

**NIRAJ ISPAT INDUSTRIES LIMITED**



**NIRAJ ISPAT INDUSTRIES LIMITED**

**[34<sup>TH</sup> ANNUAL REPORT 2018-2019]**



# NIRAJ ISPAT INDUSTRIES LIMITED

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>
Haryant Kumar Chaudhry Director & CEO Vaishali Chaudhry Director Chaitanya Chaudhry Director Anil Kumar Sharma Independent Director Rajeev Kumar Singhal Independent Director Niraj Chaudhry CFO	Ms. Seema Sharma Email I.D. <a href="mailto:nirajispatindustries@gmail.com">nirajispatindustries@gmail.com</a> Contact No. 011-23551821
<b>REGISTERED OFFICE</b>	<b>STATUTORY AUDITORS</b>
5140-41/34, F/F Chaudhary Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi - 110006 <b>Email ID:</b> <a href="mailto:Nirajispatindustries@gmail.com">Nirajispatindustries@gmail.com</a> <b>Website:</b> <a href="http://www.nirajispat.in">www.nirajispat.in</a> <b>Phone: 0120-6526390, 23551821</b>	<b>M/s. Vipin Kumar &amp; Company,</b> Chartered Accountants, 2-Kamal Colony, Delhi Road Saharanpur, U.P. 247001
<b>CORPORATE OFFICE</b>	
Chaudhary Cinema Building, 19, G.T. Road Ghaziabad-201009, Uttar Pradesh	
<b>SECRETARIAL AUDITOR</b>	<b>REGISTRAR AND TRANSFER AGENT</b>
<b>V Kumar &amp; Associates</b> Company Secretaries 15/18, Basement, West Patel Nagar, New Delhi-110008 Mobile: 9910218035 Mail: <a href="mailto:csvivekkumar@gmail.com">csvivekkumar@gmail.com</a> , <a href="mailto:vivek@vkumarassociates.in">vivek@vkumarassociates.in</a>	M/s Skyline Financial Services Private Limited D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Contact No.: 011-64732681-826812682
<b>BANKERS</b>	<b>STOCK EXCHANGE</b>
State Bank of India	<b>National Stock Exchange of India Ltd,</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400051



# NIRAJ ISPAT INDUSTRIES LIMITED

## TABLE OF CONTENTS

S. No.	Contents	Page No.
01	Notice of Annual General Meeting	1
02	Director's Report	7
03	Management Discussion and Analysis Report	15
04	Extract of Annual Return	17
05	Corporate Governance Report	29
06	Secretarial Audit Report	49
07	Attendance Slip	53
08	Proxy Form No. MGT-11	54
07	Independent Auditor's Report	56
08	Balance Sheet	68
09	Statement of Profit & Loss	69
10	Cash Flow Statement	70
11	Notes on Accounts	71---92



# NIRAJ ISPAT INDUSTRIES LIMITED

## NOTICE

**Notice** is hereby given that the **34th Annual General Meeting** of the Shareholders of Niraj Ispat Industries Limited will be on **Monday, September 30<sup>th</sup>, 2019** at **02.00 P.M.** held at its Registered Office of the Company situated at 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar Delhi 110006 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS :

2. **Re- Appointment of Mr. ANIL KUMAR SHARMA (DIN:02664381) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an SpecialResolution.

**“RESOLVED THAT**, in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. ANIL KUMAR SHARMA (DIN: 02664381) as an Independent Director of the Company for a period of five years with effect from 30th September, 2019, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

**For and on behalf of the Board of Directors  
For NIRAJ ISPAT INDUSTRIES LIMITED**

**Place: New Delhi  
Date: 28.08.2019**

**Sd/-  
Name: Haryant Kumar Chaudhry  
DIN: 00021795  
Designation: Director and CEO  
Address: KD-46 Kavi Nagar  
Ghaziabad 201002**



# NIRAJ ISPAT INDUSTRIES LIMITED

## NOTES:

- (1) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting.** Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (3) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (4) Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
- (5) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (6) An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business 2 is annexed hereto and forms part of this notice.
- (7) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> August, 2019 to Sunday, 29<sup>th</sup> August, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (8) In compliance with 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 (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting (AGM) through e-voting Services provided by National Securities Depository Limited (NSDL).



# NIRAJ ISPAT INDUSTRIES LIMITED

## PROCESS FOR E-VOTING:

The voting period begins on 27th September, 2019 at 9.00 AM and ends on 29th September, 2019 at 5.00 PM. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 may cast their vote electronically.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 29th September, 2019, 5:00 P.M.

The instructions for remote e-voting are as under:

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Name of the company".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



## NIRAJ ISPAT INDUSTRIES LIMITED

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to 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 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nSDL.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID:[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The result of voting will be announced at **5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar Delhi 110006** by the Chairperson of the AGM on Monday, 30<sup>th</sup> September, 2019. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **Explanatory Statement (Pursuant to section 102 of Companies Act, 2013)**

**Item 2:** The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. ANIL KUMAR SHARMA counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 28<sup>th</sup> August, 2019, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. ANIL KUMAR SHARMA as an Independent Director of the Company.

**For and on behalf of the Board of Directors  
For NIRAJ ISPAT INDUSTRIES LIMITED**

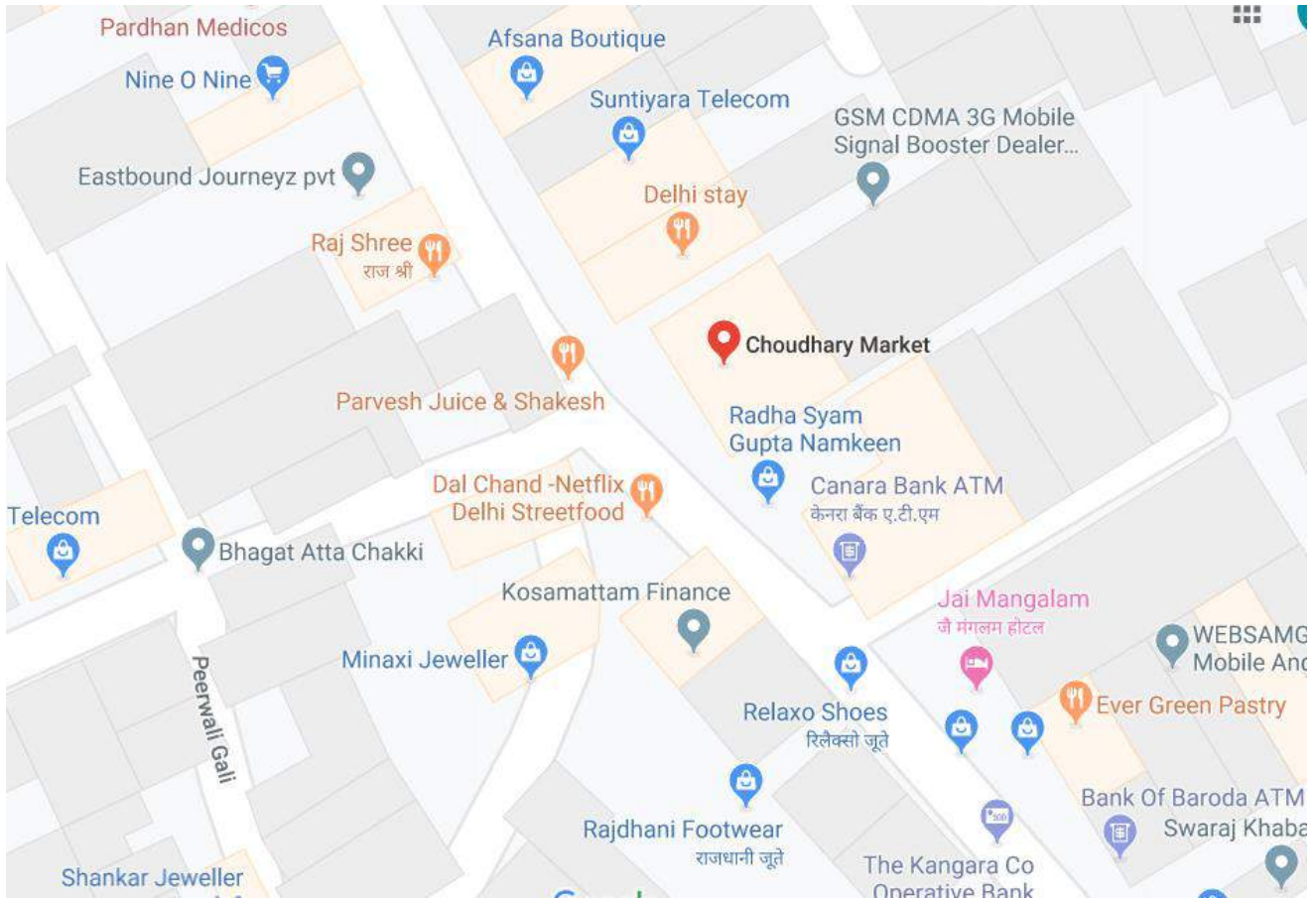
**Place: New Delhi  
Date: 28.08.2019**

**Sd/-  
Name: Haryant Kumar Chaudhry  
DIN: 00021795  
Designation: Director and CEO  
Address: KD-46 Kavi Nagar  
Ghaziabad 201002 UP**



# NIRAJ ISPAT INDUSTRIES LIMITED

## Route Map:





# NIRAJ ISPAT INDUSTRIES LIMITED

## DIRECTOR'S REPORT

### Dear Members,

Your Directors feel pleasure in presenting their 34<sup>th</sup> Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31<sup>st</sup> March, 2019.

### FINANCIAL RESULTS

The performance of the Company for the financial year ended on 31st March, 2019 is summarized below:

Particulars	Yearended 31.03.2019(in lakhs)	Yearended 31.03.2018(in lakhs)
Income(Gross)	644.12	717.62
Expenses during the year excluding depreciation & interest	504.48	535.84
Profit/(Loss) before depreciation & interest	139.63	181.77
Less: - Depreciation	30.34	31.08
Interest	24.57	23.37
Profit before Taxes	84.72	127.32
Less:- Provision for Taxation		
- Current Tax/MAT	21.41	35.77
- Short/Excess provision of taxation for previous period	0.47	1.66
- Deferred Tax	(2.72)	(6.03)
Profit/(Loss) After Tax	65.54	95.91
Prior period adjustments	-	-
<b>Profit/(Loss) for the year after tax and prior period adjustments</b>	<b>65.54</b>	<b>95.91</b>

### DIVIDEND

Your Directors intend to plough back available resources for financial requirements and express their inability to recommend any dividend for the financial year.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **RESERVES**

The Company has transferred Rs. 18,00,000/- from the statement of profit and loss to general reserve during the year under review.

## **BUSINESS OPERATIONS**

The fiscal year 2018-19 was a period of relative stability. During the year under review, our Company achieved a profit of Rs. 84.71/-(in lakhs) before tax as against Profit 127.31/-(in lakhs) in the preceding financial year.

## **Significant & Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status of the Company**

No significant and material orders were passed by any Regulator(s) or Court(s) or Tribunal(s) which would impact the going concern status of the company.

## **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**

No material changes and commitment affecting the financial position of the company have occurred between the end of the financial year to which this financial statements relate and the date of this report.

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

The Management Discussion and Analysis Report forms part of this Annual Report in compliances with Regulation 34 of SEBI (LODR) Regulations, 2015 and is annexed marked as **Annexure 'A'**.

## **SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANY**

During the year under review, the Company has no Subsidiary/Joint Venture/ Associate Company.

## **Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement**

The Company has no subsidiaries, associates and joint venture companies so this point is not applicable on the Company.

## **Details in Respect of Frauds Reported by Auditors under Sub-Section (12) Of Section 143 other than those which are Reportable to The Central Government**



# NIRAJ ISPAT INDUSTRIES LIMITED

Auditors have not reported any frauds during the year under review.

## **PUBLIC DEPOSITS**

During the year under review, the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975.

## **EXTRACTS OF THE ANNUAL RETURN**

The extract of the Annual Return in Form No.MGT – 9 as per Section 92 of the Companies Act 2013 is annexed as **Annexure 'B'**.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and Out go pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 'C'** to this Report.

## **CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance with the Corporate Governance Provisions shall not apply in respect of the listed entity having paid up Equity Share Capital not exceeding Rupees Ten Crores and Net worth not exceeding Rupees Twenty Five Crores as on the last day of the previous financial year. However, as a good governance practice, the Directors Report on Corporate Governance is annexed and form part of this report as **Annexure 'D'**.

## **CORPORATE SOCIAL RESPONSIBILITY**

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

## **BOARDS DIRECTORS AND KEY MANAGERIAL PERSONNEL**

While selecting Directors, the Company looks for an appropriate balance of skills, experience, independence and knowledge to enable them discharge their respective duties and responsibilities effectively. The Company has laid down a clear Policy on remuneration of Directors, Key Managerial Personnel and other employees.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **DECLARATION BY AN INDEPENDENT DIRECTOR(S)**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015.

## **APPOINTMENT OF COMPANY SECRETARY**

The Company has appointed Ms. Seema Sharma, an Associate Member of the Institute of Company Secretaries of India, as Company Secretary of the Company to hold the office w.e.f. 29th June, 2019. During the Ms. Sonam Nandwani has resign from the post of Company Secretary w.e.f—31st, December, 2018. Thereafter Ms. Chahat Dhawan has been appointed as Company Secretary of the Company to hold the office w.e.f. 10th January, 2019 till 29th July, 2019.

## **BOARD MEETINGS OF THE COMPANY**

The Board met 6 times during the financial year. During the 10 months period ended 31st March, 2019. Board Meetings were held on 16.04.2018, 28.05.2018, 18.07.2018, 18.10.2018, 18.01.2019, 14.08.2018, 03.09.2018, 14.11.2018, 10.01.2019, 13.02.2019.

## **OVERALL REMUNERATION**

Details of all elements of remuneration paid to all the Directors are given in the Corporate Governance Report. Details of remuneration as required under Section 197(12) of Companies Act 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in this report.

## **PREVENTION OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE**

The Company has a Policy on Prevention of Sexual Harassment of Women at Workplace and has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case was reported during the year under review.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

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

- (i) In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company forth at period.



## NIRAJ ISPAT INDUSTRIES LIMITED

- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts for the financial year ended 31st March 2019 on a going concern basis.
- (v) The Director had laid down internal financial controls to be followed by company and that internal financial controls are adequate and operating effectively.
- (vi) The Director had devised proper system to ensure compliance with provision of all applicable laws and such is adequate and operating effectively.

### **AUDITORS**

#### **i. Statutory Auditors**

M/s. Vipin Kumar & Company, Chartered Accountants, the Statutory Auditors of the Company hold the office from 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors.

The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 139 (1) of the said Act.

#### **ii. Secretarial Auditor**

The secretarial audit of the Company has been conducted by M/s. V Kumar and Associates, Company Secretaries and their report on the secretarial audit for the year under review is annexed hereto is attached as **ANNEXURE 'F'**.

### **AUDITORS REPORT**

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and no qualifications, reservations or adverse remarks have been made by the Statutory Auditors in the said Report.

### **SECRETARIAL AUDIT REPORT**

The Secretarial Audit Report does not contain any reservation, qualification or adverse remark except that:-  
➤ Since, Company is required to appoint Internal Auditor pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, But the Company did not appoint any Internal Auditor.  
as mentioned in the secretarial audit report annexed hereto is attached as **ANNEXURE 'F'**.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

## **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENT MADE UNDER 186 OF THE COMPANIES ACT, 2013**

The Company has neither given any loan to any persons or body corporate nor given any guarantee or provided security in connection with a loan to other body corporate or Persons. The Company has not made any investment in the purchase of shares of any associate Company during the year under review.

## **RELATED PARTY TRNSACTIONS**

All the related party transactions that were entered into during the financial year were in the ordinary course of Company's business and on arm's length basis. There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. However the related party transactions are given in Note No.27.

## **SHARE CAPITAL**

### **A. Increase in Authorised Share Capital and Preferential Allotment of Shares**

During the year under review, there is no change in Authorised Capital of the Company.

### **B. Issue of equity shares with differential rights**

Company has not issued any equity shares with differential rights so no disclosure is required as per rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014

### **C. Issue of sweat equity shares**

Company has not issued sweat equity shares, so no disclosure is required as per rule 8(13) of the Companies (Share Capital and Debentures) Rules 2014.

### **D. Issue of employee stock options**



## NIRAJ ISPAT INDUSTRIES LIMITED

Company has not issued employee stock options, so no disclosure is required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014

### **E. Provision of money by Company for purchase of its own share by employees or by trustee for the benefit of employees**

Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

### **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT**

The Company has adequate internal financial control system commensurate with the size of the Company and the nature of its business with regards to purchase of Fixed Assets. The activities of the Company do not involve purchase of inventories and sale of goods and services.

For the purposes of effective internal financial control, the Company has adopted various procedures 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.

To ensure adequacy of internal financial controls, the procedures adopted by the Company are based on the following parameters:

- (a) Familiarity with Policies and Procedures – the related policies and procedures and the changes thereto, if any, are communicated to the employees at the time of joining and it is ensured that such person understands the policies or procedures correctly.
- (b) Accountability of Transactions – There is a proper delegation of authorities and responsibilities so as to ensure accountability of any transaction.
- (c) Accuracy & Completeness of Financial Statements/ Reports – For accuracy and completeness of information, reconciliation procedure and multiple checking at different level have been adopted. To avoid human error, computer software is extensively used.
- (d) Retention and Filing of Base Documents – All the source documents are properly filed and stored in a safe manner. Further, important documents, depending upon their significance are also digitized.
- (e) Segregation of Duties – It is ensured that no person handles all the aspects of a transaction. To avoid any conflict of interest and to ensure propriety, the duties have been distributed at different levels.
- (f) Timeliness – It is also ensured that all the transactions are recorded and reported in a timely manner.

The procedures are also reviewed by the Statutory Auditors and the Directors of the Company from time to time. There has also been proper reporting mechanism implemented in the organization for reporting any deviation from the procedures.



# NIRAJ ISPAT INDUSTRIES LIMITED

## TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend declared and paid in past years, the provisions of Section 125 of the Companies Act, 2013, do not apply.

## SEGMENT

The Company is engaged in the business of manufacturing of Polyester Buttons which are governed by the same set of risks and returns and as such are in the same segment.

## RISK MANAGEMENT POLICY

Company has implemented proper risk management policy including identification therein of element of risk.

## ACKNOWLEDGEMENT

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels.

**For and on behalf of the Board of Directors  
For Niraj Ispat Industries Limited**

**Place: New Delhi**

**Date: 28.08.2019**

**Sd/-**

**Haryant Kumar Chaudhry  
Director  
DIN: 00021795  
Address: KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh**

**Sd/-**

**Chaitanya Chaudhary  
Director  
DIN: 06813394  
Address: KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh**



# NIRAJ ISPAT INDUSTRIES LIMITED

ANNEXURE 'A'

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was satisfactory. Net Profit for the year 2018-19 stood at Rs 6,554,890 /- as against Net Profit of Rs.9,591,431/- in the year 2017-18. Further more the total Revenue from operation for the year ended March 31st, 2019 stood at Rs.59,574,378/- as compared to Rs. 65,611,797/- revenue for the year 2017-2018.

### 2. INDUSTRY STRUCTURE AND DEVELOPMENT

The principal activities of the Company are:

- i. The Company carries on the business of manufacturing of polyester buttons in two or four thread holes. Used in dresses, sweaters, pouches and shirts, these buttons can be availed in a variety of colors, sizes and designs. Due to their numerous advantages, these buttons are widely acknowledged in residential and commercial sectors. We are offering these polyester buttons to our clients at cost-effective prices.
- ii. The Company has enriched with vast industry experience, we are offering an exquisite range of Polyester Buttons. At our vendors' end, these buttons are designed using remarkable quality of materials that are procured from certified sources of the market. To ensure flawlessness, these buttons are comprehensively checked on various parameters by the team.

### 3. THREATS

- I. With the increase in business segment, the competition has increased from Domestic and other developed countries.
- II. Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

### 4. PROSPECT & OUTLOOK

The Company presents the analysis of the Company for the year 2018-2019 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.



# NIRAJ ISPAT INDUSTRIES LIMITED

## 5. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

## 6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

## 7. HUMAN RESOURCES

Human Resources are highly valued assets at Niraj Ispat Industries Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

**For and on behalf of the Board of Directors  
FOR Niraj Ispat Industries Limited**

**Place: New Delhi**

**Date: 28.08.2019**

**Sd/-**

**Haryant Kumar Chaudhry  
Director**

**DIN: 00021795**

**Address: KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh**

**Sd/-**

**Chaitanya Chaudhary  
Director**

**DIN: 06813394**

**Address: KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh**



## ANNEXURE TO DIRECTOR S' REPORT

### FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN As on Financial Year Ended on 31<sup>st</sup> March, 2019

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

#### I. REGISTRATION AND OTHER DETAILS:

<b>CIN</b>	L27106DL1985PLC021811
<b>Registration date</b>	19th August, 1985
<b>Name of the Company</b>	Niraj Ispat Industries Limited
<b>Category / sub-category of the Company</b>	Company limited by shares
<b>Address of the Registered office &amp; Contact Details</b>	5140-41/34, F/F Chaudhary Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, New Delhi-110006 Tel: 0120-6526390, 23551821
<b>Whether listed Company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Skyline Financial Services Private Limited D153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110020 Phone: 011- 64732681/82 Contact Person: Mr. Virender Kumar Rana Mobile No: 9818456709

#### 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:-

<b>S. No.</b>	<b>Name and Description of main products/services</b>	<b>NIC Code of the product/service</b>	<b>% to total turnover of the Company</b>
1	Manufacturing of Polyester Buttons	2220	92.48





# NIRAJ ISPAT INDUSTRIES LIMITED

Other....									
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	447500	0	447500	74.58	447500	0	447500	74.58	+0.00 02
<b>B. Public Shareholdin g</b>									
<b>1. Institutions</b>	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companie s	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii)Overseas	0	9970	9970	1.66	9860	3110	12970	2.16	+0.5
b) Individuals (i) Individual shareholders holding nominal	57200	64430	121630	20.27	60340	58290	118630	19.77	-0.5



## NIRAJ ISPAT INDUSTRIES LIMITED

share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20000	0	20000	3.33	20000	0	20000	3.33	0
c) Others (Specify)	0	900	900	0.16	0	900	900	0.16	0
Sub-total (B)(2)	77200	75300	152500	25.42	90200	62300	152500	25.42	0
Total Public Shareholding (B) = (B)(1) + (B)(2)	77200	75300	152500	25.42	90200	62300	152500	25.42	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	524700	75300	600000	100.00	137700	63200	600000	100.00	0

### ii. Shareholding of Promoter

S. No	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year				% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Madhu Chaudhry	113900	18.98	0	113900	18.98	0	0



## NIRAJ ISPAT INDUSTRIES LIMITED

2	Neeraj Chaudhary HUF	54300	9.05	0	54300	9.05	0	0
3	Niraj Steels Private Limited	24600	4.1	0	24600	4.1	0	0
4	Pickup Suppliers Private Limited	53900	8.98	0	53900	8.98	0	0
5	Haryant Stainless Steel Private Limited	47900	7.98	0	47900	7.98	0	0
6	Haryant Kumar Chaudhary	35700	5.95	0	35700	5.95	0	0

7	Neeraj Chaudhary	61600	10.2	0	61600	10.27	0	0
8	Anuradha Kanodia	20000	3.33	0	20000	3.33	0	0
9	Vaishali Chaudhry	30400	5.07	0	30400	5.07	0	0
10	Vaidehi Chaudhry	5200	0.87	0	5200	0.87	0	0



# NIRAJ ISPAT INDUSTRIES LIMITED

## (ii) Change in Promoter's shareholding (please specify if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	447500	74.58	447500	74.58
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer /bonus/sweat /equity etc.	NIL	NIL	NIL	NIL
	At the end of the Year	447500	74.58	447500	74.58

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

Sl. No	Name of Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares at the beginning	% of total shares of the Company		No. of shares at the end	% of total shares of the Company
1.	Vijay Kumar Agarwal	20000	3.33	Nil	20000	3.33
2.	Jagmohan Nayyar	8400	1.4	Increased	13400	2.23
3.	Karan Nayyar	8000	1.33	Increased	13000	2.16
4.	Neeta Nayyar	-	-	Increased	5900	0.98
5.	Ravindra Kumar Garg	5000	0.83	Nil	5000	0.83
6.	Conrado Traders Private Limited	3525	0.59	Nil	3525	0.59
7.	Omolar Textiles Private Limited	3335	0.56	Nil	3335	0.56
8.	Shahab Tariq	3800	0.63	Nil	3800	0.63
9.	Ashok Kapoor	3300	0.55	Nil	3300	0.55
10.	Manoj Kumar Singhal	3140	0.52	Nil	3140	0.52



# NIRAJ ISPAT INDUSTRIES LIMITED

## (iv) Shareholding of Directors and Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2018		Shareholding at the end of the year 31 <sup>st</sup> March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Haryant Kumar Chaudhry	35700	5.95	35700	5.95
2	Vaishali Chaudhry	30400	5.07	30400	5.07
3	Chaitanya Chaudhary	Nil	Nil	Nil	Nil
4	Anil Kumar Sharma	3000	0.5	3000	0.5
5	Rajeev Kumar Singhal	Nil	Nil	Nil	Nil

## V INDEBTNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	786,336	64,187,445	NIL	64,973,781
II) Interest due but not paid				
III) Interest accrued but not due				
Total (I+II+III)	786,336	64,187,445	NIL	64,973,781



# NIRAJ ISPAT INDUSTRIES LIMITED

Change in Indebtedness during the financial year				
• Addition	--	1,982,762	---	1,982,762
• Reduction	(786,336)	(3,080,492)	Nil	(3,866,828)
Net Change	(786,336)	(1,097,730)	NIL	(1,884,066)
Indebtedness at the end of the financial year				
I) Principal Amount	-----	63,089,715	NIL	63,089,715
II) Interest due but not paid				
III) Interest accrued but not due				
<b>Total (I+II+III)</b>	<b>NIL</b>	<b>63,089,715</b>	<b>NIL</b>	<b>63,089,715</b>

## VI. Remuneration of Directors and Key Managerial Personnel Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Haryant Kumar Chaudhry Chaitanya Chaudhry	6,00,000 6,00,000
	(b) Value of perquisites/s		NIL
	17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	
	Stock Option	-	-
	Sweat Equity	-	-
	Commission		
	- as % of profit	-	-
	- others, specify		
	Others, please specify	-	-
	<b>Total (A)</b>		<b>12,00,000</b>



# NIRAJ ISPAT INDUSTRIES LIMITED

Ceiling as per the Act	-
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## A. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total amount
	<b>Independent Directors</b>	Mr. Anil Kumar Sharma Mr. Rajeev Kumar Singhal	
	· Fee for attending board committee meetings	NIL	NIL
	· Commission	NIL	NIL
	- Others, please specify		

	Other Non-Executive Directors	Vaishali Chaudhry	
	· Fee for attending board	NIL	NIL
	· Commission	NIL	NIL
	· Others, please specify		NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL
	Independent Directors	Mr. Anil Kumar Sharma Mr. Rajeev Kumar Singhal	
	· Fee for attending board committee meetings	NIL	NI
	· Commission	NIL	L
	- Others, please specify		

## B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD



# NIRAJ ISPAT INDUSTRIES LIMITED

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary	NIL	1,32,000	8,40,000	Nil
		NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	1,32,000	8,40,000	NIL

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors  
FOR Niraj Ispat Industries Limited

Place: New Delhi

Date: 28.08.2019

Sd/-

**Haryant Kumar Chaudhry**  
Director  
DIN: 00021795  
Address: KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh

Sd/-

**Chaitanya Chaudhary**  
Director  
DIN: 06813394  
Address: KD-46, Kavi Nagar,  
Ghaziabad-201200, Uttar Pradesh



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

The Information Under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31st, 2019 is given here below and forms part of the Director's Report.

#### **I. CONSERVATION OF ENERGY**

**(a) Measures taken:** The Company is aware of the importance of conservation of energy and continuous efforts are being made to reduce energy cost at all levels. Special attention is being given for the use of energy efficient equipments. During the year the Company Replaced the regular florescent tube lights with new energy saver LED tube Lights at factory

#### **(b) Additional investments and proposal for reduction of consumption of energy:**

The Company already worked on reducing carbon footprint in all its area of operation through initiatives like placing the solar panel 40.8 KW which generates approx. 180 units per day. The Management is committed to further identify new areas where the conventional equipments can be replaced by latest equipments so as to reduce the consumption of various sources of energy.

**(c) Impact of the measures (a) and (b):** The Company has achieved reduction in energy costs.

**Total energy consumption and consumption per unit of production in prescribed Form 'A' is given below:**

#### FORM – A

<b>Power and Fuel Consumption</b>	<b>2018-19</b>
1. Electricity Unit (kwhs) Total Amount (Rs.)	5,28,654 42,94,595/-
2. Own Generation (Through Diesel Generator) Cost (Rs.)	4,33,150/-

#### **II. TECHNOLOGY ABSORPTION**

Efforts made in technology absorption as per Form B is given below:



# NIRAJ ISPAT INDUSTRIES LIMITED

## FORM – B

### I. Research and Development (R & D)

- 1. Specific areas:** The R & D activities of the Company are aimed at quality control and improvement/up-gradation of the product range.
- 2. Benefits derived:** Improvement in product quality, development of new value added products and cost effectiveness.
- 3. Future plan of action:** Development of more value added products and making the product more cost effective.
- 4. Expenditure on R & D:** Expenditure on Research & Development are difficult to ascertain as the same staff and equipments are used for production and quality control.

### II. Technology Absorption, adoption and innovation:

- 1. Efforts made:** Sustained efforts are being made towards upgrading the process technology.
- 2. Benefits derived:** The Company has been able to improve the quality of its existing products
- 3. Particulars of technology imported:** Nil

### III. FOREIGN EXCHANGE EARNINGS AND OUTGO :

**(a) Efforts :** Various efforts are being made to explore and secure new export market for Company's products.

#### **(b) Earning and outgo : 2018-19 2017-18**

i) Foreign Exchange earning :	NIL	NIL
ii) Foreign Exchange outgo :	NIL	NIL

#### **(b) Value of Imports on CIF Basis 2018-19 2017-18**

Capital Goods (in lacs) : NIL    50.38



# NIRAJ ISPAT INDUSTRIES LIMITED

## ANNEXURE 'D'

### REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, and shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the Board in managing the Company in a transparent manner for maximizing long-term value of the Company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

#### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving Company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the Company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to Company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent Directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and



# NIRAJ ISPAT INDUSTRIES LIMITED

guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

## A. BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

### i) CATEGORY AND COMPOSITION

In Compliance with the Listing Agreement, the Company has a balanced mix of executive, non-executive and Independent Directors to comply with the Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. As on date of this report, the Board of Directors consists of 5(Five) Directors, out of which 2 are Executive Directors, 1 is Non- Executive Director and 2 are Non- Executive & Independent Directors. The Chairperson of the Company is Non- Executive Director.

### The composition of Board during the year as follows:

Name of the Director	DIN	Designation	Category
Mr. Haryant Kumar Chaudhry	00021795	Director	Executive Director
Mr. Chaitanya Chaudhary	06813394	Director	Executive Director
Ms. Vaishali Chaudhry	01719640	Director	Non- Executive Director
Mr. Anil Kumar Sharma	02664381	Director & Chairperson	Non- Executive & Independent Director
Mr. Rajeev Kumar Singhal	00284223	Director	Non- Executive & Independent Director

### ii) BOARD MEETING

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board meeting are also held whenever required. To conduct a Board meeting the Directors are informed by giving a notice in advance and the agenda of Board meeting is also dispatched with the notice. The members of Board discussed each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.



# NIRAJ ISPAT INDUSTRIES LIMITED

During the year Five (10) Board Meetings have taken place 16.04.2018, 28.05.2018, 18.07.2018, 18.10.2018, 18.01.2019, 14.08.2018, 03.09.2018, 14.11.2018, 10.01.2019, 13.02.2019

**Details of attendance of each Director at various meetings of the Company is as follows:**

Name of The Director	Designation	Category	No. of Board Meetings Attended	Last AGM attended
Mr. Haryant Kumar Chaudhry	Director	Executive Director	10	Yes
Mrs. Vaishali Chaudhry	Director	Non-Executive Director	10	Yes
Mr. Anil Kumar Sharma	Director	Non-Executive & Independent Director	10	Yes
Mr. Chaitanya Chaudhry	Director	Executive Director	10	Yes
Mr. Rajeev Kumar Singhal	Director	Non-Executive & Independent Director	10	Yes

**Details of equity shares of the Company held by the Directors as on March 31, 2019 is given below:**

Name of the Directors	Category	Number of Equity Shares
Mr. Haryant Kumar Chaudhry	Executive Director	35700
Mrs. Vaishali Chaudhry	Non-Executive Director	30400
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	3000
Mr. Chaitanya Chaudhry	Executive Director	NIL
Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	NIL

- Mr. Niraj Chaudhry has been appointed as CFO w.e.f 08<sup>th</sup> April , 2019
- Mr. Haryant Kumar Chaudhry has been appointed as CEO w.e.f 17<sup>th</sup> April ,2019

## **B. COMMITTEE OF DIRECTORS AUDITCOMMITTEE:**

An Audit committee is a key element in corporate governance process of any Company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the Company to best serve the interest of



# NIRAJ ISPAT INDUSTRIES LIMITED

all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

## **i) BOARD TERMS OF REFERENCE**

The composition of audit committee meets the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

### **Powers of Audit Committee**

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

### **Key responsibilities of Audit Committee**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual/Quarterly financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (3) sub clause (c) of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.



# NIRAJ ISPAT INDUSTRIES LIMITED

h. The quality and acceptability of:

- The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
- Financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;

i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;

j. the policies and process for identifying and assessing business risks and the management of these risks;

k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

l. possible impairments of the Group's assets;

m. compliance with financial reporting standards and relevant financial and governance reporting requirements;

5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

8. Discussion with internal auditors any significant findings and follow up thereon.

9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and



# NIRAJ ISPAT INDUSTRIES LIMITED

reporting the matter to the Board.

10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

13. Mandatory review of the following information:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Chief internal auditor

14. Overseeing the relationships with the external auditors as follows:

i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditor shall report directly to the Audit Committee.

The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;

ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;

iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;

iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in



# NIRAJ ISPAT INDUSTRIES LIMITED

his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors;and

vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 2013.

## THE COMPOSITION AND MEETING OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015. Audit Committee consists of three Directors, namely Mr. Rajeev Kumar Singhal is Non-Executive & Independent Director, Mr. Anil Kumar Sharma is Non-Executive & Independent Director and Mrs. Vaishali Chaudhry is Non-Executive Director. The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Anil Kumar Sharma, a Non-Executive & Independent Director nominated by the Board.

The Statutory Auditors and Internal Auditors are also the invitee to the meetings.

During the year under review, the Committee met Four times on 28.05.2018, 14.08.2018, 14.11.2018, 13.02.2019.

The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31<sup>st</sup>March, 2019 are as under:

### The Composition of Audit Committee is as follows:

Name of the Director	Category	Number of meetings during the financial year 2018 -19	
		Held	Attended
Mrs. Vaishali Chaudhry	Non-Executive Director	4	4
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	4	4



# NIRAJ ISPAT INDUSTRIES LIMITED

Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	4	4
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## STAKEHOLDERS RELATIONSHIP COMMITTEE:

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulation.

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc.,and
- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

## Composition, meetings and attendance

In compliance with the Regulations of SEBI (LODR) Regulations, 2015 and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. As on 31<sup>st</sup>March, 2019, Committee consists of three members Comprising of Mr. Anil Kumar Sharma is Non-Executive & Independent Director, Mrs. Vaishali Chaudhry, Non-Executive Director and Mr. Rajeev Kumar Singhal is Non-Executive & Independent Director under the Chairmanship of an Independent & Non Executive Director viz Anil Kumar Sharma.

Name of the Director	Category	Number of meetings during the financial year 2018 -19	
		Held	Attended
Mrs. Vaishali Chaudhry	Non-Executive Director	4	4
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	4	4
Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	4	4

The Composition of Stakeholders Relationship Committee is as follows:

During the year under review, the Committee met Four times on 16.04.2018, 18.07.2018, 18.10.2018, 18.01.2019

The Company Secretary acts as Secretary to the Committee.

## Name, designation and address of Compliance Officer:

Ms. Seema Sharma  
Company Secretary & Compliance Officer  
S-7 Param Puri, Uttam Nagar,  
New Delhi 110059



# NIRAJ ISPAT INDUSTRIES LIMITED

Share Transfers are processed and duly approved by the committee. Investors Grievances are placed before the committee.

There were no Shareholder/investors complaints pending at the end of the financial year ended on 31.03.2019.

## **Role and Responsibilities**

The role of Stakeholders Relationship Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the Company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the Board from time to time.

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company has been constituted as per the requirements of Regulation 19 of SEBI (LODR) Regulations, 2015. Audit Committee consists of three Directors, namely Mr. Rajeev Kumar Singhal is Non-Executive & Independent Director, Mr. Anil Kumar Sharma is Non-Executive & Independent Director and Mrs. Vaishali Chaudhry is Non-Executive Director. The Constitution of Audit Committee also meets the requirements under Section 178 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Anil Kumar Sharma, a Non-Executive & Independent Director nominated by the Board.

The Statutory Auditors are also the invitee to the meetings.

During the year under review, the Committee met one time on 10.01.2019.



# NIRAJ ISPAT INDUSTRIES LIMITED

The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31<sup>st</sup> March, 2019 are as under:

**The Composition of Nomination and Remuneration Committee is as follows:**

Name of the Director	Category	Number of meetings during the financial year 2018-19	
		Held	Attended
Mrs. Vaishali Chaudhry	Non-Executive Director	1	1
Mr. Anil Kumar Sharma	Non-Executive & Independent Director	1	1
Mr. Rajeev Kumar Singhal	Non-Executive & Independent Director	1	1

## MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual results of the Company are displayed on the Company's website "[www.nirajispat.in](http://www.nirajispat.in)".

## DISCLOSURES

### CODE OF CONDUCT:

As per SEBI (LODR), 2015, the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the Company. Annual Compliance Report for the year ended 31<sup>st</sup> March, 2019 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

### MATERIAL NON-LISTED SUBSIDIARY COMPANIES:

SEBI (LODR), 2015 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.



# NIRAJ ISPAT INDUSTRIES LIMITED

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

## RISK MANAGEMENT

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

## POSTAL BALLOT

During the year under review, we have not conducted any postal ballot in pursuance of Section 108 of the Companies Act, 2013 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

## STATUTORY DISCLOSURES

No transactions of material nature have been entered into by the Company with any of the promoters, Directors, their related Companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The Company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBletc.

## GENERAL SHAREHOLDER INFORMATION

### Registered Office:

5140-41/34, F/F Chaudhry Market, Gali Peti wali, Rui Mandi, Sadar Bazar, New Delhi- 110006

Tel: 0120-6526390, 23551821

E-Mail: nirajispatindustries@gmail.Com Website: www.nirajispat.in

### GENERAL MEETING:-

Location and time for the last 3 AGMs were as follows:-

Particulars	FY 2016-2017	FY 2017-2018	FY 2018-2019
Date and time	31 <sup>st</sup> August, 2017, 10:00 A.M.	29 <sup>th</sup> September, 2018, 10:00 A.M.	30 <sup>th</sup> September, 2019, 02:00 P.M.



# NIRAJ ISPAT INDUSTRIES LIMITED

Venue	5140/41/34 Chaudhry Market, Gali Peti wali, Sadar Bazar, New Delhi-110006	5140/41/34 Chaudhry Market, Gali Peti wali, Sadar Bazar, NewDelhi-110006	5140/41/34 Chaudhry Market, GaliPetiwali, Sadar Bazar, NewDelhi-110006
Special Resolution	No	No	Yes

## ANNUAL GENERAL MEETING

Date:30<sup>th</sup> September,2019

Time: 02.00 PM

Venue: 5140-41/34, F/F, Chaudhry Market, Gali Peti Wali, Rui Mandi, Sadar Bazar, New Delhi -110006

## FINANCIAL CALENDAR 2018-19(Quarterly Results)

First Quarterly Results ending 30<sup>th</sup> June 2018: 14.08.2018

Second Quarterly Results ending 30<sup>th</sup> September, 2018: 14.11.2018

Third Quarterly Results ending 31<sup>st</sup> December, 2018: 13.02.2019

Fourth QuarterResults ending 31<sup>st</sup> March, 2019: 30.05.2019

## DATE OF BOOK CLOSURE:

21<sup>st</sup> September, 2019 to 29<sup>th</sup>September, 2019 (both days inclusive)

## LISTING ON STOCK EXCHANGE

Equity Shares of the Company are listed on“**National Stock Exchange of India Limited**” Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai-400051

An annual listing fee for the financial year 2018-2019 has been paid to the above Stock Exchanges. The Company has also paid annual custodial fees for financial year 2018-19 to National Securities Depository Limited (NSDL)

## EQUITY CODE:

National Stock Exchange	<b>NIRAJISPAT</b>
International Securities Identification Number (ISIN) of Equity Shares	<b>INE326T01011</b>

**CORPORATE IDENTIFICATION NUMBER:** L27106DL1985PLC021811

## REGISTRAR AND SHARE TRANSFER AGENT:

Skyline Financial Services Private Limited D-153,  
1st Floor, Okhla Industrial Area, Phase – 1, New  
Delhi – 110 020

Telephone: 011-64732681-88



# NIRAJ ISPAT INDUSTRIES LIMITED

Fax: 011-26812682

E-mail: viren@skylinerta.com

## LOCATION OF PLANTS

D- 10, Industrial Area,

Bulandshahar Road, Ghaziabad

Email: Chaudhrygroups@yahoo.com

## ADDRESS FOR CORRESPONDENCE

**Niraj Ispat Industries Limited**

**Registered Office:**

5140-41/34 F/F, Chaudhry Market, Gali

Peti wali, Rui Mandi, Sadar Bazar, New

Delhi-110006

Email: nirajispatindustries@Gmail.Com

**Corporate Office:**

Chaudhry Cinema Building,

19, G.T. Road Ghaziabad-201009, Uttar Pradesh

## DECLARATION

None of the Director of the Company is a Director of more than 20 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

**For and on behalf of the Board of Directors  
NIRAJ ISPAT INDUSTRIES LIMITED**

**Place: New Delhi**

**Date: 28.08.2019**

Sd/-

**Haryant Kumar Chaudhry**

**Director**

**DIN: 00021795**

**Address: KD-46, Kavi Nagar,**

**Ghaziabad-201002, Uttar Pradesh**

Sd/-

**Chaitanya Chaudhary**

**Director**

**DIN: 06813394**

**Address: KD-46, Kavi Nagar,**

**Ghaziabad-201002, Uttar Pradesh**



## NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### DEFINITIONS

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

### OBJECTIVE

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **Role of the Committee:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR PERSONNEL AND SENIOR MANAGEMENT**

(a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's requirements.

(b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.

(c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **TERM / TENURE**

### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **b) Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

## **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

## **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act. 36

## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MAN POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL AGEMENT PERSONNEL**

### **(1) Remuneration to Managing Director/ Whole- Remuneration to Managing Director/ Whole---time Directors time Directors:**

- (a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made



# NIRAJ ISPAT INDUSTRIES LIMITED

there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

(b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

## (2) Remuneration to Non- Executive/ Executive/ Executive/ Independent Directors: Independent Directors: Independent Directors:

(a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

(b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

(c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

(d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

## (3) Remuneration to Key Managerial Personnel and Senior Management: Management:

(a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.



## NIRAJ ISPAT INDUSTRIES LIMITED

- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate

### **IMPLEMENTATION**

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.



# NIRAJ ISPAT INDUSTRIES LIMITED

## CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, **Niraj Chaudhry**, CFO, of **Niraj Ispat Industries Limited**, to the best of my knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:
  - 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 no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in the internal control over financial reporting during the year under reference;
  - (ii) Significant changes in the accounting policies during the year and that the same has 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.

**By Order of the Board of Directors  
FOR NIRAJ ISPAT INDUSTRIES LIMITED**

**Place: New Delhi**

**Date: 28.08.2019**

**Sd/-**

**Name: Niraj Chaudhry**

**Designation: CFO**

**Address: KD-46, Old Kavi Nagar,  
Ghaziabad-201002, U.P.**



# NIRAJ ISPAT INDUSTRIES LIMITED

## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2019, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Presidents, Sr. Vice Presidents and Vice President Cadre as on March 31, 2019.

**By Order of the Board  
Niraj Ispat Industries Limited**

**Sd/-  
Haryant Kumar Chaudhry  
Director  
DIN: 00021795 Address: KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh**



# NIRAJ ISPAT INDUSTRIES LIMITED

ANNEXURE 'F'

FORM NO. MR-3

**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

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

To,

**The Members,  
Niraj Ispat Industries Limited,  
5140-41/34 F/F Chaudhry Market,  
Gali Petiwali, Rui Mandi, Sadar Bazar,  
Delhi -110006**

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

Based on our verification of the **Niraj Ispat Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Niraj Ispat Industries Limited** ("the Company") for the financial year ended on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules madethereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules madethere under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framedthereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



# NIRAJ ISPAT INDUSTRIES LIMITED

- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(v) The other applicable laws on this Company are as follows:

- a. Factories Act, 1948
- b. Industrial Dispute Act, 1947
- c. The Payment of Wages Act, 1936
- d. The Minimum Wages Act, 1948
- e. Employees' State Insurance Act, 1948
- f. The Payment of Bonus Act, 1965
- g. The Payment of Gratuity Act, 1972
- h. The Contract Labour (Regulation & Abolition) Act, 1970
- i. The Maternity Benefit Act, 1961
- j. The Child Labour (Prohibition & Regulation) Act, 1986
- k. The Industrial Employment (Standing Order) Act, 1946
- l. The Employee Compensation Act, 1923
- m. The Apprentices Act, 1961
- n. Equal Remuneration Act, 1976
- o. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) Equity Listing Agreement to the extent applicable.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned as above subject to the following observations:

- Since, Company is required to appoint Internal Auditor pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, But the Company did not appoint any Internal Auditor.



# NIRAJ ISPAT INDUSTRIES LIMITED

## **We further report that:**

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

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

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

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

**We further report** that during the audit period the company got listed at National Stock Exchange of India.

Date:-28.08.2019

Place:-NewDelhi

Sd/-

V Kumar and Associates

FCS No: - 8976

CP No: - 10438

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



# NIRAJ ISPAT INDUSTRIES LIMITED

## Annexure 'I'

To,  
The Members,  
Niraj Ispat Industries Limited,  
5140-41/34 F/F Chaudhry Market, Gali Peti wali  
Rui Mandi, Sadar Bazar, Delhi – 110006

Our report of even date is to be read along with this letter.

Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.

We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.

Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date:-28.08.2019  
Place: -New Delhi

Sd/-  
V Kumar and Associates  
FCS No: - 8976  
CP No: - 10438

# NIRAJ ISPAT INDUSTRIES LIMITED



----- Tear Here -----

## 34<sup>TH</sup> Annual General Meeting

Name of the Shareholder (in Block Letter) : .....  
Regd. Folio No. /DP. Id/ Client Id: .....  
Name of the Proxy (s) (in Block Letter) : .....  
(to be filled in, if a proxy attends instead  
of a member)  
No. of Shares held : .....

I certify that I am a registered Shareholders/Proxy for the registered shareholder of the Company.

I hereby record my presence at the 34<sup>th</sup>Annual General Meeting of the company to be held on Monday, 30<sup>th</sup>September, 2019 at 02.00 P.M. at 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar Delhi 110006

.....

.....

Member's/Proxy's Name in BLOCK Letters  
Signature

Member's/Proxy's

### Note:

Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.

Member's Signatures should be in accordance with the specimen signatures registered with the Company

Please bring your copy of the Annual Report for reference at the Meeting

\* Applicable for Members holding shares in physical form.



# NIRAJ ISPAT INDUSTRIES LIMITED

## Form No. MGT-11 Proxy Form

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

CIN: **L27106DL1985PLC021811**

Name of the Company: **Niraj Ispat Industries Limited**

Registered Office: **5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar Delhi 110006**

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DPID No. :

Client ID No. :

I/We, being the member(s) of ..... shares of the above named company, hereby appoint.

1. Name.....,E- mail ID.....

Address .....

Signature....., or failing him/her

2.Name.....,E- mail ID.....

Address .....

Signature....., or failing him/her

3. Name.....,E- mail ID.....

Address .....

Signature.....



# NIRAJ ISPAT INDUSTRIES LIMITED

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the company, to be held on Monday, the 30<sup>th</sup> September, 2019 at 02.00 PM at 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar Delhi 110006, and at any adjournment thereof in respect of such resolutions as are indicated below:

## ORDINARY BUSINESS

- 1) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) Re-appointment of Anil Kumar Sharma as Independent Director.

Affix Revenue Stamp
---------------------------

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

Signature of Shareholder    Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# NIRAJ ISPAT INDUSTRIES LIMITED



To The Members of  
**NIRAJ ISPAT INDUSTRIES LIMITED**

**Report on the Audit of the Ind AS Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of Niraj Ispat Industries Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and Notes to the Financial Statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, 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 audit opinion on the Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



## NIRAJ ISPAT INDUSTRIES LIMITED

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

### **1. Valuation of Inventory**

[Refer to Note 4 and 31.4 to the Financial Statements – "Inventory"]

As described in Note No. 4 and 31.4, the company carries inventory at lower of cost and net realizable value and as at 31<sup>st</sup> March 2019 held inventories of Rs. 10.16 lakhs (Previous year Rs. 23.95 lakhs).

### **How our audit addressed the Key Audit Matter**

#### **Our audit procedures included the following:**

We obtained a detailed understanding and evaluated the design and implementation of controls that the company has established in relation to inventory valuation.

We critically assessed the company's inventory provisioning policy, with specific consideration given to aged inventory and their movement status.

We have verified the value of a sample of inventory items to confirm whether they are held at the lower of cost and net realizable value.

We agree with the value of inventory as determined by the management.

### **Other Information**

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

Our opinion on the 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



**Responsibility of Management and Those Charged with Governance for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive Income, cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

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

In preparing the 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 is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities For The Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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:



## NIRAJ ISPAT INDUSTRIES LIMITED

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the 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 the Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and record of the Company as we considered appropriate and according to the information and explanations given to us, we give in 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2019, from being appointed as a Director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
  - g. In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to 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, as amended, 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 Ind AS financial statements.



NIRAJ ISPAT INDUSTRIES LIMITED

- (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- (iii) There has been no delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Company



Place : SAHARANPUR  
Date : 30<sup>th</sup> May 2019

For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Reg. No. 002123C

  
(V. K. AGARWAL)  
FCA/Prop.  
M. No. 071279

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on the Internal Financial Control Over Financial Reporting 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 Niraj Ispat Industries Limited ("the Company") as on March 31, 2019 in conjunction with our audit of the 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 controls over financial reporting criteria established by the company considering 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 (the 'Guidance Note'). 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 asset, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of the reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these financial statements 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 control 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 with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



NIRAJ ISPAT INDUSTRIES LIMITED

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Reg. No. 002123C



Place : SAHARANPUR  
Date : 30<sup>th</sup> May 2019

  
[V. K. AGARWAL]  
FCA/Prop.  
M. No. 071279

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Requirement' section of our report of even date)

**Report on Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") of Niraj Ispat Industries Limited ("the Company"):**

1. In respect of Property, Plant & Equipment of the Company:
  - a. The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment.
  - b. The Company has a regular programme for physical verification in phased periodic manner, which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and the records examined by us, we report that the company is not having freehold properties. In respect of immovable properties, taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the company.
2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
3. According to the information and explanations given to us, 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 Act.
4. 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.
5. 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.



**NIRAJ ISPAT INDUSTRIES LIMITED**

6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income tax, sales tax, goods and service tax, service tax, value added tax, duty of customs, duty of excise, cess and any other material statutory dues applicable to it with appropriate authorities.
  - b. There were no undisputed amounts payable in respect of provident fund, employees' state insurance, Income tax, sales tax, goods and service tax, service tax, value added tax, duty of customs, duty of excise, cess and any other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to the banks. The Company does not have any outstanding dues in respect of financial institutions and debenture holders during the year.
9. Based on the information and explanations given to us by the management, term loan was applied for the purpose the loan was raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instrument).
10. 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 course of our audit.
11. According to the information and explanations given to us, the management has paid managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable.
13. According to the information and explanations given to us, the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act 2013 where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.



NIRAJ ISPAT INDUSTRIES LIMITED

14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures hence reporting under clause 3(xiv) of the order is not applicable to the Company.
15. According to the information and explanations given to us, the company has not entered in to any non-cash transaction with the director or persons connected with him as referred to in section 192 of the Companies Act, 2013.
16. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.



Place : SAHARANPUR  
Date : 30<sup>th</sup> May 2019

For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Reg. No. 002123C

A handwritten signature in blue ink, appearing to read "V. K. Agarwal".

(V. K. AGARWAL)  
FCA/Prop.  
M. No. 071279

**NIRAJ ISPAT INDUSTRIES LIMITED**

**BALANCE SHEET AS AT 31st MARCH 2019**

PARTICULARS	Note No.	As at 31.03.2019	As at 31.03.2018
<b>I ASSETS</b>			
<b>(1) Non-current assets</b>	1	23,596,131	25,407,548
Property, plant and equipment			
Financial assets	2	2,268,795	2,271,065
Investment	3	1,056,117	1,056,117
Other non-current assets		26,921,043	28,734,730
<b>Total - Non current assets</b>			
<b>(2) Current assets</b>	4	1,016,044	2,395,234
Inventories			
Financial Assets	5	9,780,961	8,189,307
Trade receivables	6	1,513,014	1,356,937
Cash and cash equivalents		-	-
Other balances with banks	7	123,785,857	124,101,945
Other current assets			
<b>Total - Current assets</b>		136,095,866	136,045,422
<b>TOTAL - ASSETS</b>		163,016,910	164,780,153
<b>II EQUITY AND LIABILITIES</b>			
<b>(3) Equity</b>	8	6,000,000	6,000,000
Equity share capital	9	82,693,961	76,139,071
Other equity		88,693,961	82,139,071
<b>Total - Equity</b>			
<b>(4) Non-current liabilities</b>	10	63,089,715	64,973,761
Financial liabilities			
Borrowings			
Provisions	11	2,334,367	2,606,891
Deferred tax liabilities (net)		65,424,082	67,580,672
<b>Total - Non current liabilities</b>			
<b>(5) Current liabilities</b>	12	-	-
Financial liabilities			
Borrowings	13	5,081,465	10,043,197
Trade payables	14	2,141,000	3,577,000
Provisions	15	1,676,402	1,440,213
Other current liabilities		8,898,866	15,060,410
<b>Total - Current liabilities</b>		163,016,909	164,780,153

**TOTAL - EQUITY AND LIABILITIES**

See accompanying notes to the Financial Statements

As per our report of even date attached  
For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Regn. No. 002123C

Place: Saharanpur  
Dated: 30th May, 2019

(V. K. AGARWAL)  
FCA  
M.No. 071279

For & ON BEHALF OF BOARD  
For NIRAJ ISPAT INDUSTRIES LTD.

(H. K. Chaudhry)  
Director  
Din 00021795

(Chaitanya Chaudhry)  
Director  
Din 08813394

**NIRAJ ISPAT INDUSTRIES LIMITED**

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

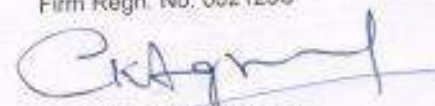
PARTICULARS	Note No.	As at 31.03.2019	As at 31.03.2018
I Revenue from operations	16	59,574,378	65,611,797
II Other Income	17	4,837,708	6,150,358
III Total income		<b>64,412,086</b>	<b>71,762,155</b>
IV Expenses	18	32,297,629	36,569,131
(a) Cost of raw materials consumed			
(b) Changes in Inventories of Finished Goods, work-in-progress and Stock-in-trade	19	807,151	622,361
(c) Employee Benefit Expenses	20	4,737,374	4,887,006
(d) Finance Cost	21	2,545,236	2,423,362
(e) Depreciation & Amortization Expenses	1	3,034,554	3,108,568
(f) Excise Duty expense		-	432,064
(g) Other Expenses	22	12,518,914	10,988,559
Total expenses		<b>55,940,857</b>	<b>59,031,051</b>
V Profit before exceptional item & tax (III - IV)		<b>8,471,229</b>	<b>12,731,104</b>
VI Exceptional Items		<b>8,471,229</b>	<b>12,731,104</b>
VII Profit/(loss) before tax (V-VI)			
VIII Tax Expenses		47,863	166,039
Income tax for previous year		2,141,000	3,577,000
Current Tax		(272,524)	(603,366)
Deferred Tax			
IX Profit for the years (VII-VIII)		<b>6,554,890</b>	<b>9,591,431</b>
X Other Comprehensive Income for the period			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total Other Comprehensive Income		<b>6,554,890</b>	<b>9,591,431</b>
XI Total Comprehensive income for the year			
XII Earnings per share		10.92	15.99
Basic and Diluted			
XIII Notes forming part of financial statement			

See accompanying notes to the Financial Statements


As per our report of even date attached  
For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Regn. No. 002123C

For & ON BEHALF OF BOARD  
For NIRAJ ISPAT INDUSTRIES LTD.

Place: Saharanpur  
Dated: 30th May, 2019

  
(V. K. AGARWAL)  
FCA  
M.No. 071279

  
(H. K. Chaudhry)  
Director  
Din 00021795

  
(Chaitanya Chaudhry)  
Director  
Din 06813394

**NIRAJ ISPAT INDUSTRIES LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31st MARCH 2019**

**A. Equity Share Capital**

Equity Shares of Rs. 10/- each issued, subscribed and fully paid	No. of Shares	Amount
As at April 1, 2017	600,000	6,000,000
Issued during the year	-	-
As at March, 31 2018	600,000	6,000,000
Issued during the year	-	-
As at March, 31 2019	600,000	6,000,000

**B. Other Equity**

As at April 1, 2017  
Profit for the year  
Transfer within equity  
Other Comprehensive Income  
Total Comprehensive income  
-Final dividend on equity Shares  
-Tax on Final dividend on equity Shares

As at March 31, 2018

Profit for the year  
Transfer within equity  
Other Comprehensive Income  
Total Comprehensive income  
-Final dividend on equity Shares  
-Tax on Final dividend on equity Shares

As at March 31, 2019

	General Reserve	Retained Earnings	Total
As at April 1, 2017	7,683,469	58,864,171	66,547,640
Profit for the year	1,800,000	9,591,431	9,591,431
Transfer within equity	-	(1,800,000)	-
Other Comprehensive Income	-	-	-
Total Comprehensive income	1,800,000	7,791,431	9,591,431
-Final dividend on equity Shares	-	-	-
-Tax on Final dividend on equity Shares	-	-	-
As at March 31, 2018	9,483,469	66,655,602	76,139,071
Profit for the year	1,800,000	6,554,890	6,554,890
Transfer within equity	-	(1,800,000)	-
Other Comprehensive Income	-	-	-
Total Comprehensive income	1,800,000	4,754,890	6,554,890
-Final dividend on equity Shares	-	-	-
-Tax on Final dividend on equity Shares	-	-	-
As at March 31, 2019	11,283,469	71,410,492	82,693,961

As per our report of even date attached  
For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Regn. No. 002123C

Place: Saharanpur  
Dated: 30th May 2019

(V. K. AGARWAL)  
FCA  
M.No. 071279

For & ON BEHALF OF BOARD  
For NIRAJ ISPAT INDUSTRIES LTD.

(H. K. Chaudhry)  
Director  
Din 00021795

(Chaitanya Chaudhry)  
Director  
Din 06813394

M/S NIRAJ ISPAT INDUSTRIES LTD

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

PARTICULARS	31.03.2019	31.03.2018
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax and extraordinary items	8,471,229	12,731,104
Adjustments for:		
Depreciation	3,034,554	3,108,568
Finance Cost	2,545,236	2,423,362
Other Income from Investments	(4,832,973)	(4,388,889)
Prov. for change in Fair value of Shares	2,270	1,345
Operating profit before working capital changes	9,220,316	13,875,490
Adjustments for:		
Trade & Other Receivables	(1,275,556)	(9,454,130)
Inventories	1,379,190	1,318,895
Trade & Other Payables	(6,161,544)	(7,261,607)
Cash generated from operations	3,162,407	(1,521,353)
Direct Taxes	(2,141,000)	(3,577,000)
Previous Year Adjustment	(47,863)	(166,039)
NET CASH FROM OPERATING ACTIVITIES (A)	973,544	(5,264,392)
<b>CASH FLOW FROM INVESTMENTS ACTIVITIES</b>		
Purchase of fixed assets	(1,223,137)	(18,690)
Sale of fixed assets	-	-
Other Income from Investments	4,832,973	4,388,889
NET CASH USED IN INVESTING ACTIVITIES (B)	3,609,836	4,370,199
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Unsecured Loans	(1,097,730)	31,646,635
Proceeds from borrowing from working capital	-	-
Proceeds from borrowing from term loans	(786,336)	(27,403,538)
Increase/(Decrease) in Investments	-	-
Interest paid	(2,545,236)	(2,423,362)
NET CASH USED IN FINANCING ACTIVITIES (C)	(4,429,302)	1,819,735
Net change in cash and cash equivalents	154,077	925,542
Cash and cash equivalents as at 1st April	1,358,937	433,394
Cash and cash equivalents as at 31st March	1,513,014	1,358,937

Note:-

- The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS-7
- Figures in bracket indicate Cash Outflow

As per our report of even date attached  
For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Regn. No. 002123C

For & ON BEHALF OF BOARD  
For NIRAJ ISPAT INDUSTRIES LTD.

Place: Saharanpur  
Dated: 30th May, 2019

(V. K. AGARWAL)  
FCA  
M.No. 071279

(H. K. Chaudhry)  
Director  
Din 00021795

(Chaitanya Chaudhry)  
Director  
Din 06813394





**Niraj Ispat Industries Limited**

**Notes on Financial Statement for the year ended 31st March, 2019**

**1. Property, Plant and equipment**

Particulars	Air Cooler	Vehicle	Energy Control Equipment	Pollution Control Equipment	Fire Equipment	Fixture & Accessories	Office Equipment	Air Conditioner	Fungibles Total (C)	Grand Total (A + B + C)
<b>Cost/Deemed Cost</b>										
<b>At 1 April 2017</b>	1,479	10,647	13,946	14,079	502	7,845,356	13,444	1,034	7,920,487	31,413,966
Additions	-	-	-	-	-	-	2,690	-	2,690	18,690
Deductions	-	-	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2018</b>	1,479	10,647	13,946	14,079	502	7,845,356	16,134	1,034	7,923,177	31,482,656
Additions	-	71,593	-	-	347,898	-	-	211,000	630,491	1,221,137
Deductions	-	-	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2019</b>	1,479	82,240	13,946	14,079	348,400	7,845,356	16,134	212,034	8,553,668	32,765,793

**Accumulated depreciation and impairment**

<b>At 1 April 2017</b>	604	-	7,213	-	-	1,394,687	1,959	-	1,804,463	2,946,540
Depreciation expenses	-	-	-	-	-	1,394,687	2,100	-	1,396,790	1,408,385
Deductions	-	-	-	-	-	-	-	-	-	1,700,183
Other adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2018</b>	604	-	7,213	-	-	2,789,374	4,062	-	2,801,253	6,075,108
Depreciation expenses	-	2,702	-	-	7,857	1,524,257	2,217	73	1,337,106	3,004,554
Deductions	-	-	-	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2019</b>	604	2,702	7,213	-	7,857	4,113,631	6,279	73	4,138,359	9,109,662

**Carrying Value**

<b>At 31 March 2019</b>	875	79,538	6,733	14,079	340,543	3,751,725	9,855	211,961	4,415,309	23,595,131
<b>At 31 March 2018</b>	875	10,647	6,733	14,079	502	5,075,982	12,072	1,034	5,121,924	25,407,548

Useful Life of the assets (years)

15 SLM 8 SLM 10 SLM 15 SLM 15 SLM 10 SLM 10 SLM 1.5 SLM

Method of depreciation

SLM SLM SLM SLM SLM SLM SLM SLM SLM

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>2. <u>NON CURRENT INVESTMENT</u></b>		
<b><u>(a) Quoted Shares</u></b>		
Aggregate Value of Investment	15,439	15,439
Less: Prov. for fair value	13,044	10,774
<b>Total (a)</b>	<b>2,395</b>	<b>4,665</b>
<b><u>(b) Quoted Debenture &amp; Bonds</u></b>		
Aggregate Value of Investment	11,066	11,066
Less: Prov. for fair value	11,066	11,066
<b>Total (b)</b>	<b>-</b>	<b>-</b>
<b><u>(c) Unquoted Shares</u></b>		
Aggregate Value of Investment	199,600	199,600
Less: Prov. for fair value	(2,066,800)	(2,066,800)
<b>Total (c)</b>	<b>2,266,400</b>	<b>2,266,400</b>
Aggregate amount of quoted Investment (at Cost)	26,505	26,505
Aggregate amount of Unquoted Investment (at Cost)	199,600	199,600
	<b>226,105</b>	<b>226,105</b>
Aggregate amount of quoted Investment (at Fair Value)	2,395	4,665
Aggregate amount of Unquoted Investment (at Fair Value)	2,266,400	2,266,400
	<b>2,268,795</b>	<b>2,271,065</b>
<b>3. <u>OTHER NON CURRENT ASSETS</u></b>		
<i>(Unsecured, Considered good unless stated otherwise)</i>		
Security Deposits	1,056,117	1,056,117
<b>TOTAL:</b>	<b>1,056,117</b>	<b>1,056,117</b>
<b>4. <u>INVENTORIES</u></b>		
<i>(As taken, valued and certified by the management)</i>		
<i>(At lower of cost and net realizable value unless stated otherwise)</i>		
Raw Materials	402,189	1,319,193
Finished & Semi-finished Goods	162,140	969,291
Stores, Spares & Packing Materials	451,715	106,750
<b>TOTAL:</b>	<b>1,016,044</b>	<b>2,395,234</b>

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

Particulars	As at 31.03.2019	As at 31.03.2018
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**5. TRADE RECEIVABLES**

Unsecured and Considered good	9,780,951	8,189,307
	<u>9,780,951</u>	<u>8,189,307</u>

Before accepting any new customer, the Company uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year.

The Company does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counterparty.

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

**6. CASH AND CASH EQUIVALENT**

Cash In hand	13,721	15,777
<u>Balances with banks</u>		
In current and deposit accounts	1,499,294	1,343,160
<b>TOTAL:</b>	<u>1,513,014</u>	<u>1,358,937</u>

**7. OTHER CURRENT ASSETS**

(Unsecured, considered good unless stated otherwise)

Advances recoverable in cash or in kind or for value to be received	121,119,801	119,950,878
<u>Other Loans and advances:</u>		
Prepaid Expenses	72,051	254,060
Balances with statutory / government authorities	2,594,005	3,897,007
<b>TOTAL:</b>	<u>123,785,857</u>	<u>124,101,945</u>

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

Particulars	As at	As at
	31.03.2019	31.03.2018
<b>8. SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
6,00,000 Equity Shares of Rs.10/- each (6,00,000 Equity Shares as at March 31, 2019 and 6,00,000 Equity shares as at March 31, 2018)	6,000,000	6,000,000
<b>Issued, Subscribed capital</b>		
6,00,000 Equity Shares of Rs.10/- each (6,00,000 Equity Shares as at March 31, 2019 and 6,00,000 Equity shares as at March 31, 2018)	6,000,000	6,000,000
<b>Paid-up Capital</b>		
6,00,000 Equity Shares of Rs.10/- each (6,00,000 Equity Shares as at March 31, 2019 and 6,00,000 Equity shares as at March 31, 2018)	6,000,000	6,000,000
<b>TOTAL:</b>	<b>6,000,000</b>	<b>6,000,000</b>

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend, if proposed by the Board of Directors is subject to the approval of the shareholders in ensuing general meeting.

Details of shareholding more than 5%	As on 31.03.2019		As on 31.03.2018	
	No. of shares	% Held	No. of shares	% Held
Smt. Madhu Chaudhary	113,900	18.98%	113,900	18.98%
Sh. Neeraj Chaudhary (HUF)	54,300	9.05%	54,300	9.05%
M/s Pickup Suppliers (P) Ltd.	53,900	8.98%	53,900	8.98%
Haryant Stainless Steel (P) Ltd.	47,900	7.98%	47,900	7.98%
Sh. Neeraj Chaudhary	61,600	10.27%	61,600	10.27%
Sh. Haryant Kumar Chaudhary	35,700	5.95%	35,700	5.95%
Smt. Vaishali Chaudhry	30,400	5.07%	30,400	5.07%

<b>9. OTHER EQUITY</b>		
General Reserve	11,283,469	9,483,469
Retained Earnings	71,410,492	66,655,602
<b>TOTAL:</b>	<b>82,693,961</b>	<b>76,139,071</b>

**(i) General reserve**

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss account to the General reserves.

**(ii) Retained Earnings**

Retained earnings are the profits that the company has earned till date less any transfer to general reserve, dividends or other distribution paid to shareholders.

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

Particulars	As at 31.03.2019	As at 31.03.2018
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**10. LONG-TERM BORROWINGS**

**Secured Term Loans:**

Standard Chartered Bank - 786,336

**Unsecured Loans**

From Related Parties 29,003,382 27,020,620

From Body-Corporate & Others 34,086,333 37,166,825

**Net Amount** 63,089,715 64,973,781

The term loan from Standard Chartered Bank is secured by way of first charge on the property located at KD-45, Kavi Nagar, Ghaziabad belonging to the director of the company and personal guarantee of the directors of the company.

**11. DEFERRED TAX LIABILITY**

Deferred Tax Liability (Net) 2,334,367 2,606,891

**TOTAL:** 2,334,367 2,606,891

Deferred tax balance in relation to	As at 31st March 2018	Recognised / reversed through P & L	As at 31st March 2019
Property, plant and equipment	2,606,891	(272,524)	2,334,367
<b>Total</b>	<u>2,606,891</u>	<u>(272,524)</u>	<u>2,334,367</u>

Deferred tax balance in relation to	As at 31st March 2017	Recognised / reversed through P & L	As at 31st March 2018
Property, plant and equipment	3,210,257	(603,366)	2,606,891
<b>Total</b>	<u>3,210,257</u>	<u>(603,366)</u>	<u>2,606,891</u>

**12. SHORT TERM BORROWINGS**

**Secured working capital Loans:**

Bank of India

**Net Amount** - - -

Working capital limits are secured by first charge on the entire current assets of the company including stocks of raw material, work-in-progress, finished goods, book-debts both present & future. Working capital limits are further secured by way of equitable mortgage of immovable property of the company at D-10, B.S. Road Industrial Area, Ghaziabad and personal guarantee of the directors of the company.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

Particulars	As at 31.03.2019	As at 31.03.2018
<b>13. TRADE PAYABLE</b>		
Dues of micro and small enterprises	-	-
Sundry Creditors	5,081,465	10,043,197
<b>TOTAL:</b>	<u>5,081,465</u>	<u>10,043,197</u>
<p>Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to micro and small enterprises is as below:</p>		
(i) Principal amount remaining unpaid to supplier at the end of the year	-	-
(ii) Interest due / accrued thereon remaining unpaid to supplier at the end of the year	-	-
(iii) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
<b>14. SHORT TERM PROVISIONS</b>		
Provision for Income tax	2,141,000	3,577,000
	<u>2,141,000</u>	<u>3,577,000</u>
<b>15. OTHER CURRENT LIABILITIES</b>		
Current Maturity of Long Term Borrowings	-	-
Advance from Customers	267,046	399,929
Liabilities for Expenses	349,856	893,676
Liabilities for Taxes	1,059,500	146,608
<b>TOTAL:</b>	<u>1,676,402</u>	<u>1,440,213</u>

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

Particulars	As at 31.03.2019	As at 31.03.2018
<b>16. REVENUE FROM OPERATIONS</b>		
Sale of Product	59,574,378	65,187,727
Hire Charges Service	-	424,070
<b>TOTAL:</b>	<b>59,574,378</b>	<b>65,611,797</b>
<b>17. OTHER INCOME</b>		
Interest	4,832,973	4,388,889
Other Income	-	1,761,469
Exchange Fluctuation	4,735	-
	<b>4,837,708</b>	<b>6,150,358</b>
<b>18. COST OF RAW MATERIAL CONSUMED</b>		
Inventory at the beginning of the year	1,319,193	1,997,627
Add: Purchases	31,380,625	35,890,697
	32,699,818	37,888,324
Less: Inventory at the end of the year	402,189	1,319,193
<b>Cost of raw material consumed</b>	<b>32,297,629</b>	<b>36,569,131</b>
<b>18.1 VALUE OF IMPORTED/INDEGENOUS RAW MATERIAL CONSUMED</b>		
<b>DESCRIPTION</b>	<b>Year ended on 31.03.2019</b>	<b>Year ended on 31.03.2018</b>
Imported	-	-
Imported (% of consumption)	0.00%	0.00%
Indigenous	32,297,629	36,569,131
Indigenous (% of consumption)	100.00%	100.00%
<b>TOTAL:</b>	<b>32,297,629</b>	<b>36,569,131</b>
<b>19. CHANGES IN INVENTORIES OF FINISHED &amp; SEMI FI-GOODS</b>		
Inventories at the beginning of the year	969,291	1,591,652
Inventories at the end of the year	162,140	969,291
<b>TOTAL:</b>	<b>807,151</b>	<b>622,361</b>
<b>20. EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Wages & Bonus	4,728,178	4,883,840
Staff Welfare Expenses	9,196	3,166
<b>TOTAL:</b>	<b>4,737,374</b>	<b>4,887,006</b>

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

Particulars	As at 31.03.2019	As at 31.03.2018
<b>21. FINANCE COST</b>		
Interest on borrowings	2,457,428	2,337,776
Bank Commission & Charges	87,808	85,586
<b>TOTAL:</b>	<b>2,545,236</b>	<b>2,423,362</b>
<b>22. OTHER EXPENSES</b>		
Consumption of Stores & Spares	4,000,630	4,081,813
Electricity Expenses	4,450,511	4,727,745
Security Charges	216,000	209,200
<u>Repairs &amp; Maintenance:</u>		
Plant & Machinery	1,814,370	138,956
Others	17,650	700
Freight & Forwarding	162,600	192,249
Packing Charges	456,375	560,770
Commission	-	12,114
Telephone Expenses	30,134	53,347
Printing & Stationery	37,258	26,094
Postage & Telegram	33,158	24,060
Travelling and Conveyance	35,040	58,037
Legal & Professional Expenses	246,370	160,180
<u>Payment to Auditors as:</u>		
Audit Fees	17,000	17,000
for Taxation Matter	8,000	8,000
Insurance	537,074	102,467
Rates, Taxes & Fees	355,767	342,484
Exchange Fluctuation	-	159,854
Advertisement	64,100	35,493
Miscellaneous Expenses	36,876	77,996
<b>TOTAL:</b>	<b>12,518,914</b>	<b>10,988,559</b>

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

**23. TAX EXPENSES**

Income of companies are subject to Indian income tax on a standalone basis. Each entity is assessed to tax on taxable profits determined for each fiscal year beginning on April 1 and ending on March 31. For each fiscal year, the respective entities' profit or loss is subject to the higher of the regular income tax payable or the minimum alternative tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income tax Act, 1961. Such adjustments generally relate to depreciation of fixed assets, disallowances of certain provisions and accruals, deduction for tax holidays, the set-off of tax losses and depreciation carried on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2018-19 is 19.055%. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

**(a) Income tax expense / (benefits)**

**Current tax :**

Current tax	2,141,000	3,577,000
Tax refund / reversal pertaining to earlier years	47,863	166,039
<b>Deferred tax :</b>		
Deferred tax	(272,524)	(603,366)

**Total Tax expense / (benefit)**

	<b>1,916,339</b>	<b>3,139,673</b>
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**(b) Reconciliation of effective tax rate :**

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

<b>DESCRIPTION</b>	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
Net income before taxes	8,471,229	12,731,104
Enacted tax rate in India	26.00%	27.55%
Computed tax expense	2,202,520	3,507,737
<b><u>Increase/(reduction) in taxes on account of:</u></b>		
Income exempt from taxation /Items not deductible	(334,044)	(534,103)
Effect of tax pertaining to prior years	47,863	166,039
Tax expense for the year	1,916,339	3,139,673
Effective income tax rate	22.62	24.66

**24. EARNINGS PER SHARE**

Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	6,554,890	9,591,431
Weighted average No. of Equity Shares	600,000	600,000
<b>Basic and Diluted Earning per share (Rs.)</b>	<b>10.92</b>	<b>15.99</b>
Face value per equity share (Rs.)	10.00	10.00

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

**25. FINANCIAL INSTRUMENTS**

**25.1 Capital Risk Management**

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets,

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents.

DESCRIPTION	As at 31.03.2019	As at 31.03.2018
Long term borrowings	63,089,715	64,973,781
Current maturities of long term debt	-	-
Short term borrowings	-	-
Less: Cash and cash equivalent	(1,513,014)	(1,358,937)
<b>Net debt</b>	<b>61,576,701</b>	<b>63,614,844</b>
Total equity	88,693,961.24	82,139,071.05
Gearing ratio	0.69	0.77

1. Equity includes all capital and reserves of the Company.
2. Debt is defined as long term and short term borrowings.

**25.2 Categories of financial instruments**

DESCRIPTION	As at 31.03.2018	As at 31.03.2017
<b>Financial assets</b>		
<b>Measured at amortised cost</b>		
Non-current investment	2,268,795	2,271,065
Trade receivables	9,780,951	8,189,307
Cash and cash equivalents	1,513,014	1,358,937
<b>Total financial assets at amortised cost (A)</b>	<b>13,562,761</b>	<b>11,819,309</b>
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
Long term Borrowings #	63,089,715	64,973,781
Short term Borrowings	-	-
Trade payables	5,081,465	10,043,197
<b>Total financial liabilities carried at amortised cost (B)</b>	<b>68,171,180</b>	<b>75,016,978</b>

# including current maturities of long term debt.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

**26. Financial risk management**

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk and
- Liquidity risk

**26.1 Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

**26.1.1 Commodity price risk**

The Company's revenue is exposed to the market risk of price fluctuations related to the sale of its products (Buttons). Market forces generally determine prices for the buttons sold by the Company. These prices may be influenced by factors such as demand and supply, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.

The Company primarily procured its raw materials i. e. Resin, Styrene, Pigment & Chemicals etc. in the open market from third parties during the financial year ended 31.03.2019 and is therefore subject to fluctuations in prices.

The Company aims to sell the products at prevailing market prices. Similarly the Company procures key raw materials like Resin, Styrene, Pigment etc. based on prevailing market rates as the selling prices of buttons and the prices of input raw materials move in the same direction.

The Company as a matter of policy has not hedged the commodity risk.

The following table details the Company's sensitivity to a 5% movement in the input price of Resin, Styrene, Pigments etc. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit where the commodity prices increase by 5%. For a 5% reduction in commodity prices, there would be a comparable impact on profit, and the balances below would be negative.

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

DESCRIPTION	Increase/(Decrease)	
	31-Mar-19	31-Mar-18
Resin, Styrene, Pigment etc.	1,569,032.00 (1,569,032.00)	1,936,904.00 (1,936,904.00)

**26.1.2 Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in MCLR rate and LIBOR rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Company's profit for the year ended 31 March 2019 would decrease / increase by Rs.24,574/- (for the year ended 31 March 2018: decrease / increase by Rs. 23,378/-). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

**26.2 Credit risk Management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties.

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalised and private sector banks. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. No single customer accounted for 10% or more of revenue in any of the years indicated. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

**Ageing of Trade Receivable**

DESCRIPTION	As at 31.03.2018	As at 31.03.2017
0-180 days	9,535,900	7,946,098
180-365 days	-	26,761.20
Above 365 days	245,051	216,447.70

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

26.3 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents provide liquidity in the short-term and long-term. The management of the Company has established an appropriate liquidity risk management framework for Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Liquidity exposure as at 31 March 2019

DESCRIPTION	< 1 Year	> 1 Year	Total
<b>Financial assets</b>			
Trade receivables	9,780,951	-	9,780,951
Cash and cash equivalents	1,513,014	-	1,513,014
Other financial assets	-	-	-
<b>Total financial assets</b>	<b>11,293,966</b>	<b>-</b>	<b>11,293,966</b>
<b>Financial liabilities</b>			
Long term borrowings	-	63,089,715	63,089,715
Short term borrowings	-	-	-
Trade payables	5,081,465	-	5,081,465
Other financial liabilities	-	-	-
<b>Total financial liabilities</b>	<b>5,081,465</b>	<b>63,089,715</b>	<b>68,171,180</b>

Liquidity exposure as at 31 March 2018

DESCRIPTION	< 1 Year	> 1 Year	Total
<b>Financial assets</b>			
Trade receivables	8,189,307	-	8,189,307
Cash and cash equivalents	1,358,937	-	1,358,937
Other financial assets	-	-	-
<b>Total financial assets</b>	<b>9,548,244</b>	<b>-</b>	<b>9,548,244</b>
<b>Financial liabilities</b>			
Long term borrowings	-	64,973,781	64,973,781
Short term borrowings	-	-	-
Trade payables	10,043,197	-	10,043,197
Other financial liabilities	-	-	-
<b>Total financial liabilities</b>	<b>10,043,197</b>	<b>64,973,781</b>	<b>75,016,978</b>

The Company has pledged its trade receivables and cash & cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

**27. RELATED PARTY DISCLOSURE:**

Name of Related parties and description of relationship with whom transactions have taken place during the year:-

- (a) Key Management Personnel :  
Sh. Niraj Chaudhry  
Smt. Komal Chaudhry
- (b) Relative of Key Management Personnel :  
Sh. Niraj Chaudhry
- (c) Entities controlled by Directors and their Relatives :  
M/s Haryant Stainless Steel Pvt. Ltd.  
M/s Haryant Stainless Steel LLP  
M/s Pick Up Suppliers Pvt. Ltd.

The Company's related party transactions during the year are as below :

Nature of Transaction	(Rs. In Lacs)					
	Key Management Personnel		Relative of Key Management Personnel		Entities Controlled by Directors & Their relatives	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Expenses</b>						
Remuneration Paid	12.00	11.40	13.20	8.40	-	-
Interest Paid	17.59	9.73	-	-	6.88	-
Loans Taken	5.00	500.20	-	-	64.26	-
Loans Repaid	1.00	322.21	-	-	39.26	-

The above related party information have been disclosed to the extent such parties have been identified by the management on the basis of information available. This has been relied upon by the Auditors

**28. CONTINGENT LIABILITIES**

Contingent Liabilities not provided NIL (Previous Year Rs. Nil)

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

**29. VALUE OF IMPORTS ON CIF BASIS**

Capital Goods

	(Rs. In Lacs)	
	<u>Current Year</u>	<u>Previous Year</u>
	-	50.38
	-	50.38

**30. INCOME/ EXPENDITURE IN FOREIGN CURRENCY**

EXPENDITURE  
EARNINGS

	<u>Current Year</u>	<u>Previous Year</u>
	37.68	Nil
	Nil	Nil

**31. SIGNIFICANT ACCOUNTING POLICIES**

**31.1 Statement of Compliance**

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016. The aforesaid financial statements have been approved by the Board of Directors in the meeting held on 30th May 2019.

**31.2 Basis of Preparation of Financial Statements**

The Company has prepared its Financial Statements which comprise the Balance Sheet as at 31 March, 2019, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March, 2019, and accounting policies and other explanatory information in accordance with the notification issued by the Ministry of Corporate Affairs as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1 April, 2017.

The Company follows the mercantile system of accounting and recognizes income and expenses on accrual basis. The financial statements have been prepared on historical cost basis.

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

**31.3 Property, Plant & Equipment**

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

**31.4 Inventory**

Inventories are stated at the lower of cost and net realizable value except in case of waste and scrape which are valued at net realizable value.

Cost of raw material includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of finished goods and work in progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

**31.5 Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenues on sale of products, net of discounts, returns, sales taxes and duties when the products are delivered to customer or when delivered to a carrier for export sale, when significant risks and rewards of ownership pass to the customer. Sale of products is presented gross of manufacturing taxes like excise duty wherever applicable. Revenue from sale of waste and scrap are included in revenue.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, using effective interest rate.

**31.6 Employee Benefit**

Contributions to Provident Fund, a defined contribution plan are made in accordance with the statute, and are recognized as an expense when employees have rendered service entitling them to the contribution.

Company's contribution to state defined contribution plan namely, Employee State Insurance are made in accordance with the statute, and are recognized as an expenses when employees have rendered services entitling them to the contribution.

**31.7 Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

**31.8 Foreign Currency Transaction**

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian Rupee (₹).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

**31.9 Financial Instruments**

**31.9.1 Financial Assets**

**31.9.1.1 Initial recognition and measurement**

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value are adjusted through profit or loss on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

**31.9.1.2 Subsequent measurement**

**31.9.1.2.i Financial assets carried at amortised cost**

A financial asset is measured at amortised 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.

**31.9.1.2.ii Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI 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.

**31.9.1.2.iii Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

**31.9.1.3 Impairment of Financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**31.9.2 Financial Liabilities**

**31.9.2.1 Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**31.9.2.2 Subsequent measurement**

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

**31.9.3 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.

**NIRAJ ISPAT INDUSTRIES LIMITED**

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

**31.10 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**31.10.1 Current Tax**

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

**31.10.2 Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**31.11 Provision**

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.

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

**31.12 Earning Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

NIRAJ ISPAT INDUSTRIES LIMITED

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

**32. CRITICAL ESTIMATION AND JUDGEMENTS**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- Estimation of useful lives of property, plant and equipment – Note 1

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

- Estimation of Provisions – Note 14

- Estimation of current tax expense and payable – Note 23

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, if any, including amount expected to be paid/recovered for uncertain tax positions. Further, significant judgement is exercised to ascertain amount of deferred tax asset (DTA) that could be recognised based on the probability that future taxable profits will be available against which DTA can be utilized and amount of temporary difference in which DTA can not be recognised on want of probable taxable profits

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

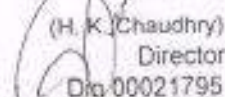
33. With effect from July 1, 2017 the goods and service tax (GST) has replaced Excise Duty, Cess etc. Accordingly, post applicability of GST, revenue from operation is disclosed net of GST. Hence the revenue from operations and expenses for the year ended March 31, 2019 are not comparable with the previous period to that extent.
34. The previous period figures have been regrouped / reclassified / rearranged, wherever necessary to confirm to the current year presentation.


As per our report of even date attached  
For VIPIN KUMAR & COMPANY  
Chartered Accountants  
Firm Regn. No. 002123C

Place: Saharanpur  
Dated: 30th May, 2019

  
(V. K. AGARWAL)  
FCA  
M.No. 071279

For & ON BEHALF OF BOARD  
For NIRAJ ISPAT INDUSTRIES LTD.

  
(H. K. Chaudhry)  
Director  
Din 00021795

  
(Chaitanya Chaudhry)  
Director  
Din 06813394