



# **ASHIANA ISPAT LIMITED**

*(An ISO 9001-2015 Company)*

*Manufacturer: Kamdhenu TMT Bars*



**2020-21**  
**29th Annual Report**



## Corporate Information

### **BOARD OF DIRECTORS**

Shri Naresh Chand	-	Chairman
Shri Puneet Jain	-	Managing Director
Shri Shashank Jain	-	Independent Director
Shri Nitin Jain	-	Independent Director
Shri Bharat Monga	-	Independent Director
Smt. Shruti Jain	-	Independent Director

#### **STATUTORY AUDITORS**

M/s D V Aggarwala & Co. LLP  
Chartered Accountants  
22, Arya Samaj Road Sri  
Ganganagar, Rajasthan  
335001

#### **INTERNAL AUDITOR**

Mrs. Ashita Jain  
Company Secretary

#### **COST AUDITOR**

M/s Mithlesh Gupta & Co.

#### **SECRETARIAL AUDITOR**

M/s Bir Shankar & Co.  
G-3/5 & 6, III Floor, Sec - 16, Rohini,  
New Delhi - 110089

#### **BANKERS**

State Bank of India  
G -29 TO G-34, PLOT NO. 1,2,3 NDM-II,  
NETAJI SUBHASH PLACE  
PITAMPURA, NEW DELHI-110034

Yes Bank  
Ground Floor, C-66,  
Kirti Nagar, New Delhi- 110015

#### **CORPORATE OFFICE**

908-910, Pearl Best Height-II,  
Netaji Subhash Place,  
Pitampura, New Delhi- 110034

#### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Harun Rashid Ansari

#### **REGISTERED OFFICE & WORK**

A-1116, Phase-III, RIICO Industrial  
Area, Bhiwadi-301019, Distt. Alwar  
(Rajasthan) E-mail : ail@ashianaipat.in

#### **REGISTRAR AND SHARE TRANSFER AGENT**

Link Intime India Private Ltd.  
Noble Heights, 1st floor,  
Plot No NH-2, C-1 Block, LSC,  
Near Savitri Market, Janakpuri,  
New Delhi - 110058  
Tel : 011 - 4141 0592/93/94

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## Chairman Speech

To,  
Shareowners,

It gives me immense pleasure to extend a warm welcome to you all to the 29th Annual General Meeting of your company.

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars issued by the Ministry of Corporate Affairs, AGM is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Before I speak to you about the performance of your company, let me briefly highlight the economic scenario in which your Company is operating.

The recent COVID-19 outbreak has caused extensive disruptions to the entire economy.

The Covid-19 - induced lockdown has come as a big blow to the steel industry. The sales of the first 7 months were disrupted. But from November onwards there has been a consistent demand. Fortunately for Kamdhenu TMT, November and December had recorded the highest sales that we have achieved in the month of entire lock down period. We had anticipated this growing trend in the coming days but return of second massive wave of Covid 19 pandemic jeopardised all expectation.

Though demand was expected to gradually increase but due to the rapid evolution of second wave of Covid 19 pandemic, it is difficult to predict the full economic impact of the pandemic. Economic lockdown had made the situation miserable. The major impact on financial position of the company is being seen in the form of increase in Days Sales Outstanding (DSO) ratios.

Our vision is crystal clear. We have to go ahead and we have to achieve our distinguish goal. Disruptive forces (environmental issues) that caused loss in the year 2019-20 and pandemic COVID 19 that damaged the foundation of business globally could not shook our spirit. In the midst of tsunami we have reorganised our untapped potential and have incorporated it into our business processes. Among the secondary steel producers in the RIICO Industrial Area, we are the first to bring in automation and several other innovations that set new benchmarks for the industry, Ashiana has always been a pioneer in adapting to technological advancements.



### **Attention Towards Production side**

Adaptation of new technology leads to

Substantial Expansion of production capacity: Installed capacity increased from 134000 MT to 240000 MT per annum.

Two new products launched to serve the need of every segment of customers:

#### **(A) KAMDHENU NXT**

Kamdhenu Nxt is called the product of the next generation because it has the characteristics to meet the requirements of the new engineered reinforcement structures and smart architectural concepts. Though steel and concrete are two different materials yet they behave as a single unit in reinforcement structure. It happens when concrete grips the steel rebar to form the strongest bond through the unique double rib design of the bar. The CNC notch cutting m/c ensure uniform rib pattern which allows uniform bonding with concrete for the whole structure. Due to uniformity and critically designed ribs, fatigue strength and ductility of Kamdhenu Nxt is much superior to ordinary steel bars. The vital features of this high end interlock steel TMT bar are as follows:

**Exclusive double angle rib design:** For a stronger interlock bond

2.5 times stronger bond strength between steel and concrete: To give more strength to the structure

**Advanced earthquake resistance:** Ensuring the safety and security of the building and structure

**Superior thermal resistance:** To resist the heat flow in the constructed building

Better corrosion resistance: To guarantee longer life span of interlock steel TMT bar due to good anti-corrosion qualities

High ductile strength: To make certain unbreakable flexibility assuring better application

Extensive application range: Right chemical and physical properties make it suitable for maximum reinforcement structures

Compatible with skyline structures: Well-suited for strengthening new-age high-rise buildings

Extremely economical: To make innovational products available for all without compromising the quality

**(B) KAY2 XENOX**

Its compact rib pattern offers a Hexagonal Molecular Bonding and adds longevity to the structure. The total of the internal angles of a hexagon is 720-degree meant for an all-round bonding with the cement to last any after effect of earthquake, corrosion and fire. Hexagonal Molecular Bonding has high bond energy compared to seismic energy. The unique pattern of KAY2 XENOX bar improves the development and splice strength of reinforced steel. This helps the reinforcing steel bar in any structure to stay immune to the damage during an earthquake. Also, Hexagonal Molecular Bonding decreases the corrosion rate in reinforced concrete with its innovative rib pattern and showcases an exceptional combination of Strength, Ductility & Bonding suitable for skyscraper construction.

KAMDHENU NXT AND KAY2 XENOX aspires to occupy a preeminent position in the steel industry by achieving manufacturing excellence and having a consistently satisfied customer base. Automation of plants will reduced the production costs to the extent of Rs.150 to 200/- Per ton.

We have optimistic approach to deal with the challenges thrown by the pandemic time. Apart from the enhancement of production and increasing the market share by launching KAMDHENU NXT AND KAY2 XENOX we are giving proper attention in bringing Days Sales Outstanding (DSO) rations within the standard bench mark of the industry.

Swift action by our Governments to introduce financial assistance measures has cushioned the initial shock for many citizen and corporate citizen and helped keep the country operating. At Ashiana, we also acted quickly to put in place hardship provisions to help our members cope with the pandemic impacts.

Ashiana Ispat is planning for a lengthy period of subdued economic activity. However, we remain optimistic that we will rise to the challenge of COVID and continue to prosper. We have faced many periods of adversity in the year 2020-21 history, and the strength of our organisation and our absolute commitment to our members has seen us weather every storm that has come our way. COVID will be no exception.

We are hopeful that the measure taken by us will improve the overall performance of the company.

**Acknowledgement**

On behalf of the Board of Directors, I sincerely thank the shareholders, customers and all stakeholders for their continued support in the Company's future endeavours. I would like to place on record the sincerity, hard work, commitment and dedication of the employees.

I also express my sincere thanks to State Bank of India, Yes Bank and Institutions for the support and coordination given to the company regularly. It will certainly be our



## **ASHIANA ISPAT LIMITED**

endeavour to put in our best efforts for sustained growth, expansion and prosperity of the Company benefitting all stakeholders.

I look forward to seeing you in person at the next year AGM.

Thank you and Jai Hind!

Naresh Chand  
Chairman  
DIN: 00004500



**NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General meeting of the shareholders of Ashiana Ispat Limited ('AIL' or the 'Company') will be held on Thursday, 23<sup>rd</sup> day of September 2021 at 11.00 a.m. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following:

**ORDINARY BUSINESS:**

1. To consider and adopt the standalone financial statements of the Company for the financial year ended 31 March 2021, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Puneet Jain (DIN: 00814312), who retires by rotation in terms of section 152 (6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Puneet Jain (DIN: 00814312) as Managing Director of the Company for a period of three years with effect from 1 June 2021**

To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Mr. Puneet Jain (DIN: 00814312) as Managing Director ('MD') of the Company for a three year term commencing from 01.06.2021 till 31.05.2024, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits as prescribed in Section II and III of Part II of Schedule V of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

**4. Re-appointment of Mr. Naresh Chand (DIN: 00004500) as Executive Director of the Company for a period of three years**

To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 196 & 197 of the Companies Act, 2013 read with Part I and Section II and Section III of Part II of Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made there under, as proposed and recommended by the Nomination and Remuneration Committee the consent of the members be and is hereby accorded for re-appointment of Mr. Naresh Chand (DIN: 00004500) as Executive Director cum Chairman of the company, liable to retire by rotation of Directors, effective from the date of approval of shareholders in their Annual General Meeting as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration") of Rs. 2,00,000/- (Rupees Two lacs) per month, for a period of three years from the date of the conclusion of the 29th Annual General Meeting.

RESOLVED FURTHER THAT the above remuneration to be paid to Mr. Naresh Chand, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.





RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Naresh Chand (DIN: 00004500), will remain unaltered.

RESOLVED FURTHER THAT Mr. Puneet Jain, Managing Director and/or Mr. Harun Rashid Ansari, Company Secretary of the Company be and is hereby severally authorised to file the necessary e-forms with Registrar of Companies, Rajasthan and to do all such acts and deeds as may be required to give effect to the above resolution."

**5. Appointment of Ms. Anu Bansal as Executive Director**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196 & 197 of the Companies Act, 2013 read with Part I and Section II and Section III of Part II of Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made there under, as proposed and recommended by the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for appointment of Mrs. Anu Bansal (DIN: 09205586) as Whole Time Executive Director of the company, liable to retire by rotation of Directors, on gross monthly remuneration of Rs. 30,000/- (Rupees Thirty thousand) per month, for a period of Five years from the date of the appointment.

RESOLVED FURTHER THAT the above remuneration to be paid to Ms. Anu Bansal, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Ms. Anu Bansal (DIN: 0009205586), will remain unaltered.

RESOLVED FURTHER THAT Mr. Puneet Jain, Managing Director and/or Mr. Harun Rashid Ansari, Company Secretary of the Company be and is hereby severally authorised to file the necessary e-forms with Registrar of Companies, Rajasthan and to do all such acts and deeds as may be required to give effect to the above resolution."

**6. Remuneration of M/s. Mithlesh Gupta & Co., Cost Auditors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including



any statutory modification(s) or re-enactments thereof, for the time being in force) the consent of the Company be and is hereby accorded for payment of remuneration of Rs.25,000/- (Rupees Twenty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the financial year 2021-22 as may be applicable to the Company to M/s. **Mithlesh Gupta & Co.**, Cost Accountants who were appointed as Cost Auditors of the Company by the Board of Directors at its meeting held on June 30, 2021".

Registered Office:

A-1116, Phase-III, RIICO Industrial Area,  
Bhiwadi-301019, District-Alwar, Rajasthan  
Date: June 30, 2021

**By Order of the Board**

Naresh Chand  
Chairman  
DIN: 00004500

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020, further extended by circular dated January 13, 2021 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020, which was also simultaneously extended by the circular dated January 15, 2021, permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e- AGM'.
2. The deemed venue for 29th e-AGM shall be the registered office of the Company
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be



sent to the Scrutinizer by e-mail through its registered e-mail address to company1956@gmail.com with copy marked to csharun@gmail.com and [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

5. Statement pursuant to section 102 of the Act forms part of this Notice.
6. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act.
7. Members can cast their vote online from 20<sup>th</sup> September 2021 (9.00 a.m.) till 22<sup>nd</sup> September 2021 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
8. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e. from 10.45.00 A.M morning and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
9. Institutional Investors, who are members of the Company are encouraged to attend and vote at the 29<sup>th</sup> e- AGM of the Company.
10. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Share Transfer Registrar of Company.
12. In terms of section 101 and 136 of the Act, read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at [www.ashianaispat.in](http://www.ashianaispat.in) website of the Stock Exchanges i.e. BSE Ltd. and website of Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in>.
13. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with our Share Transfer Registrar.
14. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM. To avail



this facility, such shareholders are required to go through the following link to register their email IDs, mobile numbers and bank account details. Click here: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.

15. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
16. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.
17. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
18. The Register of Members and Shares Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2021 to 23<sup>rd</sup> September, 2021 (both days inclusive) for the purpose of AGM. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
19. The Company has been maintaining, inter alia, the following statutory registers at its registered office at RIICO Industrial Area, Bhiwadi, Alwar, Rajasthan:

Register of contracts or arrangements in which directors are interested under section 189 of the Act. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.

20. For ease of conduct, Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker ("Registered speakers") by sending their request in advance at least 7 (seven) days prior to meeting i.e. Thursday, 16<sup>th</sup> September 2021 mentioning their name, demat account number/folio number, e-mail ID, mobile number at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or [ail@ashianaispat.in](mailto:ail@ashianaispat.in).
21. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website



of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

22. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
23. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
24. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Thursday, 16<sup>th</sup> September 2021, such person may obtain the User ID and Password from Intime by e-mail request on [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
25. PROCEDURE FOR REMOTE E-VOTING

**Instructions for shareholders to vote electronically:**

**Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

Click on "Login" tab, available under 'Shareholders' section.

Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

Your User ID details are given below:

Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID  
Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number



	which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL:

<https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm.

(The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**• Cast your vote electronically**

☐ After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

☐ On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.

☐ Cast your vote by selecting appropriate option i.e. Favour/Against as desired.



Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/ Against'.

If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

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

**A. Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
    - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**



1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.  
Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**B. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.





Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk ,Link Intime India Private Limited**

**C. General Instructions:**

1. The Board of Directors has appointed Mr. Bir Shankar, Practising Company Secretary (FCS No.6604 CP No. 7076) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
2. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirteenth e-AGM and announce the start of the casting of vote through the e-voting system of **InstaMeet**.
3. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
4. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.ashianaispat.in](http://www.ashianaispat.in) and on the website of <https://instameet.linkintime.co.in> and shall also be communicated to the stock exchanges.

The resolutions shall be deemed to be passed at the AGM of the Company.

**Registered Office:**

A-1116, Phase-III, RIICO Industrial Area,  
Bhiwadi-301019, District-Alwar, Rajasthan  
Date: June 30, 2021

**By Order of the Board**

Naresh Chand  
Chairman  
DIN: 00004500

**Explanatory Statement under section 102 of the Act and regulation 36(3) of the SEBI Listing Regulations****• Item no. 3**

The Board of Directors, at their meeting held on 1st day of June, 2016, appointed Mr. Puneet Jain as Managing Director of the Company for a period of 5 years from 01.06.2016 to 31.05.2021. The said appointment was also approved by the members at their Annual General Meeting held on 28<sup>th</sup> day of September, 2016.

While re-appointing Mr. Puneet Jain as Managing Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company during the tenure of his Directorship. Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities in India to achieve still greater heights, by appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. Mr. Puneet Jain has been involved with iron and steel industry since the beginning of his career. For the past 25 years, he has been instrumental in the development and production of high quality steel, improvement in its properties. His enthusiastic manner and wide array of knowledge have won him respect and appreciation from his staff and colleagues.

The Board, on recommendation of the Nomination and Remuneration Committee, re-appointed him as Managing Director for another term of 3 years effective 01.06.2021 on the terms and conditions including remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

I. **Salary:** Rs. 10,00,000/- per month

II. **Perquisites** might be provided in addition to salary.

Perquisites so paid shall be valued in terms of actual expenditure incurred by the Company. However, in cases where the actual amount cannot be ascertained with reasonable accuracy, the perquisites shall be valued as per Income Tax Rules:

**Medical Reimbursement**

Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.

Leave Travel Concession/ Allowance

For self and family, once in a year in accordance with rules of the Company.



**Club Fees** payable as per the rules of the Company  
**Provident Fund**, Pension Fund and Superannuation Fund  
Company's Contribution to these funds is as per the rules of the Company  
**Gratuity** is payable as per the rules of the Company  
**Car**  
Use of Company's Car with driver for business/official purposes.

**Telephone**

Free Telephone/ Communication facilities at residence for business purposes.

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment. Taking into account trend in the industry, his qualifications and experience, remuneration is considered to be just, fair and reasonable.

Mr. Puneet Jain and his relatives (including Mr. Naresh Chand, Director) may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution. This explanatory Statement may also be regarded as a disclosure under Regulations 36 of SEBI (Listings obligations and Disclosure requirements), Regulations, 2015.

- **Item no. 4**

The Board of Directors has appointed Mr. Naresh Chand as Executive Director cum Chairman of the Company from the conclusion of the 26th AGM for a period of 3 years, after considering vast experience of Mr. Naresh Chand in the fields of general management and operational aspects of the company.

Now, on the expiry of his tenure, Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 30.06.2021 has proposed to reappoint him as Executive Director cum Chairman of the company at a fixed remuneration of Rs. 200000/- (Rupees Two lakh) per month for a further period of three years from the conclusion of the 29th AGM.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for re-appointment of Mr. Naresh Chand as Executive Director cum Chairman of the company at a fixed remuneration of Rs. 200000/- (Rupees Two lakh) per month. The said remuneration will only be payable only after obtaining requisite approval of the



shareholders at the Annual General Meeting, and will be effective for a period of three years from the date of conclusion of the 29th Annual General Meeting.

None of the Directors except Mr. Puneet Jain, Managing Director and Mr. Naresh Chand along with their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 4 of the Notice, since they are the existing members of the Promoter category of the Company. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution

- **Item No. 5**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the Board of Directors of the Company (the "Board") at its meeting held on 30.06.2021, appointed Ms. Anu Bansal as an executive director subject to the approval of Shareholders by passing special resolution in their ensuing Annual General Meeting of the Company with effect from 30.06.2021.

The Company had received a notice in writing from a member along with a deposit of Rs 100,000 (Rupees One lakh only) proposing the candidature of Ms. Anu Bansal for the office of Executive Director (Whole-time) of the Company liable to retire by rotation for a period of five years. Ms. Anu Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Copy of letter of appointment of Ms. Anu Bansal as Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during 10:00 A.M. to 3:00 P.M. on all working days. The Board considered that her continued association would be immense beneficial to the Company and is desirable to continue to avail services of Ms. Anu Bansal as Executive Director (Whole-time). Accordingly, the Board recommends the resolution in relation to appointment of Ms. Anu Bansal as Executive Director (Whole-time) at a fixed remuneration of Rs. 30,000.00/- per month, for the approval by the shareholders of the Company.

Ms. Anu Bansal does not hold any Shares of the Company in her own name.

Apart from Ms. Anu Bansal, being the appointee, none of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution set out at Item no. 5 for approval of the Members. The Board of Directors recommends the passing of this Resolution by special resolution.

**ANNEXURE TO THE NOTICE**

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 196 (4) OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 OF ICSI AND PROVISIONS OF THE OTHER APPLICABLE ACT.

Name of Director	Puneet Jain	Naresh Chand	Anu Bansal
Date of Birth	24/08/1975	07/07/1944	18/12/1986
Nationality	Indian	Indian	Indian
Date of Appointment	20/01/2003	25/01/2006	30/06/2021
Qualification	Graduate	M.Sc.	B.Sc. (Interior Designing)
Expertise in specific functional areas	Mr. Puneet Jain is well recognized for his leadership, visionary and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the company. He has started his career as a Promoter Director with a renowned TMT Bar manufacturing company Kamdhenu Ispat Limited. With his consistent efforts, dedication and experience he has been promoted as Managing Director of M/s. Ashiana Ispat Limited a manufacturer of Kamdhenu Brand TMT Bar.	Mr. Naresh Chand holds M. Sc. Degree from the University of Agra, Uttar Pradesh and possesses a wealth of knowledge and experience concerning steel industry. He looks after the management and administration of the Company. There has been a tremendous growth in the overall operations of the Company under his supervision, control and guidance due to his competence and experience. His presence on the Board is the matter of great importance for the overall development and prosperity of the Company.	Ms. Anu Bansal is highly competent and imaginative interior designer with extensive experience on working on a mixture of project. She has got the efficient leadership qualities with the ability to motivate peers. She is enthusiastic and quick learner with ability for multitasking as well. Her presence on the Board will be immensely beneficial to the Company keeping in view of her brilliant



## ASHIANA ISPAT LIMITED

			academic career.
List of other companies in which directorship is held as on March 31, 2021	Ashiana Fincap Pvt. Ltd. Kamdhenu Steels & Alloys Limited Ashiana Commodities & Derivatives Pvt. Ltd. Lohman Manufacturing Pvt. Ltd.	Kamdhenu Steels & Alloys Limited Ashiana Fincap Pvt. Ltd. Lohman Manufacturing Pvt. Ltd. Ashiana Commodities & Derivatives Pvt. Ltd.	--
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2021	Nil	Nil	Nil
Equity Shares held in the Company	743400	702500	--
Relationship between Directors inter-se	Related with Mr. Naresh Chand	Related with Mr. Puneet Jain	--

### STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

#### General Information:

1	Nature of Industry	Manufacturing and trading of Kamdhenu TMT Brand		
2	Year of commencement of business	1992		
3	In case of new company, expected date of activities as per project approved by financial institution in the prospectus	N.A		
4.	Financial performance (Rs. in lacs)	Particulars	Rs. in lacs 2019-20	Rs. in lacs 2018-19
		Gross revenue	30979.94	44113.43
		PBDIT	-447.33	1169.30
		PBT	(1179.95)	577.30

**ASHIANA ISPAT LIMITED**

	Tax	-7.77	150.03
	PAT	(1172.18)	427.27
	Equity capital	796.48	796.48
	EPS	-14.72	5.36

**Item No.6**

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on June 30, 2021, has appointed M/s. Mithlesh Gupta & Co, Cost Accountants at a remuneration of Rs. 25,000/- (Rupees Twenty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to the Company for the financial year 2021-22. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration to be paid to the cost auditors is subject to ratification by the members of the Company.

The Board therefore recommends the resolution under Section 148 of the Companies Act, 2013 as an ordinary resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives, are concerned or interested, financially or otherwise in this Resolution.

Registered Office:

A-1116, Phase-III, RIICO Industrial Area,  
Bhiwadi-301019, District-Alwar, Rajasthan  
Date: June 30, 2021

**By Order of the Board**

Naresh Chand  
Chairman  
DIN: 00004500

**DIRECTORS' REPORT**

To  
**The Members**  
Ashiana Ispat Limited

Your Directors have pleasure in presenting their 29<sup>th</sup> Annual Report on the affairs of the company together with Audited Financial Statements for the financial year ended 31st March, 2021.

**FINANCIAL RESULTS**

The standalone financial performance of the company for the financial year ended March 31, 2021 in summarized below.

<b>Particulars</b>	<b>Rs. in lacs 2020-21</b>	<b>Rs. in lacs 2019-20</b>
<b>Revenue from operations</b>	29498.38	30960.61
<b>Other Income</b>	16.31	19.34
<b>Total Revenue</b>	<b>29514.69</b>	<b>30979.94</b>
<b>Profit/(loss) before taxes</b>	143.83	-1179.95
<b>Total Expenditure</b>	<b>29370.86</b>	<b>32159.89</b>
<b>Tax Expense/(Benefit)</b>	28.50	-7.77
<b>Profit/(Loss) after Tax</b>	<b>115.34</b>	<b>-1172.18</b>
<b>Earning per equity shares in Rs.</b>	1.45	-14.72

**State of Company's affairs:**

World is witnessing the second wave of the COVID-19 pandemic. Businesses are once again feeling the heat with the uncertainty of restrictions and lockdowns amid the rising number of cases. In FY 2020-21, the pandemic landed a severe blow to the construction industry as well as Iron and Steel industries. Despite the difficult year, we registered a positive EBITD of ₹ 8.66 Crores. During the year under consideration, company's profit jumped to ₹ 1.15 Crores from ₹ (11.72) in the previous year.

Disruptive forces (environmental issues) that caused loss in the year 2019-20 and pandemic COVID 19 that damaged the foundation of business globally could not shake our spirit. In the midst of tsunami we have reorganised our untapped potential and have incorporated it into our business processes. Among the secondary steel producers in the RIICO Industrial Area, Bhiwadi, we are the first to bring in automation and several other innovations that set new benchmarks for the industry, Ashiana has always been a pioneer in adapting to technological advancements. Automation lead to

- a. Substantial Expansion of production capacity: Installed capacity increased from 134000 MT to 240000 MT per annum.
- b. Launching two new cost effective products to serve the need of every segment of customers:
  - ▶ KAMDHENU NXT
  - ▶ KAY2XENOX

KAMDHENU NXT AND KAY2 XENOX aspires to occupy a preminent position in the steel industry by achieving manufacturing excellence and having a consistently satisfied customer base. Automation of plants will reduced the production costs to the extent of Rs.150 to 200/- Per ton.





## **IMPACT OF COVID-19 PANDEMIC**

Ashiana Ispat Limited is the manufacturer of Steel TMT Bars used in construction and infrastructure sector. Weak demand from infrastructure on account of lower capex by Government and gradually decrease in purchasing power of buyer will hurt steel demand. The lower infrastructure capex in on account of diversion of funds towards health and public welfare will be the main concern before steel industry.

As we all are aware that population of 1.3 billion stays indoors to fight the Covid-19 virus, India is facing very difficult situation and worry about the economy as the entire industrial activity has been jeopardized.

The lockdown has brought the entire domestic manufacturing supply chain to a grinding halt. "Ramifications of a massive lockdown are manifold. It is assumed that steel demand in India would contract 14-17% this fiscal. Extended vulnerability, on the other hand, will increase the demand contraction to 22-25%. On a quarterly basis, steel demand would be a washout in the first quarter of this fiscal, given the pan-India lockdown that would hurt construction.

Since this situation is exceptional and changing dynamically, the Company is not able to gauge with certainty, the future impact on its operations. However, the Company is confident about adapting to the changing business environment and respond suitably to fulfil the needs of its customers.

Demand of the product being manufactured is expected to be remain less. Sales below the BEP will impact the revenues and profitability. However actual impact would be ascertained in due course of time.

## **CORPORATE GOVERNANCE:**

The Company believes that good corporate governance is one of the vital tools, in directing and controlling the affairs of the Company in an efficient manner and helps in achieving the goal of maximizing value of Company's stakeholders in a sustained manner. It recognizes Transparency, Integrity, Honesty and Accountability as core values, and the management believes that practice of each of these creates the right corporate culture fulfilling the purpose of Corporate Governance. However, it is to be recognized that Corporate Governance is not just a destination but a consistent journey to consolidate and enhance sustainable value creation to the company, by adhering to the core values. A separate section on Corporate Governance and a Certificate regarding compliance of conditions of Corporate Governance, forms part of the Annual Report as **Annexure-"E"**.

## **DIVIDEND:**

The directors have not recommended any dividend for the financial year 2020-21.

## **SHARES WITH DIFFERENTIAL RIGHTS, EMPLOYEE STOCK OPTION, SWEAT EUIYSHARES:**

During the year, the company has not issued any Equity Shares with Differential Rights, Employee Stock Options and/or Sweat Equity Shares.

## **FIXED DEPOSITS:**

During the year, your Company has not accepted any fixed deposits under the provisions of the Companies Act, 2013 and the Rules made there under.

**SECRETARIAL STANDARDS:**

The Company has complied with applicable secretarial Standards.

**DIRECTORS & KMP:**

The Board of directors of your company is duly constituted.  
There was no resignation of Directors this year.

*Proposed Appointments/re-appointments:*

**The following appointments to the Board are proposed:**

Mr. Puneet Jain, Director of the Company retires by rotation at this Annual General Meeting and being eligible offer himself for re-appointment.

Further the continuation of Mr. Puneet Jain, Managing Director of the Company on the board of the Company Board also proposed for his reappointment as Managing Director and approval of the members in the ensuing Annual General Meeting by Special Resolution being sought.

Also, re-appointment of Mr. Naresh Chand as Executive Director-cum-Chairman of the Company for a period of three years is also being proposed, subject to the approval of the members by Special Resolution.

The Board also proposed the appointment of Ms. Anu Bansal as an Executive Director (Whole-time) on the Board w.e.f. 30.06.2021 and sought the requisite approval of the members in the ensuing AGM by way of special resolution.

The Board of Ashiana Ispat Ltd. has an appropriate mix of Executive and Non-Executive directors with all the directors having vast area of expertise, skills and knowledge necessary to run the operations of the Company in a highly efficient manner.

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice. Your Directors recommend their appointment/reappointment as Director of your Company.

**LISTING WITH EXCHANGE AND LISTING FEES:**

The Equity Shares of the Company are presently listed with Bombay Stock Exchange Limited (BSE). Further the Company has paid listing fees to the exchange (i.e. BSE) up to financial year 2021-22.

**AUDIT REPORT & AUDITORS:****Audit Report**

The Statutory Audit report doesn't contain any qualifications or adverse remarks and is enclosed with the financial statements. As per the provisions of Listing Regulations Auditor's certificate on Corporate Governance forms part of this report and don't contain any qualifications or adverse remarks related to compliance with the conditions/provisions of corporate governance.

**A. STATUTORY AUDITORS**

M/s. D.V. Aggarwal & Co. LLP, Chartered Accountants (Firm registration No 001263C), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 25th Annual General Meeting of the Company held on 31 August 2017 till the conclusion of the 30th Annual General Meeting of the Company, subject to ratification by members every year as prescribed under then prevailing provisions of the Companies Act 2013.

In view of the changes in provisions of section 139 of the Companies 2013 ratification of appointment is not proposed.

**B. COST AUDITORS:**

In terms of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records and get them audited every year and accordingly such accounts and records are made and maintained. The Board appointed M/s. Mithlesh Gupta & Co., Cost Accountants, as cost auditors of the Company for the financial year 2021-22 at a fee of INR 25,000 plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the shareholders at the ensuing annual general meeting. The cost audit report for the financial year ended March 31, 2021 would be filed with the Central Government.

The cost audit report for the financial year ended March 31, 2020 was filed on 23.12.2020 within prescribed timelines.

**C. SECRETARIAL AUDITOR**

As per the provisions of Section 204 of the Companies Act, 2013 and Rules thereunder, M/s Bir Shankar & Co., Practicing Company Secretary was appointed as the Secretarial Auditor of the Company for the year 2021-22.

**D. INTERNAL AUDITOR**

As per the provisions of Section 138 of the Companies Act, 2013 and Rules thereunder, Ms Ashita Jain, Company Secretary was appointed as the Internal Auditor of the Company for the year 2021-22.

**NUMBER OF BOARD MEETINGS HELD DURING THE YEAR:**

The Board met 11 times during the financial year 2020-21, the details of which are given in corporate Governance section.

**ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS:**

The Board of Directors has evaluated the performance of the Board, its Committees and the Individual Directors as per the Nomination and Remuneration Policy. The Independent Directors of the Company also review the performance of Non-Independent Directors of the Board.

**DECLARATION BY INDEPENDENT DIRECTORS AS REQUIRED UNDER SECTION 149(7) OF THE COMPANIES ACT, 2013**



All the Independent directors of the company have given their statement of declaration under Section 149(7) of the Companies Act, 2013 ("the Act") that they meet the criteria of independence as provided in Section 149(6) of the Act, and their Declarations have been taken on record.

#### **POLICY ON DIRECTORS' APPOINTMENT REMUNERATION**

The Company strives to maintain an appropriate combination of executive, non-executive and independent Directors including at least one woman Director. The Nomination & Remuneration Committee of the Company leads the process for Board appointments in accordance with the requirements of Companies Act, 2013, listing agreement/regulations and other applicable regulations or guidelines. All the Board appointments are based on meritocracy. The potential candidates for appointment to the Board are *inter alia* evaluated on the basis of highest level of personal and professional ethics, standing, integrity, values and character; appreciation of the Company's vision, mission, values; prominence in business, institutions or professions; professional skill, knowledge and expertise; financial literacy and such other competencies and skills as may be considered necessary.

In addition to the above, the candidature of an independent Director is also evaluated in terms of the criteria for determining independence as stipulated under Companies Act, 2013, listing agreement/regulations and other applicable regulations or guidelines. In case of re-appointment of Independent Directors, the Board shall take into consideration the results of the performance evaluation of the Directors and their engagement level.

The Board of Directors of the Company has adopted a Remuneration Policy for Directors, KMPs and other employees. The policy represents the overarching approach of the Company to the remuneration of Director, KMPs and other employees.

#### **LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY:**

Details of loans, guarantees and investments by the Company to other body corporates or persons are given in Financial Statements/Notes to the financial statements.

#### **MATERIAL CHANGES & COMMITMENTS:**

Apart from the frequently interruption in production due to rigorous environmental policy adopted by the Government during the Stubble burning season in NCR causing financial crisis, COVID-19 has also brought material changes and commitments, affecting the financial position of the Company after the end of the financial year 2018-19 and till the date of this report.

#### **THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in AIL through various interventions and practices. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company believes in prevention of harassment of employees as well as contractors. During the year ended 31 March, 2021, no complaints pertaining to sexual harassment were received.

**RELEVANT EXTRACT OF THE ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under the provisions of the Companies Act, 2013, forms an integral part of Board Report as **Annexure- “G”**. Form MGT-9 is available on the website of the Company and can be accessed at [www.ashianaispat.in](http://www.ashianaispat.in)

**SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s Bir Shankar & Co., Company Secretaries in practice, to undertake the Secretarial Audit of the Company. The report of the Secretarial Audit is annexed to this report as **Annexure –“F”**. "Secretarial Auditors" report is self-explanatory and therefore does not require further comments and explanation.

**CONTRACTS/ ARRANGEMENTS WITH RELATED PARTIES**

All Related Party Transactions are placed before the Audit Committee for review and approval. All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the relevant disclosures of Related Party Transactions in Form AOC 2 forms part of this Annual Report as **Annexure- “C”**.

**RELATED PARTY TRANSACTIONS:**

The Board has adopted a policy to regulate the transactions of the Company with its related parties. As per policy, all related party transactions require approval as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations. The said policy is available on the Company's website viz. [www.ashianaispat.in](http://www.ashianaispat.in).

**VIGIL MECHANISM:**

The Company has in place a whistleblower policy, to support the Code of Business Ethics. This policy documents the Company's commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of Business Ethics at a significantly senior level without fear of intimidation or retaliation.

Individuals can also raise their concerns directly to the chairman of the Audit Committee of the Company. Any allegations that fall within the scope of the concerns identified are investigated and dealt with appropriately. Further, during the year, no individual was denied access to the Audit Committee for reporting concerns, if any. The details of establishment of vigil mechanism for Directors & employees to report genuine concerns are available at the website of the Company viz. [www.ashianaispat.in](http://www.ashianaispat.in).

**INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY:**

AIL continuously invests in strengthening its internal control processes. The Company has put in place an adequate system of internal financial control commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of its business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies.

**FAMILIARISATION PROGRAM FOR DIRECTORS:**

The Company provides an orientation and business overview to all its new Directors and Independent Directors and provides materials and briefing sessions periodically which assists them in discharging their duties and responsibilities. The Directors of the Company are also informed of the important developments in the Company and Industry. Directors are fully briefed on all business related matters, and new initiatives proposed by the Company and updated on changes and developments in the domestic & global corporate and industry scenario. The details of the familiarisation program for Directors is available on the website of the Company viz. [www.ashianaipat.in](http://www.ashianaipat.in).

**CHANGES IN CAPITAL STRUCTURE:**

During the year, there was no change in the Capital Structure of the Company.

**AUDIT COMMITTEE:**

The Board has constituted its Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company presently comprises of members namely Mrs. Shruti Jain, Mr. Shashank Jain and Mr. Bharat Monga.

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

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo is given in **Annexure-“B”** to this report.

**PARTICULARS OF EMPLOYEES:**

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the **Annexure-“D”** to this report and forms part of this report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

**The Directors would like to assure the Members that the financial statements for the year under review conform in their entirety to the requirements of the Companies Act, 2013.**

**The Directors confirm that:**

- In the preparation of the annual accounts/financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit/loss of the Company for the year ended on 31st March, 2021;
- Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts/financial statements have been prepared on a going concern basis.
- That Internal financial controls were laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively.



- Proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Company has adopted Corporate Social Responsibility initiatives and focuses on key areas as education, healthcare etc., in accordance with the provisions of the relative Act and rules made thereunder. The Corporate Social Responsibility Committee consists of Sh. Naresh Chand (Chairman), Dr. Smt. Shruti Jain and Sh. Puneet Jain. The Board of Directors on recommendation of the CSR Committee has formulated the CSR policy of the Company. The CSR activities of the Company are implemented in accordance with the core values viz. protecting stakeholder interests, proactive engagement with the local communities and striving towards inclusive development. The CSR activities are focused on the following five broad themes with goals to improve overall socio economic indicators of Company's area of operation:

- To eradicate Extreme hunger and Poverty
- Promoting healthcare, sanitation and making safe drinking water available;
- Employment enhancement through training and vocational skill development;
- Income enhancement through farm based and other livelihood opportunities;
- Promoting education and sports; and
- Ensuring sustainable environment.

The annual report on CSR containing particulars specified in Companies (CSR Policy) Rules, 2014 is given in **Annexure "A"**. The CSR policy of the Company is also placed on the website of the Company viz. [www.ashianaispat.in](http://www.ashianaispat.in).

**ACKNOWLEDGEMENTS:**

Your Directors express their gratitude to the Company's vendors, customers, Banks, Financial Institutions, Shareholders & society at large for their understanding and support. Finally, your Directors acknowledge the dedicated services rendered by all employees of the company.

For and on Behalf of the Board  
For Ashiana Ispat Limited

Place: Bhiwadi  
Dated: 30.06.2021

(Naresh Chand)  
Chairman  
DIN: 00004500

**ANNEXURE 'A' TO THE DIRECTORS' REPORT****Disclosure on Corporate Social Responsibility ("CSR")**

Ashiana Ispat Limited (AIL) has been engaged in carrying out Corporate Social Responsibility aligned to the corporate philosophy of being a responsible corporate. AIL recognizes that its business activities have a direct and indirect impact on the society. The Company strives to integrate its business values and operations in an ethical and transparent manner to demonstrate its commitment to sustainable development and to meet the interests of its stakeholders. The company is committed to continuously improving its social responsibilities, environment and economic practices to make positive impact on the society. The company is committed to undertake CSR activities in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The overall CSR initiative will be managed and ensured by the CSR Committee (the committee).

**FOCUS AREAS:**

The CSR policy will inter-alia focus on issues listed below:

- To eradicate Extreme hunger and Poverty
- To demonstrate good practices leading to sustainable business.
- To promote quality education both in the informal and formal education sectors.
- To provide financial assistance in disaster relief fund
- To develop and nurture employable skills amongst youth both around our areas of interest and areas of influence through sustainable programmes.
- To support government and non-government promoted programmes and facilitate inclusive growth.
- To deliver quality integrated health care programmes in the vicinity of our plant locations by augmenting / supporting government services as also promoting preventive and primary health care programmes through partnerships with various stakeholders / institutions
- To engage maternal and child health (MCH) programmes and reduce the maternal and child mortality rates around our plant locations.
- To reduce the incidence of HIV & AIDS and female feticide in the vicinity of our plant locations.
- To work towards environment sustainability.

**INTRERVENTIONS:**

In line with the CSR philosophy and the focus areas, AIL plans interventions in the field of education & vocational training, integrated healthcare, women empowerment, social projects, rural infrastructure development and environment sustainability. The key thematic interventions in above areas include:





**Education & Vocational Training**

- To eradicate Extreme hunger and Poverty
- To provide quality education to the 'Out of school' children and facilitate their enrolment in government / private institutions
- To provide coaching facilities for the under-privileged To support education of differently abled and provide them skills for employment as per their capacities

**Integrated Health Care**

- To provide clean drinking water
- To improve sanitary conditions around plant location
- To support government initiatives like combating AIDS, TB, etc.
- To organize camps for health check-up, blood donation etc.

**Environment:**

- To use eco-friendly technologies / processes which do not produce any effluent or pollution of any kind.
- To undertake tree plantation in and around our manufacturing facilities to maintain a clean and green work place.

**RESPONSIBILITIES OF THE COMMITTEE:**

The committee will formulate and recommend to the Board, a Corporate Social Responsibility initiatives which shall indicate the activities to be undertaken by the company as specified in Schedule VII. The committee shall recommend the amount of expenditure to be incurred on the activities referred to in Section 135(3)(a) of the Companies Act, 2013; The committee shall monitor the Corporate Social Responsibility Policy of the company from time to time. The committee shall institute a transparent monitoring mechanism for implementation of the CSR projects or programmes or activities undertaken by the company.

**MODALITIES OF EXECUTION:**

Average net profits for the immediately preceding 3 financial years is negative therefore no fund under CSR has been allocated in the year under consideration.

**REPORTING**

The contents of this policy shall be placed on company's website. CSR committee may report to the board regarding progress of activities undertaken / completed.

**SURPLUS, IF ANY, GENERATED OUT OF CSR ACTIVITIES:**

Any surplus generated out of the CSR activities will not form part of the business profits of the company.



**AMENDMENT**

Any modification / amendment in the CSR Policy may be carried out by the board on the recommendation of the CSR Committee. This policy will be subject to change as per amendment in the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 or any other applicable rules, regulations and guidelines.

**CONCLUSION**

The above policy has been formulated with the aim of improving CSR performance and reaching out to a large segment of society, as also to address environmental issues. The CSR policy will facilitate engaging in evolved CSR activities, streamline procedures and encourage greater participation. With a clear vision and appropriate acknowledgement, the outcomes will be visible.

**Annexure- “B”**

**INFORMATION ON ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTFLOW**

<b>POWER AND FUEL CONSUMPTION</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2021</b>
Purchase Unit (KWH)	14227214	7129320
TMT Section	12775676	7129320
Ingot Section	1451538	NIL
Total Amount	124465830	63257170
<b>Consumption (Unit/MT)</b>		
TMT Section	150	102
Ingot Section	190	NIL
Own Generation	NIL	NIL
Through Diesel Generation	NIL	NIL
Through Steam Turbine	NIL	NIL
<b>Coal</b>		
Purchased (Unit-MT)	6619.34	5833.84
Total Amount (in Rs.)	58361927	40932590
Consumption (Unit/MT)	6675.94	5337.25
<b>Low Sulphur</b>		
Purchased (Unit-KL)	988.47	686.15
Total Amount (in Rs.)	34530917	21852457
Consumption (Unit/KL)	978.17	691.92
<b>EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT</b>		
Capital	NIL	NIL
Recurring	NIL	NIL
Total	NIL	NIL
<b>FOREIGN EXCHANGE EARNING AND OUTGO</b>	NIL	NIL

**ANNEXURE-C****FORM AOC-2**

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

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

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

There was no such contract or arrangement or transaction entered during the year ended 31.03.2021 which was not at arm's length basis.

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

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of Contracts/arrangements/transactions</b>	<b>Duration of the Contracts/arrangements/transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	<b>Date(s) of the approval by the Board, if any</b>	<b>Amount paid as advance, if any</b>
M/s Kamdhenu Steels and Alloys Ltd.	Availing rented property owned by M/s Kamdhenu Steels and Alloys Ltd. and paying rent	As per agreement	Rs. 8.40 Lacs per annum	30.06.2021	--
Mrs. Uma Jain and Mrs. Swati Jain	Availing on rent Office owned by Mrs. Uma Jain, Mrs. Swati Jaina	As per agreement	Rs.30.00 Lacs per annum	30.06.2021	--

For and on behalf of the Board of  
Ashiana Ispat Limited

(Ravindra Kumar Jain)  
Chief Financial Officer

(Puneet Jain)  
Managing Director  
DIN: 00814312

**ANNEXURE-D****STATEMENT OF PARTICULARS AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.****PART-A**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Sl.No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1	Mr. Naresh Chand	34.41:1
2	Mr. Puneet Jain	172.02:1

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year

Sl. No.	Name of the managerial person/ Company Secretary	Ratio of the remuneration to the median remuneration of the employees
1	Mr. Ravindra Kumar Jain, CFO	10.79:1
2	Mr. Harun Rashid Ansari, CS	11.57:1

- (iii) The number of permanent employees on the rolls of Company: 152 (excluding employees on contractual basis).
- (iv) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (v) No increment made in the salaries of employees including the managerial personnel in the last financial year.
- (vi) The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the company.

**PART-B**

Information under Section 197 (12) of the Companies Act, 2013 read with the rule 5(2) Companies (Appointment and remuneration of managerial personnel) Rules, 2014 and forming part of Directors Report for the year ended March 31, 2021

<b>1) Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration aggregating Rs 1,00,00,000 or more</b>								
Name of the Employee	Designation	Remuneration (in Rs)	Qualification	Experience (years)	Date of end of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
Mr. Puneet Jain	Managing Director	1,10,00,000/-	Graduate	26 Years	NA	45	Kamdhenu Ispat Limited	9.33



## ASHIANA ISPAT LIMITED

**2) Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration for a part of that year, at a rate which, in aggregate, was not less than Rs. 8,50,000 per month**

Name of the Employee	Designation	Remuneration (in Rs)	Qualification	Experience (years)	Date of end of Employment	Age	Last employment held before joining the company	% of equity shares held in the Company
		Nil						

3. Employee employed throughout the financial year or the part thereof, was in receipt of remuneration that year which, in the aggregate, or the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the company: **Nil**

For and on behalf of the Board of  
Ashiana Ispat Limited

(Ravindra Kumar Jain)  
Chief Financial Officer

(Puneet Jain)  
Managing Director  
DIN: 00814312

**ANNEXURE – E****CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY**

The Company believes that good corporate governance is one of the vital tools, in directing and controlling the affairs of the Company in an efficient manner and helps in achieving the goal of maximizing value of Company's stakeholders in a sustained manner. It recognizes Transparency, Integrity, Honesty and Accountability as core values, and the management believes that practice of each of these creates the right corporate culture fulfilling the purpose of Corporate Governance.

However, it is to be recognized that Corporate Governance is not just a destination but a consistent journey to consolidate and enhance sustainable value creation to the company, by adhering to the core values. A separate section on Corporate Governance and a Certificate regarding compliance of conditions of Corporate Governance, forms part of the Annual Report.

**2. BOARD OF DIRECTORS**

- (a) The Board of Directors of the Company currently consists of Six Directors. The Company has an Executive Chairman. The Executive Chairman and the Managing Director manage the day -to-day affairs of the Company. The Board has an optimum combination of Executive and Non-Executive directors.

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Name of the Director</b>	<b>Category</b>
Mr. Naresh Chand	<b>Chairman (Promoter, Executive)</b>
Mr. Puneet Jain	<b>Managing Director (Promoter, Executive)</b>
Mr. Nitin Jain	<b>Director (Independent, Non-Executive)</b>
Mr. Shashank Jain	<b>Director (Independent, Non-Executive)</b>
Mr. Bharat Monga	<b>Director (Independent, Non-Executive)</b>
Mrs. Shruti Jain	<b>Director (Independent, Non-Executive)</b>

- b) Attendance of each director at the Board meetings held during the year 2020-21 and at the last Annual General Meeting

<b>Name of the Director</b>	<b>Category</b>	<b>Meetings held during the year</b>	<b>Meetings attended</b>	<b>Attendance at Last AGM</b>
Mr. Naresh Chand	Chairman (Promoter, Executive)	11	11	Y
Mr. Puneet Jain	Managing Director (Promoter, Executive)	11	11	Y
Mr. Nitin Jain	Director (Independent, Non-Executive)	11	2	N
Mr. Shashank Jain	Director (Independent,	11	7	N

**ASHIANA ISPAT LIMITED**

	Non-Executive)			
Mr. Bharat Monga	Director (Independent, Non-Executive)	11	7	N
Mrs. Shruti Jain	Director (Independent, Non-Executive)	11	10	Y

- c) No. of other Boards/Board Committees in which the Directors are either Member or Chairman as at March 31, 2021

Name of the Director	Board		Committee	
	Chairman	Member	Chairman	Member
Mr. Naresh Chand	5	0	1	2
Mr. Puneet Jain	0	5	0	1
Mrs. Shruti Jain	0	1	3	1
Mr. Nitin Jain	0	1	0	0
Mr. Bharat Monga	0	1	0	2
Mr. Shashank Jain	0	1	0	3

- d) No. of Board Meetings held and dates on which they were held during the year 2020-21

Quarter	Number of Meetings	Date on which meeting held
1st Quarter	1	20.04.2020
2nd Quarter	3	28.07.2020,08.09.2020,24.09.2020
3rd Quarter	5	20.10.2020,07.11.2020,08.12.2020,17.12.2020,30.12.2020
4th Quarter	2	12.02.2021,26.03.2021

- e) **Disclosure of relationships between directors inter-se:**

Directors of the company are not related to each other and are independent, except Mr. Naresh Chand and Mr. Puneet Jain, who are related as Father-Son.

- f) **Number of shares and convertible instruments held by non-executive director**

S. No	Name of the Director	No. of Shares	No. of Convertible Instruments
1	Mr. Nitin Jain	Nil	Nil
2	Mr. Shashank Jain	Nil	Nil
3	Mr. Bharat Monga	Nil	Nil
4	Mrs. Shruti Jain	Nil	Nil

- g) **Declaration by Independent Director:**

The Independent Directors fulfil the criteria of independence as given in Regulation 16(b) of SEBI (LODR) Regulations, 2015 & the Companies Act, 2013 and have given declaration of independence.

**h) Independent Directors Meeting**

A meeting of the Independent Directors was held on March 15, 2021, which was attended by the Independent Directors. The Independent Directors have evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Board. The Board was briefed on the deliberations made at the Independent Directors Meeting.

**i) Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. Structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. 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 participation in the meetings and contribution, independence of judgment, safeguarding the interest of the Company and other stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. Further, the performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

**3. COMMITTEES OF DIRECTORS****a. AUDIT COMMITTEE**

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015. The Audit Committee consists Non Executive Independent Directors and assists the Board in fulfilling its overall responsibilities.

The Company Secretary acts as the Secretary of the Committee. All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and they also possess sound knowledge of Finance and accounting practices and have related management expertise by virtue of their experience and background.

**i) Brief description of terms of reference**

The terms of reference of the Audit Committee include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:





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

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Regulation 23 of SEBI (LODR) Regulations, 2015.

**(ii) Composition, name of members and Chairperson**

<b>Name of the Member</b>	<b>Status</b>	<b>Nature of Directorship</b>	<b>Meetings held during the year</b>	<b>Meetings attended</b>
Mrs. Shruti Jain	Chairperson	Director (Independent, Non-Executive)	5	5
Mr. Bharat Monga	Member	Director (Independent, Non Executive)	5	5
Mr. Shashank Jain	Member	Director (Independent, Non Executive)	5	4

**b. NOMINATION AND REMUNERATION COMMITTEE****a. Brief description of terms of reference**

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
6. To devise a policy on Board diversity
7. To develop a succession plan for the Board and to regularly review the plan;

**b. Composition, name of members and Chairperson and their attendance**

The Nomination and Remuneration Committee comprises of the following directors

<b>Name of the Member</b>	<b>Status</b>	<b>Nature of Directorship</b>	<b>Meetings held during the year</b>	<b>Meetings attended</b>
Mrs. Shruti Jain	Chairperson	Director (Independent, Non- Executive)	1	1
Mr. Bharat Monga	Member	Director (Independent, Non Executive)	1	1
Mr. Shashank Jain	Member	Director (Independent, Non Executive)	1	0

**c. Remuneration Policy**

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation program, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

**d. Details of remuneration to the directors**

Particulars	Executive Directors		Non-executive Independent Directors			
	Mr. Naresh Chand	Mr. Puneet Jain	Mrs. Shruti Jain	Mr. Bharat Monga	Mr. Shashank Jain	Mr. Nitin Jain
<b>Salary</b>	22.00 Lacs	110.00 Lacs	Nil	Nil	Nil	Nil
<b>Commission</b>	Nil	Nil	Nil	Nil	Nil	Nil
<b>PF Contribution</b>	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sitting fees</b>	Nil	Nil	25000	17500	17500	5000
<b>Total</b>	<b>22.00 Lacs</b>	<b>110.00 Lacs</b>	<b>25000</b>	<b>17500</b>	<b>17500</b>	<b>5000</b>

**c. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Company has a Stakeholders Relationship Committee (SRC) of Directors to look into the Redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

**a. Constitution and Composition of the Stakeholders' Relationship Committee and their attendance**

Name of the Member	Status	Nature of Directorship	Meetings held during the year	Meetings attended
Mrs. Shruti Jain	Chairperson	Director (Independent, Non Executive)	5	5
Mr. Naresh Chand	Member	Director (Executive)	5	5
Mr. Shashank Jain	Member	Director (Independent, Non Executive)	5	5

Name, designation and address of the Compliance Officer: Mr. Harun Rashid Ansari

**b. During the year the Company had received the following complaints from the investors.**

Sl. No.	Description	Received	Resolved	Pending
1	Non receipt of	Nil	Nil	Nil



	<b>Electronic Credits</b>			
2	<b>Non receipt of Annual Reports</b>	Nil	Nil	Nil
3	<b>Non receipt of dividend</b>	Nil	Nil	Nil
4	<b>Non receipt of share certificate after transfer</b>	Nil	Nil	Nil
5	<b>SCORES</b>	Nil	Nil	Nil

**d. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The CSR committee was constituted with a view to formulate and monitor the CSR policy of the Company. The CSR committee adopted a policy that outlines the Company's objective of catalyzing economic development that positively improves the quality of life for the society, and aims to be a responsible corporate citizen and create positive impact through its activities on the environment, communities and stakeholders.

Constitution and Composition of the CSR Committee and their attendance:

<b>Name of the Member</b>	<b>Status</b>	<b>Nature of Directorship</b>	<b>Meetings held during the year</b>	<b>Meetings attended</b>
Mr. Naresh Chand	Chairperson	Director (Executive)	1	1
Mr. Puneet Jain	Member	Director (Executive)	1	1
Mrs. Shruti Jain	Member	Director (Independent, Non Executive)	1	1

**4. GENERAL BODY MEETINGS**

(i) Location and date / time for last three Annual General Meetings were:

<b>Financial Year</b>	<b>Location of the Meeting</b>	<b>Date and Time</b>	<b>Number of Special Resolutions passed</b>	<b>Details of Special Resolutions</b>
2019-20	Deemed to be at registered office A-1116, Phase-III, RIICO Industrial Area,	30.09.2020 at 10.00 A.M.	1	Reappointment of Dr. (Mrs.) Shruti Jain as Independent Director



	Bhiwadi-301019, Dist-Alwar-Rajasthan through video conferencing			
2018-19	A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Dist-Alwar-Rajasthan	30.08.2019 09.30 A.M	4	1.Appointment of Mr. Nitin Jain as Independent Director 2. Appointment of Mr.Bharat Monga as Independent Director 3. Appointment of Mr.Shasank Jain as Independent Director 4. Revision in Remuneration of Mr.Naresh Chand
2017-18	A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Dist-Alwar-Rajasthan	29.09.2018 09.30 A.M	3	1. Revision in the remuneration of Mr. Puneet Jain (DIN:00814312), Managing Director of the Company 2. Change in designation of Mr. Naresh Chand from non-executive director cum chairman to executive director cum chairman of the Company 3. To re-classify the status of certain persons/entities of Promoter & Promoter Group

(ii) **Extraordinary General Meeting**

No Extra Ordinary General Meeting held during the year ended 31.03.2021.

**5. DISCLOSURES**

➤ **RELATED PARTY DISCLOSURE**

Transactions with related parties are disclosed in the Notes to Accounts and all the transactions with related parties are at arms' length and in compliance with transfer pricing regulations. All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors. In terms of the provisions of the Companies Act, 2013 and Listing Agreement entered with the Stock Exchanges pursuant to the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a policy to determine Related Party Transactions. The policy is placed on the Company's website at: [www.ashianaispat.in](http://www.ashianaispat.in)

- (i) There are no significant related party transactions with the Company's Promoters, Directors, the Management or relatives that may have potential conflict with the interest of the Company at large. Related party transactions have been disclosed in Notes to the Annual Accounts. The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company at [www.ashianaispat.in](http://www.ashianaispat.in).
- (ii) The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI. No other penalty or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- (iii) The Company has established a Vigil mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it and also for appointment of an Ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairperson of the Audit Committee. During the year, no employee was denied access to Chairman of the Audit Committee.
- (iv) The information on Directors seeking appointment/ re-appointment is provided in the notes to the notice of the Annual General Meeting under the heading "Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting".
- (v) The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub-regulation(2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Pecuniary transactions with Non-Executive Directors: There were no pecuniary transactions with any of the Non-Executive Directors of the Company.
- (vii) As required under Schedule V E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Practicing Company Secretary's certificate regarding compliance of corporate governance is given as an annexure to the Directors' Report.
- (viii) As required under Schedule V D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the declaration issued by the Chief Executive officer is provided in the Annual Report.

#### **Compliance with Indian Accounting Standards (IND-AS)**

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

#### **Secretarial Standards**

The MCA notified the Secretarial Standards on meetings of Board of Directors (Secretarial Standard - 1) and on General Meetings (Secretarial Standard - 2). Your Company complies with



the same. The Company will comply with other Secretarial Standards issued by ICSI as and when they are made mandatory.

## 6. MEANS OF COMMUNICATION

- (i) The Company does not send the quarterly results to each household of shareholders. The quarterly, half yearly, and annual results are intimated to the stock exchanges.
- (ii) The Company posts all the vital information relating to the Company and its performance/results including the press releases on its web site [www.ashianaispat.in](http://www.ashianaispat.in) for the benefit of the shareholders and public at large.
- (iii) Quarterly financial results are published in leading newspapers, viz. The Business Standard in English, and Hindi in vernacular language. The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report and also published in the newspapers.
- (iv) SEBI Complaints Redressal System (SCORES): SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.
- (v) The Management Discussion and Analysis Report is attached and forms part of the Annual Report.
- (vi) Reconciliation of share capital Audit (Formerly Secretarial Audit Report): A qualified practicing company secretary carried out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Reconciliation of share capital Audit (Formerly Secretarial Audit Report) confirm 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.
- (vii) A Dash board containing the risks identified if any, will be placed to the audit committee and measures taken by the management will be discussed to mitigate.

## 7. MEASURES FOR PREVENTION OF INSIDER TRADING

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016, the company framed a Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its directors and designated employees. The code lays down guidelines, which mandates the directors and designated employees on the procedures to be followed and disclosures to be made while dealing with the shares of the company and also appraises the consequences for the violations.

## 8. GENERAL SHAREHOLDER' INFORMATION:

1	<b>Date, Time &amp; Venue of AGM</b>	23.09.2021 11.00 AM Deemed venue of AGM A-1116, Phase-III, RIICO Industrial Area, Bhiwadi- 301019, Dist- Alwar- Rajasthan
2	<b>Financial Year</b>	01st April,2020 to 31st March, 2021



## ASHIANA ISPAT LIMITED

3	<b>Listing on Stock Exchanges</b>	Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001		
4	<b>Stock Scrip Code</b>	BSE- 513401		
5	<b>Annual Listing fees to Stock Exchanges (BSE)</b>	Listing Fees as applicable have been paid.		
6	<b>Registrar and Transfer Agents</b>	Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058		
7	<b>Dematerialisation of shares and Liquidity</b>	As on 31st March, 2021, 6776865 shares representing 85.09% of share- holding have been dematerialised. The balance 1187935 equity shares representing 14.91% were in physical form		
8	<b>Plant locations/offices;</b>	<b>Registered office &amp; Plant:</b> A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Alwar, Rajasthan  <b>Corporate office:</b> 908-910, Pearls Best Heights- II, Netaji Subhash Place, Pitampura, New Delhi-110034		
9	<b>Market Price Data High, Low during each month in last Financial year</b>	<b>Month</b>	<b>High Price</b>	<b>Low Price</b>
		April-20	6.98	5.99
		May-20	7.32	6.62
		June-20	9.55	6.29
		July-20	9.17	6.44
		August-20	6.76	6.12
		September-20	8.55	6.39
		October-20	8.88	8.50
		November-20	10.80	8.36
		December-20	12.95	10.36
		January-21	12.58	10.39
		February-21	13.20	10.45
	March-21	11.28	9.75	

### 10. Capital Build up during the Financial Year

Distribution of Shareholding as on March 31, 2021:

S.no.	Category	No. of Cases	% of Cases	Amount	% of Amount
i	1-500	10118	96.93	1432415	17.98
ii	501 -- 1000	161	1.55	133530	1.68
iii	1001 --2000	66	0.63	99841	1.25
iv	2001 --3000	24	0.23	57919	0.73
v	3001 --4000	10	0.10	35707	0.45
vi	4001 --5000	14	0.13	64317	0.81
vii	5001 -10000	17	0.16	126893	1.59
viii	10001 & above	28	0.27	6014178	75.51
	<b>Total</b>	<b>10438</b>	<b>100</b>	<b>7964800</b>	<b>100</b>



**9. SHAREHOLDING PATTERN AS ON 31st MARCH, 2021 :**

Category	No. of shares held	Percentage of shareholding
Promoters-Individuals/HUF	3172663	39.83
Promoters- Body Corporate Mutual funds / UTI	140000	1.76
<b>Total shareholding of Promoters</b>	<b>3312663</b>	<b>41.59</b>
Financial Institutions /Banks	0	0
Foreign Institutional Investors	0	0
Venture Capital Funds	0	0
Bodies Corporate	966401	12.13
Foreign Bodies Corporate	0	0
Other Non-Institutional Public shareholders	3685736	46.28
<b>Total Non-Institutional Public shareholders</b>	<b>4652137</b>	<b>58.41</b>
<b>Total shareholding</b>	<b>7964800</b>	<b>100.00</b>

**COMPLIANCE WITH REGULATION MANDATORY REQUIREMENTS**

The Company complied with all the applicable mandatory requirements of the listing agreement and is also submitting a quarterly compliance report duly certified by compliance officer of the company to the stock exchanges within the time frame prescribed under regulations. At present, other non-mandatory requirements have not been adopted by the Company.

**Details of unclaimed shares**

There are no unclaimed shares as on 31st March, 2021.

**Depository Services:**

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

**National Securities Depository Ltd.**

Trade World, 4th Floor  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai-400013  
Tel: 091-022-24994200, Fax: 091-022-24972993/24976351  
Email: info@nsdl.co.in

**Central Depository Services (India) Ltd.**

Marathon Futurex, A-Wing,  
25th floor, NM Joshi Marg,  
Lower Parel (East), Mumbai – 400013  
Phone: 91 - 22-2302-3333 Fax: 91 - 22 - 2300 2035/2036.  
Email: investors@cdslindia.com

**DECLARATION**

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A Declaration signed by the Managing Director is furnished here under as Annexure. A copy of the Code of Conduct applicable for the Board and Senior Management has been placed on the Web site of the company.

For and on behalf of the Board of  
Ashiana Ispat Limited

(Naresh Chand)  
Chairman  
DIN 00004500

(Puneet Jain)  
Managing Director  
DIN: 00814312

**Certificate on Compliance with the Conditions of Corporate Governance under Listing Regulations, 2015**

The Members  
Ashiana Ispat Limited  
A-1116, Phase-III, RIICO Industrial Area  
Bhiwadi-301019, Distt- Alwar (Rajasthan)

We have examined all relevant records of Ashiana Ispat Limited (“the Company”) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2021. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Bir Shankar & Co**  
**Company Secretaries**

Sd/-

**Bir Shankar**

**Membership No.: FCS 6604**

**Certificate of Practice No.: 7076**

**Date: June 30, 2021**

**Place: New Delhi**



**CERTIFICATE BY MANAGING DIRECTOR AND CFO**

We, Puneet Jain, Managing Director and Ravindra Kumar Jain, Chief Financial Officer of Ashiana Ispat Limited certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31,2021 and that to the best of our 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, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we 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 or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We report to the auditors and the Audit committee if any significant changes took places in internal control over financial system, accounting policies and also instances of significant fraud if any come to the notice.

**For and on behalf of the Board of  
Ashiana Ispat Limited**

**(Puneet Jain)  
Managing Director  
DIN: 00814312**

**(Ravindra Kumar Jain)  
Chief Financial Officer**



**ANNEXURE- F**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED March 31, 2021**

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

To,  
**The Members,**  
Ashiana Ispat Limited  
A-1116, Phase-III, RIICO Industrial Area,  
Bhiwadi-301019, District-Alwar, Rajasthan

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year beginning from April 1, 2020 and ended on March 31, 2021, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (1) The Companies Act, 2013 (the "Act") and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act.
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of, Foreign Direct Investments.
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not applicable to the Company during the audit period
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable to the Company during the audit period
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not Applicable to the Company during the audit period.



(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; -Not Applicable to the Company during the audit period

6. Other laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

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

**For Bir Shankar & Co  
Company Secretaries**

**(Bir Shankar)  
Membership Number: 6604  
Certificate of Practice Number: 7076  
Place: Delhi  
Date: 30/06/2021**

Note: This report is to be read with our letter of even date which is annexed as 'Annexure-1' and forms an integral part of this report



**Annexure-1'**

To,  
The Members,  
Ashiana Ispat Limited  
A-1116, Phase-III, RIICO Industrial Area,  
Bhiwadi-301019, District-Alwar, Rajasthan

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

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

**For Bir Shankar & Co  
Company Secretaries**

**(Bir Shankar)  
Membership Number: 6604  
Certificate of Practice Number: 7076  
Place: Delhi  
Date: 30/06/2021**

**ANNEXURE G****EXTRACT OF ANNUAL RETURN  
FOR THE FINANCIAL YEAR ENDED March 31, 2021**

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

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L27107RJ1992PLC006611
2	Registration Date	25/03/1992
3	Name of the Company	ASHIANA ISPAT LIMITED
4	Category/Sub-category of the Company	PUBLIC COMPANY/ LIMITED BY SHARES
5	Address of the Registered office & contact details	A-1116, RIICO INDUSTRIAL AREA, PHASE-III, BHIWADI-301019, DIST- ALWAR (RAJASTHAN)
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-41410592-94

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	TMT BARS	24015	100%

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

S.No.	Name of Company	Address	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA	NA

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)  
Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2020]				No. of Shares held at the end of the year[As on 31-March-2021]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	3172663	0	3172663	39.83	3172663	0	3172663	39.83	--
b) Central									



## ASHIANA ISPAT LIMITED

Govt									
c) State Govt(s)									
d) Bodies Corp.	140000	0	140000	1.76	140000	0	140000	1.76	--
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>	<b>3312663</b>	<b>0</b>	<b>3312663</b>	<b>41.59</b>	<b>3312663</b>	<b>0</b>	<b>3312663</b>	<b>41.59</b>	<b>--</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	
a) Mutual Funds	0	0	0	0	0	0	0	0	
b) Banks /FI	0	0	0	0	0	0	0	0	
c) Central Govt(s)	0	0	0	0	0	0	0	0	
d) State Govt(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIIs	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	977303	2800	980103	12.31	963601	2800	966401	12.13	-0.18
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals									
i) Individual shareholders holding	796372	1168435	1964807	24.67	816027	1164135	1980162	24.86	0.19





## ASHIANA ISPAT LIMITED

nominal share capital upto Rs. 2 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	1411441	21000	1432441	17.99	1407883	21000	1428883	17.94	-0.05
C) NBFC Registered with RBI	0	0	0	0	0	0	0	0	
d) Others (specify)									
Non Resident Indians	4640	0	4640	0.05	2923	0	2923	0.04	-0.01
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	
Foreign Nationals	0	0	0	0	0	0	0	0	
Clearing Members	400	0	400	0.00	2656	0	2656	0.03	0.03
Trusts/HUF	269746	0	269746	3.39	271112	0	271112	3.40	0.01
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	<b>3459902</b>	<b>1192235</b>	<b>4652137</b>	<b>58.41</b>	<b>3464202</b>	<b>1187935</b>	<b>4652137</b>	<b>58.41</b>	--
Total Public Shareholding (B)=(B)(1) + (B)(2)	<b>3459902</b>	<b>1192235</b>	<b>4652137</b>	<b>58.41</b>	<b>3464202</b>	<b>1187935</b>	<b>4652137</b>	<b>58.41</b>	--
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	
<b>Grand Total (A+B+C)</b>	<b>6772565</b>	<b>1192235</b>	<b>7964800</b>	<b>100</b>	<b>6776865</b>	<b>1187935</b>	<b>7964800</b>	<b>100</b>	--



**B) Shareholding of Promoter-**

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	PUNEET JAIN	743400	9.33	0.00	743400	9.33	0.00	---
2.	UMA JAIN	659690	8.28	0.00	659690	8.28	0.00	---
3.	NARESH CHAND	702500	8.82	0.00	702500	8.82	0.00	---
4.	NARESH CHAND (HUF)	577450	7.26	0.00	577450	7.26	0.00	---
5.	SWATI JAIN	489623	6.14	0.00	489623	6.14	0.00	---
6.	ASHIANA FINCAP PVT. LTD.	140000	1.76	0.00	140000	1.76	0.00	---
	<b>TOTAL</b>	<b>3312663</b>	<b>41.59</b>	<b>0.00</b>	<b>3312663</b>	<b>41.59</b>	<b>0.00</b>	<b>--</b>

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

S.No.	Shareholder's Name	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
1	PUNEET JAIN	743400	9.33	743400	9.33
2	UMA JAIN	659690	8.28	659690	8.28
3	NARESH CHAND	702500	8.82	702500	8.82
4	NARESH CHAND (HUF)	577450	7.26	577450	7.26
5	SWATI JAIN	489623	6.14	489623	6.14
6	ASHIANA FINCAP PVT. LTD.	140000	1.76	140000	1.76
	<b>TOTAL</b>	<b>3312663</b>	<b>41.59</b>	<b>3312663</b>	<b>41.59</b>



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

S.N	Name	No. of Shares held at beginning of the year [As on 31-March-2020]		No. Of Shares held at the end of the year [As on 31-March-2021]			% change in shareholding during the year
		No. of Share	% of Total Share of Company	Name of the shareholders	No. of Shares	% of total Shares of the Company	
1.	Shree Giriraj Securities Pvt. Ltd.	517295	6.50	Shree Giriraj Securities Pvt. Ltd.	517295	6.50	--
2.	Kamdhenу Steels & Alloys Ltd	330735	4.15	Kamdhenу Steels & Alloys Ltd	330735	4.15	--
3.	Sandeep Garg Monika Garg	300000	3.77	Sandeep Garg Monika Garg	300000	3.77	
4.	Seema Jain	250000	3.14	Seema Jain	250000	3.14	--
5.	Shyam Dhanuka	222469	2.79	Shyam Dhanuka	222469	2.79	--
6.	Priyanka Dhanuka	200007	2.51	Priyanka Dhanuka	200007	2.51	--
7.	Sandeep Garg HUF	200000	2.51	Sandeep Garg HUF	200000	2.51	--
8.	Satvik Natural Products Pvt Ltd	101700	1.28	Satvik Natural Products Pvt Ltd	101700	1.28	--
9.	Sundeep Arjun Karna Huf	45471	0.57	Sundeep Arjun Karna Huf	45471	0.57	--
10.	Karan Sundeep Karna	31859	0.40	Karan Sundeep Karna	31859	0.40	

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

S.No	Name	Shareholding		Increase/Decrease Promoters share holding	Reason	Cumulative Share Holding As on 31-03-2021
		At the beginning of the year [01-04-2020]	% of total shares			
	<b>Directors</b>					
1	Naresh Chand Chairman	702500	8.82		Nil Movement	702500
2.	Puneet Jain Managing Director	743400	9.33		Nil Movement	743400



## ASHIANA ISPAT LIMITED

3.	Smt. Shruti Jain Independent Director	0	0.00		Nil Movement	0
4.	Mr. Nitin Jain Independent Director	0	0.00		Nil Movement	0
5.	Mr. Shashank Jain Independent Director	0	0.00		Nil Movement	0
6.	Mr. Bharat Monga Independent Director	0	0.00		Nil Movement	0
	<b>Key Managerial Personnel</b>					
7.	Sh. Ravindra Kumar Jain CFO	0	0.00		Nil Movement	0
8.	Sh. Harun Rashid Ansari Company Secretary	0	0.00		Nil Movement	0

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	608849858	178370350	--	787220208
ii) Interest due but not paid	--	--	--	
iii) Interest accrued but not due	3362753	--	--	3362753
<b>Total (i+ii+iii)</b>	<b>612212611</b>	<b>178370350</b>	<b>--</b>	<b>790582961</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	27019437	--	27019437



* Reduction	5036184	--	--	5036184
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	607176427	205389787	--	812566214
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>650133589.07</b>	<b>205389787</b>	<b>--</b>	<b>812566214</b>

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl.no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Puneet Jain	Mr. Naresh Chand	
1	Gross salary (Rs. In lacs)	110.00	22.00	132.00
	(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 under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify...			
5	Others, please specify			
	<b>Total (A)</b>	<b>110.00</b>	<b>22.00</b>	<b>132.00</b>
	Ceiling as per the Act	Ceiling as prescribed under Schedule V of Companies Act 2013.		



**B. Remuneration to other directors**

S.No.	Particulars of Remuneration				
		Mrs. Shruti Jain	Mr. Nitin Jain	Mr. Bharat Monga	Mr. Shashank Jain
1	Independent Directors				
	Fee for attending board committee meetings (Amount in Rs.)	25000.00	5000.00	17500.00	17500.00
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings (Amount in Rs.)				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration	25000.00	5000.00	17500.00	17500.00
	Overall Ceiling as per the Act	Sitting fees being paid within prescribed ceiling limit of Companies Act,2013			



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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	7,40,000/-	6,90,000/-	14,30,000/-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	<b>7,40,000/-</b>	<b>6,90,000/-</b>	<b>14,30,000/-</b>

**VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE**

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

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Management of Ashiana Ispat Limited presents its analysis report covering performance and outlook of the Company. The core business of the Company is manufacturing TMT Bar. It has its registered office located at RIICO Industrial Area, Bhiwadi, Alwar, Rajasthan. The Management accepts responsibility for integrity and objectivity of the Financial Statements of the Company.

**Financial review:**

Ashiana Ispat Limited has reported profit of Rs 1.15 crore in the year ending March 31, 2021 on a standalone basis against loss of Rs 11.72 crore in the same period last year. Total Gross revenue stood at Rs 294.98 crore against Rs 309.61 crore in the previous year ended 31.03.2020.

As we are all aware that the lockdown in India continued in May 2020 and continues to remain in force for some Covid-19 hotspots till June 2020 and the fact that Q2 has also been a seasonally weak quarter. Domestic steel demand remained shallow in the first half of FY2021. In such a scenario, we had to run the plant, even though less profitable, to keep operating at somewhat better capacity utilisation rates in the last half year of the COVID year 2020-21.

Ashiana Ispat is planning for a lengthy period of subdued economic activity. However, we remain optimistic that we will rise to the challenge of COVID and continue to prosper. We have faced many periods of adversity in the year 2020-21 history, and the strength of our organisation and our absolute commitment to our entire Ashiana Family.

**Industry Structure and Developments:**

The imminent recession in the wake of COVID-19 pandemic undoubtedly necessitates our policy makers to bolster their public spending in the form of fiscal stimulus to accelerate economic activity. In this background, the vision of being Atma-Nirbhar Bharat scheme of Central Government, and the announcement of 102 lakh crore national infrastructure pipeline projects, assumes significant importance.

Increased public spending on new construction projects will also boost the allied industries such as steel, cement, real estate unemployment that seems inevitable after a prolonged nationwide lockdown and ongoing pandemic, but it will also have a multiplier effect on the GDP's growth. Besides core construction, the, transportation and electrical fittings, among others will directly gain from increased public spending on construction, and further impact the economic revival positively.

**Opportunity, Threats, Risks and concerns**

A major internal driving force for domestic market expansion has been the country's vast population, low per capita consumption of iron and Steel and its GDP growth. This implies that there is potential for rapid growth of the domestic market of Steel due to low-base effects. India's relatively young population and the trend of urbanization both tend to boost demand for housing, transportation and public infrastructure, which translates into higher demand for steel.

In spite of the setback due to COVID-19 and resulting lockdowns there is a silver lining of hope across the major sectors, that commands significant portion of the Steel demand. The largest driver of this demand is the Construction and Infrastructure sector, which is currently witnessing a slump. However, the sector is hopeful of rapid growth in near future, owing to myriad Government infrastructure projects like Bharatmala, Sagarmala, Atal Mission for Rejuvenation and Urban Transformation, setting up of National Investment and Manufacturing Zone, Smart cities etc. sectors. The opening of the Mining sector





and rapid investment in the Infrastructure sector is expected to result in a growth in Capital Goods which consumes nearly 15% of the domestic Steel productions.

The diversity of Indian market presents a challenge and an opportunity for the Indian steel manufacturers. On one hand, rural markets are still under-penetrated for steel as a category, the unavailability of high quality steel from Indian manufacturers, necessitates the import of such steel grades for speciality steel buyers, on the other. The visibility of sales and inventory data of last mile steel distribution networks makes the services to the retail market cost and service inefficient. Focus on adoption of relevant information technologies with appropriate linkages to physical distribution chains to service the complex market dynamics can yield significant business returns for players who demonstrate insight and take action for actualizing such initiatives.

Another lever is people. In the post COVID world, any development to make the day to day operations contactless and less people dependent would help. Building a future of world class Steel technologists as the first generation of Steel technologist superannuate will be another. The generation that is running the Steel plants of today and have seen the formative years of the rapid growth in India would soon be retiring from an active career. The retention of that knowledge skill, systematic programs to pass the same to the next generation would definitely add to the competitiveness of the industry.

We have increased our capacity by 50% and during the pandemic period we have improved our quality by adapting to latest technological advancements and improved machineries. We have upgraded our production facilities and have adopted measures which now have enabled to drastically reduce pollution emitted.

Major challenges before secondary steel producers are that Government authorities do not recommend to use local player products for government projects with comparison of national players.

We would like to request policy maker to allow the secondary steel producers for participation in government projects.

### **Internal Control systems and their adequacy:**

The Company has in place adequate Internal Financial Controls with reference to financial statements and such internal financial controls are operating effectively. Your company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial statements.

Material developments in Human Resources / Industrial Relations front, including number of people employed:

The Company continued to cultivate a learning mind-set among employees with the help of its experienced talent pool to ensure they are ready for the challenges ahead and be well positioned for the future. The company has maintained an unbroken record of trouble free operations and good relations with its internal workmen union.



**Cautionary Statement:**

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be termed as "forward looking statements" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those either expressed or implied. The readers of this report are, therefore, advised to read the same with this caution. The Company assumes no responsibility to publicly modify or revise any forward looking statements on the basis of any future events or new information.

For and on Behalf of the Board of Directors

Date: 30.06.2021  
Place: Bhiwadi

(Naresh Chand)  
Chairman  
DIN 00004500



## TO THE MEMBERS OF ASHIANA ISPAT LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Ashiana Ispat Limited ("the Company"), which comprise the balance sheet as at 31st March, 2021 the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the 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 financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021 and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Information Other than the Financial Statements and Auditors' Report Thereon

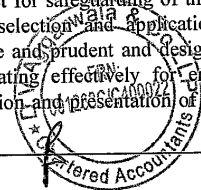
The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and analysis, Board Report including annexures to Board report, Corporate Governance report and shareholder information etc. but does not include the financial statements and our auditors' report thereon.

Our opinion on the 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 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.

#### Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair





view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

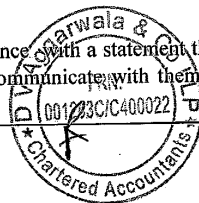
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work (i) and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

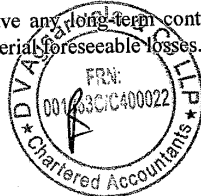
#### Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditors' 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 financial statements – Refer Note 41 to the financial statements.
- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.





reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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

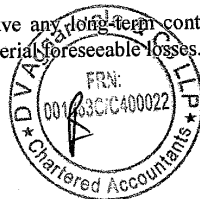
1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditors' 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 financial statements – Refer Note 41 to the financial statements.
  - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.



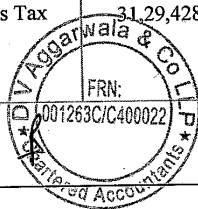


**ANNEXURE - A**

THE ANNEXURE REFERRED TO IN INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE COMPANY ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021, WE REPORT THAT:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets has been physically verified by the management at the reasonable which in our opinion is considered reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, physical verification of the inventory has been conducted at reasonable intervals by the management and discrepancies noticed which were not material in nature have been properly dealt with in the books of accounts.
- (iii) According to the information and explanation given to us, during the year the Company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted during the year in respect of which provisions of section 185 of the Companies Act, 2013 are applicable. Company has granted loans to body corporate which are under permissible limit of Section 186.
- (v) The Company has not accepted deposits from public within the meaning of provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained, however, we have not made a detailed examination of such cost records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, provident fund, employee state insurance, income-tax, duty of customs, cess, goods & services tax and other applicable undisputed statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities except delay in few cases. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee state insurance, income tax, duty of customs, cess, goods & services tax and other applicable statutory dues were in arrears as at 31st March, 2021 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of income tax or duty of custom or cess, Goods & Services Tax which have not been deposited with the appropriate authorities on account of any dispute except following:

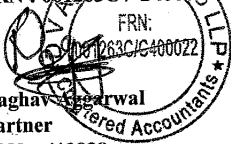
Name of the Statutes	Nature of Dues	Amount in INR	Financial year to which amoamount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,16,111	AY 2013-14	CIT (A), Alwar
Rajasthan Value Added Tax Act, 2003	Sales Tax	31,29,428	FY 2016-17	Deputy commissioner Appeal, Alwar





- (viii) The Company has made repayment of loan or borrowing to a financial institution or bank, government as per permissible guidelines. However there has been delay in repayment of 3 installments by 7-9 days in Term Loan of CECL and Machinery. There are no debenture holders.
- (ix) According to the information and explanation given to us & records examined by us the term loans taken during the year have been applied for the purpose for which they were obtained. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year
- (x) According to the information and explanation given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as prescribed u/s 406 of the act. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For DV Aggarwal & Co. LLP**  
Chartered Accountants  
FRN : 001263C / C400022

  
**Raghav Aggarwal**  
Partner  
M.No. 412838  
UDIN : 21412838AAAADR6T01

**Date : 30<sup>th</sup> June, 2021**  
**Place : Bhiwadi**





## ANNEXURE - B

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Ashiana Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

#### AUDITOR'S RESPONSIBILITY

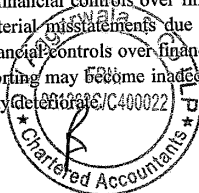
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

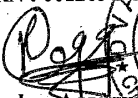


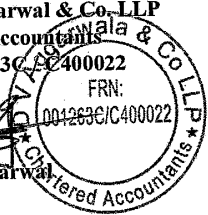


**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DV Aggarwal & Co., LLP  
Chartered Accountants  
FRN : 001263C/C400022

  
Raghav Aggarwal  
Partner  
M.No. 412838  
UDIN : 21412838AAAADR6101



Date : 30<sup>th</sup> June, 2021  
Place : Bhiwadi



# ASHIANA ISPAT LIMITED

ASHIANA ISPAT LTD CIN L27107RJ1992PLC006611			
(Amount in Rs)			
BALANCE SHEET AS AT 31.03.2021			
Particulars	Note No.	As at 31.03.2021	As at 31.03.2020
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipment	3	75,910,683	91,286,420
(b) Capital Work in Progress		254,805,078	209,827,079
(c) Investment property	4	22,610,168	22,991,186
(d) Intangible Assets		-	-
<b>(e) Financial Assets</b>			
ii) Loans	5	-	-
ii) Investments	6	-	-
iii) Other financial assets	7	9,903,548	18,079,248
(f) Other non current Assets	8	3,726,940	1,121,483
<b>Total non current assets</b>		<b>366,956,417</b>	<b>343,305,416</b>
<b>Current Assets</b>			
(a) Inventories	9	202,512,468	159,771,307
<b>(b) Financial Assets</b>			
i) Trade Receivable	10	843,796,792	773,751,761
ii) Loans	11	-	-
iii) Investments	12	-	-
iv) Cash and Cash equivalents	13	3,392,921	3,798,462
v) Other Bank Balances	14	10,182,085	12,018,844
iv) Other financial assets	15	-	-
(c) other current assets	16	70,336,085	77,471,443
<b>Total current assets</b>		<b>1,130,220,351</b>	<b>1,026,811,817</b>
<b>Total Assets</b>		<b>1,497,176,768</b>	<b>1,370,117,233</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	79,648,000	79,648,000
Other Equity	18	249,259,251	237,725,431
<b>Total Equity</b>		<b>328,907,251</b>	<b>317,373,431</b>
<b>Liabilities</b>			
<b>Non current Liabilities</b>			
<b>Financial liabilities</b>			
- Long term borrowings	19	296,382,052	249,145,524
- Other financial liabilities	20	-	901,343
Long term provisions	21	2,833,062	2,665,048
Deferred tax liabilities (Net)	22	7,801,680	7,352,959
Other non-current liabilities	23	-	-
<b>Total non current liabilities</b>		<b>307,016,794</b>	<b>260,064,874</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
- Short term borrowings	24	516,184,162	538,074,685
- Trade and other payables	25	278,406,264	225,176,075
- Other financial liabilities	26	48,227,786	9,792,741
Other current liabilities	27	11,103,012	13,671,488
Short-term provisions	28	7,331,499	5,963,938
<b>Total current liabilities</b>		<b>861,252,723</b>	<b>792,678,927</b>
<b>Total Liabilities</b>		<b>1,168,269,517</b>	<b>1,052,743,801</b>
<b>Total Equity and Liabilities</b>		<b>1,497,176,768</b>	<b>1,370,117,233</b>

See Accompanying Notes forming part of the financial statements

1 to 43

*In terms of our report attached of the even date*

FOR DV Aggarwala & Co LLP  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No: 001263C/C400022  
 FRN: 001263C/C400022  
 (Raghav Aggarwal)  
 Partner  
 Membership No: 412838  
 Place:- Bhiwadi  
 Date:- 30.06.2021

(Naresh Chand)  
 Chairman  
 DIN 00004500

(Harun Rashid Ansari)  
 Company Secretary  
 ACS 11147

(Puneet Jain)  
 Managing Director  
 DIN 00814312

(Ravindra Kumar Jain)  
 CFO



# ASHIANA ISPAT LIMITED

ASHIANA ISPAT LTD  
CIN L27107RJ1992PLC006611

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2021

Particulars	Note	Amount in Rs	
		For the years ended 31.03.2021	For the years ended 31.03.2020
<b>INCOME</b>			
Revenue from operations	29	2,949,838,184	3,096,060,617
Other Income	30	1,631,028	1,933,685
<b>Total Income</b>		<b>2,951,469,212</b>	<b>3,097,994,302</b>
<b>EXPENDITURE:</b>			
Cost of materials consumed	31	2,601,517,586	2,766,485,425
Purchase of Goods Traded-In		29,042,183	5,572,795
Changes in inventories of finished goods, work in progress	32	(26,831,631)	(47,312,792)
Employee Benefit Expense	33	19,159,502	34,629,351
Finance Costs	34	59,608,147	60,113,381
Depreciation and Amortisation expenses	35	12,635,826	13,149,141
Other Expenses	36	241,954,180	383,352,170
<b>Total Expenses</b>		<b>2,937,085,793</b>	<b>3,215,989,471</b>
<b>Profit before Tax</b>		<b>14,383,419</b>	<b>(117,995,169)</b>
<b>Tax expense:</b>			
(1) Current tax		2,400,880	-
(2) Deferred tax		448,721	(777,275)
<b>Profit for the year</b>		<b>11,533,818</b>	<b>(117,217,894)</b>
<b>Other comprehensive income/(loss)</b>			
(1) Items that will not be reclassified to profit / loss		-	-
(2) TAX Impacts on above		-	-
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive income for the Period ( comprising profit after Tax and other comprehensive income after tax for the Period)</b>		<b>11,533,818</b>	<b>(117,217,894)</b>
<b>Earning per equity share of face value of Rs 10 each:</b>			
Basic and Diluted		1.45	(14.72)
See Accompanying Notes forming part of the financial statements	1 to 43		
<i>In terms of our report attached of the even date</i>			
FOR DV Aggarwal & Co. LLP CHARTERED ACCOUNTANTS Firm Reg. No: 001263C / C400022 ERN: 001263C/C400022 (Raghav Aggarwal) Partner Membership No: 412838			
		 (Naresh Chand) Chairman DIN 00004500	 (Puneet Jain) Managing Director DIN 00814312
Place:- Bhiwadi Date:- 30.06.2021		 (Harun Rashid Ansari) Company Secretary ACS 11147	 (Ravindra Kumar Jain) CFO



# ASHIANA ISPAT LIMITED

## ASHIANA ISPAT LTD

CIN L27107RJ1992PLC006611

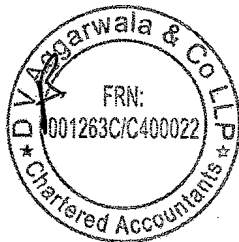
### Statement of Changes in Equity for the year ended 31.03.2021

#### A Equity share Capital

Particulars	No. of Shares	Amount in Rs
<b>Equity shares of Rs 10 each issued, subscribed and fully paid</b>		
As at 31.03.2020	7,964,800	79,648,000
As at 31.03.2021	7,964,800	79,648,000

#### B Other Equity

Reserve and Surplus	Retained Earnings	Share Premium
<b>Balance as at 01.04.2019</b>	<b>292,958,080</b>	<b>63,000,000</b>
Profit (Loss) / raised during the year	(117,217,894)	-
other comprehensive income (loss) for the year	-	-
taxes of earlier year	(1,014,753)	-
<b>Balance as at 31.03.2020</b>	<b>174,725,433</b>	<b>63,000,000</b>
Profit (Loss) for the year / raised during the year	11,533,818	-
other comprehensive income (loss) for the year	-	-
Taxes of Earlier Period	-	-
<b>Balance as at 31.03.2021</b>	<b>186,259,251</b>	<b>63,000,000</b>





# ASHIANA ISPAT LIMITED

Noter: 3

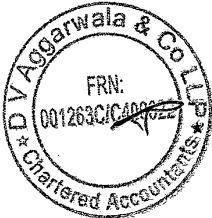
Property Plant and equipment

ASHIANA ISPAT LIMITED  
CIN: L2707RJ1992CH066611

DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION		NET BLOCK				
	As at 01.04.2020	Addition	Sale	As at 31.03.2021	Up to 31.03.2020	For the Year	Dep for Sale/Adjustment	Up to 31.03.2021	As At 31.03.2021	As At 31.03.2020
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Tangible Assets</b>										
Land	4,982,220	-	-	4,982,220	-	-	-	-	4,982,220	4,982,220
Building	27,899,880	-	-	27,899,880	826,554	-	-	15,805,686	12,094,194	12,920,748
Plant & Machinery	147,709,917	1,394,655	(962,435)	148,142,137	100,652,293	6,828,283	(914,313)	106,566,263	41,575,874	47,057,624
Coal Gasifier	1,128,674	-	-	1,128,674	320,042	33,328	-	353,371	775,303	808,632
Laboratory Equipments	3,196,579	-	-	3,196,579	1,777,220	241,146	-	2,018,566	1,178,213	1,419,359
Office Equipments	3,596,186	308,814	-	3,905,000	2,031,219	412,804	-	2,464,022	1,440,978	1,544,968
Vehicles	40,873,185	-	(7,000,000)	33,873,185	19,263,806	3,802,101	(2,213,630)	20,852,277	13,020,908	21,609,379
Computers	678,714	9,322	-	688,036	626,761	11,194	-	637,955	50,080	51,952
Furniture & Fixtures	1,096,708	771	-	1,097,479	206,263	99,396	-	305,658	791,821	890,446
Tube-well	16,512	-	-	16,512	15,420	-	-	15,420	1,092	1,092
<b>Total</b>	<b>231,178,575</b>	<b>1,713,562</b>	<b>(7,962,435)</b>	<b>224,929,702</b>	<b>139,892,156</b>	<b>12,254,808</b>	<b>(3,127,943)</b>	<b>149,019,019</b>	<b>75,910,683</b>	<b>91,286,420</b>
<b>Note: 4 Investment Property</b>										
i) Building	240,64,300	-	-	24,064,300	1,07,314	38,1018	-	1,454,132	226,0168	229,1186
<b>Total</b>	<b>240,64,300</b>	<b>-</b>	<b>0</b>	<b>24,064,300</b>	<b>1,07,314</b>	<b>38,1018</b>	<b>0</b>	<b>1,454,132</b>	<b>226,0168</b>	<b>229,1186</b>
<b>Intangible Assets</b>										
Capital Work-in-progress	209,827,079	44,977,999	-	254,805,078	-	-	-	-	254,805,078	209,827,079
<b>Grand Total</b>	<b>465,069,954</b>	<b>46,691,561</b>	<b>(7,962,435)</b>	<b>503,799,080</b>	<b>140,965,270</b>	<b>12,635,826</b>	<b>(3,127,943)</b>	<b>150,473,151</b>	<b>353,325,929</b>	<b>324,104,685</b>
<b>Previous Year's Figures</b>	<b>375,985,402</b>	<b>89,084,553</b>	<b>-</b>	<b>465,069,954</b>	<b>127,816,130</b>	<b>13,149,141</b>	<b>-</b>	<b>140,965,270</b>	<b>324,104,685</b>	<b>248,169,272</b>

Additions in Capital Work in Progress includes:

Particulars	Amount
Garden Shift	71,430
Welding Rod	581,200
C.I. Casting	748,225
Plant & Machinery Installation Work	3,781,739
ISIL	1,385,618
Special & LK Gas	1,251,132
ISIL Installation	11,921,426
Sulphur & Waste	2,766,800
ISIL	330,208
D.C Drive Panel	170,000
Computing	42,854
Technical Service	10,000,000
Power	2,967,301
Electric Motor	360,000
Control System	215,009
Iron Loan Interest	9,153,572
Other Interest	1,000,000
ISIL	4,671,932





# ASHIANA ISPAT LIMITED

Notes to Financial Statement for the year ended 31.03.2021

5 **Financial Assets-Non current:- Loans**

Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured, considered good		-
Total	-	-

6 **Financial Assets-Non current:- Investments**

Particulars	As at 31.03.2021	As at 31.03.2020
Non current Investments	-	-
Total	-	-

7 **Financial Assets-Non current:- others financial assets**

Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured, considered good		
Security Deposits	9,903,548	18,079,248
Total	9,903,548	18,079,248

8 **Other non current assets**

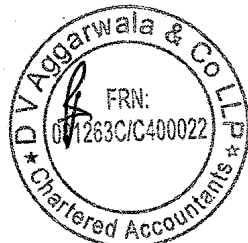
Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured, considered good		
Advance for Capital Goods	417,662	789,610
Income Tax Refund	3,309,278	331,873
Total	3,726,940	1,121,483

9 **Inventories**

Particulars	As at 31.03.2021	As at 31.03.2020
Raw Material	96,645,687	77,800,501
Work-in-Progress	2,475,000	1,928,459
Finished Goods	62,142,278	39,372,950
Stores & Spares	3,652,207	6,516,965
Waste and Scrap etc	24,690,660	21,174,898
Others	12,906,636	12,977,534
Total	202,512,468	159,771,307

1. Entire Inventory has been hypothecated as security against the bank borrowings of the company.

For more details refer note no. 24





# ASHIANA ISPAT LIMITED

## 10 Financial Assets-Current- Trade Receivable

Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured Considered Good		
Trade Receivables	843,796,792	773,751,761
<b>Total</b>	<b>843,796,792</b>	<b>773,751,761</b>

1. For lien/charge against trade receivable refer note No. 24
2. No trade receivable is due from directors or other officers of the company.
3. Nor any trade receivable is due from firms or companies in which any director is a partner, a director or a member.

## 11 Financial Assets-Current- Loans

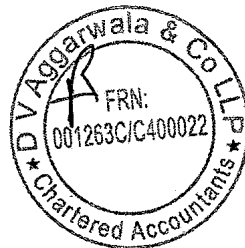
Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured Considered Good	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 12 Financial Assets-Current- Investments

Particulars	As at 31.03.2021	As at 31.03.2020
Investment in Equity Instrument	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 13 Financial Assets-Current- Cash and cash equivalents

Particulars	As at 31.03.2021	As at 31.03.2020
Cash in Hand		
Cash Balance	3,392,921	3,753,932
Bank Balance		
In Current Accounts	-	44,530
<b>Total</b>	<b>3,392,921</b>	<b>3,798,462</b>







# ASHIANA ISPAT LIMITED

## 14 Financial Assets-Current- other bank balances

Particulars	As at 31.03.2021	As at 31.03.2020
FDR with Bank	10,182,085	12,018,844
(Hyphothecated with SBI Bank, Delhi, Refer note no. 24)		
<b>Total</b>	<b>10,182,085</b>	<b>12,018,844</b>

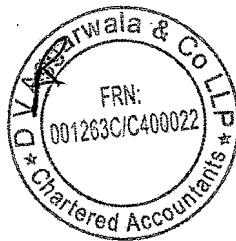
## 15 Financial Assets-Current- other financial assets

Particulars	As at 31.03.2021	As at 31.03.2020
<b>Unsecured Considered Good</b>		
Advance to Related Parties	-	-
others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 16 Other current assets

Particulars	As at 31.03.2021	As at 31.03.2020
<b>Unsecured Considered Good</b>		
Advance Income Tax and TDS/TCS	2,883,867	3,193,167
Balance with GST/sale tax Department	1,253,934	9,803,315
Prepaid Expenses	715,811	1,089,698
Balance with Sale Tax Department	312,943	252,650
Advance to Supplier	53,020,939	56,272,995
Interest Receivable on Electricity Security (JVNL)	467,445	984,717
Other Advance	11,681,146	5,874,901
<b>Total</b>	<b>70,336,085</b>	<b>77,471,443</b>

1. Advance to related parties is NIL





# ASHIANA ISPAT LIMITED

## 19 Long Term Borrowings

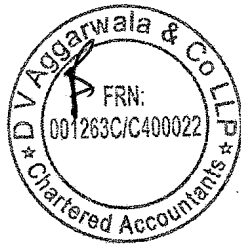
Particulars	As at 31.03.2021	As at 31.03.2020
<b>Unsecured Loan</b>		
From Body Corporate	127,264,244	120,074,244
From Directors	55,760,543	33,463,107
<b>Term Loan from State Bank of India</b>	60,709,680	95,608,173
Primary secured by Hypothecation of Plant and Machinery		
Additionally secured by the followings :-		
a) E.M. of Factory land at A-1116 and A-1119/H-21-25, Phase-III, RIICO Industrial area, Bhiwadi and building thereon.		
b) Lien fixed Deposit of Rs 0.78 cr (Basic Amount) in the name of Company		
c) Hypothecation of Entire fixed assets of the Company.		
<b>Working Capital Term Loan From Yes Bank</b>	42,824,634	-
From Yes Bank, New Delhi, second charge on existing charge over the entire Current Assets and Moveable Fixed Assets of the Company (both present and future)		
Exclusive charge on current assets financed through additional WCTL		
<b>Covid-19 Emergency Credit Line of State Bank of India</b>	9,822,951	-
From State Bank of India, New Delhi, secured by first charge on the entire current assets of the company, including raw material, store & spares, stock in process, finished goods including goods in transit and all Book Debts/Receivables present and future.		
Additionally secured by the followings :-		
a) E.M. of Factory land at A-1116 and A-1119/H-21-25, Phase-III, RIICO Industrial area, Bhiwadi and building thereon.		
b) Lien fixed Deposit of Rs 0.78 cr (Basic Amount) in the name of Company		
c) Hypothecation of Entire fixed assets of the Company.		
c) Personal Guarrantee of two Directors		
<b>Total</b>	<b>296,382,052</b>	<b>249,145,524</b>

## 20 Financial liabilities- Non current-other financial liabilities

Particulars	As at 31.03.2021	As at 31.03.2020
<b>Vehicle Loans Secured against Hypothecation of Vehicles:</b>		
HDFC Bank Car Loan	-	901,343
<b>Total</b>	<b>-</b>	<b>901,343</b>

## 21 Non Current Liabilities- Long Term Provisions

Particulars	As at 31.03.2021	As at 31.03.2020
Gratuity Payable (Unfunded)	2,833,062	2,665,048
<b>Total</b>	<b>2,833,062</b>	<b>2,665,048</b>





# ASHIANA ISPAT LIMITED

22 **Deferred Tax Liabilities (Assets) Net**

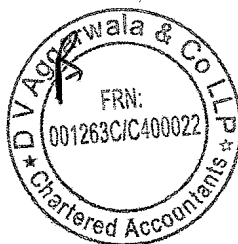
Particulars	As at 31.03.2021	As at 31.03.2020
<b>Deferred Tax Liabilities</b>		
On Diff. in WDV as per IT Act and as per Companies Act	8,807,079	8,127,118
<b>Deferred Tax Assets on:-</b>		
Gratuity(Unfunded)	1,005,399	774,159
<b>Net Deferred Tax Liabilities</b>	<b>7,801,680</b>	<b>7,352,959</b>

23 **Other Non Current Liabilities**

Particulars	As at 31.03.2021	As at 31.03.2020
Other Non Current Liabilities	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

24 **Financial Liabilities - Current - Short term Borrowings**

Particulars	As at 31.03.2021	As at 31.03.2020
<b>Secured Loan from Banks</b>		
<b>Working Capital Loan State bank of India</b>		
From State Bank of India, New Delhi, secured by first charge on the entire current assets of the company, including raw material, store & spares, stock in process, finished goods including goods in transit and all Book Debts/Receivables present and future.	266,545,840	284,972,411
Additionally secured by the followings :-		
a) E.M. of Factory land at A-1116 and A-1119/H-21-25, Phase-III, RIICO Industrial area, Bhiwadi and building thereon.		
b) Lien fixed Deposit of Rs 0.78 cr in the name of Company		
c) Hypothecation of Entire fixed assets of the Company.		
c) Personal Guarrantee of two Directors		
<b>Working Capital Loan Yes Bank</b>		
From Yes Bank, New Delhi, subservient charge over the entire current assets and movable Fixed Assets of the borrower ( both present and future)	227,273,322	228,269,274
Exclusive charge over following Immovable fixed assets :-		
1) Industrial property situated at A-1117, Bhiwadi, Industrial Area		
2) Office No. 908, 909, 910 Pearl Best Heights -II, Plot No C-9, Netaji Subhash Place Pitampura, New Delhi		
3) Unconditional & Irrevocable personal guarantee of two directors and security providers		
4) Unconditional & Irrevocable corporate guarantee of Kamdhenu steel & Alloys Ltd		
South India Bank Letter of Credit	-	24,308,000
<b>Unsecured Loans</b>		
From Body Corporate	22,260,000	-
From Directors	105,000	525,000
<b>Total</b>	<b>516,184,162</b>	<b>538,074,685</b>



**ASHIANA ISPAT LIMITED****25 Financial Liabilities - Current - Trade and other payables**

Particulars	As at 31.03.2021	As at 31.03.2020
Sundry Creditors	278,406,264	225,176,075
<b>Total</b>	<b>278,406,264</b>	<b>225,176,075</b>

**26 Financial Liabilities - Current - Other financial liabilities**

Particulars	As at 31.03.2021	As at 31.03.2020
Current Maturity of HDFC Car Loan secured against the Car	1,783,777	3,420,263
Current Maturity of Working Capital Term Loan of Yes Bank	2,831,250	-
Current Maturity of Term Loan of State Bank of India	25,625,904	-
Current Maturity of Covid-19 Emergency Credit line State Bank of India	14,500,008	-
Creditors for Capital Goods	3,486,847	6,372,478
<b>Total</b>	<b>48,227,786</b>	<b>9,792,741</b>

**27 Other Current Liabilities**

Particulars	As at 31.03.2021	As at 31.03.2020
GST Payable	755,830	759,772
TDS & TCS Payable	1,429,335	677,969
Salary Payable	1,425,507	2,539,564
Bonus & Ex-Gratia Payable	509,787	696,535
ESI Payable	69,508	50,832
PF Payable	242,640	238,602
Advance from customers	6,546,315	8,560,745
Expenses Payable	124,090	147,469
<b>Total</b>	<b>11,103,012</b>	<b>13,671,488</b>

**28 Short Term Provisions**

Particulars	As at 31.03.2021	As at 31.03.2020
Provision for Current Tax	2,400,880	-
Gratuity Payable	389,372	312,487
Telephone Expenses payable	14,754	8,480
Power Expenses payable	4,144,481	2,006,452
Audit Fee Payable	163,750	135,000
Bank Interest payable	-	3,362,753
ISI Expenses Payable	218,262	138,766
<b>Total</b>	<b>7,331,499</b>	<b>5,963,938</b>





# ASHIANA ISPAT LIMITED

## ASHIANA ISPAT LTD

CIN L27107RJ1992PLC006611

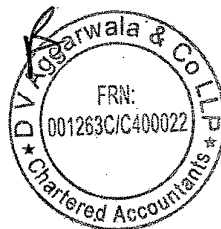
Notes to Financial Statement for the year ended 31.03.2021

29 Revenue from Operations		Amount in Rs	
Particulars	31.03.2021	31.03.2020	
Sale of Products	2,935,980,522	3,108,916,292	
Less Discount	14,196,700	12,855,675	
<b>Sale of the Products</b>	<b>2,921,783,822</b>	<b>3,096,060,617</b>	
<b>Other Operating Revenue :</b>			
Sale of Services	27,402,484	-	
Other Revenue	651,878	-	
<b>Other Operating Revenue :</b>	<b>28,054,362</b>	<b>-</b>	
<b>Net Revenue from operation</b>	<b>2,949,838,184</b>	<b>3,096,060,617</b>	

30 Other Income		31.03.2021	31.03.2020
Particulars			
Interest Income			2,070
On Income Tax Refund	6,189		
Others	1,624,839		1,931,615
<b>Total Interest Income</b>	<b>1,631,028</b>		<b>1,933,685</b>
<b>Total</b>	<b>1,631,028</b>		<b>1,933,685</b>

31 Cost of Material Consumed		31.03.2021	31.03.2020
Particulars			
<b>Opening Stock</b>			35,302,147
Raw Material-M.S Scrap and Sponge	35,520		
Raw Material-M.S Ingots	77,764,981		267,225,938
<b>Add: -PURCHASES</b>			157,364,544
Raw Material-M.S Scrap and Sponge			
Raw Material-M.S Ingots	2,620,362,772		2,384,393,297
<b>Less:- Closing Stock</b>			35,520
Raw Material-M.S Scrap and Sponge	35,520		
Raw Material- M.S Ingots	96,610,167		77,764,981
<b>Raw Material consumed</b>	<b>2,601,517,586</b>		<b>2,766,485,425</b>

32 Changes in Inventories of Finished Goods and Work in Progress		31.03.2021	31.03.2020
Particulars			
Opening Stock of Finished Goods		39,372,950	11,542,800
Opening Stock of W &S and others		21,174,898	1,339,477
Opening Stock of Stock in Process		1,928,459	2,281,238
<b>Total</b>		<b>62,476,307</b>	<b>15,163,515</b>
Closing Stock of Finished Goods		62,142,278	39,372,950
Closing Stock of W & S and others		24,690,660	21,174,898
Closing Stock of Stock in Process		2,475,000	1,928,459
<b>Total</b>		<b>89,307,938</b>	<b>62,476,307</b>
<b>Total</b>		<b>(26,831,631)</b>	<b>(47,312,792)</b>





**33 Employee Benefit Expenses**

Particulars	31.03.2021	31.03.2020
Salaries and Wages	10,164,998	13,172,481
House Rent Allowance	3,955,694	3,934,039
Conveyance Allowance	897,327	887,700
Contribution to PF & EDLI Charges	759,691	901,629
Contribution to ESI	277,152	334,535
Directors Remuneration	2,200,000	14,400,000
Gratuity	394,853	302,432
Bonus and Ex-Gratia	509,787	696,535
<b>Total</b>	<b>19,159,502</b>	<b>34,629,351</b>

**Disclosure Required by (Ind AS)-19-Employee Benefits**

**Contribution to Defined Contribution Plans, recognised as expenses for the year are as under:**

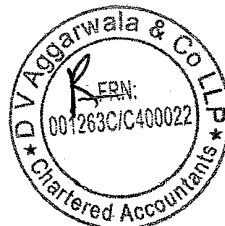
	2020-21	2019-20
Employers Contribution to Provident fund	698,345	832,385
Employers Contribution to ESI	277,152	334,535

**Defined Benefit Plan**

The Present Value of obligation of Gratuity is determined based on actuarial valuation.

**Reconciliation of opening and closing balances of Defined Benefit obligation**

	Gratuity	
	2020-21	2019-20
Defined Benefit obligation at the beginning of the year	2,977,535	2,721,603
Interest cost	208,427	190,512
Current Service Cost	497,552	510,375
Benefits Paid	(149,954)	(46,500)
Actuarial Gain/loss	(311,126)	(398,455)
<b>Defined Benefit obligation at the end of the year</b>	<b>3,222,434</b>	<b>2,977,535</b>
<b>Funded Status</b>		
Present Value of the obligation at the end of the year	3,222,434	2,977,535
Fair Value of plan assets at end of the year	-	-
Net Liability (asset) recognised in Balance Sheet and related analysis	3,222,434	2,977,535
<b>Funded Status</b>	<b>(3222434)</b>	<b>(2977535)</b>
<b>Expenses Recognised during the year</b>		
Interest cost	208,427	190,512
Current Service Cost	497,552	510,375
Expended Return on plan assets	-	-
Actuarial Gain/loss	-	-
<b>Expenses recognised in the profit and loss account</b>	<b>705,979</b>	<b>700,887</b>
<b>Other comprehensive (incom) /Expenses ( Remeasurement)</b>		
Actuarial (gain)/Loss- obligation	(311,126)	(398,455)
Actuarial (gain)/Loss- Plan Assets	-	-
<b>Total Actuarial (gain) / Loss</b>	<b>(311,126)</b>	<b>(398,455)</b>
<b>Actuarial Assumptions</b>		
	2020-21	2019-20
Discount Rate (in %) per annum	7.00	7.00
Salary Growth rate (in %) per annum	5.00	5.00
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate per annum	5.00	5.00





# ASHIANA ISPAT LIMITED

## 34 Finance Costs

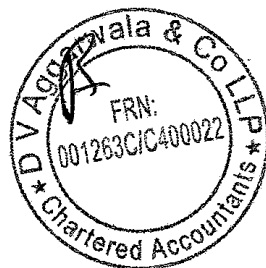
Particulars	31.03.2021	31.03.2020
Interest Expenses	56,967,783	57,439,848
Bank & other Financial Charges	2,640,364	2,673,533
<b>Total</b>	<b>59,608,147</b>	<b>60,113,381</b>

## 35 Depreciation and Amortisation

Particulars	31.03.2021	31.03.2020
Tangible Assets	12,635,826	13,149,141
<b>Total</b>	<b>12,635,826</b>	<b>13,149,141</b>

## 36 Other Expenses

Particulars	31.03.2021	31.03.2020
<b>Manufacturing Expenses:</b>		
Consumption of Stores and spares	14,593,718	23,770,402
Power and Fuel	122,986,330	217,951,758
Contractor Labour Charges	26,152,899	13,495,686
Insurance Plant and Machinery	654,364	597,475
Repair to Plant and Machinery	810,194	1,067,887
<b>Other Administrative Expenses:</b>		
<b>Auditors Remuneration:</b>		
Statutory Audit Fee	110,000	110,000
Tax Audit	40,000	40,000
Insurance Others	3,283,759	3,068,873
Repair others	385,197	2,096,665
Rent	4,080,000	3,860,000
Miscellaneous Expenses	1,478,564	1,422,408
Donation	147,200	300,100
Vehicle Running Expenses	384,014	324,772
CSR Expenses	-	2,200,000
Staff Welfare Expenses	718,555	-
Loss on sale of Vehicle	886,370	-
Legal & Professional Charges	2,268,361	887,108
Printing and Stationery Expenses	181,592	357,443
Telephone Expenses	215,850	333,552
Rates, Fee & Taxes	1,157,531	1,397,653
<b>Selling and Distribution Expenses:</b>		
Freight outward etc	60,599,757	73,210,651
Business Promotion Expenses	178,715	4,227,929
Advertisement expenses	230,348	32,372,777
Round off/rebate and discounts	1,362	(150,969)
Packing Material	409,500	410,000
<b>Total</b>	<b>241,954,180</b>	<b>383,352,170</b>





# ASHIANA ISPAT LIMITED

## 37 Disclosure as per (Ind AS)-33- Earning per Share

	2020-21	2019-20
Net Profit after tax as per P & L statement	11,533,818	(117,217,894)
Weighted average number of equity shares used as denominator for calculating EPS	7,964,800	7,964,800
EPS (Rs.) -Basic and Diluted	1.45	(14.72)
Face Value per equity share in Rs.	10	10

## 38 Disclosures as per (Ind AS)- 24 - Related Party Disclosures

### (a) Related Parties and their relationships

#### (i) Related Companies and Other Juristic Entities

M/s Kamdhenu Steels & Alloys Ltd.  
M/s Ashiana Fincap Pvt Ltd  
M/s Lohman Manufacturing Pvt Ltd  
M/s Ashiana Commodities and Derivatives Pvt Ltd

#### (ii) Key Managerial Personnel

Naresh Chand (Chairman)  
Puneet Jain (Managing Director)

#### (iii) Relatives of Key Managerial Personnel

Uma Jain  
Swati Jain  
Renu Jain

Note : Related party relationship is as identified by the Company and relied upon the Auditors.

### (b) Transactions with related parties

Nature of Transactions	Amount in Rs	Amount in Rs
	2020-21	2019-20
Interest given on Unsecured Loans	0	6470705
Unsecured loans taken	55727436	53276100
Remunerations Paid to Directors	13200000	14400000
Repayment of Unsecured loans	4360000	40706093
Rent Paid	4080000	3860000

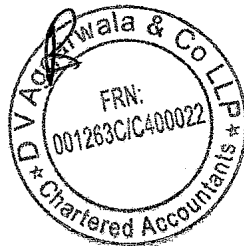
Note : Details of remuneration to key managerial personnel are give below :

Name of Person	2020-21	2019-20
Puneet Jain	11000000	12000000
Naresh Chand	2200000	2400000

## 39 Disclosure as per (Ind AS)-108- Operating Segments

The Company is manufacturing TMT Bars cover in single segment of Iron & Steel.  
Hence Disclosure Required under (Ind AS) 108- Operating Segments is not applicable on the Company.

- 40 The Company has not received information from vendors regarding their status under the micro, small and medium enterprises development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act, have not been given.







# ASHIANA ISPAT LIMITED

**41 Disclosures as per (Ind AS)-37- Provisions, Contingent Liabilities and Contingent Assets**

**Contingent Liabilities : Claims against the company / disputed demands not acknowledged as debts.**  
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past event and it is probable that there will an outflow of resources. Contingent Liabilities are not recognised, but are disclosed in the notes as given below:-

Particulars	31.03.2021	31.03.2020
Income Tax	116,111	116,111
Rajasthan VAT	3,129,428	-

**42 Disclosures as per (Ind AS)-12- Income Taxes**

Current Tax are measured at the amount expected to be paid to the income tax authorities at the tax rate and tax laws which are enacted at the reporting date.

The major components of income tax expenses for the year ended are indicated below:

a) Statement of profit or loss for the year ended:-

Particulars	31.03.2021	31.03.2020
<b>Current tax:</b>		
Current tax on profit for the year	2,400,880	-
Charge / (credit) in respect of current tax for the earlier years - -	-	-
<b>Total Current Tax</b>	<b>2,400,880</b>	<b>-</b>
<b>Deferred tax:</b>		
Origination and reversal of temporary differences	448,721	(777,275)
Charge in respect of Deferred tax for earlier year -	-	-
<b>Total Deferred Tax -</b>	<b>448,721</b>	<b>(777,275)</b>

**Deferred tax assets/liabilities**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amount for financial reporting purpose at reporting date.

**Significant Components of Deferred tax (Assets) and liabilities recognised in the balance sheet are as follows:**

Particulars	31.03.2021	31.03.2020
<b>Deferred Tax Liabilities (Assets) Net</b>		
On Diff. in WDV as per IT Act and as per Companies Act	8,807,079	8,127,118
<b>Deferred Tax Assets on:-</b>		
Gratuity(Unfunded)	1,005,399	774,159
<b>Net Deferred Tax Liabilities</b>	<b>7,801,680</b>	<b>7,352,959</b>

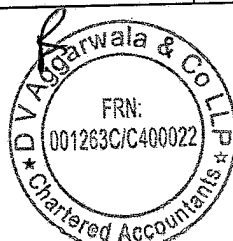
**43A Details of Expenditure Incurred on Corporate Social Responsibility**

As Per Section 135 of the Companies Act, 2013 a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per Act.

a) Gross amount required to be spent by the Company during the year is NIL as the average net profits of the company made during the three immediately preceding financial years is Rs. (39309) (Rs 1043681 in previous year)

b) Amount spent during the year on:-

Particulars	As at 31.03.2021	As at 31.03.2020
i. Construction/acquisition of any asset	NIL	NIL
ii. On purposes other than (i) above-through third party trust (Agrim Trust registered u/s 80G and 12A of the Income Tax Act, 1961)	-	2,200,000





43B COVID-19 Impact

Initial quarter of F.Y. 20-21 got affected due to lockdown and non-availability of workers but after 1st Quarter working conditions were in process of becoming normal and with the Govt. support which provided preferential exemption from lockdown to manufacturing industries situated at Bhiwadi, Rajasthan.  
Also in order to prevent company from liquidity crunch and to manage seamless fund flow , management decided to avail the govt. benefits like COVID Loans and moratorium on current loan installments. Further unsecured loans from directors and body corporates are also infused to maintain the liquidity.

*In terms of our report attached of the even date*

FOR DV Aggarwala & Co. LLP  
CHARTERED ACCOUNTANTS  
Firm Reg. No: 001263C/C400022  
FRN:  
(Raghav Aggarwala) 063C/C400022  
Partner  
Membership No.: 412838

Place:- Bhiwadi  
Date:- 30.06.2021

(Naresh Chand)  
Chairman  
DIN 00004500

(Puneet Jain)  
Managing Director  
DIN 00814312

(Harun Rashid Ansari)  
Company Secretary  
ACS 11147

(Ravindra Kumar Jain)  
CFO

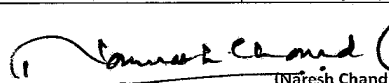


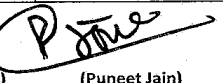
# ASHIANA ISPAT LIMITED

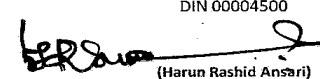
ASHIANA ISPAT LIMITED		
CIN L27107RJ1992PLC006611		
CASH FLOW STATEMENT FOR THE YEAR YEAR ENDED 31ST MARCH 2021		
( Amount in Rs )		
Particulars	2020-21	2019-20
<b>[ A ] CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	14,383,419	(115,795,169)
<b>Adjusted For :-</b>		
Depreciation and amortisation expenses	12,635,826	13,149,141
Finance Cost	59,608,147	60,113,381
Interest Income	1,631,028	(1,933,685)
( Profit ) / Loss on sale of Investment	886,370	-
( Profit ) / Loss on Sale of Property, Plant and Equipment	(651,878)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>88,492,912</b>	<b>(44,466,332)</b>
<b>Adjusted For :-</b>		
(Increase) / Decrease in trade receivables	(70,045,031)	(17,722,533)
(Increase) / Decrease in Other Assets	12,705,601	(2,756,844)
(Increase) / Decrease in Inventories	(42,741,161)	178,095,141
Increase / (Decrease) in trade payables	53,230,189	(77,267,781)
Increase / (Decrease) in Other Liabilities	34965226	1,524,182
Increase / (Decrease) in Provisions (Excluding current tax provision)	(865,305)	(18,829,732)
<b>Cash Generated from Operations</b>	<b>75,742,431</b>	<b>18,576,102</b>
<b>Cash Flow Before Extraordinary Items</b>	<b>75,742,431</b>	<b>18,576,102</b>
Income Tax Paid for earlier year/ others	-	(1,014,753)
CSR Activity	-	(2,200,000)
<b>Net Cash From Operating Activities</b>	<b>75,742,431</b>	<b>15,361,349</b>
<b>[ B ] CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase Of Property, plant and equipment	(46,691,561)	(89,084,553)
Sale of Property, plant and equipment	4,600,000	-
Interest Received	(1,631,028)	1,933,685
Sale of Investment	-	-
Bank Balances not considered as Cash and Cash Equivalents	-	-
FDR with Bank	1,836,759	(3,007,226)
<b>Net (Cash Used) in Investing Activities</b>	<b>(41,885,830)</b>	<b>(90,158,093)</b>
<b>[ C ] CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Cost Paid	(59,608,147)	(60,113,381)
Increase in share capital	-	-
Proceeds / (Repayment ) from long term borrowings	47,236,528	58,491,799
Proceeds / (Repayment) from short term borrowings	(21,890,523)	70,391,396
<b>Net (Cash Used) / Generated in Financing Activities</b>	<b>(34,262,142)</b>	<b>68,769,814</b>
<b>Net Increase/ (Decrease) In Cash and Cash Equivalents</b>	<b>(405,541)</b>	<b>(6,026,930)</b>
Cash and Cash Equivalents as at the beginning of the year	3,798,462	9,825,392
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>3,392,921</b>	<b>3,798,462</b>
<b>Note to cash flow statement:</b>		
1 Cash Flow Statement has been prepared as per (Ind AS)-7		
2 Figures in Bracket represents outflows.		
3 Previous year figure have been regrouped/reclassified wherever applicable		
4 Cash and Cash Equivalents included in the cash flow statement comprise the following:		
Cash in Hand	3,392,921	3,753,932
Balance with banks:		
-In Current Accounts	-	44,530
	<b>3,392,921</b>	<b>3,798,462</b>

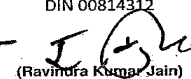
FOR DV Aggarwala & Co. LLP  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. 001263C / C400022  
 (Raghav Aggarwal)  
 Partner  
 Membership No. 128381

Place:- Bhiwadi  
 Date:- 30.06.2021

  
 (Naresh Chand)  
 Chairman  
 DIN 00004500

  
 (Puneet Jain)  
 Managing Director  
 DIN 00814312


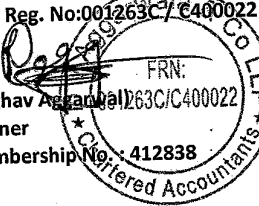
  
 (Harun Rashid Ansari)  
 Company Secretary  
 ACS 11147

  
 (Ravindra Kumar Jain)  
 CFO



**AUDITOR'S CERTIFICATE**

The above Cash Flow Statement has been compiled from and is based on the audited accounts of ASHIANA ISPAT LIMITED for the year ended 31st March, 2021 reported upon by us on 30th June 2021. According to the informations and explanations given, the aforesaid Cash Flow Statement has been prepared in accordance with Clause 32 of the Listing Agreement and reallocations required for the purpose are as made by the Company.

FOR DV Aggarwala & Co. LLP  
CHARTERED ACCOUNTANTS  
Firm Reg. No: 001263C/400022  
  
FRN:  
(Raghav Aggarwal) 1263C/400022  
Partner  
Membership No.: 412838  


Place:- Bhiwadi  
Date:- 30.06.2021

**Notes to the financial statements for the year ended March 31, 2021****1. COMPANY OVERVIEW**

Ashiana Ispat Ltd a Public limited company was incorporated under the Companies Act, having a manufacturing unit and its registered office at A-1116, RIICO Industrial Area, Phase-III, Bhiwadi. Company is an iron and steel industry doing the main business of manufacturing the TMT Bars.

**2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS****A) Statement of Compliances**

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

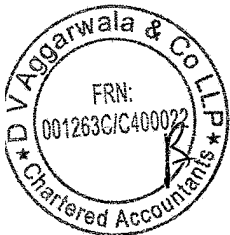
**B) Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions. Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements, is reported in the notes to accounts in the year of incorporation of revision.

**C) I. Property, Plant & Equipments**

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. These are recognized and carried under cost model i.e. cost less accumulated depreciation and impairment loss.

- i) Cost includes freight, duties, taxes and other expenses directly incidental to acquisition, bringing the asset to the location and installation including site restoration up to the time when the asset is ready for intended use. Such Costs also include Borrowing Cost if the recognition criteria are met.





- ii) When a major inspection/repair occurs, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of previous inspection/repair is derecognized.
- iii) Depreciation has been provided on straight line method in terms of expected life span of assets as referred to in Schedule II of the Companies Act, 2013.
- iv) For Additions in tangible assets , all direct expenses and direct overheads are capitalized till the assets are ready for intended use.
- v) During sales of Tangible assets any profit earned / loss sustained towards excess / shortfall of sale value vis-a- vis carrying cost of assets is accounted for in statement of profit & loss.

**II. Capital Work In Progress**

In addition of Capital work in progress apart from value of the component various incidental expenses incurred during implementation such as Director Remuneration, Salary & Wages of Technical Staff, Power & Fuel, Interest on Loan taken for Plant & equipments component, Consumable Stores, Technical Service, Other Erection and Commissioning expenses.

The capital work in progress will be transferred to respective fixed assets as and when it becomes operational.

**D) Impairment of Assets**

There are no indication of overall impairment in assets hence the need to make an estimate of re-coverable amount does not arise.

**E) Inventories**

Raw Material, Stock in process and stores and spares and traded goods are valued at cost. Waste and Scrap including runner riser are valued at Net realizable value, finished goods are valued at cost or market price whichever less

**F) Tax Expenses**

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in equity. In which case, the tax is also recognised in Other Comprehensive Income or Equity





**i.) Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

**ii.) 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. Deferred tax liabilities and assets 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. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

In terms of our report attached of the even date

For and On behalf of the board

FOR DV Aggarwala & Co. LLP  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 001263C/C40002



Raghav Aggarwal  
Partner  
M.No. 412838

Place : Bhiwadi  
Date : 30th June, 2021

Naresh Chand  
Chairman  
DIN : 00004500

Puneet Jain  
Managing Director  
DIN : 00814312

Ravindra Kumar Jain  
Chief Financial Officer

Harun Rashid Ansari  
Company Secretary  
ACS 11147