for in the Statement of Profit & Loss.

Monetary Assets & Liabilities in foreign currency that are outstanding at the yearend are translated at the yearend exchange rates and the resultant gain/loss is accounted for in the Statement of Profit & Loss.

XI) Cash and Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

XII) Employee Benefits

Defined Contribution Plan

The Company makes contributions towards provident fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees, where the Company has no further obligations. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Defined Benefit Plan

Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Company recognizes the net obligation of the defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

Notes to Financial Statements as at and for the year ended March 31,2020

The Company recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

Short term employee benefits are charged off at the undiscounted amount in the year in which the related services are rendered

XIII) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

XIV) Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet. The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company has adopted Ind AS 116 using the modified retrospective prospective method on the date of initial application of adoption. Pursuant to adoption of Ind AS 116, the Company recognised right-of-use assets and lease liabilities for those leases which were previously classified as operating leases, except for short-term leases and leases of low-value assets. The Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on 31st March, 2019. There is no impact on retained earnings as on 1st April, 2019.

The impact of adoption of Ind AS 116 on the financial statements of the Company has been described under Note 41.

Company as a lessee

The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.
- Building 3 to 15 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities

Notes to Financial Statements as at and for the year ended March 31,2020

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

XV) Government Grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as received from the cost of asset and are recognized as other income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

XVI) Income Taxes

Income tax expense is recognized in the Statement of Profit & Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Provision for current tax is made at the current tax rates based on assessable income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

XVII) Earnings per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

Notes to Financial Statements as at and for the year ended March 31,2020**XVIII) Current and Non-current classification**

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- i) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- ii) held primarily for the purpose of trading,
- iii) expected to be realised within twelve months after the reporting period, or
- iv) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is:

- i) it is expected to be settled in the normal operating cycle,
- ii) it is due to be settled within twelve months after the reporting period, or
- iii) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as noncurrent.

XIX) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

XX) Rounding of Amounts

All amounts disclosed in the standalone Financial Statements and notes have been rounded off to the nearest Lacs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

XXI) Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Notes to Financial Statements as at and for the year ended March 31, 2020

3. PROPERTY, PLANT & EQUIPMENT, CAPITAL WORK-IN-PROGRESS & RIGHT-OF-USE ASSET (CURRENT YEAR)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at April 01, 2019	Addition	Deletion/ Adjustment	As at March 31, 2020	As at April 01, 2019	Deductions/ Adjustments	For the Year	Up to March 31, 2020	As at March 31, 2020	As at 31st March 2019
3.1 Tangible Assets :										
a) Land	6.20	-	-	6.20	-	-	-	-	6.20	6.20
b) Leasehold Land*#	166.83	-	166.83	0.00	6.42	6.42	-	-	0.00	160.42
c) Building	1,905.92	-	-	1,905.92	250.61	-	83.54	334.14	1,571.78	1,655.31
d) Plant & Equipment	4,338.24	110.21	3.04	4,445.42	1,520.43	1.72	400.69	1,919.41	2,526.01	2,817.81
e) Computers	8.98	1.44	-	10.42	3.40	-	1.95	5.35	5.07	5.58
f) Office Equipment	17.69	2.05	-	19.74	7.77	-	5.89	13.66	6.08	9.92
g) Furniture & Fixtures	23.61	5.57	-	29.17	7.73	-	3.57	11.30	17.88	15.88
h) Vehicles	380.28	69.77	35.86	414.20	142.22	30.66	57.28	168.84	245.36	238.06
Total:	6,847.76	189.04	205.73	6,831.07	1,938.58	38.80	552.92	2,452.70	4,378.38	4,909.18
3.2 Capital Work in Progress	45.67	148.25	34.67	159.25	-	-	-	-	159.25	45.67
3.3 Right-of-Use Asset(Ref Note 41)										
a) Leasehold Land*#	160.41	-	-	160.41	-	-	2.14	2.14	158.27	-
b) Buildings	-	184.65	-	184.65	-	-	30.91	30.91	153.74	-
Total:	160.41	184.65	-	345.06	-	-	33.05	33.05	312.01	-

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

Transfer includes Rs. 166.83 Lacs (accumulated depreciation Rs. 6.42 Lacs) reclassified to Right-to Use Assets on account of adoption of IndAS 116 (Refer Note 41)

3. PROPERTY, PLANT & EQUIPMENT & CAPITAL WORK-IN-PROGRESS (PREVIOUS YEAR)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April 2018	Addition	Deletion/ Adjustment	As at 31st March 2019	As at 1st April 2018	Deductions/ Adjustments	For the Year	Up to March 2019	As at 31st March 2019	As at 31st March 2018
3.1 Tangible Assets :										
a) Land	6.20	-	-	6.20	-	-	-	-	6.20	6.20
b) Leasehold Land*	166.83	-	-	166.83	4.28	-	2.14	6.42	160.42	162.56
c) Building	1,905.91	-	-	1,905.91	167.07	-	83.54	250.61	1,655.30	1,738.84
d) Plant & Equipment	3,933.81	404.44	-	4,338.24	1,122.86	-	397.57	1,520.43	2,817.81	2,810.95
e) Computers	5.65	3.33	-	8.98	2.17	-	1.23	3.40	5.58	3.48
f) Office Equipment	11.14	6.55	-	17.69	4.35	-	3.42	7.77	9.92	6.79
g) Furniture & Fixtures	14.24	9.37	-	23.62	6.16	-	1.57	7.73	15.89	8.09
h) Vehicles	362.23	18.05	-	380.28	86.84	-	55.38	142.22	238.06	275.39
Total:	6,406.02	441.74	-	6,847.76	1,393.74	-	544.84	1,938.58	4,909.18	5,012.28
3.2 Capital Work in Progress	291.68	34.67	280.68	45.67	-	-	-	-	45.67	291.68

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

Notes to Financial Statements as at and for the year ended March 31,2020

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
4. Investments (Non-Current)		
Investments carried at Cost (Unquoted)		
Investment in Equity Instruments in Subsidiary Technomet International FZE, Dubai (14 Nos. Equity Shares of AED 1 Million each)	2,487.46	2,487.46
Investments carried at Amortised Cost (Unquoted)		
Investment in Bonds 9.70% UPPCL 2031 - UP Power Corporation Limited (50 Nos. Bonds of Face Value ₹ 1,00,000/- each)	52.60	52.60
Investments carried at Fair Value Through Other Comprehensive Income (Quoted)		
Investment in Equity Shares Manaksia Limited (Refer Note 38) (2675000 Nos. Equity Shares of Face Value ₹ 2/- each)	726.26	-
Total	3,266.32	2,540.06
Aggregate Amount & Market Value of Investments :		
Quoted	726.26	-
Aggregate Amount of Investments :		
Unquoted	2,540.06	2,540.06
5. Loans (Non-Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Security Deposits	15.83	19.45
Total	15.83	19.45
6. Other Financial Assets (Non-Current)		
Financial Assets carried at amortised cost (Unsecured, Considered Good)		
Fixed Deposits with Banks with original maturity of More than 12 months	2,671.75	323.54
Total	2,671.75	323.54
# Includes Pledged with Banks of ₹ 712.08 lakhs		
7. Other Non-Current Assets (Unsecured, Considered Good)		
Advances for Capital Goods	236.40	68.88
Total	236.40	68.88
8. Inventories		
At Lower of Cost or Net Realisable Value		
Raw Materials	6,105.65	4,957.52
Packing Material	68.10	46.59
Work-in-Process	1,547.87	1,633.83
Finished Goods	118.39	123.14
Stores & Spares	832.64	655.53
At Estimated Realisable Value		
Scraps	3.41	3.42
Total	8,676.06	7,420.03
9. Investments (Current)		
Investments carried at Fair Value through Profit & Loss		
Investments in Mutual Funds (Unquoted)	-	1,018.18
Investments in Equity Shares (Quoted)	278.47	596.86
Total	278.47	1,615.04

MANAKSIA STEELS LIMITED

Notes to Financial Statements as at and for the year ended March 31,2020

 As at
 March 31,2020
 ₹ in Lacs

 As at
 March 31,2019
 ₹ in Lacs

9.1 Investments in Mutual Funds (Unquoted)

Particulars	No. of Units	Amt. in ₹ Lacs	No. of Units	Amt. in ₹ Lacs
SBI Liquid Fund Direct Growth (NAV : 2,928.5700)	-	-	21,943.067	642.62
IDFC Cash Fund-Growth-(Regular Plan) (NAV : 2,257.4470)	-	-	7,763.610	175.26
IDFC Bond Fund-Short Term Plan-Growth-(Regular Plan) (NAV : 38.0795)	-	-	526,011.252	200.30
Total		-		1,018.18

9.2 Investments in Equity Shares (Quoted)

Particulars	No. of Sh.	Amt. in ₹ Lacs	No. of Sh.	Amt. in ₹ Lacs
Aditya Birla Capital Ltd. (FV : ₹ 10)	12,900	5.44	12,900	12.54
Ajanta Pharma Ltd. (FV : ₹ 2)	379	5.18	379	3.92
Amtek Auto Ltd. (FV : ₹ 2)	17,000	0.47	17,000	0.47
AXISCADES Engineering Technologies Ltd. (FV : ₹ 5)	5,200	1.46	5,200	3.21
Bank of Baroda (FV : ₹ 2)	10,100	5.41	8,500	10.94
Bharat Heavy Electricals Ltd. (FV : ₹ 2)	30,600	6.36	30,600	22.93
BSE Ltd. (FV : ₹ 2)	1,270	3.77	1,270	7.76
CESC Ltd. (FV : ₹ 10)	500	2.04	500	3.65
CESC Ventures Limited (FV : ₹ 10)	100	0.12	100	0.62
Clariant Chemicals India Ltd. (FV : ₹ 10)	4,325	9.83	4,325	15.76
CMI Ltd. (FV : ₹ 10)	5,435	1.08	5,435	7.51
Cochin Shipyard Ltd. (FV : ₹ 10)	2,876	7.66	2,876	11.26
Dhanuka Agritech Ltd. (FV : ₹ 2)	1,345	4.37	1,345	5.24
Digicontent Ltd. (FV : ₹ 2)	4,012	0.17	-	-
Dynamatic Technologies Ltd. (FV : ₹ 10)	535	2.48	535	8.63
Engineers India Ltd. (FV : ₹ 5)	3,800	2.28	3,800	4.46
Fiem Industries Ltd. (FV : ₹ 10)	170	0.43	170	0.87
Ganesh Housing Corporation Ltd. (FV : ₹ 10)	11,700	2.08	11,700	7.10
GFL Ltd. (FV : ₹ 1)	11,280	9.26	12,180	134.56
GHCL Limited (FV : ₹ 10)	3,200	2.85	2,150	5.29
GMR Infrastructure Ltd. (FV : ₹ 1)	38,200	6.25	80,500	15.94
Greaves Colton Ltd. (FV : ₹ 2)	3,075	2.14	4,300	5.99
Gujarat Fluorochemicals Ltd. (FV : ₹ 1)	11,280	32.26	-	-
Gujarat Hotels Ltd. (FV : ₹ 10)	8,290	6.94	8,290	8.77
Hindustan Media Ventures Ltd. (FV : ₹ 10)	5,700	2.17	5,700	6.40
HT Media Limited (FV : ₹ 2)	16,050	1.61	16,050	7.22
International Travel House Ltd. (FV : ₹ 10)	4,350	1.97	4,350	6.04
ITD Cementation India Ltd. (FV : ₹ 1)	3,000	0.89	3,000	3.95
Jagran Prakashan Limited (FV : ₹ 2)	8,449	3.85	8,449	10.64
LIC Housing Finance Ltd. (FV : ₹ 2)	1,770	4.16	1,945	10.35
Lupin Ltd. (FV : ₹ 2)	985	5.81	985	7.29
Madhucon Projects Ltd. (FV : ₹ 1)	34,750	0.56	34,750	2.76
Mangalore Refinery & Petrochemicals Ltd (FV : ₹ 10)	5,750	1.33	5,750	4.27
Mcleod Russel India Limited (FV : ₹ 5)	6,300	0.13	3,300	2.83
Meghmani Organics Ltd. (FV : ₹ 1)	9,500	3.52	9,500	5.80
Mercator Limited (FV : ₹ 1)	16,000	0.10	16,000	1.10
NLC India Ltd. (FV : ₹ 10)	6,250	2.74	6,250	4.34
Oil India Ltd. (FV : ₹ 10)	2,500	2.07	1,589	2.95
Pennar Engineered Building Systems Ltd. (FV : ₹ 10)	-	-	8,400	4.77
Pennar industries Ltd. (FV : ₹ 5)	19,000	2.68	-	-
Pokarna Limited (FV : ₹ 2)	2,640	1.32	2,640	4.51
Reliance Capital Ltd. (FV : ₹ 10)	2,105	0.09	2,105	4.30
Reliance Nippon Life Asset Management Ltd. (FV : ₹ 10)	-	-	2,000	4.19
Repco Home Finance Ltd. (FV : ₹ 10)	840	0.99	840	3.90
Solara Active Pharma Sciences Ltd. (FV : ₹ 10)	-	-	200	0.84
Spencer's Retail Ltd. (FV : ₹ 5)	300	0.22	300	0.48
Star Cement Ltd. (FV : ₹ 1)	141,985	96.76	144,000	141.77
Strides Pharma Science Ltd. (FV : ₹ 10)	1,200	3.87	1,200	5.67
Tata Motors Ltd. (FV : ₹ 2)	13,850	9.84	13,850	24.13
Texmaco Rail and Engineering Ltd. (FV : ₹ 1)	20,933	4.08	20,933	14.44
Titagarh Wagons Ltd. (FV : ₹ 2)	4,200	1.05	4,200	2.94
Unitech Ltd. (FV : ₹ 2)	60,000	0.75	60,000	0.81
United Bank of India (FV : ₹ 10)	24,500	1.10	24,500	2.72
Vodafone Idea Ltd. (FV : ₹ 10)	144,736	4.49	44,000	8.03

Notes to Financial Statements as at and for the year ended March 31,2020

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
9.2 Investments in Equity Shares (Quoted) (contd.)		
Aggregate Amount & Market Value of Current Investments :		
Quoted	278.47	596.86
Unquoted	-	1,018.18
10. Trade Receivables		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Trade Receivables	4,252.73	8,128.14
Total	4,252.73	8,128.14
11. Cash and Cash Equivalents		
Financial Assets carried at Amortised Cost		
Balances with Banks	2,267.70	835.01
Cheques on Hand	-	360.75
Cash on Hand	14.37	12.48
Total	2,282.07	1,208.24
12. Other Bank Balances		
Financial Assets carried at Amortised Cost		
Fixed Deposits with Banks with original maturity of More than 3 months but less than 12 months #	88.32	-
Total	88.32	-
# Pledged with Banks		
13. Loans (Current)		
Financial Assets carried at amortised cost (Unsecured, Considered Good)		
Loans to Body Corporates	100.00	-
Total	100.00	-
14. Other Financial Assets (Current)		
Financial Assets carried at amortised cost (Unsecured, Considered Good)		
Interest Receivables on Inter Corporate Loans	7.38	6.45
Interest Accrued on Investment in Bonds	1.04	1.04
Advances to Employees	102.60	96.55
Total	111.02	104.04
15. Other Current Assets		
(Unsecured, Considered Good)		
Balances with Statutory Authorities	847.83	910.64
Export Incentives Receivable	109.61	114.10
Advances to Vendors	1,606.01	630.48
Prepaid Expenses	25.43	38.35
Total	2,588.88	1,693.57
16. Current Tax Assets (Net)		
Advance Tax (Net of Provision for Income Tax)	183.41	48.99
Total	183.41	48.99

Notes to Financial Statements as at and for the year ended March 31,2020

	As at March 31,2020 ₹ in Lacs		As at March 31,2019 ₹ in Lacs	
17. Equity Share Capital				
a) Authorised:				
7,50,00,000 Equity Shares of ₹ 1/- each (P.Y. 7,50,00,000 Equity Shares of ₹ 1/- each)		750.00 750.00		750.00 750.00
b) Issued, Subscribed and Paid-up Capital				
6,55,34,050 Equity Shares of ₹ 1/- each fully paid up (P.Y. 6,55,34,050 Equity Shares of ₹ 1/- each fully paid up)		655.34 655.34		655.34 655.34
c) Details of shareholders holding more than 5% shares in the Company				
	As at March 31,2020		As at March 31,2019	
Name of Shareholders	No. of shares	% Holding	No. of shares	% Holding
Varun Agrawal	12,761,241	19.47	12,494,810	19.07
Suresh Kumar Agrawal	12,350,360	18.85	12,350,360	18.85
Chandrakala Agrawal	10,750,000	16.40	10,750,000	16.40
Payal Agrawal	12,786,218	19.51	9,836,218	15.01
d) Reconciliation of the shares outstanding is set out below:				
		2019-20 No. of shares		2018-19 No. of shares
Equity Shares				
At the beginning of the Year		65,534,050		65,534,050
Add : Changes during the year		-		-
Outstanding at the end of the Year		65,534,050		65,534,050
e) Terms/rights attached to each class of shares				
Equity Shares:				
The Company has only one class of equity shares having a par value of ₹ 1/-. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
18. Other Equity		As at March 31,2020		As at March 31,2019
A. Securities Premium				
As per last Balance Sheet		4,673.93		4,673.93
Add: Addition during the Year		-		-
Balance as at the end of the Year		4,673.93		4,673.93
B. General Reserve				
As per last Balance Sheet		8,138.32		8,138.32
Add: Addition during the Year		-		-
Balance as at the end of the Year		8,138.32		8,138.32
C. Capital Reserve				
As per last Balance Sheet		5.00		5.00
Add: Addition during the Year		-		-
Balance as at the end of the Year		5.00		5.00
D. Surplus in the statement of profit and loss				
As per last Balance Sheet		5,174.63		4,142.97
Add : Profit for the Year		870.18		1,031.66
Balance as at the end of the Year		6,044.81		5,174.63
E. Other Comprehensive Income				
i) Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans				
As per last Balance Sheet		1.68		1.92
Add: Addition during the Year		(6.21)		(0.24)
Balance as at the end of the Year		(4.53)		1.68
ii) Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI				
As per last Balance Sheet		-		-
Add: Addition during the Year		(188.17)		-
Balance as at the end of the Year		(188.17)		-
		18,669.36		17,993.56

Notes to Financial Statements as at and for the year ended March 31,2020

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
19. Borrowings (Non-Current)		
Financial Liabilities carried at amortised cost		
Secured		
Term Loan from Financial Institution (Secured against Car)	46.52	-
Less:- Current Maturities of Long term Loan	(5.31)	
Total	41.21	-
20. Provisions (Non-Current)		
Provisions for Employee Benefits		
Gratuity (Refer Note 39)	103.37	108.11
Total	103.37	108.11
21. Deferred Tax Liability (Net)		
Deferred Tax Liability		
Timing difference in depreciable assets	471.11	644.92
Deferred Tax Asset		
Expenses allowable against taxable income in future years	(410.47)	(315.22)
Net Deferred tax Liability	60.64	329.70
22. Borrowings (Current)		
Financial Liabilities carried at amortised cost		
Secured		
From Banks		
Buyers' Credit (Term Loan)	3,690.13	-
Loans Repayable on Demand		
Rupee Loan	311.73	-
Total	4,001.86	-
Notes :		
The Company's Working Capital facilities are secured by First Charge on the current assets of the Company ranking pari passu with the respective Working Capital Bankers.		
The amount is further secured on second charge basis on fixed assets of the Company ranking pari passu with the respective Working Capital Bankers.		
23. Trade Payables		
Financial Liabilities carried at amortised cost		
Total outstanding dues of micro and small enterprises*	80.41	115.50
Total outstanding dues of creditors other than micro and small enterprises	4,864.27	8,098.55
Total	4,944.68	8,214.05

***Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development ('MSMED') Act, 2006**

(i) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year

Principal amount due to micro and small enterprise	80.41	115.50
Interest due on above	-	-

(ii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;

(iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;

(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and

Notes to Financial Statements as at and for the year ended March 31,2020

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
23. Trade Payables (contd.)		
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
<p>The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.</p>		
24. Other Financial Liabilities (Current)		
Financial Liabilities carried at amortised cost		
Interest accrued but not due on borrowings	2.80	-
Current Maturities of Long term Loan	5.31	-
Liabilities for Expenses	719.92	730.05
Financial Liabilities carried at Fair Value through Profit & Loss		
Derivative financial instruments - Foreign Currency Forward Contracts Payable	125.69	4.63
Total	853.72	734.68
25. Other Current Liabilities		
Contract Liability	23.89	20.19
Statutory Dues	39.66	32.81
Total	63.55	53.00
26. Provisions (Current)		
Provisions for Employee Benefits Gratuity (Refer Note 39)	49.90	36.39
Total	49.90	36.39

Notes to Financial Statements as at and for the year ended March 31,2020	For the year ended March 31,2020 ₹ in Lacs	For the year ended March 31,2019 ₹ in Lacs
27. Revenue from Operations		
Sale of Products	48,390.52	68,690.24
Sale of Services	320.70	93.60
Other Operating Income	68.35	86.87
Total	48,779.57	68,870.71
28. Other Income		
Interest Income	189.83	132.86
Income from Investments carried at Fair Value through Profit and Loss		
Dividend Income	286.89	7.87
Fair Value changes of Investments in Current Investments	(314.91)	(92.10)
Gain/(Loss) on Sale of Equity Shares	4.54	14.33
Gain/(Loss) on Redemption of Mutual Funds	115.64	67.51
Other Miscellaneous Income	-	25.65
Total	281.99	156.12
29. Cost of Materials Consumed		
Opening Stock	4,957.52	10,348.87
Add : Purchases including Traded Goods	42,881.17	55,182.39
Less : Closing Stock	6,105.65	4,957.52
	41,733.04	60,573.74
30. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		
Opening Stock		
Finished Goods	123.14	177.03
Work in Progress	1,633.83	1,378.24
Scrap	3.42	3.08
	1,760.39	1,558.35
Closing Stock		
Finished Goods	118.39	123.14
Work in Progress	1,547.87	1,633.83
Scrap	3.41	3.42
	1,669.67	1,760.39
Total (Increase) / Decrease	90.72	(202.04)
31. Employee Benefits Expense		
Salaries, Wages and Bonus	1,057.61	998.83
Contribution to Provident & other funds	59.36	53.87
Staff Welfare Expenses	246.42	247.14
Total	1,363.39	1,299.84
32. Finance Costs		
Interest Expenses	42.54	83.65
Interest on Lease Liability (Refer Note 41)	16.06	-
Other Borrowing Cost	98.91	188.94
Total	157.51	272.59

Notes to Financial Statements as at and for the year ended March 31,2020	For the year ended March 31,2020 ₹ in Lacs	For the year ended March 31,2019 ₹ in Lacs
33. Other Expenses		
Consumption of Stores and Consumables		
Indigenous	389.61	582.29
Imported	82.08	53.20
Power & Fuel	1,469.78	1,564.93
Processing Charges	6.96	17.01
Carriage Inward	57.59	56.88
Repairs to:		
Building	53.75	87.53
Machinery	104.74	287.47
Others	2.63	2.04
Other Manufacturing Expenses	326.13	370.03
Rent	1.20	11.77
Insurance	38.18	33.28
Rates & Taxes	35.21	47.15
Packing Expenses	283.04	212.59
Freight, Forwarding and Handling Expenses	218.25	226.58
Communication Expenses	15.90	15.39
Travelling & Conveyance	233.29	208.50
Foreign Currency Fluctuation Loss (Net)	252.42	565.17
Auditors' Remuneration		
As Auditors	6.00	6.00
For Taxation matters	0.50	1.00
For Other services	4.00	0.70
Donations #	39.47	63.30
Loss on sale of Fixed Assets	2.10	-
Other Miscellaneous Expenses	531.61	473.72
Total	4,154.44	4,886.53

Includes an amount of Rs. 35.11 Lacs (2018-19 : Rs. 35.61 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee had been formed by the Company. The funds are utilized on the activities which are specified in Schedule VII of the Act. The utilization is done by way of contribution towards various activities.

The details relating to Corporate Social Responsibility (CSR) expenditure during the year are as follows :

Particulars	2019-20	2018-19
a) Gross amount required to be spent by the Company during the year	38.26	32.73
b) Amount spent during the year		
1. Construction/ acquisition of any assets	-	-
2. On purpose other than (1) above		
(i) Education and Skill Development	35.11	35.61

Notes to Financial Statements as at and for the year ended March 31,2020
34. Effective Tax Reconciliation

The reconciliation of Estimated Income Tax to Income Tax Expense is as below :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
A. Amount recognized in profit or loss		
Current Tax		
Current period	310.00	655.00
Changes in respect of current income tax of previous years	-	-
(a)	310.00	655.00
Deferred Tax		
Attributable to -		
Origination and reversal of temporary differences	203.69	35.33
(b)	203.69	35.33
Tax expenses reported in the Standalone Statement of Profit and Loss (a-b)	106.31	619.67
B. Income tax recognized in Other Comprehensive Income		
Deferred tax relating to items recognized in other comprehensive income during the year	65.37	0.13
Income tax expense charged to Other Comprehensive Income	65.37	0.13

C. Reconciliation of tax expense and the accounting profit for March 31, 2020 and March 31, 2019:

Amount in ₹ Lacs

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Accounting profit before income tax	976.49	1,651.33
Statutory Income Tax rate*	25.168%	34.944%
Tax at the applicable India tax rate	245.76	577.04
Tax impact on amounts that are adjusted in determining taxable profit:		
Difference between depreciation as per IT Act and depreciation as per books	42.22	2.00
Income Exempt from Tax / Items not deductible	17.31	21.49
Other adjustments	4.70	54.47
	310.00	655.00

* The company has opted to apply concessional rate of taxation as per the provisions of Section 115BAA of the Income Tax Act, 1961 made effective for financial year 2019-20 pursuant to Taxation Laws(Amendment) Ordinance, 2019 dated September 2019. Accordingly, the provision for Income tax and Deferred tax balances have been recorded/ re-measured using the new tax rates and the resultant impact is recognized in the statement of Profit and loss for the year ended 31st March 2020.

D. Recognized deferred tax assets and liabilities:

Amount in ₹ Lacs

	Balance as on	(Charged)/	(Charged)/	Balance as on
	April 1, 2019	credited to	credited to OCI	March 31, 2020
		profit or loss		
Property, plant and equipment	(644.93)	253.56	-	(391.38)
Other assets	61.81	60.50	63.29	185.59
Financial Liabilities	-	(39.58)	-	(39.58)
Provisions	253.42	(70.76)	2.08	184.73
Total	(329.70)	203.69	65.37	(60.64)
	Balance as on	(Charged)/	(Charged)/	Balance as on
	April 1, 2018	credited to	credited to OCI	March 31, 2019
		profit or loss		
Property, plant and equipment	(639.97)	(4.96)	-	(644.93)
Other assets	29.34	32.47	-	61.81
Financial Liabilities	-	-	-	-
Provisions	245.47	7.82	0.13	253.42
Total	(365.16)	35.33	0.13	(329.70)

Notes to Financial Statements as at and for the year ended March 31,2020
34. Effective Tax Reconciliation
E. Deferred tax reflected in the Balance Sheet as follows:

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Deferred tax assets	371.78	315.23
Deferred tax liabilities	(432.42)	(644.93)
Deferred tax assets / (liabilities) (net)	(60.64)	(329.70)

35. Contingencies and Commitments
I) Contingent Liabilities

Claims against the company/ disputed liabilities not acknowledged as Debts

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Service Tax & Excise Duty	4.98	1.53
Income Tax	58.37	-
Demand by Haldia Development Authority towards Land Premium	332.50	332.50
Stamp Duty for Registration of Land	49.45	49.45
Total	445.30	383.48

II) Guarantees given

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Guarantees given by the Company not acknowledged as debt	244.83	246.35
Total	244.83	246.35

36. Earnings per share

Particulars	March 31,2020	March 31,2019
Profit as per Statement of Profit and Loss (₹ in lacs)	870.18	1,031.66
Weighted average number of equity shares	65,534,050	65,534,050
Nominal value per equity share (₹)	1.00	1.00
Earnings per share - Basic and Diluted (₹)	1.33	1.57

37. Entry Tax

The Company has made a provision of ₹ Nil Lakhs (Previous Year ₹ Nil Lakhs) towards Entry Tax in relation to matter under litigation/ dispute as shown below :

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Opening Balance	580.69	580.69
Provisions made during the year	-	-
Closing Balance	580.69	580.69

Notes to Financial Statements as at and for the year ended March 31, 2020
38. Related Party Disclosures
List of Related Parties :

<u>1. Subsidiary & Step-down Subsidiaries</u>	<u>Relation</u>	<u>Country of Incorporation</u>	<u>Extent of Holding</u>
Technomet International FZE	Subsidiary	United Arab Emirates	100%
Federated Steel Mills Limited	Step-down Subsidiary	Nigeria	100%
Far East Steel Industries Limited	Step-down Subsidiary	Nigeria	100%
Sumo Agrochem Limited	Step-down Subsidiary	Nigeria	100%
2. Key Managerial Personnel			
Sri Varun Agrawal	Managing Director		
Sri Vineet Agrawal	Chief Executive Officer		
Sri Rajesh Singhanian	Chief Financial Officer		
Sri Ajay Sharma	Company Secretary		
3. Other Directors			
Sri Suresh Kumar Agrawal	Non-Executive Director		
Sri Ajay Kumar Chakraborty	Independent Director		
Sri Kali Kumar Chaudhury	Independent Director		
Sri Ramesh Kr. Maheshwari	Independent Director		
Smt. Smita Khaitan	Independent Director		
Sri Mrinal Kanti Pal	Non-Executive Director		
4. Entities over which KMPs and their relatives have significant influence (with whom transactions have taken place during the year)			
Manaksia Limited	Jebba Paper Mills Limited		
Manaksia Aluminium Company Limited	Vajra Machineries Private Limited		
MINL Limited	Sumo Steels Limited		
Dynatech Industries Ghana Limited	Mark Steels Limited		

The following table summarises Related-Party Transactions and Balances included in the Financial Statements as at and for the year ended March 31, 2020 and March 31, 2019 :

<u>Nature of Transactions</u>	<u>Subsidiary & Step-down Subsidiaries (1)</u>	<u>Key Managerial Personnel & Other Directors (2+3)</u>	<u>Entities where KMP and relatives have significant influence (4)</u>	<u>Amount in ₹ Lacs</u>
				<u>Total</u>
Salary and Other Benefits	-	488.15	-	488.15
	-	484.78	-	484.78
Meeting Fees	-	3.01	-	3.01
	-	3.21	-	3.21
Sale of Goods	386.39	-	26,917.06	27,303.45
	663.92	-	39,575.47	40,239.39
Purchase of Goods	-	-	12.36	12.36
	-	-	3.88	3.88
Service rendered	-	-	55.12	55.12
	-	-	110.44	110.44
Service received	-	-	5.06	5.06
	-	-	9.91	9.91
Interest Income recognised	-	-	19.00	19.00
	-	-	49.69	49.69
Investment made in Equity Share	-	-	977.72	977.72
	-	-	-	-
Loan Given	-	-	-	-
	-	-	200.00	200.00
Loan Refunded	-	-	-	-
	-	-	200.00	200.00
Outstanding Receivables	105.21	-	2,378.91	2,484.12
	190.30	-	5,129.76	5,320.06
Outstanding Payable	-	-	104.43	104.43
	-	-	130.49	130.49
Outstanding Investment in Equity	2,487.46	-	977.72	3,465.18
	2,487.46	-	-	2,487.46
Interest Receivable	-	-	6.45	6.45
	-	-	6.45	6.45

Note : Figures in italics represent comparative figures of previous years.

Notes to Financial Statements as at and for the year ended March 31,2020
39. Employee Benefits
I) Defined Contribution Plan

Contribution to defined contribution plan, recognized are charged off during the year as follows :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Employers' Contribution to Provident Fund	50.84	44.35

II) Defined Benefit Plan

Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

a) Change in Defined Benefit Obligations :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Present Value of Defined Benefit Obligations at beginning of year	144.50	128.93
Current Service cost	5.11	8.26
Interest cost	10.55	9.80
Past Service Cost	-	-
Re-measurement (or Actuarial (gains)/ losses) arising from :		
Change in financial assumptions	6.12	2.28
Experience Variance (i.e. Actual experience vs assumptions)	2.18	(1.92)
Benefits paid	(15.18)	(2.85)
Present Value of Defined Benefit Obligations at the end of year	153.28	144.50

b) Net Liability recognised in Balance Sheet :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Net Liability recognised in Balance Sheet at beginning of year	144.50	128.93
Expense recognised in Statement of Profit and Loss	15.66	18.06
Expense recognised in Other Comprehensive Income	8.29	0.37
Employer contributions	(15.18)	(2.85)
Net Liability recognised in Balance Sheet at end of year	153.28	144.50

c) Expenses recognised in the Statement of Profit and Loss consist of :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Current Service Cost	5.11	8.26
Past Service Cost	-	-
Loss / (Gain) on settlement	-	-
Net Interest Expense on the Net Defined Benefit Liability	10.55	9.80
Net Amounts recognised	15.66	18.06

d) Expenses recognised in the Other Comprehensive Income consist of :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Actuarial (gains) / losses due to :		
Change in financial assumptions	6.12	2.28
Experience Variance (i.e. Actual experience vs assumptions)	2.18	(1.92)
Net Amounts recognised	8.30	0.37

Notes to Financial Statements as at and for the year ended March 31,2020
39. Employee Benefits (contd.)
e) Actuarial Assumptions

Particulars	March 31,2020	March 31,2019
Financial Assumptions		
Discount Rate p.a.	6.50%	7.30%
Rate of increase in salaries p.a.	5.00%	5.00%
Demographic Assumptions		
Mortality Rate	100% (% of IALM 12-14)	100% (% of IALM 06-08)
Normal Retirement Age	58 Years	58 Years
Attrition Rates, based on age (% p.a.) For all ages	2.00	2.00

f) Sensitivity Analysis

Significant actuarial assumptions for the determination of the define benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have determind based on reasonably possible changes of the assumptions occuring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	Amount in ₹ Lacs			
	March 31,2020		March 31,2019	
Defined Benefit Obligation (Base)	153.27		144.50	
Particulars	March 31,2020		March 31,2019	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	161.88	145.72	152.80	137.22
% change compared to base due to sensitivity	5.62%	-4.93%	5.74%	-5.04%
Salary Growth Rate (- / + 1%)	145.32	162.20	136.75	153.20
% change compared to base due to sensitivity	-5.19%	5.82%	-5.36%	6.02%
Attrition Rate (- / + 50%)	152.49	153.97	143.19	145.68
% change compared to base due to sensitivity	-0.51%	0.45%	-0.91%	0.81%
Mortality Rate (- / + 10%)	153.06	153.49	144.23	144.78
% change compared to base due to sensitivity	-0.14%	0.14%	-0.19%	0.19%

g) Maturity Profile of Defined Benefit Obligation

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Weighted average duration (based on discounted cashflow)	6 Years	6 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	49.90	36.39
2 to 5 years	47.96	63.14
6 to 10 years	55.01	48.71
More than 10 years	86.73	98.61

h) Summary of Assets and Liability (Balance Sheet Position)

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Present value of Obligation	153.27	144.50
Fair Value of Plan Assets	-	-
Unrecognized Past Service Cost	-	-
Effects of Asset Celling	-	-
Net Asset / (Liability)	(153.27)	(144.50)

i) Windup Liability / Discontinuance Liability

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Discontinuance Liability *	176.34	170.39
Present Value of Obligation	153.28	144.50
Ratio (PV of Obligation / Discontinuance Liability)	87%	85%

* Discontinuance Liability is the amount that would be payable to the employees if all the obligations were to be settled immediately. It has been calculated ignoring the vesting criteria.

Notes to Financial Statements as at and for the year ended March 31, 2020

40. Disclosures on Financial Instruments

I) Financial Instruments by Category

As at March 31, 2020

Amount in ₹ Lacs

Particulars	Amortised Cost	Fair Value through OCI	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets					
Investments	2,540.05	726.26	278.47	3,544.79	3,544.79
Trade Receivables	4,252.73	-	-	4,252.73	4,252.73
Cash and Cash Equivalents	2,282.07	-	-	2,282.07	2,282.07
Other Bank Balances	88.32	-	-	88.32	88.32
Loans	115.83	-	-	115.83	115.83
Other Financial Assets	2,782.77	-	-	2,782.77	2,782.77
Total Financial Assets	12,061.77	726.26	278.47	13,066.51	13,066.51
Financial Liabilities					
Borrowings	4,043.07	-	-	4,043.07	4,043.07
Lease Liability	157.27	-	-	157.27	157.27
Trade Payables	4,944.68	-	-	4,944.68	4,944.68
Other Financial Liabilities	728.03	-	125.69	853.73	853.73
Total Financial Liabilities	9,873.06	-	125.69	9,998.75	9,998.75

As at March 31, 2019

Amount in ₹ Lacs

Particulars	Amortised Cost	Fair Value through OCI	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets					
Investments	52.60	-	1,615.04	1,667.64	1,667.64
Trade Receivables	8,128.14	-	-	8,128.14	8,128.14
Cash and Cash Equivalents	1,208.24	-	-	1,208.24	1,208.24
Other Bank Balances	-	-	-	-	-
Loans	19.45	-	-	19.45	19.45
Other Financial Assets	427.58	-	-	427.58	427.58
Total Financial Assets	9,836.01	-	1,615.04	11,451.05	11,451.05
Financial Liabilities					
Borrowings	-	-	-	-	-
Lease Liability	-	-	-	-	-
Trade Payables	8,214.05	-	-	8,214.05	8,214.05
Other Financial Liabilities	730.05	-	4.63	734.67	734.67
Total Financial Liabilities	8,944.10	-	4.63	8,948.73	8,948.73

Notes to Financial Statements as at and for the year ended March 31,2020
40. Disclosures on Financial Instruments (contd.)
II) Fair Value Hierarchy

All Financial Assets & Financial Liabilities are carried at amortised cost except Current Investments and Foreign Currency Forward Contracts, which have been fair valued using Level 1 & Level 2 Hierarchy respectively.

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table represents the fair value hierarchy of Financial Assets and Financial Liabilities measured at Fair Value on a recurring basis :

Particulars	Fair Value Hierarchy Level	Amount in ₹ Lacs	
		March 31,2020	March 31,2019
Financial Assets			
Investments (Non-Current)	Level 1	726.26	-
Investments (Current)	Level 1	278.47	1,615.04
Financial Liability			
Derivative financial instruments - Foreign Currency Forward Contracts	Level 2	125.69	4.63

III) Financial Risk Management

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company's focus is on foreseeing the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

a) Market Risk -

Market Risk Comprises of Foreign Currency Exchange Rate Risk, Interest Rate Risk & Equity Price Risk

i) Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have a potential impact on the Statement of Profit and Loss and Equity, where any transactions are denominated in a currency other than the functional currency of the Company. The Company operates both in domestic market and internationally and consequently the Company is exposed to foreign exchange risk through its sales in overseas countries, and purchases from overseas suppliers in foreign currencies.

The Company's Exchange Rate Risk exposure is primarily due to Trade Payables, Trade Receivables and Borrowings in the form of Buyers' Credit denominated in foreign currencies. The Company uses foreign exchange and forward contracts primarily to hedge foreign exchange exposure.

The following table analyzes foreign currency risk from financial instruments:-

Particulars		Amount in ₹ Lacs	
		March 31,2020	March 31,2019
Exposure Currency (USD)			
Financial Liabilities			
Trade Payables		3,996.43	7,390.32
Buyer's Credit (Loan Taken)		3,690.13	-
	A :-	7,686.55	7,390.32
Financial Assets			
Trade Receivable		2,461.80	4,949.10
Bank Balance in EEFC		2,254.87	50.60
	B :-	4,716.67	4,999.70
Total	A - B :-	2,969.88	2,390.63

Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency forward to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution.

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining maturity period.

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Less than 1 year		
Forward Contract (Currency - USD) to cover both present and future export receivables	2,900.10	-
Forward Contract (Currency - USD) to cover both present and future export payables	-	1,512.49
Total derivative financial instruments	2,900.10	1,512.49

An appreciation/depreciation of the foreign currencies with respect to functional currency of the Company by 50 paise would result in an decrease/increase in the Company's Net Profit before Tax by approximately ₹ 38.40 lacs for the year ended March 31, 2020 (March 31, 2019 : ₹ 17.28 lacs)

Notes to Financial Statements as at and for the year ended March 31,2020
40. Disclosures on Financial Instruments (contd.)
ii) Interest Rate Risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. The Company does not have any interest bearing liabilities having floating rate of interest. Hence, the Company does not have any material exposure to Interest Rate Risk.

iii) Security Price Risk

Security price risk is related to change in market reference price of investments in equity securities held by the Company. The fair value of quoted investments held by the Company exposes the Company to equity price risks. In general, these investments are held for trading purposes.

The fair value of investments in equity and mutual funds, classified as Fair Value through Profit & Loss as at March 31, 2020 and March 31, 2019, was ₹ 278.47 lacs and ₹ 1615.04 lacs respectively.

A 10% change in prices of such securities held as at March 31, 2020 and March 31, 2019, would result in an impact of ₹ 27.84 lacs and ₹ 161.50 lacs respectively on Profit before tax .

Similarly, The fair value of investments in equity instrument, classified as Fair Value through Other Comprehensive Income as at March 31, 2020 and March 31, 2019, was ₹ 726.26 lacs and Nil lacs respectively.

A 10% change in prices of such securities held as at March 31, 2020 and March 31, 2019, would result in an impact of ₹ 72.63 lacs and Nil lacs respectively on profit before tax.

b) Liquidity Risk -

Liquidity risk refers to the risk that the Company may not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The following table shows a maturity analysis of the Company's Financial Liabilities on the basis of undiscounted contractual payments :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
One Year or less		
Borrowings	4,001.86	-
Trade Payables	4,944.68	8,214.05
Lease Liability	38.58	-
Other Financial Liabilites	853.72	734.68
More than One Year		
Borrowings	41.21	-
Trade Payables	-	-
Lease Liability	118.69	-
Other Financial Liabilites	-	-

c) Credit Risk -

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness.

Financial instruments that are subject to credit risk principally consist of Trade Receivables, Loans Receivables, Investments, Cash and Cash Equivalents and Financial Guarantees provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk.

The Company has a policy of dealing only with credit worthy counter parties as a means of mitigating the risk of financial loss from defaults. The Company manages risks through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

Notes to Financial Statements as at and for the year ended March 31,2020
41. Leases

Effective 1st April, 2019, the Company adopted Ind AS 116 “Leases” and applied to all lease contracts, identified under Ind AS 17, existing on 1st April, 2019 using the modified retrospective method on the date of initial application.

Lessor accounting under Ind AS 116 is substantially unchanged compared to Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where the Company is the lessor. Pursuant to adoption of Ind AS 116, the Company recognised right-of-use assets and lease liabilities for those leases which were previously classified as operating leases, except for short-term leases and leases of low-value assets. The Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on 31st March, 2019. There is no impact on retained earnings as on 1st April, 2019.

Company as a Lessee

The company has applied Ind As 116 Leases for the first time . The nature and effect of the changes as a result of adoption of this new accounting standard is described in the Notes of Accounting Policies.

Impact on Balance Sheet (Increase/Decrease)

Particulars	₹ in Lacs	
	31st March 2020	1st April 2019
Assets		
Right of Use Assets(Refer Note No. 3.3)		
a) Leasehold Land*	158.27	160.41
b) Buildings	153.74	-
Liabilities		
Lease Liabilities	157.27	-

Impact on Statement of Profit and Loss (Decrease in Profit)

Particulars	₹ in Lacs	
	31st March 2020	
Depreciation and Amortisation		33.05
Other Income - Interest Income		(0.91)
Other Expenses		(36.73)
Finance Cost		16.06
Income Tax Expenses		(9.78)
Loss/(Profit) for the period		1.69

Impact on Statement of Cash Flows

Particulars	₹ in Lacs	
	31st March 2020	
Payment of principal portion of lease liabilities		20.67
Payment of Interest portion of lease liabilities		16.06
Net Cash flows used in financial activities		36.73

There is no material impact on other comprehensive income or the basic and diluted earning per share.

The Company has lease contracts for Guest House and office spaces used in its operations. These have lease terms of 6 years. Company also hold leasehold land having lease terms of 90 years.

Notes to Financial Statements as at and for the year ended March 31,2020
41. Leases (contd.)

Set out below are the carrying amounts of right-of-use assets recognised and the movement during the period:

Particulars	₹ in Lacs
	Amount
Initial recognition on adoption of Ind AS 116	-
Reclassified from PPE to ROU asset on adoption of Ind AS 116	160.41
As at 1st April 2019	160.41
Addition during the year	184.65
Depreciation Expense	(33.05)
As at 31st March 2020	312.01

Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	₹ in Lacs
	31st March 2020
As at 1st April 2019	-
Addition during the year	177.94
Accretion of interest	16.06
Payments	(36.73)
As at 31st March 2020	157.27
Current	38.58
Non Current	118.69

The incremental borrowing rate for lease liabilities is 10.00%, with maturity between 2024-2025

The following are the amounts recognised in statement of Profit and Loss:

Particulars	₹ in Lacs
	31st March 2020
Depreciation expense of right-of use assets	33.05
Interest expenses on lease liabilities	16.06
Expense relating to other leases (including in other expenses)	-
Total amount recognised in Statement of Profit and Loss	49.11

Maturity analysis of lease liabilities are as follows:

	2019-2020
1 Year	38.58
2 to 5 Years	118.69

Notes to Financial Statements as at and for the year ended March 31,2020
42. Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013.

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
a) Loans and advances in the nature of loan to others		
i) Loan to Twenty First Century Securities Ltd		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	-	300.00
It carries rate of interest of 12%.		
ii) Loan to Flextrace Polyplast Private Limited		
Balance at the year end	100.00	-
Maximum amount outstanding at any time during the year	100.00	-
It carries rate of interest of 9%.		
iii) Loan to Calcutta Plastometal Products		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	-	100.00
It carries rate of interest of 15%.		
iv) Loan to Dalmia Laminators Ltd		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	-	150.00
It carries rate of interest of 13%.		
v) Loan to Mark Steels Limited		
Balance at the year end	6.45	6.45
Maximum amount outstanding at any time during the year	6.45	200.00
It carries rate of interest of 12%.		

43. Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations and short term bank borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company. Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances, non current financial assets and current investments. The table below summarises the capital, net debt and net debt to equity ratio of the Company.

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Equity Share Capital	655.34	655.34
Other Equity	18,669.36	17,993.56
Total Equity (A)	19,324.70	18,648.90
Short Term / Long Term Borrowings (Gross Debt) (B)	4,043.07	-
Less: Non - Current Financial Assets	2,671.75	323.54
Less: Current Investments	278.47	1,615.04
Less: Cash and Cash Equivalents	2,282.07	1,208.24
Less: Other Bank Balances	88.32	-
Net Debt (C)	(1,277.54)	(3,146.81)
Net Debt to Equity (C/A)	-	-

Notes to Financial Statements as at and for the year ended March 31,2020

44 Impact of COVID-19 (Global pandemic)

The COVID-19 pandemic has rapidly spread across the world as well as in India and has caused shutdown of the plant and all offices from March 24, 2020. The Company has resumed operations in a phased manner in line with the directives of the Government of India. The Company's management has made initial assessment of likely adverse impact on business, and believes that the impact is likely to be from short to medium term in nature. The management does not see long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due. The Management has also evaluated the recoverability of receivables and realisability of inventory on hand based on subsequent realisations and customer orders respectively. However, given the uncertainties associated with the eventual outcome, nature and duration of the pandemic, the impact may be different from that estimated as on the date of approval of these financial statements.

45. Balances of some parties (including of Trade receivables and Trade payables) and loans and advances are subject to reconciliation/confirmations from the respective parties. The management does not expect any material differences affecting the financial statement for the year.
46. The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements.
47. Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to conform to the current year presentation.

For AGRAWAL TONDON & CO
Chartered Accountants
 Firm Regn. No. 329088E

For and on behalf of the Board of Directors

Varun Agrawal
(Managing Director)
 DIN - 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
 DIN - 00867865

Kaushal Kejriwal
(Partner)
 Membership No. 308606
 Kolkata
 15th day of July, 2020

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

Consolidated Financial Statement

Independent Auditor's Report

To the Members of **Manaksia Steels Limited**

Report on the audit of Consolidated Ind AS financial statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Manaksia Steels Limited ("the Holding Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2020, and consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 46 to the Consolidated financial statement, which describes the uncertainties and potential impact of the Covid-19 pandemic of the Group's operation and results as assessed by the management. The actual results may differ from such estimates depending upon future developments. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31 March 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
<p>Revenue from Sale of Goods</p> <p>The Group recognizes revenue when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. As described in the accounting policy in note 2(iv) and as reflected in note 27 to the Ind AS Consolidated financial statements, revenue from sale of goods is measured at fair value of the consideration received or receivable, net of returns and allowances and trade discounts.</p> <p>Considering the judgment and estimates involved in revenue recognition, it is considered to be a key audit matter.</p>	<p>Our audit procedure includes the following:</p> <ul style="list-style-type: none"> • Considered the adequacy of the Group’s revenue recognition policy and its compliance in terms of Ind AS 115 “Revenue from contracts with customers’ • Assessed the design and tested the operating effectiveness of the internal financial controls related to revenue recognition. • Performed sample tests of individual sales transaction and traced to sales invoices and other related documents. In respect of the samples selected, tested and the revenue has been recognized in accordance with Ind AS 115. • We discussed and obtained an understanding from the management on the key assumptions applied and inputs used in estimating provisions for discounts, sales incentives and sales returns and compared the same with the past trends and the provision made by the management. <p>Assessed the relevant disclosure made in the consolidated Ind AS financial statement.</p>

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Consolidated Ind AS financial statements and Auditor’s Report Thereon

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included Other Section of Annual Report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it related to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by other auditors.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the Management and those charge with governance for the Consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has an adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group's to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

Other Matters

We did not audit the financial statements / financial information of a subsidiary, incorporated outside India, whose financial statements / financial information reflect total assets of Rs.2,947 lakhs as at 31st March, 2020, total revenue of Rs.503 lakhs, net cash flows amounting to Rs.162 lakhs and net profit after tax of Rs.238 lakhs for the year ended 31st March, 2020, as considered in the consolidated Ind AS financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

The accompanying consolidated Ind AS financial results include unaudited financial statements and other unaudited financial information in respect of three step-down subsidiaries, incorporated outside India, whose financial results include, total assets of Rs.12,818 lakhs as at 31st March, 2020, total revenue of Rs.4,744 lakhs, net cash flows amounting to Rs.1,076 lakhs and net profit/(loss) after tax of Rs.(121) lakhs for the year ended 31st March, 2020, as considered in the consolidated Ind AS financial statements. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of these subsidiaries, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanation given to us by the management, these financial statements and other financial information are not material to the Group. Our opinion is not modified in respect of this matter

Our opinion on the consolidated Ind AS financial statements, and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Other Matter

The comparative consolidated Ind AS financial information of the Holding Company for the corresponding year ended 31st March, 2019 were audited by the predecessor auditor who had expressed an unmodified opinion vide their report dated 30th May, 2019 and reliance has been placed by us on the same for the purpose of this report.

Report on Other Legal and Regulatory Requirements

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 of the aforesaid consolidated Ind AS financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. The Holding Company does not have any subsidiary incorporated in India and accordingly separate report on the adequacy of the internal financial controls of the Group and the operating effectiveness of such controls have not been annexed to this report;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated Ind AS financial statements disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note no. 35 of the Consolidated Ind AS financial statements).
- ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Agrawal Tondon & Co.**
Chartered Accountants
Firm Registration No.- 329088E

Kaushal Kejriwal
(Partner)
Membership No. 308606
UDIN:20308606AAAADA7777

Place: Kolkata
Dated: 15th July, 2020

**MANAKSIA STEELS LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31,2020**

	Notes	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
ASSETS			
I. Non-Current Assets			
a) Property, Plant and Equipment	3	8,425.35	7,451.36
b) Capital Work-in-Progress	3	309.83	2,781.86
c) Intangible Assets	3	0.81	1.22
d) Right-of-Use Asset	3	1,441.93	-
e) Financial Assets			
i) Investments	4	778.86	52.60
ii) Loans	5	24.73	19.45
iii) Other Financial Assets	6	2,671.75	323.54
f) Deferred Tax Assets (Net)	21	48.95	-
g) Other Non-Current Assets	7	253.62	68.88
		<u>13,955.83</u>	<u>10,698.91</u>
II. Current Assets			
a) Inventories	8	13,867.74	8,980.63
b) Financial Assets			
i) Investments	9	278.47	1,615.04
ii) Trade Receivables	10	4,466.61	8,260.94
iii) Cash and Cash Equivalents	11	4,352.27	2,040.12
iv) Other Bank Balances	12	88.32	-
v) Loans	13	100.00	-
vi) Other Financial Assets	14	142.26	139.36
c) Other Current Assets	15	2,898.14	1,735.53
d) Current Tax Assets (Net)	16	181.12	44.02
		<u>26,374.93</u>	<u>22,815.64</u>
TOTAL ASSETS		<u>40,330.76</u>	<u>33,514.56</u>
EQUITY AND LIABILITIES			
III. Equity			
a) Equity Share Capital	17	655.34	655.34
b) Other Equity	18	18,462.17	17,861.91
		<u>19,117.51</u>	<u>18,517.25</u>
IV. Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	19	41.21	67.72
ii) Lease Liability	41	118.69	-
b) Provisions	20	103.37	108.11
c) Deferred Tax Liabilities (Net)	21	-	117.73
		<u>263.27</u>	<u>293.56</u>
V. Current Liabilities			
a) Financial Liabilities			
i) Borrowings	22	5,825.41	217.33
ii) Trade Payables	23		
A) total outstanding dues of micro and small enterprises; and		80.41	115.50
B) total outstanding dues of creditors other than micro and small enterprises		12,968.02	13,005.12
iii) Lease Liability	41	38.58	-
iv) Other Financial Liabilities	24	1,746.34	802.41
b) Other Current Liabilities	25	241.32	527.00
c) Provisions	26	49.90	36.39
		<u>20,949.98</u>	<u>14,703.75</u>
TOTAL EQUITY AND LIABILITIES		<u>40,330.76</u>	<u>33,514.56</u>
Significant Accounting Policies	2		
Notes to Financial Statements	3-48		

As per our Report attached of even date

For AGRAWAL TONDON & CO

Chartered Accountants

Firm Regn. No. 329088E

Kaushal Kejriwal
(Partner)

Membership No. 308606

Kolkata

15th day of July, 2020

For and on behalf of the Board of Directors

Varun Agrawal
(Managing Director)
DIN - 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN - 00867865

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS
 FOR THE YEAR ENDED MARCH 31, 2020**

	Notes	For the year ended March 31, 2020 ₹ in Lacs	For the year ended March 31, 2019 ₹ in Lacs
I. INCOME			
Revenue from Operations	27	53,639.01	68,790.16
Other Income	28	283.04	426.39
Total Income		53,922.05	69,216.55
II. EXPENSES			
Cost of Materials Consumed (including Trading Goods)	29	45,724.31	60,415.11
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	(2,270.60)	(303.30)
Employee Benefits Expense	31	2,163.65	1,649.51
Finance Costs	32	222.32	274.37
Depreciation and Amortization Expense	3	938.48	595.29
Other Expenses	33	6,091.09	4,987.98
Total Expenses		52,869.25	67,618.95
III. Profit before Tax		1,052.80	1,597.59
IV. Tax Expenses	34		
Current Tax		310.00	657.43
Deferred Tax		(116.90)	107.40
Total Tax Expenses		193.10	764.83
V. Profit for the period		859.70	832.76
VI. Other Comprehensive Income / (Loss)			
A. (i) Items that will not be reclassified subsequently to Profit and Loss			
(a) Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans		(8.29)	(0.37)
(b) Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI		(251.46)	-
(ii) Tax on Items that will not be reclassified subsequently to Profit and Loss		65.37	0.13
B. (i) Items that will be reclassified subsequently to Profit and Loss			
(a) Foreign Currency Translation Reserve		(65.06)	99.13
(ii) Tax on Items that will be reclassified subsequently to Profit and Loss		-	-
VII. Total Comprehensive Income for the period		600.26	931.65
VIII. Basic and Diluted Earnings per Equity Share of Face Value of ₹ 1/- each	36	Rs. 1.31	Rs. 1.27
Significant Accounting Policies	2		
Notes to Financial Statements	3-48		

As per our Report attached of even date

For and on behalf of the Board of Directors

For AGRAWAL TONDON & CO

Chartered Accountants

Firm Regn. No. 329088E

 Varun Agrawal
 (Managing Director)
 DIN - 00441271

 Vineet Agrawal
 (Chief Executive Officer)

 Mrinal Kanti Pal
 (Director)
 DIN - 00867865

Kaushal Kejriwal

(Partner)

Membership No. 308606

Kolkata

15th day of July, 2020

 Rajesh Singhania
 (Chief Financial Officer)

 Ajay Sharma
 (Company Secretary)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31,2020

Amount in ₹ Lacs

A. EQUITY SHARE CAPITAL

Balance as at April 01,2018	655.34
Changes in Equity Share Capital during the year 2018-19	-
Balance as at March 31,2019	655.34
Changes in Equity Share Capital during the year 2019-20	-
Balance as at March 31,2020	655.34

B. OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income			Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans	Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI	Foreign Currency Translation Reserve	
Balance as at April 01,2018	5.00	4,673.93	8,138.32	4,039.47	1.92	-	71.62	16,930.25
Profit for the period	-	-	-	832.76	-	-	-	832.76
Additions during the year	-	-	-	-	-	-	99.13	99.13
Other Comprehensive Income	-	-	-	-	(0.24)	-	-	(0.24)
Balance as at March 31,2019	5.00	4,673.93	8,138.32	4,872.23	1.68	-	170.75	17,861.91
Balance as at April 01, 2019	5.00	4,673.93	8,138.32	4,872.23	1.68	-	170.75	17,861.91
Profit for the period	-	-	-	859.70	-	-	-	859.70
Additions during the year	-	-	-	-	-	-	(65.06)	(65.06)
Other Comprehensive Income	-	-	-	-	(6.21)	(188.17)	-	(194.38)
Balance as at March 31,2020	5.00	4,673.93	8,138.32	5,731.92	(4.53)	(188.17)	105.69	18,462.17

Nature and Purpose of Reserves :

A) Capital Reserve : In terms of an earlier Scheme of Demerger, Share Capital of ₹ 5 lacs prior to such Demerger, had been transferred to Capital Reserve Account.

B) Securities Premium : This reserve represents premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

C) General Reserve : This reserve is a free reserve which is used from time to time to transfer profits from retained earnings and can be utilized in accordance with the provisions of the Companies Act, 2013.

D) Retained Earnings : This reserve represents cumulative profits of the Company and can be utilized in accordance with the provisions of the Companies Act, 2013

E) Other Comprehensive Income Reserves :

i) Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans : This reserve represents effect of remeasurements of defined benefit plans that will not be reclassified to Statement of Profit & Loss.

ii) Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI : This reserve represents effect of remeasurements of fair valuation of Quoted Equity Instruments that will not be reclassified to Statement of Profit & Loss.

iii) Foreign Currency Translation Reserve ; The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve.

For AGRAWAL TONDON & CO
Chartered Accountants
Firm Regn. No. 329088E

For and on behalf of the Board of Directors

Kaushal Kejriwal
(Partner)
Membership No. 308606
Kolkata
15th day of July, 2020

Varun Agrawal
(Managing Director)
DIN - 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN - 00867865

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

Consolidated Statement of Cash Flows for the Year Ended March 31,2020
Amount in ₹ Lacs

PARTICULARS	March 31,2020	March 31,2019
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax :	1,052.80	1,597.59
Adjustment for:		
Depreciation/ Amortisation Expense	938.48	595.29
Finance Cost	222.32	274.37
Interest Income	(190.88)	(132.88)
Loss on Fixed Assets Sold / Discarded (Net)	2.10	-
Dividend Received on Investment in Equity Shares	(286.89)	(7.87)
Gain/Loss from Non-Current Investments	-	-
Gain/Loss from Current Investments	(120.17)	(81.84)
Fair Value changes of Current Investments	314.91	92.10
Operating Profit before Working Capital Changes	1,932.67	2,336.76
Adjustments for:		
(Increase)/Decrease in Non-Current/Current Financial and other Assets	2,433.94	2,909.54
(Increase)/Decrease in Inventories	(4,887.10)	4,184.39
Increase/(Decrease) in Non-Current/Current Financial and other Liabilities/Provisions	583.73	4,377.10
Cash Generated from Operations	63.24	13,807.79
Direct Taxes Paid	(447.11)	(793.01)
Net Cash Flow from Operating Activities	(383.87)	13,014.77
B: CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant & Equipment and change in Capital work in progress	(1,100.19)	(3,296.11)
Sale of Fixed Assets	4.42	-
Purchase of other Non-Current Investments	(977.72)	-
Purchase of Current Investments	(11,614.81)	(15,565.52)
Sale of Current Investments	12,756.65	14,564.02
Investment in Fixed Deposits	(2,436.53)	-
Loans given	(100.00)	(300.00)
Refund of Loans given	-	850.00
Interest Received	189.04	150.47
Dividend Received on Equity Shares	286.89	7.87
Net Cash Flow from/(Used in) Investing Activities	(2,992.25)	(3,589.26)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
(Repayment of)/ Proceeds from Short Term Borrowings (Net)	5,608.08	(9,169.57)
(Repayment of)/ Proceeds from Long Term Borrowings (Net)	(26.51)	(124.12)
Repayment of Principal portion of lease liabilities**	(20.67)	-
Repayment of Interest portion of lease liabilities***	(16.06)	-
Interest Paid	(203.45)	(315.88)
Net Cash Flow From/(Used in) Financing Activities	5,341.39	(9,609.57)
D: Net Increase/(Decrease) in Cash and Cash Equivalents	1,965.27	(184.06)
Cash and Cash Equivalents at the beginning of the period	2,040.12	2,271.34
Effect of Foreign Currency Translation during the year	346.88	(47.15)
Cash and Cash Equivalents at the end of the period	4,352.27	2,040.12

Consolidated Statement of Cash Flows for the Year Ended March 31,2020
Amount in ₹ Lacs

PARTICULARS	March 31,2020	March 31,2019
E: Debt Reconciliation Statement as per IndAS 7		
Current Borrowings		
Opening Balance	217.33	9,386.89
(Repayment of)/ Proceeds from borrowings (Net)	5,548.53	(9,543.39)
Exchange Fluctuation	59.55	373.82
Closing Balance	5,825.41	217.33
Non- Current Borrowings and Certain Components of Financial Liabilities		
Opening Balance	67.72	191.84
(Repayment of)/ Proceeds from borrowings (Net)	(26.51)	(124.12)
Exchange Fluctuation	-	-
Closing Balance	41.21	67.72

** Includes ₹ 36.73 lacs towards repayment of lease liability recognised as per IndAS 116 which does not form part of debt reconciliation

Note: Previous year's figures have been rearranged and regrouped wherever necessary.

As per our Report attached of even date
For AGRAWAL TONDON & CO

Chartered Accountants
Firm Regn. No. 329088E

Kaushal Kejriwal
(Partner)
Membership No. 308606
Kolkata
15th day of July, 2020

For and on behalf of the Board of Directors

Varun Agrawal
(Managing Director)
DIN - 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN - 00867865

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
1. Company Overview

The consolidated financial statements comprise financial statements of Manaksia Steels Limited ("the Company") and its subsidiaries (collectively, "the Group") for the year ended March 31, 2020.

Manaksia Steels Limited ("the Company") is a public limited company incorporated in India having its registered office situated at 6, Lyons Range 1st Floor, Turner Morrison Building, Kolkata - 700 001. The Company has its shares listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is primarily engaged in the manufacture of value-added secondary steel products like Cold Rolled Sheets, Galvanised Corrugated Sheets, Galvanised Plain Sheets, Colour Coated (Pre-painted) Sheets, etc. The manufacturing units of the Company are located at Haldia & Bankura (West Bengal).

List of Subsidiaries included in the Consolidated Financial Statements are as under:

Name of Subsidiary Company	Country of Incorporation	F. Y. 2019-20	F. Y. 2018-19
		Extent of Holding	Extent of Holding
Technomet International FZE	United Arab Emirates	100%	100%
Federated Steel Mills Limited	Nigeria	100%	100%
Far East Steel Industries Limited	Nigeria	100%	100%
Sumo Agrochem Limited (w.e.f 1st April,2019)	Nigeria	100%	-

2. Significant Accounting Policies
I) Basis of Preparation
(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended. These financial statements are prepared under the historical cost convention on the accrual basis except for certain items of assets and liabilities which have been measured at their fair values.

(b) Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees (Rs.), which is also the Group's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

(c) Basis of measurement

The Consolidated financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

- (i) Certain financial assets and financial liabilities measured at fair value;
- (ii) Assets held for sale-measured at the lower of its carrying amount and fair value less costs to sell; and
- (iii) Employee's defined benefit plan as per actuarial valuation.

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

(d) Use of estimates and judgments

The preparation of the Group's Consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Consolidated financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. The changes in the estimates are reflected in the Consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

II) Basis of Consolidation

The consolidated financial statements comprise financial statements of the Company and its Subsidiaries and have been prepared in accordance with Indian Accounting Standard for Consolidated Financial Statements (IND AS 110), prescribed under section 133 of the Companies Act, 2013 ('Act'). Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020

- i) The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation.
- ii) The difference between the cost of investment in the Subsidiaries over its proportionate share in the net assets value at the time of acquisition of stake in subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be. For this purpose, the company's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation is adjusted against Goodwill. Changes in parents ownership interest in subsidiary that do not result in the parent losing control of the subsidiary are recognised directly in equity.
- iii) Non controlling interest in net profit/loss of the Subsidiaries for the year is identified and adjusted against income in order to arrive at the net income attributable to shareholders' of the company. Non controlling interest in net assets of the subsidiaries is identified and presented separately in Consolidated Financial Statements.
- iv) As far as possible the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's financial statements.
- v) The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the company.

III) Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020

IV) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, and goods and service tax. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the company believes that the control gets transferred to the customer on dispatch of the goods from the factory and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them.

Contract Balances

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Dividend income is recognized in Statement of Profit and Loss on the date on which the Company's right to receive payment is established. Interest income is recognized using the effective interest method.

V) Property, Plant & Equipment

Property, plant and equipment are stated at acquisition cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of Property, Plant & Equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalised till the start of commercial production.

Depreciation is provided on the straight line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013. The estimated useful lives are as follows :

Building	30 Years
Plant & Equipment	10 - 20 Years
Computers	3 Years
Office Equipment	3 - 5 Years
Furniture & Fixtures	5 - 10 Years
Vehicles	8 Years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as 'Capital Advances' under other 'Non-Current Assets' Assets and the cost of assets not put to use before such date are disclosed under 'Capital Work in Progress'.

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

VI) Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Intangible Assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The useful lives of Intangible Assets are assessed as either finite or indefinite.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020

Intangible Assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed at the end of each reporting period. The amortization expense on Intangible Assets with finite lives is recognized in the Statement of Profit & Loss. The Group amortizes intangible assets over their estimated useful lives using the straight line method.

Intangible Assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit & Loss when the asset is derecognized.

VII) Inventories

Inventories are valued at cost or net realisable value whichever is lower except for saleable scraps, whose cost is not identifiable, which are valued at estimated net realisable value. Closing stock has been valued on Weighted Average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

VIII) Financial Instruments

Initial recognition and measurement

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

Subsequent measurement

i. Non derivative financial instruments

a) Financial assets carried at amortized cost

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

b) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii. Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020

Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

IX) Fair Value Measurement

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

X) Impairment

Impairment is recognized based on the following principles:

Financial Assets

The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non-Financial Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating unit) Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of reporting period.

XI) Provisions and Contingent Liabilities

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

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

XII) Foreign Currency Transactions & Translations

Functional and presentation currency

The consolidated financial statements are presented in INR, the functional currency of the Group. Items included in the financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency').

Transaction and balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2020

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

XIII) Cash and Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

XIV) Employee Benefits

Defined Contribution Plan

The Group makes contributions towards provident fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees, where the Company has no further obligations. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Defined Benefit Plan

The Group operates a Defined Benefit Gratuity Plan in India. Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The Group's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Group recognizes the net obligation of the defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

The Group recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

Short term employee benefits are charged off at the undiscounted amount in the year in which the related services are rendered

XV) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

XVI) Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet. The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has adopted Ind AS 116 using the modified retrospective prospective method on the date of initial application of adoption. Pursuant to adoption of Ind AS 116, the Group recognised right-of-use assets and lease liabilities for those leases which were previously classified as operating leases, except for short-term leases and leases of low-value assets. The Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on 31st March, 2019. There is no impact on retained earnings as on 1st April, 2019.

The impact of adoption of Ind AS 116 on the financial statements of the Group has been described under Note 41.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020**i) Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.
- Building 3 to 15 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group's lease liabilities are included in

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

XVII) Income Taxes

Income tax expense is recognized in the Statement of Profit & Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Provision for current tax is made at the current tax rates based on assessable income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020

XVIII) Government Grants

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as reduced from the cost of the assets and are recognized as other income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

XIX) Earnings per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

XX) Current and Non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- i) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- ii) held primarily for the purpose of trading,
- iii) expected to be realised within twelve months after the reporting period, or
- iv) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is:

- i) it is expected to be settled in the normal operating cycle,
- ii) it is due to be settled within twelve months after the reporting period, or
- iii) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as noncurrent.

XXI) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

XXII) Rounding of Amounts

All amounts disclosed in the consolidated Financial Statements and notes have been rounded off to the nearest Lacs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

XXIII) Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Amount in ₹ Lacs

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2020

3. PROPERTY, PLANT & EQUIPMENT, INTANGIBLE ASSET, CAPITAL WORK-IN-PROGRESS & RIGHT-OF-USE ASSET (CURRENT YEAR)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK			
	As at 1st April 2019	Addition	Exchange Diff. on Consolidation on Foreign Subsidiaries	Deletion/ Adjustment	As at MARCH 31, 2020	As at 1st April 2019	Deductions/ Adjustments	For the Year	Exchange Diff. on Consolidation on Foreign Subsidiaries	Up to MARCH 31, 2020	As at MARCH 31, 2020	As at 31st March 2019
3.1 Tangible Assets :												
a) Land	170.28	-	(19.65)	-	150.63	-	-	-	-	-	150.63	170.28
b) Leasehold Land*#	1,351.85	-	-	1,351.85	-	7.57	7.57	-	-	-	-	1,344.29
c) Building	2,009.04	-	-	-	2,009.04	250.61	-	83.54	-	334.14	1,674.90	1,758.43
d) Plant & Equipment	4,732.12	3,831.97	(28.97)	3.04	8,532.08	1,583.01	1.72	710.81	(4.63)	2,287.48	6,244.61	3,149.11
e) Computers	8.98	1.44	-	-	10.42	3.40	-	1.95	-	5.35	5.07	5.58
f) Office Equipment	34.79	3.69	(1.26)	-	37.22	14.17	-	9.59	(0.51)	23.25	13.97	20.62
g) Furniture & Fixtures	29.57	11.87	(0.33)	-	41.11	9.74	-	3.57	(0.04)	13.27	27.84	19.83
h) Vehicles	573.50	70.81	(14.21)	35.86	594.25	231.63	30.66	91.93	(6.99)	285.91	308.33	341.87
3.2 Intangible Assets :												
a) Computer Software	1.56	-	(0.11)	-	1.44	0.34	-	0.32	(0.03)	0.63	0.81	1.22
Total :	8,911.69	3,919.78	(64.53)	1,390.75	11,376.19	2,100.47	39.95	901.71	(12.20)	2,950.03	8,426.16	6,811.23
3.3 Capital Work in Progress	3,423.21	942.00	(256.95)	3,798.42	309.83	-	-	-	-	-	309.83	3,423.21
3.4 Right-of-Use Asset(Ref Note 41)												
a) Leasehold Land*#	1,344.29	36.84	(87.17)	-	1,293.96	-	-	5.86	(0.09)	5.77	1,288.19	-
b) Buildings	-	184.65	-	-	184.65	-	-	30.91	-	30.91	153.74	-
Total :	1,344.29	221.49	(87.17)	-	1,478.61	-	-	36.77	(0.09)	36.68	1,441.93	-

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

Transfer includes Rs. 1351.85 Lacs (accumulated depreciation Rs. 7.57 Lacs) reclassified to Right- to Use Assets on account of adoption of IndAS 116 (Refer Note 41)

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2020

Amount in ₹ Lacs

3. PROPERTY, PLANT & EQUIPMENT, INTANGIBLE ASSET & CAPITAL WORK-IN-PROGRESS (PREVIOUS YEAR)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK				
	As at 1st April 2018	Addition	Exchange Diff. on Consolidation on Foreign Subsidiaries	Deletion/ Adjustment	As at 31st March 2019	As at 1st April 2018	Deductions/ Adjustments	For the Year	Exchange Diff. on Consolidation on Foreign Subsidiaries	Up to 31st March 2019	As at 31st March 2019	As at 31st March 2018	
3.1 Tangible Assets :													
a) Land	155.41	-	14.87	-	170.28	-	-	-	-	-	170.28	155.41	
b) Leasehold Land*	1,285.89	-	65.96	-	1,351.85	4.64	-	2.91	0.02	7.57	1,344.29	1,281.25	
c) Building	2,009.03	-	-	-	2,009.03	167.07	-	83.54	-	250.61	1,758.42	1,841.96	
d) Plant & Equipment	4,305.76	404.44	21.92	-	4,732.12	1,179.45	-	400.23	3.34	1,583.01	3,149.11	3,126.32	
e) Computers	5.65	3.33	-	-	8.98	2.17	-	1.23	-	3.40	5.58	3.48	
f) Office Equipment	25.17	8.80	0.83	-	34.79	6.78	-	7.25	0.14	14.17	20.62	18.39	
g) Furniture & Fixtures	19.86	9.37	0.34	-	29.57	7.04	-	2.64	0.06	9.74	19.84	12.82	
h) Vehicles	544.69	18.05	10.75	-	573.50	131.83	-	97.15	2.65	231.63	341.87	412.86	
i) Pre-Production Expenses	-	641.35	-	-	641.35	-	-	-	-	-	641.35	-	
3.2 Intangible Assets :													
a) Computer Software	1.47	-	0.09	-	1.56	-	-	0.34	-	0.34	1.22	1.47	
Total :	8,352.94	1,085.34	114.76	-	9,553.04	1,498.97	-	595.29	6.21	2,100.46	7,452.58	6,853.97	
3.3 Capital Work in Progress	554.58	2,491.45	16.52	280.68	2,781.86	-	-	-	-	-	2,781.86	554.58	

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

Notes to Consolidated Financial Statements
 as at and for the year ended March 31,2020

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
4. Investments (Non-Current)		
Investments carried at Amortised Cost (Unquoted)		
Investment in Bonds		
9.70% UPPCL 2031 - UP Power Corporation Limited (50 Nos. Bonds of Face Value ₹ 1,00,000/- each)	52.60	52.60
Investments carried at FVTOCI (Quoted)		
Investment in Equity Shares		
Manaksia Limited (Refer Note 38) (2675000 Nos. Shares of Face Value ₹ 2/- each)	726.26	-
Total	778.86	52.60
Aggregate Amount & Market Value of Investments :		
Quoted	726.26	-
Aggregate Amount of Investments :		
Unquoted	52.60	52.60
5. Loans (Non-Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Security Deposits	24.73	19.45
Total	24.73	19.45
6. Other Financial Assets (Non-Current)		
Financial Assets carried at amortised cost (Unsecured, Considered Good)		
Fixed Deposits with Banks with original maturity of More than 12 months #	2,671.75	323.54
# Includes Pledged with Banks of ₹ 712.08 lakhs		
Total	2,671.75	323.54
7. Other Non-Current Assets (Unsecured, Considered Good)		
Advances for Capital Goods	253.62	68.88
Total	253.62	68.88
8. Inventories		
At Lower of Cost or Net Realisable Value		
Raw Materials *	8,817.82	6,247.20
Packing Material	68.10	46.59
Work-in-Process	3,040.71	1,667.05
Finished Goods	1,143.00	360.84
Stores & Spares	794.70	655.53
At Estimated Realisable Value		
Scraps	3.41	3.42
Total	13,867.74	8,980.63
* Included above, Goods-in-Transit	55.66	-
9. Investments (Current)		
Investments carried at Fair Value through Profit & Loss		
Investments in Mutual Funds (Unquoted)	-	1,018.18
Investments in Equity Shares (Quoted)	278.47	596.86
Total	278.47	1,615.04

9.1 Investments in Mutual Funds (Unquoted)

Particulars	No. of Units	Amt. in ₹ Lacs	No. of Units	Amt. in ₹ Lacs
SBI Liquid Fund Direct Growth (NAV : 2,928.5700)	-	-	21,943.067	642.62
IDFC Cash Fund-Growth-(Regular Plan) (NAV : 2,257.4470)	-	-	7,763.610	175.26
IDFC Bond Fund-Short Term Plan-Growth-(Regular Plan) (NAV : 38.0795)	-	-	526,011.252	200.30
Total		-		1,018.18

Notes to Consolidated Financial Statements
9.2 Investments in Equity Shares (Quoted)

Particulars	As at March 31,2020 ₹ in Lacs		As at March 31,2019 ₹ in Lacs	
	No. of Sh.	Amt. in ₹ Lacs	No. of Sh.	Amt. in ₹ Lacs
Aditya Birla Capital Ltd. (FV : ₹ 10)	12,900	5.44	12,900	12.54
Ajanta Pharma Ltd. (FV : ₹ 2)	379	5.18	379	3.92
Amtek Auto Ltd. (FV : ₹ 2)	17,000	0.47	17,000	0.47
AXISCADES Engineering Technologies Ltd. (FV : ₹ 5)	5,200	1.46	5,200	3.21
Bank of Baroda (FV : ₹ 2)	10,100	5.41	8,500	10.94
Bharat Heavy Electricals Ltd. (FV : ₹ 2)	30,600	6.36	30,600	22.93
BSE Ltd. (FV : ₹ 2)	1,270	3.77	1,270	7.76
CESC Ltd. (FV : ₹ 10)	500	2.04	500	3.65
CESC Ventures Limited (FV : ₹ 10)	100	0.12	100	0.62
Clariant Chemicals India Ltd. (FV : ₹ 10)	4,325	9.83	4,325	15.76
CMI Ltd. (FV : ₹ 10)	5,435	1.08	5,435	7.51
Cochin Shipyard Ltd. (FV : ₹ 10)	2,876	7.66	2,876	11.26
Dhanuka Agritech Ltd. (FV : ₹ 2)	1,345	4.37	1,345	5.24
Digicontent Ltd. (FV : ₹ 2)	4,012	0.17	-	-
Dynamatic Technologies Ltd. (FV : ₹ 10)	535	2.48	535	8.63
Engineers India Ltd. (FV : ₹ 5)	3,800	2.28	3,800	4.46
Fiem Industries Ltd. (FV : ₹ 10)	170	0.43	170	0.87
Ganesh Housing Corporation Ltd. (FV : ₹ 10)	11,700	2.08	11,700	7.10
GFL Ltd. (FV : ₹ 1)	11,280	9.26	12,180	134.56
GHCL Limited (FV : ₹ 10)	3,200	2.85	2,150	5.29
GMR Infrastructure Ltd. (FV : ₹ 1)	38,200	6.25	80,500	15.94
Greaves Cotton Ltd. (FV : ₹ 2)	3,075	2.14	4,300	5.99
Gujarat Fluorochemicals Ltd. (FV : ₹ 1)	11,280	32.26	-	-
Gujarat Hotels Ltd. (FV : ₹ 10)	8,290	6.94	8,290	8.77
Hindustan Media Ventures Ltd. (FV : ₹ 10)	5,700	2.17	5,700	6.40
HT Media Limited (FV : ₹ 2)	16,050	1.61	16,050	7.22
International Travel House Ltd. (FV : ₹ 10)	4,350	1.97	4,350	6.04
ITD Cementation India Ltd. (FV : ₹ 1)	3,000	0.89	3,000	3.95
Jagran Prakashan Limited (FV : ₹ 2)	8,449	3.85	8,449	10.64
LIC Housing Finance Ltd. (FV : ₹ 2)	1,770	4.16	1,945	10.35
Lupin Ltd. (FV : ₹ 2)	985	5.81	985	7.29
Madhucon Projects Ltd. (FV : ₹ 1)	34,750	0.56	34,750	2.76
Mangalore Refinery & Petrochemicals Ltd (FV : ₹ 10)	5,750	1.33	5,750	4.27
McLeod Russel India Limited (FV : ₹ 5)	6,300	0.13	3,300	2.83
Meghmani Organics Ltd. (FV : ₹ 1)	9,500	3.52	9,500	5.80
Mercator Limited (FV : ₹ 1)	16,000	0.10	16,000	1.10
NLC India Ltd. (FV : ₹ 10)	6,250	2.74	6,250	4.34
Oil India Ltd. (FV : ₹ 10)	2,500	2.07	1,589	2.95
Pennar Engineered Building Systems Ltd. (FV : ₹ 10)	-	-	8,400	4.77
Pennar industries Ltd. (FV : ₹ 5)	19,000	2.68	-	-
Pokama Limited (FV : ₹ 2)	2,640	1.32	2,640	4.51
Reliance Capital Ltd. (FV : ₹ 10)	2,105	0.09	2,105	4.30
Reliance Nippon Life Asset Management Ltd. (FV : ₹ 10)	-	-	2,000	4.19
Repro Home Finance Ltd. (FV : ₹ 10)	840	0.99	840	3.90
Solara Active Pharma Sciences Ltd. (FV : ₹ 10)	-	-	200	0.84
Spencer's Retail Ltd. (FV : ₹ 5)	300	0.22	300	0.48
Star Cement Ltd. (FV : ₹ 1)	141,985	96.76	144,000	141.77
Strides Pharma Science Ltd. (FV : ₹ 10)	1,200	3.87	1,200	5.67
Tata Motors Ltd. (FV : ₹ 2)	13,850	9.84	13,850	24.13
Texmaco Rail and Engineering Ltd. (FV : ₹ 1)	20,933	4.08	20,933	14.44
Titagarh Wagons Ltd. (FV : ₹ 2)	4,200	1.05	4,200	2.94
Unitech Ltd. (FV : ₹ 2)	60,000	0.75	60,000	0.81
United Bank of India (FV : ₹ 10)	24,500	1.10	24,500	2.72
Vodafone Idea Ltd. (FV : ₹ 10)	144,736	4.49	44,000	8.03

Aggregate Amount & Market Value of Current Investments :

Quoted	278.47	596.86
Unquoted	-	1,018.18

Notes to Consolidated Financial Statements

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
10. Trade Receivables		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Trade Receivables	4,466.61	8,260.94
Total	4,466.61	8,260.94
11. Cash and Cash Equivalents		
Financial Assets carried at Amortised Cost		
Balances with Banks	4,317.94	1,656.84
Cheques on Hand	-	360.75
Cash on Hand	34.33	22.53
Total	4,352.27	2,040.12
12. Other Bank Balances		
Financial Assets carried at Amortised Cost		
Fixed Deposits with Banks with original maturity of More than 3 months but less than 12 months #	88.32	-
Total	88.32	-
# Pledged with Banks		
13. Loans (Current)		
Financial Assets carried at amortised cost (Unsecured, Considered Good)		
Loans to Body Corporates	100.00	-
Total	100.00	-
14. Other Financial Assets (Current)		
Financial Assets carried at amortised cost (Unsecured, Considered Good)		
Security Deposits	6.15	8.24
Interest Accrued on Inter Corporate Loans	7.38	6.45
Interest Accrued on Investment in Bonds	1.04	1.04
Other Receivable	127.69	27.09
Advances to Employees	-	96.55
Total	142.26	139.36
15. Other Current Assets		
(Unsecured, Considered Good)		
Balances with Statutory Authorities	1,004.10	925.84
Export Incentives Receivable	109.61	114.10
Advances to Vendors	1,734.71	644.41
Prepaid Expenses	49.72	51.18
Total	2,898.14	1,735.53
16. Current Tax Assets (Net)		
Advance Tax (Net of Provision for Income Tax)	181.12	44.02
Total	181.12	44.02

Notes to Consolidated Financial Statements
 as at and for the year ended March 31,2020

17. Equity Share Capital

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
a) Authorised:		
7,50,00,000 Equity Shares of ₹ 1/- each	750.00	750.00
(P.Y. 7,50,00,000 Equity Shares of ₹ 1/- each)	<u>750.00</u>	<u>750.00</u>
b) Issued, Subscribed and Paid-up Capital		
6,55,34,050 Equity Shares of ₹ 1/- each fully paid up	655.34	655.34
(P.Y. 6,55,34,050 Equity Shares of ₹ 1/- each fully paid up)	<u>655.34</u>	<u>655.34</u>
c) Details of shareholders holding more than 5% shares in the Company		

Name of Shareholders	As at March 31,2020		As at March 31,2019	
	No. of shares	%	No. of shares	%
Varun Agrawal	12,761,241	19.47	12,494,810	19.07
Suresh Kumar Agrawal	12,350,360	18.85	12,350,360	18.85
Chandrakala Agrawal	10,750,000	16.40	10,750,000	16.40
Payal Agrawal	12,786,218	19.51	9,836,218	15.01

d) Reconciliation of the shares outstanding is set out below:

	2019-20 No. of shares	2018-19 No. of shares
Equity Shares		
At the beginning of the Year	65,534,050	65,534,050
Add : Changes during the year	-	-
Outstanding at the end of the Year	<u>65,534,050</u>	<u>65,534,050</u>

e) Terms/rights attached to each class of shares
Equity Shares:

The Company has only one class of equity shares having a par value of Rs.1/-. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

18. Other Equity

	As at March 31,2020	As at March 31,2019
A. Securities Premium		
Opening Balance	4,673.93	4,673.93
Add: Addition during the Year	-	-
Balance as at the end of the Year	<u>4,673.93</u>	<u>4,673.93</u>
B. General Reserve		
Opening Balance	8,138.32	8,138.32
Add: Addition during the Year	-	-
Balance as at the end of the Year	<u>8,138.32</u>	<u>8,138.32</u>
C. Capital Reserve		
Opening Balance	5.00	5.00
Add: Addition during the Year	-	-
Balance as at the end of the Year	<u>5.00</u>	<u>5.00</u>
D. Surplus in the statement of profit and loss		
Opening Balance	4,872.23	4,039.47
Add : Profit for the Year	859.70	832.76
Less : Transferred to General Reserve	-	-
Balance as at the end of the Year	<u>5,731.93</u>	<u>4,872.23</u>
E. Other Comprehensive Income		
i) Remeasurement on Post Employment Defined Benefit Plans		
As per last Balance Sheet	1.68	1.92
Add: Addition during the Year	(6.21)	(0.24)
Balance as at the end of the Year	<u>(4.53)</u>	<u>1.68</u>
ii) Gains/(Losses) from Investments in Equity Instruments designated at FVTOCI		
As per last Balance Sheet	-	-
Add: Addition during the Year	(188.17)	-
Balance as at the end of the Year	<u>(188.17)</u>	<u>-</u>
iii) Foreign Currency Translation Reserve		
Opening Balance	170.75	71.62
Add: Addition during the Year	(65.06)	99.13
Balance as at the end of the Year	<u>105.69</u>	<u>170.75</u>
	(87.01)	172.43
	<u>18,462.17</u>	<u>17,861.91</u>

Notes to Consolidated Financial Statements
 as at and for the year ended March 31, 2020

	As at March 31, 2020 ₹ in Lacs	As at March 31, 2019 ₹ in Lacs
19. Borrowings (Non-Current)		
Financial Liabilities carried at amortised cost		
Unsecured		
From Banks		
Foreign Currency Term Loan *	-	67.72
Secured		
Term Loan from Financial Institution (Secured against Car)	46.52	-
Less: Current Maturities of Long term Loan	(5.31)	-
Total	41.21	67.72
20. Provisions (Non-Current)		
Provisions for Employee Benefits		
Gratuity (Refer Note 39)	103.37	108.11
Total	103.37	108.11
21. Deferred Tax Liability/(Asset)		
Deferred Tax Liability		
Timing difference in depreciable assets	534.36	713.19
Deferred Tax Asset		
Expenses allowable against taxable income in future years	(583.31)	(595.46)
Net Deferred tax Liability/(Asset)	(48.95)	117.73
22. Borrowings (Current)		
Financial Liabilities carried at amortised cost		
Secured #		
From Banks		
Buyers' Credit (Term Loan)	3,690.13	-
Loans Repayable on Demand		
Rupee Loan	311.73	-
Unsecured		
Foreign Currency Term Loan *	-	135.43
Bank Overdraft	1,823.55	81.90
Total	5,825.41	217.33
# Notes :		
The Company's Working Capital facilities are secured by First Charge on the current assets of the Company ranking pari passu with the respective Working Capital Bankers.		
The amount is further secured on second charge basis on fixed assets of the Company ranking pari passu with the respective Working Capital Bankers.		
* The Loan is repayable in forty quarterly installments with effect from 19th January, 2011.		
23. Trade Payables		
Financial Liabilities carried at amortised cost		
Total outstanding dues of micro and small enterprises*	80.41	115.50
Total outstanding dues of creditors other than micro and small enterprises	12,968.02	13,005.12
Total	13,048.43	13,120.62
*Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development ('MSMED') Act, 2006		
(i) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
Principal amount due to micro and small enterprise	80.41	115.50
Interest due on above	-	-
(ii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-

Notes to Consolidated Financial Statements

	As at March 31,2020 ₹ in Lacs	As at March 31,2019 ₹ in Lacs
23. Trade Payables (contd.)		
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
<p>The above disclosures are provided by the Group based on the information available with the Group in respect of the registration status of its vendors/suppliers.</p>		
24. Other Financial Liabilities (Current)		
Financial Liabilities carried at amortised cost		
Interest accrued but not due on borrowings	2.80	-
Current Maturities of Long term Loan	68.04	-
Liabilities for Expenses	1,549.81	797.78
Financial Liabilities carried at Fair Value through Profit & Loss		
Derivative financial instruments - Foreign Currency Forward Contracts Payable	125.69	4.63
Total	1,746.34	802.41
25. Other Current Liabilities		
Contract Liability	201.66	494.19
Statutory Dues	39.66	32.81
Total	241.32	527.00
26. Provisions (Current)		
Provisions for Employee Benefits - Gratuity (Refer Note 39)	49.90	36.39
Total	49.90	36.39

**Notes to Consolidated Financial Statements
as at and for the year ended March 31,2020**

	For the year ended March 31,2020 ₹ in Lacs	For the year ended March 31,2019 ₹ in Lacs
27. Revenue from Operations		
Sale of Products	53,249.90	68,608.13
Sale of Services	320.70	93.60
Other Operating Income	68.41	88.43
Total	53,639.01	68,790.16
28. Other Income		
Interest Income	190.88	132.88
Income from Investments carried at Fair Value through Profit and Loss		
Dividend Income	286.89	7.87
Fair Value changes of Investments in Current Investments	(314.91)	(92.10)
Gain/(Loss) on Sale of Equity Shares	4.54	14.33
Gain/(Loss) on Redemption of Mutual Funds	115.64	67.51
Other Miscellaneous Income	-	295.90
Total	283.04	426.39
29. Cost of Materials Consumed		
Opening Stock	6,276.75	11,140.92
Add : Purchases including Traded Goods	48,265.38	55,550.94
Less : Closing Stock	8,817.82	6,276.75
	45,724.31	60,415.11
30. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		
Opening Stock		
Finished Goods	246.05	214.51
Work in Progress	1,667.05	1,395.63
Scrap	3.42	3.08
	1,916.52	1,613.22
Closing Stock		
Finished Goods	1,143.00	246.05
Work in Progress	3,040.71	1,667.05
Scrap	3.41	3.42
	4,187.12	1,916.52
Total (Increase) / Decrease	(2,270.60)	(303.30)
31. Employee Benefits Expense		
Salaries, Wages and Bonus	1,829.79	1,348.37
Contribution to Provident & other funds	60.80	54.00
Staff Welfare Expenses	273.06	247.14
Total	2,163.65	1,649.51
32. Finance Costs		
Interest Expenses	81.42	83.88
Interest on Lease Liability (Refer Note 41)	16.06	-
Other Borrowing Cost	124.84	190.49
Total	222.32	274.37

Notes to Consolidated Financial Statements

For the year ended	For the year ended
March 31,2020	March 31,2019
₹ in Lacs	₹ in Lacs

33. Other Expenses

Consumption of Stores and Consumables		
Indigenous	469.91	588.21
Imported	82.08	53.20
Power & Fuel	2,417.31	1,581.94
Processing Charges	6.96	17.01
Carriage Inward	57.59	56.88
Repairs to:		
Building	87.94	88.14
Machinery	190.02	290.11
Others	13.71	2.62
Other Manufacturing Expenses	357.15	371.81
Rent	17.86	28.80
Insurance	53.82	34.69
Rates & Taxes	48.50	55.69
Packing Expenses	283.04	212.59
Freight, Forwarding and Handling Expenses	511.32	226.96
Communication Expenses	23.08	17.09
Travelling & Conveyance	269.52	210.33
Foreign Currency Fluctuation Loss (Net)	401.94	562.18
Auditors' Remuneration		
As Auditors	17.71	16.27
For taxation matters	0.50	1.00
For other services	4.00	0.70
Donations #	39.47	63.30
Loss on sale of Fixed Assets	2.10	-
Other Miscellaneous Expenses	735.56	508.46
Total	6,091.09	4,987.98

Includes an amount of Rs. 35.11 Lacs (2018-19 : Rs. 35.61 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee had been formed by the Holding Company. The funds are utilized on the activities which are specified in Schedule VII of the Act. The utilization is done by way of contribution towards various activities.

The details relating to Corporate Social Responsibility (CSR) expenditure during the year are as follows :

Particulars	For the Year 2019-20	For the Year 2018-19
a) Gross amount required to be spent by the Company during the year	38.26	32.73
b) Amount spent during the year		
1. Construction/ acquisition of any assets	-	-
2. On purpose other than (1) above		
(i) Education and Skill Development	35.11	35.61

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
34. Effective Tax Reconciliation

The reconciliation of Estimated Income Tax to Income Tax Expense is as below :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
A. Amount recognized in profit or loss		
Current Tax		
Current period	310.00	657.43
Changes in respect of current income tax of previous years	-	-
(a)	310.00	657.43
Deferred Tax		
Attributable to -		
Origination and reversal of temporary differences	116.90	(107.40)
(b)	116.90	(107.40)
Tax expenses reported in the Consolidated Statement of Profit and Loss (a-b)	193.10	764.83
B. Income tax recognized in Other Comprehensive Income		
Deferred tax relating to items recognized in other comprehensive income during the year	65.37	0.13
Income tax expense charged to Other Comprehensive Income	65.37	0.13

C. Reconciliation of tax expense and the accounting profit for March 31, 2020 and March 31, 2019:

Amount in ₹ Lacs

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Accounting profit before income tax	1,052.80	1,597.59
Statutory Income Tax rate*	25.168%	34.944%
Tax at the applicable India tax rate	264.97	558.26
Tax impact on amounts that are adjusted in determining taxable profit:		
Difference between depreciation as per IT Act and depreciation as per books	42.22	2.00
Income Exempt from Tax / Items not deductible	17.31	21.49
Other adjustments	(14.50)	75.68
	310.00	657.43

* The company has opted to apply concessional rate of taxation as per the provisions of Section 115BAA of the Income Tax Act, 1961 made effective for financial year 2019-20 pursuant to Taxation Laws(Amendment) Ordinance, 2019. Accordingly, the provision for Income tax and Deferred tax balances have been recorded/ re-measured using the new tax rates and the resultant impact is recognized in the statement of Profit and loss for the year ended 31st March 2020.

D. Recognized deferred tax assets and liabilities:

Amount in ₹ Lacs

	Balance as on	(Charged)/	(Charged)/	Balance as on
	April 1, 2019	credited to	credited to OCI	March 31, 2020
		profit or loss		
Property, plant and equipment	(713.20)	258.57	-	(454.63)
Other assets	61.81	60.50	63.29	185.59
Financial Liabilities	-	(39.58)	-	(39.58)
Exchange Diff. on Consolidation	-	15.60	-	-
Provisions	533.66	(178.18)	2.09	357.57
Total	(117.73)	116.90	65.37	48.95
	Balance as on	(Charged)/	(Charged)/	Balance as on
	April 1, 2018	credited to	credited to OCI	March 31, 2019
		profit or loss		
Property, plant and equipment	(711.93)	(1.27)	-	(713.20)
Other assets	29.34	32.47	-	61.81
Financial Liabilities	-	-	-	-
Exchange Diff. on Consolidation	-	(21.18)	-	-
Provisions	650.94	(117.42)	0.13	533.66
Total	(31.64)	(107.40)	0.13	(117.73)

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
34. Effective Tax Reconciliation (contd.)
E. Deferred tax reflected in the Balance Sheet as follows:

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Deferred tax assets	544.62	595.47
Deferred tax liabilities	(495.68)	(713.20)
Deferred tax assets / (liabilities) (net)	48.94	(117.73)

35. Contingencies and Commitments
I) Contingent Liabilities

Claims against the company/ disputed liabilities not acknowledged as Debts

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Service Tax & Excise Duty	4.98	1.53
Income Tax	58.37	-
Demand by Haldia Development Authority towards Land Premium	332.50	332.50
Stamp Duty for Registration of Land	49.45	49.45
Total	445.30	383.48

II) Guarantees given

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Guarantees given by the Company not acknowledged as debt	244.83	246.35
Total	244.83	246.35

36. Earnings per share

Particulars	March 31,2020	March 31,2019
Profit as per Statement of Profit and Loss (₹ in lacs)	859.70	832.76
Weighted average number of equity shares	65,534,050	65,534,050
Nominal value per equity share (₹)	1.00	1.00
Earnings per share - Basic and Diluted (₹)	1.31	1.27

37. Entry Tax

The Group has made a provision of ₹ Nil Lakhs (Previous Year ₹ Nil Lakhs) towards Entry Tax in relation to matter under litigation/ dispute as shown below :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Opening Balance	580.69	580.69
Provisions made during the year	-	-
Closing Balance	580.69	580.69

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2020
38. Related Party Disclosures
List of Related Parties :
1. Key Managerial Personnel

Sri Varun Agrawal	Managing Director
Sri Vineel Agrawal	Chief Executive Officer
Sri Rajesh Singhania	Chief Financial Officer
Sri Ajay Sharma	Company Secretary

2. Other Directors

Sri Suresh Kumar Agrawal	Non-Executive Director
Sri Ajay Kumar Chakraborty	Independent Director
Sri Kali Kumar Chaudhury	Independent Director
Sri Ramesh Kr. Maheshwari	Independent Director
Smt. Smita Khaitan	Independent Director
Sri Mrinal Kanti Pal	Non-Executive Director

3. Entities over which KMPs and their relatives have significant influence (with whom transactions have taken place during the year)

Manaksia Limited	Jebba Paper Mills Limited
Manaksia Aluminium Company Limited	Vajra Machineries Private Limited
MINL Limited	Sumo Steels Limited
Dynatech Industries Ghana Limited	Mark Steels Limited

The following table summarises Related-Party Transactions and Balances included in the Financial Statements as at and for the year ended March 31, 2020 and March 31, 2019.

Amount in ₹ Lacs

Nature of Transactions	Key Managerial Personnel & Other Directors (1+2)	Entities where KMP and relatives have significant influence (3)	Total
Salary and Other Benefits	488.15	-	488.15
	<i>484.78</i>	-	<i>484.78</i>
Meeting Fees	3.01	-	3.01
	<i>3.21</i>	-	<i>3.21</i>
Sale of Goods	-	27,420.02	27,420.02
	-	<i>39,575.47</i>	<i>39,575.47</i>
Purchase of Goods	-	12.36	12.36
	-	<i>3.88</i>	<i>3.88</i>
Service rendered	-	55.12	55.12
	-	<i>110.44</i>	<i>110.44</i>
Service received	-	5.06	5.06
	-	<i>9.91</i>	<i>9.91</i>
Interest Income recognised	-	19.00	19.00
	-	<i>49.69</i>	<i>49.69</i>
Investment made in Equity Shares	-	977.72	977.72
	-	-	-
Loan Given	-	-	-
	-	<i>200.00</i>	<i>200.00</i>
Loan Refunded	-	-	-
	-	<i>200.00</i>	<i>200.00</i>
Outstanding Receivables	-	2,378.91	2,378.91
	-	<i>5,129.76</i>	<i>5,129.76</i>
Outstanding Payable	-	8,123.99	8,123.99
	-	<i>130.49</i>	<i>130.49</i>
Outstanding Investment in Equity Share	-	977.72	977.72
	-	-	-
Interest Receivable	-	6.45	6.45
	-	<i>6.45</i>	<i>6.45</i>

Note : Figures in italics represent comparative figures of previous years.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
39. Employee Benefits
I) Defined Contribution Plan

Contribution to defined contribution plan, recognized are charged off during the year as follows :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Employers' Contribution to Provident Fund	50.84	44.35

II) Defined Benefit Plan

The Group provides for Gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is paid to employees of the Holding Company under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

a) Change in Defined Benefit Obligations :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Present Value of Defined Benefit Obligations at beginning of year	144.50	128.93
Current Service cost	5.11	8.26
Interest cost	10.55	9.80
Past Service Cost	-	-
Re-measurement (or Actuarial (gains)/ losses) arising from :		
Change in financial assumptions	6.12	2.28
Experience Variance (i.e. Actual experience vs assumptions)	2.18	(1.92)
Benefits paid	(15.18)	(2.85)
Present Value of Defined Benefit Obligations at the end of year	153.28	144.50

b) Net Liability recognised in Balance Sheet :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Net Liability recognised in Balance Sheet at beginning of year	144.50	128.93
Expense recognised in Statement of Profit and Loss	15.66	18.06
Expense recognised in Other Comprehensive Income	8.29	0.37
Employer contributions	(15.18)	(2.85)
Net Liability recognised in Balance Sheet at end of year	153.28	144.50

c) Expenses recognised in the Statement of Profit and Loss consist of :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Current Service Cost	5.11	8.26
Past Service Cost	-	-
Loss / (Gain) on settlement	-	-
Net Interest Expense on the Net Defined Benefit Liability	10.55	9.80
Net Amounts recognised	15.66	18.06

d) Expenses recognised in the Other Comprehensive Income consist of :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Actuarial (gains) / losses due to :		
Change in financial assumptions	6.12	2.28
Experience Variance (i.e. Actual experience vs assumptions)	2.18	(1.92)
Net Amounts recognised	8.30	0.37

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
39. Employee Benefits (contd.)
e) Actuarial Assumptions

Particulars	March 31,2020	March 31,2019
Financial Assumptions		
Discount Rate p.a.	6.50%	7.30%
Rate of increase in salaries p.a.	5.00%	5.00%
Demographic Assumptions		
Mortality Rate	100% (% of IALM 12-14) 58 Years	100% (% of IALM 06-08) 58 Years
Normal Retirement Age		
Attrition Rates, based on age (% p.a.) For all ages	2.00	2.00

f) Sensitivity Analysis

Significant actuarial assumptions for the determination of the define benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Amount in ₹ Lacs

Particulars	March 31,2020		March 31,2019	
Defined Benefit Obligation (Base)	153.27		144.50	
Particulars	March 31,2020		March 31,2019	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	161.88	145.72	152.80	137.22
% change compared to base due to sensitivity	5.62%	-4.93%	5.74%	-5.04%
Salary Growth Rate (- / + 1%)	145.32	162.20	136.75	153.20
% change compared to base due to sensitivity	-5.19%	5.82%	-5.36%	6.02%
Attrition Rate (- / + 50%)	152.49	153.97	143.19	145.68
% change compared to base due to sensitivity	-0.51%	0.45%	-0.91%	0.81%
Mortality Rate (- / + 10%)	153.06	153.49	144.23	144.78
% change compared to base due to sensitivity	-0.14%	0.14%	-0.19%	0.19%

g) Maturity Profile of Defined Benefit Obligation

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Weighted average duration (based on discounted cashflow)	6 Years	6 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	49.90	36.39
2 to 5 years	47.96	63.14
6 to 10 years	55.01	48.71
More than 10 years	86.73	98.61

h) Summary of Assets and Liability (Balance Sheet Position)

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Present value of Obligation	153.27	144.50
Fair Value of Plan Assets	-	-
Unrecognized Past Service Cost	-	-
Effects of Asset Celling	-	-
Net Asset / (Liability)	(153.27)	(144.50)

i) Windup Liability / Discontinuance Liability

Amount in ₹ Lacs

Particulars	March 31,2020	March 31,2019
Discontinuance Liability *	176.34	170.39
Present Value of Obligation	153.27	144.50
Ratio (PV of Obligation / Discontinuance Liability)	87%	85%

* Discontinuance Liability is the amount that would be payable to the employees if all the obligations were to be settled immediately. It has been calculated ignoring the vesting criteria.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2020

40. Disclosures on Financial Instruments

I) Financial Instruments by Category

As at March 31, 2020

Amount in ₹ Lacs

Particulars	Amortised Cost	Fair Value through OCI	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets					
Investments	52.60	726.26	278.47	1,057.34	1,057.34
Trade Receivables	4,466.61	-	-	4,466.61	4,466.61
Cash and Cash Equivalents	4,352.27	-	-	4,352.27	4,352.27
Other Bank Balances	88.32	-	-	88.32	88.32
Loans	124.73	-	-	124.73	124.73
Other Financial Assets	2,814.01	-	-	2,814.01	2,814.01
Total Financial Assets	11,898.54	726.26	278.47	12,903.27	12,903.27
Financial Liabilities					
Borrowings	5,866.61	-	-	5,866.61	5,866.61
Lease Liability	157.27	-	-	157.27	157.27
Trade Payables	13,048.43	-	-	13,048.43	13,048.43
Other Financial Liabilities	1,620.65	-	125.69	1,746.34	1,746.34
Total Financial Liabilities	20,692.97	-	125.69	20,818.66	20,818.66

As at March 31, 2019

Amount in ₹ Lacs

Particulars	Amortised Cost	Fair Value through OCI	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets					
Investments	52.60	-	1,615.04	1,667.63	1,667.63
Trade Receivables	8,260.94	-	-	8,260.94	8,260.94
Cash and Cash Equivalents	2,040.12	-	-	2,040.12	2,040.12
Other Bank Balances	-	-	-	-	-
Loans	19.45	-	-	19.45	19.45
Other Financial Assets	435.91	-	-	435.91	435.91
Total Financial Assets	10,809.02	-	1,615.04	12,424.06	12,424.06
Financial Liabilities					
Borrowings	285.05	-	-	285.05	285.05
Lease Liability	-	-	-	-	-
Trade Payables	13,120.62	-	-	13,120.62	13,120.62
Other Financial Liabilities	797.78	-	4.63	802.41	802.41
Total Financial Liabilities	14,203.45	-	4.63	14,208.08	14,208.08

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
40. Disclosures on Financial Instruments (contd.)
II) Fair Value Hierarchy

All Financial Assets & Financial Liabilities are carried at amortised cost except Current Investments and Foreign Currency Forward Contracts, which have been fair valued using Level 1 & Level 2 Hierarchy respectively.

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table represents the fair value hierarchy of Financial Assets and Financial Liabilities measured at Fair Value on a recurring basis :

Particulars	Fair Value Hierarchy Level	Amount in ₹ Lacs	
		March 31,2020	March 31,2019
Financial Assets			
Investments (Non-Current)	Level 1	726.26	-
Investments (Current)	Level 1	278.47	1,615.04
Financial Liability			
Derivative financial instruments - Foreign Currency Forward Contracts	Level 2	125.69	4.63

III) Financial Risk Management

In the course of its business, the Group is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Group's focus is on foreseeing the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

a) Market Risk –

Market Risk Comprises of Foreign Currency Exchange Rate Risk, Interest Rate Risk & Equity Price Risk

i) Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have a potential impact on the Statement of Profit and Loss and Equity, where any transactions are denominated in a currency other than the functional currency of the Group. The Group operates both in domestic market and internationally and consequently the Group is exposed to foreign exchange risk through its sales in overseas countries, and purchases from overseas suppliers in foreign currencies.

The Group's Exchange Rate Risk exposure is primarily due to Trade Payables, Trade Receivables and Borrowings in the form of Buyers' Credit denominated in foreign currencies. The Group uses foreign exchange and forward contracts primarily to hedge foreign exchange exposure.

The following table analyzes foreign currency risk from financial instruments:-

Particulars		Amount in ₹ Lacs	
		March 31,2020	March 31,2019
Exposure Currency (USD)			
Financial Liabilities			
Trade Payables		3,996.43	7,390.32
Buyer's Credit (Loan Taken)		3,690.13	-
	A :-	7,686.55	7,390.32
Financial Assets			
Trade Receivable		2,461.80	4,949.10
Bank Balance in EEFC		2,254.87	50.60
	B :-	4,716.67	4,999.70
Total	A - B :-	2,969.88	2,390.63

Derivative financial instruments

The Group holds derivative financial instruments such as foreign currency forward to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution.

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining maturity period.

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Less than 1 year		
Forward Contract (Currency - USD) to cover both present and future export receivables	2,900.10	-
Forward Contract (Currency - USD) to cover both present and future export payables		1,512.49
Total derivative financial instruments	2,900.10	1,512.49

An appreciation/depreciation of the foreign currencies with respect to functional currency of the Group by 50 paise would result in an decrease/increase in the Group's Net Profit before Tax by approximately ₹ 38.40 lacs for the year ended March 31, 2020 (March 31, 2019 : ₹ 17.28 lacs)

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
40. Disclosures on Financial Instruments (contd.)
ii) Interest Rate Risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. The Group does not have any interest bearing liabilities having floating rate of interest. Hence, the Group does not have any material exposure to Interest Rate Risk.

iii) Security Price Risk

Security price risk is related to change in market reference price of investments in equity securities held by the Group. The fair value of quoted investments held by the Group exposes the Group to equity price risks. In general, these investments are held for trading purposes.

The fair value of investments in equity and mutual funds, classified as Fair Value through Profit & Loss as at March 31, 2020 and March 31, 2019, was ₹ 278.47 lacs and ₹ 1615.04 lacs respectively.

A 10% change in prices of such securities held as at March 31, 2020 and March 31, 2019, would result in an impact of ₹ 27.84 lacs and ₹ 161.50 lacs respectively on profit before tax .

Similarly, The fair value of investments in equity instrument, classified as Fair Value through Other Comprehensive Income as at March 31, 2020 and March 31, 2019, was ₹ 726.26 lacs and Nil lacs respectively.

A 10% change in prices of such securities held as at March 31, 2020 and March 31, 2019, would result in an impact of ₹ 72.63 lacs and Nil lacs respectively on equity before tax impact.

b) Liquidity Risk –

Liquidity risk refers to the risk that the Group may not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The following table shows a maturity analysis of the Group's Financial Liabilities on the basis of undiscounted contractual payments :

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
One Year or less		
Borrowings	5,825.41	217.33
Trade Payables	13,048.43	13,120.62
Lease Liability	38.58	
Other Financial Liabilities	1,746.34	802.41
More than One Year		
Borrowings	41.21	67.72
Trade Payables	-	-
Lease Liability	118.69	-
Other Financial Liabilities	-	-

c) Credit Risk –

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness.

Financial instruments that are subject to credit risk principally consist of Trade Receivables, Loans Receivables, Investments, Cash and Cash Equivalents and Financial Guarantees provided by the Group. None of the financial instruments of the Group result in material concentration of credit risk.

The Group has a policy of dealing only with credit worthy counter parties as a means of mitigating the risk of financial loss from defaults. The Group manages risks through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
41. Leases

Effective 1st April, 2019, the Group adopted Ind AS 116 "Leases" and applied to all lease contracts, identified under Ind AS 17, existing on 1st April, 2019 using the modified retrospective method on the date of initial application.

Lessor accounting under Ind AS 116 is substantially unchanged compared to Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where the Group is the lessor. Pursuant to adoption of Ind AS 116, the Group recognised right-of-use assets and lease liabilities for those leases which were previously classified as operating leases, except for short-term leases and leases of low-value assets. The Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on 31st March, 2019. There is no impact on retained earnings as on 1st April, 2019.

Group as a Lessee

The Group has applied Ind As 116 Leases for the first time . The nature and effect of the changes as a result of adoption of this new accounting standard is described in the Notes of Accounting Policies.

Impact on Balance Sheet (Increase/Decrease)

Particulars	₹ in Lacs	
	31st March 2020	1st April 2019
Assets		
Right of Use Assets(Refer Note No. 3.4)		
a) Leasehold Land	1,288.19	1,344.29
b) Buildings	153.74	-
Liabilities		
Lease Liabilities	157.27	-

Impact on Statement of Profit and Loss (Decrease in Profit)

Particulars	₹ in Lacs	
	31st March 2020	
Depreciation and Amortisation		36.77
Other Income - Interest Income		(0.91)
Other Expenses		(36.73)
Finance Cost		16.06
Income Tax Expenses		(10.72)
Loss/(Profit) for the period		4.48

Impact on Statement of Cash Flows

Particulars	₹ in Lacs	
	31st March 2020	
Payment of principal portion of lease liabilities		20.67
Payment of Interest portion of lease liabilities		16.06
Net Cash flows used in financial activities		36.73

There is no material impact on other comprehensive income or the basic and diluted earning per share.

The Group has lease contracts for Guest House and office spaces used in its operations. These have lease terms of 6 years. While Group also hold leasehold land with lease terms of 30-99 years.

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
41. Leases (contd.)

Set out below are the carrying amounts of right-of-use assets recognised and the movement during the period:

Particulars	₹ in Lacs
	Amount
Initial recognition on adoption of Ind AS 116	-
Reclassified from PPE to ROU asset on adoption of Ind AS 116	1,344.29
As at 1st April 2019	1,344.29
Addition during the year	221.49
Exchange Diff. on Consolidation	(87.26)
Depreciation Expense	(36.77)
As at 31st March 2020	1,441.74

Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	₹ in Lacs
	31st March 2020
As at 1st April 2019	-
Addition during the year	177.94
Accretion of interest	16.06
Payments	(36.73)
As at 31st March 2020	157.27
Current	38.58
Non Current	118.69

The effective interest rate for lease liabilities is 10.00%, with maturity between 2024-2025

The following are the amounts recognised in statement of Profit and Loss:

Particulars	₹ in Lacs
	31st March 2020
Depreciation expense of right-of use assets	36.77
Interest expenses on lease liabilities	16.06
Expense relating to other leases (including in other expenses)	-
Total amount recognised in Statement of Profit and Loss	52.84

Maturity analysis of lease liabilities are as follows:

	2019-2020
1 Year	38.58
2 to 5 Years	118.69

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
42. Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Group.

The Group determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations and short term bank borrowings.

The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group. Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances, non current financial assets and current investments. The table below summarises the capital, net debt and net debt to equity ratio of the Group.

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
Equity Share Capital	655.34	655.34
Other Equity	18,462.17	17,861.91
Total Equity (A)	19,117.51	18,517.25
Non-Current Borrowings	41.21	67.72
Short Term Borrowings	5,825.41	217.33
Gross Debt (B)	5,866.61	285.05
Less: Current Investments	278.47	1,615.04
Less: Non-Current Financial Assets	2,671.75	323.54
Less: Cash and Cash Equivalents	4,352.27	2,040.12
Less: Other Bank Balances	88.32	-
Net Debt (C)	(1,524.19)	(3,693.64)
Net Debt to Equity (C/A)	-	-

43. Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013.

Particulars	Amount in ₹ Lacs	
	March 31,2020	March 31,2019
a) Loans and advances in the nature of loan to others		
i) Loan to Twenty First Century Securities Ltd		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	-	300.00
It carries rate of interest of 12%.		
ii) Loan to Flextrace Polyplast Private Limited		
Balance at the year end	100.00	-
Maximum amount outstanding at any time during the year	100.00	-
It carries rate of interest of 9%.		
iii) Loan to Calcutta Plastometal Products		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	-	100.00
It carries rate of interest of 15%.		
iv) Loan to Dalmia Laminators Ltd		
Balance at the year end	-	-
Maximum amount outstanding at any time during the year	-	150.00
It carries rate of interest of 13%.		
v) Loan to Mark Steels Limited		
Balance at the year end	6.45	6.45
Maximum amount outstanding at any time during the year	6.45	200.00
It carries rate of interest of 12%.		

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
44. Segment Reporting
I) Business Segment

As the Group's business activity falls within a single primary business segment, viz. "Metal", the disclosure requirements of Indian Accounting Standard-108 "Operating Segments", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Amendment Rules, 2014 are not applicable.

II) Geographical Segment

The Group primarily operates out of India and therefore the analysis of geographical segments is demarcated into its Indian and Overseas Operations.

a) Details of Revenue based on geographical location of customers is as below :
Amount in ₹ Lacs

Revenue from Operations	March 31,2020	March 31,2019
India	24,231.07	28,796.11
Overseas	29,407.93	39,994.05
Total	53,639.01	68,790.16

b) Details of Segment Assets based on geographical area is as below :
Amount in ₹ Lacs

Carrying amount of Segment Assets	March 31,2020	March 31,2019
India	24,428.01	20,780.76
Overseas	15,902.75	12,733.80
Total	40,330.76	33,514.56

c) Details of Additions to Segment Assets is as below :
Amount in ₹ Lacs

Additions to Fixed Assets including CWIP	March 31,2020	March 31,2019
India	302.62	476.41
Overseas	797.57	3,100.38
Total	1,100.19	3,576.79

III) Information about Major Customers

Total revenue from customers includes sales to a related party of ₹ 23,498 lacs (March 31, 2019: ₹ 37,764 lacs) which represents more than 10% of the total revenue to single customer of the Group.

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Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
45. Additional Information
Financial Year 2019-20

Name of the Entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs
<i>Parent :</i>								
Manaksia Steels Limited	101.08%	19,324.70	101.22%	870.18	74.92%	(194.38)	112.59%	675.81
<i>Foreign Subsidiaries :</i>								
Technomet International FZE	15.04%	2,875.66	27.67%	237.91	-142.69%	370.20	101.31%	608.10
Federated Steel Mills Limited	8.29%	1,583.94	-10.35%	(88.97)	-217.78%	564.98	79.30%	476.01
Far East Steel Industries Limited	1.04%	199.34	0.00%	-	3.30%	(8.56)	-1.43%	(8.56)
Sumo Agrochem Limited	0.23%	44.02	-3.73%	(32.03)	-1.03%	2.66	-4.89%	(29.37)
<i>Elimination of Inter-Group Transactions</i>	-25.68%	(4,910.15)	-14.82%	(127.39)	383.27%	(994.34)	-186.87%	(1,121.73)
Total :	100%	19,117.51	100%	859.70	100%	(259.43)	100%	600.26

Financial Year 2018-19

Name of the Entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs
<i>Parent :</i>								
Manaksia Steels Limited	100.71%	18,648.89	123.88%	1,031.66	-0.24%	(0.24)	110.71%	1,031.42
<i>Foreign Subsidiaries :</i>								
Technomet International FZE	12.99%	2,406.19	-5.29%	(44.04)	0.39%	0.39	-4.69%	(43.65)
Federated Steel Mills Limited	9.84%	1,821.68	0.73%	6.06	613.82%	607.00	65.80%	613.06
Far East Steel Industries Limited	1.07%	197.40	0.00%	-	-28.64%	(28.32)	-3.04%	(28.32)
<i>Elimination of Inter-Group Transactions</i>	-24.61%	(4,556.91)	-19.32%	(160.92)	-485.33%	(479.94)	-68.79%	(640.86)
Total :	100%	18,517.25	100%	832.76	100%	98.89	100%	931.65

Notes to Consolidated Financial Statements as at and for the year ended March 31,2020
46. Impact of COVID-19 (Global pandemic)

The COVID-19 pandemic has rapidly spread across the world as well as in India and has caused shutdown of the plant and all offices from March 24, 2020. The Group has resumed operations in a phased manner in line with the directives of the respective local government. The Group's management has made initial assessment of likely adverse impact on business, and believes that the impact is likely to be from short to medium term in nature. The management does not see long term risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due. The Management has also evaluated the recoverability of receivables and reliability of inventory on hand based on subsequent realisations and customer orders respectively. However, given the uncertainties associated with the eventual outcome, nature and duration of the pandemic, the impact may be different from that estimated as on the date of approval of these financial statements.

47. Balances of some parties (including of Trade receivables and Trade payables) and loans and advances are subject to reconciliation/confirmations from the respective parties. The management does not expect any material differences affecting the financial statement for the year.
48. Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to conform to the current year presentation.

For AGRAWAL TONDON & CO
Chartered Accountants
 Firm Regn. No. 329088E

For and on behalf of the Board of Directors

Varun Agrawal
 (Managing Director)
 DIN - 00441271

Vineet Agrawal
 (Chief Executive Officer)
 DIN - 00441223

Mrinal Kanti Pal
 (Director)
 DIN - 00867865

Kaushal Kejriwal
 (Partner)
 Membership No. 308606
 Kolkata
 15th day of July, 2020

Rajesh Singhania
 (Chief Financial Officer)

Ajay Sharma
 (Company Secretary)

If undelivered please return to :

Manaksia Steels Limited

Registered Office : "Turner Morrison Building",

6 Lyons Range, 1st Floor, Kolkata-700 001

Phone No : +91-33-2231-0055, Fax : +91-33-2230-0336

Email : infomsl@manaksiasteels.com, Website : www.manaksiasteels.com

Corporate Identity Number : L27101WB2001PLC138341



MANAKSIA STEELS LIMITED

Regd. Office: Turner Morrison Building,
6 Lyons Range, 1st Floor, Kolkata- 700 001
Phone No.:+91-33-2231 0055/56; Fax No.: +91-33-2230 0336,
Email:infomsl@manaksiasteels.com; Website: www.manaksiasteels.com
Corporate Identity Number: L27101WB2001PLC138341

NOTICE OF 19th (NINETEENTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th (Nineteenth) Annual General Meeting (AGM) of the Members of the Manaksia Steels Limited (“Company”) will be held on Tuesday, the 29th September, 2020 at 03.00 p.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following business(es):

Ordinary Businesses:

1. To receive, consider and adopt:
 - a) the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2020 and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Varun Agrawal (DIN: 00441271) who retires by rotation at this Annual General Meeting as a Director and being eligible offers himself for re-appointment.

Special Businesses:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per annum, as approved by the Board of Directors based on the recommendation of the Audit Committee, to be paid to B. Mukhopadhyay & Co. (Firm Registration No.: 00257), Practicing Cost Accountants of B-20 Amarabati, Sodepur, Kolkata 700 110, the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2021, be and is hereby ratified.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s policy on Related Party Transactions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Sumo Steels Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees 400 Crores (Rupees Four Hundred Crores only) for the Financial Year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s policy on Related Party Transactions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Manaksia Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees 50 Crores (Rupees Fifty Crores only) for the Financial Year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
Turner Morrison Building,
6 Lyons Range, 1st Floor,
Kolkata – 700 001
Date : 24th August, 2020

By Order of the Board of Directors

Ajay Sharma
Company Secretary
ACS 34079

NOTES:

- (1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through Video Conferencing (VC) / Other Audio Video Means (OAVM). The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act and MCA Circulars. Hence, Members can attend and participate in the AGM through VC/OAVM only. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
- (2) The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency for providing e-voting facility (remote e-voting and voting at AGM) to the shareholders of the Company in order to cast their votes electronically in terms of said ‘MCA Circulars’
- (3) Pursuant to the provisions of section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- (5) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar and Share Transfer Agent (‘RTA’) for consolidation into single folio.
- (6) Pursuant to the provisions of Section 113 of the Act, representation of the Members may be appointed for the purpose of voting through e-voting, for participation in the 19th AGM through VC / OAVM facility and voting during the 19th AGM. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to the scrutinizer at pammy@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- (7) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 23rd September, 2020 to Tuesday, the 29th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- (8) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- (9) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no

resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 22nd September, 2017.

- (10) A Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. The Board of Directors considered that the special businesses under item no. 3 to 5 unavoidable, be transacted at the AGM. Information on the Directors retiring by rotation/proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI Listing Regulations, as amended, and SS-2 are provided in the Annexure to this Notice.
- (11) As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
- (12) SEBI vide its Circular No. SEBI / HO/ MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 had mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its RTA are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
- (13) 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 (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited at 502 & 503, 5th Floor, Vaishno Chamber, 6 Brabourne Road, Kolkata 700 001.
- (14) In accordance with the Ministry of Corporate Affairs' Green Initiative measures, members holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- (15) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to

avail the benefit of non-deduction of tax at source by email to the RTA at kolkata@linkintime.co.in. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to kolkata@linkintime.co.in

- (16) As per the provisions of the Section 72 of the Act the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.13 and any variation /cancellation thereof can be made by giving a notice to the Company in Form No. SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the RTA /Company.
- (17) In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement before the date of circulation of Annual Report alongwith AGM Notice by email, in one English Newspaper and one Bengali Newspaper, both having a nationwide circulation, *inter alia*, advising members whose e-mail ids are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
- (18) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (19) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/RTA while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (20) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's RTA, Link Intime India Pvt. Ltd at 502 & 503, 5th Floor, Vaishno Chambers, 6 Brabourne Road, Kolkata- 700001.
- (21) Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least ten days before the meeting through email at infomsl@manaksiasteels.com. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- (22) Members are requested to contact the Company's RTA, Link Intime India Pvt. Ltd. at kolkata@linkintime.co.in for reply to their queries/ redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22310055; Email: infomsl@manaksiasteels.com).
- (23) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM, *inter-alia*, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 are also available on the Company's website www.manaksiasteels.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL (agency providing remote e-Voting facility) <https://www.evoting.nsdl.com>.
- (24) The Register of Directors and Key Managerial Personnel and their shareholding

maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice of the AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to infomsl@manaksiasteels.com.

- (25) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (26) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (27) Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

A. Voting through electronic means

- I. 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 Regulations (as amended), Secretarial Standard on General Meeting issued by the Institute of the Company Secretaries of India and MCA circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. 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.
- II. The members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC/OAVM but shall not be entitled to change or cast their vote again.
- III. **The remote e-voting period shall commence on Friday, the 25th September, 2020 (9:00 a.m.) and end on Monday, the 28th September, 2020 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, the 22nd September, 2020, may cast their vote by remote e-voting.** A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. 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 of Tuesday, the 22nd September, 2020. 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 the facility of remote e-voting as well as voting during the AGM.
- V. Any person, who acquires shares of the Company and become member of the Company, after the dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
- VI. 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 shall only be entitled to avail the facility of remote e-voting as well as voting during the AGM.

- VII. Ms. Munmi Phukon, Partner, (Membership No.: A60355, CP No.: 22846) of Vinod Kothari & Company, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.
- VIII. The process and manner for remote e-voting are as under:

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

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

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

- Step 1: 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 are 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 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 step mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 are 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 / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to vkandco@vinodkothari.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.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. 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 infomsl@manaksiasteels.com on or before 22nd September, 2020. 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 infomsl@manaksiasteels.com.
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned above as the case may be.

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 during the AGM.

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

1. Members will be provided with a facility to attend the AGM by 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 AGM.
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. The Members can join the AGM through the VC/OAVM mode 15 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID : evoting@nsdl.co.in.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at infomsl@manaksiasteels.com from September 23, 2020 (9:00 a.m. IST) to September 25, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

1. During the AGM, the Chairman shall after response to the questions raised by the Members in advance or as a speaker at the AGM, announce the start of the casting of vote through the e-voting system. After the Members participating through VC/OAVM facility, eligible (who have not casted vote earlier through remote e-voting process or otherwise barred to cast vote) and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 19th AGM.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than Forty Eight hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manaksiasteels.com and on the notice board of the Company at its Registered Office and on the website of NSDL within Forty Eight hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Regd. Office:
Turner Morrison Building,
6 Lyons Range, 1st Floor,
Kolkata – 700 001
Date : 24th August, 2020

By Order of the Board of Directors

Ajay Sharma
Company Secretary
ACS 34079

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

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Businesses set out in the accompanying Notice:

Item No. 3:

The Board of Directors on the recommendation of Audit Committee in its meeting held on 15th July, 2020 has approved the appointment of B Mukhopadhyay & Co. (FRN: 00257), as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March 2021, at a remuneration of Rupees One Lakh only per annum for the Financial year 2020-21.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought by passing an ordinary resolution as set out in the Item No. 3 of the Notice for ratification of the remuneration of Rupees One Lakh only per annum payable to the cost auditors as approved by the Board of Directors for conducting audit of the cost records of the company for the Financial Year ending 31st March, 2021.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and Its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. As per provision of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The proposed transaction(s) with Sumo Steels Limited shall be material as per the criteria of the materiality prescribed under SEBI Listing Regulations.

The value of the proposed aggregated transaction with Sumo Steels Limited is likely to exceed the said threshold limit as provided under the Companies Act, 2013, and is expected to be around Rupees 400 Crore (Rupees Four Hundred Crore only) during the Financial Year 2020-21.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Sumo Steels Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	SUMO STEELS LIMITED
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal and Mr. Varun Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of raw materials like Hot Rolled Coils, Spares, etc. on the general commercial terms i.e.

- payment credit period, delayed payment interest, delivery of the products, etc. of the company. The pricing of the products will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary value of aggregate proposed transactions during FY 20-21 is expected to be Rupees 400 Crore (Four Hundred) only. Product available for sale at a market price to the related party and justified from economies of scale point of view.
5. Any other information relevant or important for the members to take a decision on the proposed resolution

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid transaction and accordingly the Board recommend the above resolution no. 4 for the approval/ratification of the shareholders.

Except Mr. Suresh Kumar Agrawal, Mr. Varun Agarwal, and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. As per provision of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The proposed transaction(s) with Manaksia Limited shall be material as per the criteria of the materiality prescribed under SEBI Listing Regulations.

The value of the proposed aggregated transaction with Manaksia Limited is likely to exceed the said threshold limit, and is expected to be around Rupees 50 Crore (Rupees Fifty Crore only) during the Financial Year 2020-21.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Manaksia Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	MANAKSIA LIMITED
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal and Mr. Vineet Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence

- | | | |
|----|---|---|
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangement | Sale of BP Sheets/ CR TO Sheets/ HR PO Sheets, etc. on the general commercial terms i.e. payment credit period, delayed payment interest, delivery of the products, etc. of the company. The pricing of the products will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary value of aggregate proposed transactions during FY 20-21 is expected to be Rupees 50 Crore (Rupees Fifty Crore only). |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | Product available for sale at a market price to the related party and justified from economies of scale point of view. |

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid transactions and accordingly the Board recommend the above resolution no. 5 for the approval/ratification of the shareholders.

Except Mr. Suresh Kumar Agrawal Mr. Vineet Agrawal and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Regd. Office:
Turner Morrison Building,
6 Lyons Range, 1st Floor,
Kolkata – 700 001
Date : 24th August, 2020

By Order of the Board of Directors

Ajay Sharma
Company Secretary
ACS 34079

Annexure

Information as required under Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard-2 are given below:

Name of the Director	Mr. Varun Agrawal
Director Identification Number	00441271
Date of Birth / Age	09.10.1982 (38)
Date of first Appointment on the Board	17.11.2014
Qualifications	Commerce Graduate
Terms and conditions of appointment or re-appointment	Re-appointed as Managing Director w.e.f.11.02.2019 at the 18 th AGM, he is liable to retire by rotation
Details of remuneration sought to be paid (Rs. in Lacs per annum)	As per the existing approved terms & conditions
Last Remuneration Drawn (Rs. in Lacs)	Rs.240 Lacs per annum
Experience and Expertise in specific functional areas	Expertise in marketing of value added steel and aluminium products
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Manaksia Ferro Industries Limited 2. Crest Steel & Alloys Private Limited 3. Rainbow Manufacturing Co. Private Limited 4. Fixopan Management Private Limited 5. Titanic Manufacturing Co. Private Limited 6. Vajra Machineries Private Limited 7. Krishna Devlo Consultancy Private Limited
Membership/Chairmanship of the Committee of other Public Companies	None
Membership/Chairmanship of the Committee of the Board of Directors of the Company	Member of : 1) Audit Committee 2) Stakeholders Relationship Committee 3) Committee of Directors 4) Corporate Social Responsibility Committee
Number of Shares held in the Company	12761241 no. of equity shares
Relationship with other Directors and other Key Managerial Personnel of the Company	Mr. Suresh Kumar Agrawal – Father
Number of Board meetings Attended during the year	Five