



ASHIANA ISPAT LIMITED

CIN : L27107RJ1992PLC006611
www.ashianaispat.in

Corporate Office :
908-910, Pearl Best Height-II
Netaji Subhash Place
Pitampura, New Delhi-110034
Ph. : 011-49032928, 49032938
Email : ail@ashianaispat.in
ashianagroup@yahoo.co.in

To

Date: 02.08.2019

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai-400023

Scrip Code: 513401

Dear Sir/Madam,

Sub: Notice and Annual Report of 27th Annual General Meeting (AGM)

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the notice of the 27th AGM along with Annual Report 2018-19. The same will also be made available at the Company's website at www.ashianaispat.in.

The schedule for 27th AGM is as follows:

| Event | Date |
|--|---|
| Cut-off date for voting on resolutions set out in the notice | 23.08.2019 |
| Date of book closing | 24.08.2019 to 30.08.2019 (both days inclusive) |
| Starting and Ending date & time of voting | 27.08.2019 (9 A.M) TO 29.08.2019 (5.00 P.M.) |
| Date and time of AGM/Venue | 30.08.2019 AT 09.30 A.M at the Registered office of the Company |

This is for your information and record.

Thanking You.

Yours sincerely,

For Ashiana Ispat Limited

(Harun Rashid Ansari)

Company Secretary and Compliance officer



- Enclosures: 1. Notice to the 27th AGM
2. Instructions for e-voting
3. Attendance slip and proxy form

Regd. Office & Works :
A-1116, RIICO Industrial Area, Phase-III
Bhiwadi-301019, Distt. Alwar (Rajasthan)
Phone : 01493-520100, Fax : 01493-520126



ASHIANA ISPAT LIMITED

(An ISO 9001-2015 Company)

Manufacturer: Kamdhenu TMT Bars



2018-19
ANNUAL REPORT



Corporate Information

BOARD OF DIRECTORS

| | | |
|-----------------------|---|----------------------|
| Shri Naresh Chand | - | Chairman |
| Shri Puneet Jain | - | Managing Director |
| Shri Ram Kumar Garg | - | Independent Director |
| Shri T. C. Kansal | - | Independent Director |
| Shri Rajesh Kumar Pal | - | Independent Director |
| Smt. Shruti Jain | - | Independent Director |

STATUTORY AUDITORS

M/s D V Aggarwala & Co. LLP
Chartered Accountants
428, Deepali Enclave,
Pitampura, New Delhi 110034

INTERNAL AUDITOR

Mr. Dinesh Kumar Sharma
Chartered Accountant

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@ashianaispat.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'S SPEECH



It gives me a great pleasure to welcome you all to the 27th Annual General Meeting of your Company.

2019 was a record year for Ashiana Ispat Limited. We achieved record turnover. The year was a commercial success and we succeeded in mitigating higher input costs. We laid the groundwork for future growth in our current and innovative new businesses and received exceptional recognition for our responsibility performance. The results in 2019 demonstrate the impact of many years of transformation and I wish to thank all the staffs of Ashiana family and our Directors on the Board for achieving excellent results together.

Our overall revenue grew by 45.95% and comparable Profit after tax increased by 21.02% in 2019. Annual turnover in the year under consideration were Rs. 44081.56 lacs, 45.93% higher than the Rs. 30207.87 Lacs from the previous year sales ended March 31 2018.

In our previous year communication, we announced plans to strengthen our market shares by enhancing the production capacity of the plant and accordingly a project of capacity expansion has undertaken and total capital expenditure of Rs.17.95 Crores expended over capacity enhancement project and it is hoped that rest of the capital expenditure will be incurred in the first quarter of the financial year 2019-20 and production from the innovative plant will commence from the second quarter of the year 2019-20.

Current fiscal year is expected to be better compared to the last two years as stability has returned to the steel sector globally. Despite these challenges in the last two years, we continued to invest in capacity enhancement project and it is expected that capacity of the plant will be increased substantially from the financial year 2019-20.

Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

We are striving hard to get better return over the capital investment made by our shareholders.

We conduct business on the basis of relationship and trust, avoiding the need for expensive lawyers and contracts. There is a desire in our business module to benefit the opposite party in any deal, not to squeeze them and exploit them as actions are taken with a longer-term orientation, and it is understood that relationships are key to long-term success. Inter-dependence is a natural law, even in business, and our model of business transactions adhere to this. Employees are treated as the family members in our business module.

There is a daily act of humble worship and meditation. It is an inner bath and cleansing, removing the grime of greed, of ego and selfishness. It is part of the process of constant self-improvement. It keeps the ego down and raises the soul up. In this way, right understanding is retained and even elevated.

Following the Jainism principle of business ethics we believe that the wealth and financial profits earned by businesses do not belong to us. This comes from the principle of Aparigraha or non-possessiveness. Just as the monks are simple and selfless, we detach ourselves from business and believe that success is not because of effort or personal intelligence



ASHIANA ISPAT LIMITED

but due to our good merit earned from past lives (punya). We recognise values like trust, relationships, human capital and employee morale, service and loyalty as vitally necessary to business success and longevity.

Lastly, I am grateful to our stakeholders, customers, vendors, lenders and bankers for reposing their faith in us, employees for their resolve and unstinted devotion, our Members on the Board for their wisdom and continuous support and you, our shareholders for reposing trust & faith.

Thank you for your support and we hope you continue your association with us.

With best wishes,

Naresh Chand

Chairman

DIN-00004500



Managing Director's speech



Dear Shareholders,

On behalf of the Board of Directors of the Company, I am happy to welcome you to the 27th Annual General Meeting of the Company. My heartiest greetings to you all on behalf of Board of Ashiana Ispat Limited.

Overall Performance

The performance of the Company has been very much better as compared to the previous year. The Net Profit has been marginally higher at Rs.427.27 lacs as compared to Rs.352.42 lacs in fiscal 2018, mainly due to the improvement in realisation value. The revenue from operations for the fiscal 2019 was substantially higher as compared to the previous period.

Summing up, I believe your Company has maintained its growth momentum. Given the present economic indications and the plans developed for the future, I am confident that your Company will continue its better performance in the coming years.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM. More importantly, India's youth occupy a significant percentage of the labour force.

India's economy is slowly gaining momentum, with government efforts towards infrastructure investments and public-private partnerships.

Let me, at the outset, sincerely thank each one of you for your unstinted support and cooperation without which your company would not have been able to achieve the success. For Ashiana Ispat, the main challenge is to stay immune to the external pressure in the business environment.

There were some headwinds in the business environment for your Company. Hike in the prices and more utilisation of capacity needed more working capital to invest in the inventory. Your management has approached to Yes Bank Limited and procured fresh working capital limit of Rs.20.00 Crores. It is hoped that by introduction of fresh working capital our operational efficiency of business will further improve in financial year 2019-20.

We look forward towards building happy communities and a sustainable future. The Corporate behaviour needs to be a reflection of how society perceives.

Construction & infrastructure sector is the largest consumer of steel in India, it accounted for a noteworthy share of 62% of the total finished steel consumed during 2015-16.

In the Union Budget 2018-19, infrastructure allocation for the financial year 2018-19 has been increased by 20.9% YoY to Rs.5.97 lakh crore from Rs.4.94 lakh crore in the corresponding period a year ago. The government thus continues its push towards infrastructure and construction which is likely to drive the demand for steel in India in coming year, the sector being the largest consumer of steel in the country.

We expect the demand for steel from user industries to remain higher in the current financial year 2019-20 which is expected to drive steel production during the year. Thus, India's steel production is expected to grow by 6%-8% during



2019 onwards.

We believe in the idea of sustainable development through conservation of natural resources, economic and social development and environmental protection. We have always anticipated changes and adapted ourselves to the environment without compromising on our core values.

I would like to express our gratitude for your confidence in us. Our special thanks and appreciation go to the employees of the Company at all levels of their hard-work, dedication and continued commitment. I would also acknowledge the unfailing support of our extended family of customers, dealers, suppliers, auditors, financial institutions and our stakeholders which has been a major source of inspiration to your Company. I would also place on record the tremendous contribution put in by each member of the Board.

Thank you for your support and we hope you continue your association with us.

With best wishes,

Puneet Jain
Managing Director
DIN-00814312



Notice

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Ashiana Ispat Limited will be held on Friday, 30th August, 2019 at 9:30 a.m. at A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, District-Alwar, Rajasthan to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Puneet Jain (DIN 00814312), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 : Appointment of Mr. Nitin Jain as an Independent 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 Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Nitin Jain (DIN: 08450082), who was appointed as an Additional & Independent Director of the Company with effect from May 30, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from April 30, 2019.'

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Sh. Nitin Jain be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".

Item No. 4 : Appointment of Mr. Bharat Monga as an Independent 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 Sections 149, 150, and 152 read with Schedule IV and all other

applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Bharat Monga (DIN: 08450176), who was appointed as an Additional & Independent Director of the Company with effect from May 30, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from April 30, 2019.'

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Sh. Bharat Monga be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".

Item No. 5 : Appointment of Mr. Shashank Jain as an Independent 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 Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Shashank Jain (DIN: 06466892), who was appointed as an Additional & Independent Director of the Company with effect from May 30, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from April 30, 2019.'

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Sh. Shashank Jain be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".



Item No. 6. Revision in the remuneration of Mr. Naresh Chand (DIN: 00004500), Executive Director of the Company.

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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Naresh Chand (DIN: 00004500), Executive Director of the Company, for a period of three years w.e.f September 1, 2019, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

- 1 Gross Salary: Rs.3,00,000/- per month for a period of three years w.e.f September 1, 2019.
- 2 Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
- 3 Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- 4 Reimbursement of membership fees for a maximum of two clubs.
- 5 Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
- 6 Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
- 7 Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

The terms and conditions of remuneration of Executive Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Executive Director for attending meeting of the Board of Directors or any committee thereof.

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 Mr. Harun Rashid Ansari, Company Secretary of the Company be and is hereby

authorised to file the necessary e-forms with Registrar of Companies, NCT of Delhi and Haryana and to do all such acts and deeds as may be required to give effect to the above resolution.”

Item No. 7 Approval for entering into Related Party Transaction

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the Company, for entering into the related party transaction(s) with Kamdhenu Steels & Alloys Limited to the extent of the maximum amounts in any financial year, stated against respective nature of transactions as provided in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

Item No. 8 : 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 2019-20 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 May 30, 2019”.

By Order of the Board of Directors

Place: Bhiwadi

Date: May 30, 2019

for Ashiana Ispat Limited

Sd/-

Naresh Chand

Chairman

DIN-00004500



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the AGM.
4. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
5. Corporate members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 3 to 7 as set out above is annexed hereto.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, August 24, 2019 to Friday August 30, 2019 (both days inclusive) for the purpose of this Annual General Meeting. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.08.2019, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, August 27, 2019 and will end at 5.00 p.m. on Thursday, August 29, 2019. In addition, the facility for voting through ballot system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
8. Members are requested to send all communications relating to shares and change of address, etc. to the Registrar and Share Transfer Agents, M/S. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent.
10. Electronic copy of the Annual Report for the financial year 2018-19 are being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copies of the Annual Report for the financial year 2018-19 are being sent through permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any further clarification, the shareholders may send requests to the Company's investor email id: ashianagroup@yahoo.com
11. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants



for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copies of the Notice of the 27th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.ashianaispat.in for their download.

12. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
13. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.
14. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard- 2 of ICSI, with respect to Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting is annexed.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the date of AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
17. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
18. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green

environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.ashianaispat.in.

19. M/s. D.V. Aggarwala & Co. LLP, Chartered Accountants (Firm registration No 001263C/C400022), 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.

20. A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice.

• PROCEDURE FOR REMOTE E-VOTING

Instructions for shareholders to vote electronically:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <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).

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)

| For Shareholders holding shares in Demat Form or Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> 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 | <p>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.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> 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). |

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 LIPL.

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.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <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”.



• General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

• VOTING AT AGM

1. The members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to vote thereat.

2. A member can opt for only one mode of voting i.e. through e-voting or through ballot form, either in person or through proxy at the meeting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through Ballot form at the venue of the meeting shall be treated as invalid.

3. The Company has appointed Mr. Bir Shankar, Practicing Company Secretary (CP-7076) of M/s. Bir Shankar & Co., Company Secretaries to act as the Scrutinizer to scrutinize the Ballot Forms and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

4. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty eight) hours of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.

5. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.ashianaipat.in and on the notice board of the Company at its registered office and on the website of Linkintime India Private Limited (LIPL) immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting i.e. August 30, 2019.

6. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of SEBI (LODR) Regulations 2015 vide Notification dated 8th June 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository after 31st March 2019.

By Order of the Board of Directors

Place: Bhiwadi

Date: May 30, 2019

for Ashiana Ispat Limited

Sd/-

**Naresh Chand
Chairman**

DIN-00004500



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at items no. 3 to 8

Item No. 3

Based on recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed appointment of Sh. Nitin Jain as an Independent Director at their meeting held on 30.05.2019 subject to approval of shareholders at their Annual General Meeting for a term of 5 years with effect from the date of appointment made by Board of Directors.

Sh. Nitin Jain, Management Graduate, is an acknowledged expert in Marketing and it is strongly believed that under his guidance and Support Company will develop the best Marketing strategy aiming at penetration of new markets and placement of new products besides ensuring dominant position or growth of existing products and markets.

He has been serving as an operational head in a leading pan India based company as CEO. His presence on board as an independent director will definitely begin new era for making effective strategy to expand the dealer distributor network in the entire region of NCR.

The Board considered that his association would be of immense benefit to the Company and it is desirable to avail his services.

Accordingly, the Board recommends the resolution for appointment of Sh Nitin Jain as an Independent Director for the approval by the shareholders of the Company by way of special resolution in this AGM.

Sh. Nitin Jain fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Copy of the draft letter of appointment of Sh. Nitin Jain would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No. 4

Based on recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed appointment of Sh. Bharat Monga as an Independent Director at their meeting held on 30.05.2019 subject to approval of shareholders at their Annual General Meeting for a term of 5 years with effect from the date of appointment made by Board of Directors.

Sh. Bharat Monga is a Commerce Graduate from Delhi University and a member of a premier institute of India "Institute of Chartered Accountant" of India. He has been associated with a leading Bank HSBC and having vast knowledge of financial management and Banking. He has also worked as Financial Controller and responsible for correct accounting and reporting at Legal Entity level. His presence on the Board will bring more financial discipline.

The Board considered that his association would be of immense benefit to the Company and it is desirable to avail his services.

Accordingly, the Board recommends the resolution for appointment of Sh. Bharat Monga as an Independent Director for the approval by the shareholders of the Company by way of special resolution in this AGM.

Sh. Bharat Monga fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Copy of the draft letter of appointment of Sh. Bharat Monga would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.



Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No. 5

Based on recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed appointment of Sh. Shashank Jain as an Independent Director at their meeting held on 30.05.2019 subject to approval of shareholders at their Annual General Meeting for a term of 5 years with effect from the date of appointment made by Board of Directors.

Sh. Shashank Jain graduated with Bachelor of Engineering degree from College of Engineering, Roorkee and worked as a digital marketing Consultant in London. He has over two decades of experience in the field of Architecture designing and is an acknowledged expert in architecture and designing. His skill in engineering will enable the company in better communication with real estate sector industries the ultimate consumer of our products.

The Board considered that his association would be of immense benefit to the Company and it is desirable to avail his services.

Accordingly, the Board recommends the resolution for appointment of Sh Shashank Jain as an Independent Director for the approval by the shareholders of the Company by way of special resolution in this AGM.

Sh Shashank Jain fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Copy of the draft letter of appointment of Sh Shashank Jain would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No. 6:

The Board of Directors has appointed Mr. Naresh Chand as an Executive Director of the Company with effect from the conclusion of the 26th Annual General Meeting.

While appointing Mr. Naresh Chand as an Executive Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company.

Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities to achieve still greater heights, by appointing him as an Executive Director. Mr. Naresh Chand has been involved with iron and steel industry since the beginning of his career. He has completed M.Sc degree from the University of Agra, Uttar Pradesh and possesses a plethora of knowledge and experience concerning steel industry. For more than two decades, he has been instrumental in the fields of general management and operational aspects. His enthusiastic manner and wide array of knowledge have won him respect and appreciation from his staff and colleagues.

The Board of Directors at their meeting held on 30.05.2018 approved the remuneration of Mr. Naresh Chand, Executive Director to be paid at the rate of Rs. 2,00,000/- per month. However, taking into consideration the duties and responsibilities of the Executive Director, the prevailing managerial remuneration in industry, his qualification and experience and on the recommendation of the nomination and remuneration committee, Board in their meeting held on 30.05.2019 decided to further increase his remuneration ,subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions as provided in the resolution:

As the terms of 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 such payment. The increased remuneration will payable only after obtaining requisite approval of the shareholders at the AGM, and will be effective for a period of three years w.e.f September 1, 2019.

Therefore, Board of Directors recommends the intended resolution to be passed as a Special Resolution.

None of the Directors except Mr. Puneet Jain, Managing Director and Mr. Naresh Chand alongwith their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 6 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.



ASHIANA ISPAT LIMITED

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 Brand TMT | | |
| 2. | Year of commencement of production | 1992 | | |
| 3. | In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | NA | | |
| 4. | Financial performance | Particulars | 2017-18 | 2016-17 |
| | | Gross revenue | 30207.87 | 22878.93 |
| | | Profit before Interest, Depreciation and tax | 1178.04 | 942.73 |
| | | Depreciation | 132.30 | 146.06 |
| | | Interest | 502.69 | 354.39 |
| | | Profit after Interest, Depreciation (PBT) | 543.05 | 444.36 |
| | | Tax | 190.63 | 134.21 |
| | | Profit after Tax(PAT) | 352.42 | 310.15 |
| | | Equity capital | 796.48 | 446.48 |
| | | EPS | 5.72 | 6.95 |

Item No. 7

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way of an Ordinary Resolution is required.

Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 7 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

| Name of the Related Party | Nature of Transactions as per Section 188 of the Companies Act, 2013 | Name of Director or Key Managerial Personnel who is related, if any | Nature of Relationship | Material Terms and particulars of the contract or arrangement | Monetary value (Rs. in Lakhs) | Any other information relevant or important for the Members to take decision on the proposed resolution |
|----------------------------------|--|---|--|--|-------------------------------|---|
| Kamdhenu Steels & Alloys Limited | Purchase Sales | Mr. Naresh Chand Mr. Puneet Jain | Both are Director on Kamdhenu Steels & Limited | As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms’ length basis. | Upto Rs. 100 Crores | - |

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 7 of the Notice shall be entitled to vote on this Ordinary Resolution.



ASHIANA ISPAT LIMITED

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 7 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said Resolution.

Your Directors recommend the Ordinary Resolution proposed at Item No. 7 of this Notice for your approval.

Item No.8

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 30, 2019, 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 2019-20. 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: May 30, 2019

By Order of the Board

Naresh Chand
Chairman
DIN: 00004500

ANNEXURE TO THE NOTICE

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI

| Name | Mr. Nitin Jain | Mr. Shashank Jain | Mr. Bharat Monga | Mr. Puneet Jain | Naresh Chand |
|---|---|---|---|---|--|
| Director Identification Number | 08450082 | 06466892 | 08450176 | 00814312 | 00004500 |
| Date of Birth/ Age | 21.12.1966 | 13.10.1987 | 14.05.1990 | 24.08.1975 | 07.07.1944 |
| Date of Appointment on the Board | 30.05.2019 | 30.05.2019 | 30.05.2019 | 20.01.2003 | 25/01/2006 |
| Experience in Specific Functional Area | Marketing | Technical | Financial | Production | Management & Administration |
| Qualifications | Management Graduate | Engineer B. Tech from College of Roorkee | Chartered Accountant from ICAI | Graduate from DU | M.Sc |
| Terms and Conditions of Appointment / Re-appointment | To perform the duties in terms of Schedule IV (Cl. IV-4) of the Companies Act, 2013 | To perform the duties in terms of Schedule IV (Cl. IV-4) of the Companies Act, 2013 | To perform the duties in terms of Schedule IV (Cl. IV-4) of the Companies Act, 2013 | Entrusted with substantial powers of management of the affairs of the in term of Companies Act,2013 | He has been instrumental in the fields of general management and operational aspects |
| Details of remuneration sought to be paid/ being paid | -- | -- | -- | Rs.10.00 lacs Per Month | Rs. 3.00 Lacs per month |
| Last drawn remuneration | - | - | - | Rs.10.00 Lacs PM | Rs. 2.00 Lacs per month |



ASHIANA ISPAT LIMITED

| | | | | | |
|--|-----|-----------------------------------|-----|--|--|
| Relationship with other Directors and Key Managerial Personnel | Nil | Nil | Nil | Mr. Puneet Jain is son of Mr. Naresh Chand, Chairman | Related with Mr. Puneet Jain, Managing Director of the Company |
| Directorship in Companies | Nil | WOODOFA LIFESTYLE PRIVATE LIMITED | Nil | Ashiana Fincap Pvt. Ltd. Ashiana Commodities Pvt. Ltd. Kamdhenu Steels and Alloys Limited Lohman Manufacturing Pvt. Ltd | Ashiana Fincap Pvt. Ltd. Ashiana Commodities Pvt. Ltd. Kamdhenu Steels and Alloys Limited Lohman Manufacturing Pvt. Ltd |
| Chairman/Member in the Committees of the Boards of companies | Nil | Nil | Nil | Nil | CSR Committee |
| No. of Shares held in the Company | Nil | Nil | Nil | 743400 | 702500 |
| Number of meetings of the Board attended during the year | Nil | Nil | Nil | 6 | 6 |

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting their 27th Annual Report on the business and operations of your company for the financial year ended March 31st, 2019.

Financial Results

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

Rs. in lacs

| Particulars | 2018-19 | 2017-18 |
|-----------------------------------|----------|----------|
| Revenue from operations | 44081.56 | 30207.87 |
| Other Income | 31.87 | 16.68 |
| Total Revenue | 44113.43 | 30224.55 |
| Total Expenditure | 43536.13 | 29681.51 |
| Profit/(Loss) before taxes | 577.30 | 543.05 |
| Tax Expense/(Benefit) | 150.03 | 190.63 |
| Profit/(Loss) after Tax | 427.27 | 352.42 |
| Earnings per equity shares in Rs. | 5.36 | 5.72 |

During the year under review, the overall performance of the Company was reasonable considering to the Sector/ market conditions.

During the year under review, Members will notice that the gross revenues have increased to Rs.44081.56 lacs from Rs. 30207.87 Lacs, while the Profit before Tax also increased from Rs. 543.05 Lacs to Rs.577.30 Lacs

The profit after tax also increased to Rs. 427.27 from Rs. 353.05 reported in the previous year.

Expansion of the proposed capacity of TMT unit of the Plant:

Your management has decided to enhance the capacity of TMT production from 140000 MT to 230000 MT. Project enhancement process is going on and it is expected that commercial production will be started from the second quarter of the financial year 2019-20.

Change in the nature of business, if any:

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



Dividend and Transfer to Reserves:

Although your Company has earned profits during the year, the Board of Directors have decided to plough back the Profits into the Company. Therefore, your Directors have not recommended any dividend for the financial year 2018-19.

Share Capital:

The Authorized Share Capital of the Company stands at Rs. 150,000,000 (Rupees Fifteen Crore only) divided into 15,000,000 (One Crore fifty lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each.

Listing

The Equity Shares of your Company are listed on Bombay Stock Exchange Limited.

The Company confirms that it has paid the Annual Listing Fees for the year 2019-20 to BSE where the Company's Shares are listed.

Directors & its board meetings:

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:

In accordance with the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Puneet Jain, Director, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offered himself for re-appointment.

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.

Number of meetings of the board:

Six Board Meetings were held on during the year. The gap between any two Board Meetings is within the period prescribed by the Companies Act, 2013 and Listing Agreement.

Declarations by Independent Directors:

The Company has received declarations from the Independent Director under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

Board evaluation and assessment:

The company believes formal evaluation of the board and of

the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness. For the company, evaluation provides an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in;

- a. More effective board process
- b. Better collaboration and communication
- c. Greater clarity with regard to member's roles and responsibilities
- d. Improved chairman – managing directors and board relations

The evaluation process covers the following aspects

- Self evaluation of directors
- Evaluation of the performance and effectiveness of the board
- Evaluation of the performance and effectiveness of the committees
- Feedback from the non executive directors to the chairman
- Feedback on management support to the board.

Familiarisation Programme for Independent Directors

The Company shall through its Senior Managerial personnel familiarise the Independent Directors with the strategy, operations and functions of the Company. The Independent Directors will also be familiarised with their roles, rights and responsibilities and orientation on Statutory Compliances as a Board Member.

On appointment of the Independent Directors, they will be asked to get familiarised about the Company's operations and businesses. An Interaction with the key executives of the Company is also facilitated to make them more familiar with the operations carried by the company. Detailed presentations on the business of the company are also made to the Directors. Direct meetings with the Chairman and the Managing Director are further facilitated for the new appointee to familiarize him/her about the Company/ its businesses and the group practices as the case may be and link is available at the website www.ashianaipat.in

Directors' Responsibility Statement

Pursuant to the requirement under section 134 (3) and (5) of the Companies Act 2013, with respect to Directors' Responsibility Statement, your board of directors to the best of their knowledge and ability confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;



b. such accounting policies have been selected and applied consistently and the Directors 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, 2019 and of the profit/loss of the Company for that year;

c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts of the Company have been prepared on a going concern basis;

e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

Your Board of Directors during the year under review approved the Corporate Social Responsibility (CSR) Policy for your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, based on the recommendations of the CSR Committee. The CSR Policy is available on the website of the Company at www.ashianaipat.in. The composition of the CSR Committee is disclosed in the Corporate Governance Report.

A brief outline of the CSR Policy of the Company, the CSR initiatives undertaken during the financial year together with the progress thereon and the Annual Report on CSR activities as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in 'Annexure A' to this Report.

Constitution and Composition of Audit Committee

The Audit Committee of the company is duly constituted as per section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Composition and Scope of Audit Committee is provided under the Corporate Governance report annexed herewith.

Nomination and Remuneration cum Compensation Committee:

Nomination and Remuneration cum Compensation Committee meets the requirements of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The details of the composition of the Nomination

and Remuneration cum Compensation Committee as required under the provisions of Section 178 of the Companies Act, 2013 is given in the Corporate Governance Report furnished as part of the Annual Report.

Remuneration Policy

The remuneration paid to the Directors is as per the terms laid out in the Nomination & Remuneration policy of the Company. The Nomination & Remuneration policy is adopted by the Board is placed on the Company's website at www.ashianaipat.in

Corporate Governance

In pursuance of Regulation 17 to 27 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, entered into with the Stock Exchanges, a separate Report on Corporate Governance along with a certificate from a Practicing Company Secretary regarding its compliance is annexed and forms part of this Report as **Annexure-E**. Your company will continue to adhere in letter and spirit to good corporate governance policies.

Management Discussion & Analysis

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this report.

Subsidiary Companies

Your company does not have any subsidiary company.

Statutory Auditors

M/s. D.V. Aggarwala & Co. LLP, Chartered Accountants (Firm registration No 001263C/C400022), 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.

Management Replies to Auditors Report – on Financial Reports

There are no qualifications mentioned by the Auditors in the Auditors report. However Statutory Auditors mentioned at point no.43 of the notes of accounts pointed that company had not incurred any amount of expenditure on account of CSR declining the details of expenditure furnished to them. CSR committee therefore in their meeting held on 30.05.2019 decided to release the fund of Rs.22,00,000/- to be spend on CSR activities as per schedule



VII of the Companies Act, 2013 and details thereof given in Annexure-“A” of the Directors’ report and in respect of the contingent liabilities of Rs.1,16,111/- at point no.42 of the financial statement which has not been treated as debt is the amount of Income Tax demand against which appeal has been filed before the Commissioner Appeal.

Reporting of Fraud

The Auditors of the Company have not reported any frauds specified under Section 143(12) of the Companies Act, 2013.

Business Responsibility Report (BRR)

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31 March 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

Particulars of Loans, Guarantees and Investments

Details of loans and guarantees given and investments made under Section 186 of the Act are provided in the Notes to the Financial Statements.

Cost Audit Report

The provisions of Section 148 of the Companies Act, 2013 apply to the Company and therefore, M/s. Mithlesh Gupta & Co. (FRN : 103200) has been appointed as Cost Accountants for the financial year 2019-20.

Secretarial Audit Report:

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, the company is required to obtain Secretarial Audit Report from Practising Company Secretary. Mr. Bir Shankar, Practising company secretary was appointed to issue Secretarial Audit Report for the financial year 2018-19.

Secretarial Audit Report issued by Mr. Bir Shankar, Practising company secretary in Form MR-3 for the financial year 2018-19 forms part to this report as ‘Annexure – F’.

Mr. Bir Shankar, Practising company secretary who has been further appointed to obtain Secretarial Compliance report in term of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018.

Whistle Blower Policy/Vigil Mechanism

Pursuant to the provisions of section 177 of the companies act, 2013 and the rules framed there under and pursuant to the applicable provision of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has established a mechanism through which all stake holders can report the suspected frauds

and genuine grievances to the appropriate authority. The Whistle blower policy which has been approved by the board of directors of the company has been hosted on the website of the company viz. www.ashianaipat.in

Risk Management Policy

Risk management policy is not applicable.

Policy on Sexual Harassment

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2019, the Company has not received any complaints pertaining to Sexual Harassment.

Particulars of Contracts or arrangements with related parties

All the related party transactions that were entered during the financial years were in the ordinary course of business of the company and were on arm length basis. There were no materially significant related party transactions entered by the company during the year with the promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interest of the company.

The policy on related party transactions as approved by the board of directors is hosted on the website of the company viz. www.ashianaipat.in

Particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto shall be disclosed in **Form No. AOC-2** as ‘Annexure C’ to this report.

Material changes and commitments, if any, affecting the financial position of the company

There are no material changes and commitments affecting the financial position of the company which occurred between the end of the financial year to which the financial statements relate and the date of the report.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company’s operations in future.

Public Deposits

Your Company has not accepted any deposits from the public. As such, there was no principal or interest outstanding on the date of the Balance Sheet.



Material Subsidiary Policy:

There is no material subsidiary company and therefore no material subsidiary policy has been in practice.

Particulars of Employees

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as 'Annexure D' to this Report.

In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in **Annexure D** and forms part of this Report.

Extract of the Annual Return

In accordance with Section 134 (3) (a) of the Act, an extract of the Annual Return in the prescribed format is appended as 'Annexure G' to this Report.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Your company is doing its best efforts to give high priority to energy conservation by opting for more power efficient replacements. Particulars of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per Section 134(3) (m) of Companies (Accounts) Rules, 2014 are given as an Annexure-B to this report.

Internal Audit & Controls

The Company has a proper and adequate system of internal control to ensure all the assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, regarded and reported correctly. The internal control is supplemented by an extensive program of internal audits, review by management and procedures. It is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets. The Company's Internal Audit Department is regularly carrying out the Audit in all areas. Normal foreseeable risks of the Company's Assets are adequately covered by comprehensive insurances.

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets,

reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

Internal Financial Control Systems

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

INDUSTRIAL RELATIONS

The company enjoyed cordial relations with its employees during the year under review and the Board appreciates the employees across the cadres for their dedicated service to the Company, and looks forward to their continued support and higher level of productivity for achieving the targets set for the future.

Human Resources

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

Acknowledgements

Your Directors would like to place their deep appreciation of the devoted services of the loyal workers, executives and other staff of the Company who have contributed in every possible measure towards consistent growth of the Company. The Directors are also thankful to the Bankers- State Bank of India, investors, customers for their continued support during the year.

For and on behalf of the Board For Ashiana Ispat Limited

(Naresh Chand)
Chairman
DIN: 00004500

(Puneet Jain)
Managing Director
DIN: 00814312

Place: Bhiwadi
Date: 30.05.2019



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.

APPLICABILITY

Corporate Social Responsibility Policy (CSR Policy) has been recommended by the CSR committee and adopted by the board of directors at its meeting held on 18th April, 2019.

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 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.

INTERVENTIONS:

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 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:



The committee will decide the priority of the activities to be undertaken under CSR

The committee will ensure that AIL shall spend a minimum of 2% of its average net profits for the immediately preceding 3 financial years on CSR projects or activities. In case, at least 2% of average net profit of the last 3 financial years is not spent in a financial year, reasons for the same will be specified.

Based on the total activities to be undertaken the committee will recommend the quantum of budget for the year, the budget will be approved in accordance with Budget Policy.

Utilization Certificate with statement of expenditure duly certified by an authorized person / official of the company will be submitted to the committee.

The committee will monitor and review the progress of activities undertaken / completed.

The committee will also examine the proposal / requests submitted by various implementing agencies for grant of donation / financial assistance / sponsorship etc. And also submit its recommendation before the head of the CSR Committee.

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.

Corporate Social Responsibility Committee:

Corporate Social Responsibility Committee in their meeting held on 30.05.2019 reviewed the various schemes presented before it. It was informed to the committee that presently company has no such infrastructure to directly implement the CSR schemes and therefore suggested that CSR fund be made available to such organization/ NGO which are working in the field as per the policy of the company framed in compliance with the Schedule VII of the Companies Act, 2013.

Reviewing the entire submission Agrim Trust has been selected and it was decided to implement the CSR scheme through this trust. The administrative office of the trust is situated within the locality of the corporate office of the company and therefore it will be convenient for the company to monitor the implementation of the CSR scheme on regular basis.

Members of the committee unanimously decided to release fund of Rs.22, 00,000/- (Rs. Twenty Two lacs) to Agrim Trust 59, 4th Floor, Sector-34, Block C-5, Pocket-2, Rohini, Delhi-110085 and the Agrim Trust will expend this fund in promoting preventive health care schemes and/or to support the education of differently abled and socially deprived children and provide them skills for employment as per their capacities and or any other schemes as prescribed in Schedule VII.

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 and the CSR activities will have an impact on

Average net profit of the Company for the last three financial years: Rs.5,21,97,927 (2018-19) and Rs.3,60,83,130 (2017-18)

Prescribed CSR Expenditure (two per cent of the amount as in item II above): Rs.17,65,623.00

Details of CSR spent during the financial year: Rs.2,99,000.00

Amount unspent, if any:-14,66,623.00

CSR committee in their meeting held on 30.05.2019 approved to release Rs.22,00,000/- to be spent on preventive health care schemes and/or to support the education of differently abled and socially deprived children and provide them skills for employment as per their capacities and or any other schemes as prescribed in Schedule VII.



Manner in which the amount spent during the financial year is detailed below:

| Sl no. | CSR project or activity identified | Sector in which the project is covered | Projects or program: (1) Local area or other (2) Specify the state and district where projects or program was undertaken | Amount outlay (budget) project or program wise (amount in Rs.) | Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads: (Amount in Rs.) | Cumulative Expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
|--------|---|---|--|--|---|--|---|
| | Kerala Chief Minister Relief Funds | Disaster relief listed in Schedule VII under various category like Medical relief, food supply and supply of clean water etc. | Kerela | - | 2,51,000/- | 2,51,000/- | Through Government of Kerela |
| | Sanctuary Fellowship Social Welfare Society, Kerela | Providing healthcare assistance in flood effected part of Kerela | Kerela | - | 1,00,000/- | 1,00,000/- | Through Society |
| | Aastha Rehabilitation Society | Upliftment of Girls child | Rajasthan | - | 48,000/- | 48,000/- | Through Society |

V. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company.

Place: Bhiwadi

Date: May 30, 2019

(Puneet Jain)

(Shruti Jain)

(Naresh Chand)

Managing Director

Independent Director

Chairman of Board

DIN 00814312

DIN 07129355

DIN 00004500



ASHIANA ISPAT LIMITED

ANNEXURE-B

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

| POWER AND FUEL CONSUMPTION | As at 31.03.2019 | As at 31.03.2018 |
|---|-------------------------|-------------------------|
| ELECTRICITY | | |
| Purchase Unit (KWH) | 27510960 | 31368900 |
| CTD Section | 22171840 | 23856048 |
| Ingot Section | 5339120 | 7512851 |
| Total Amount | 228572887 | 253587603 |
| Consumption (Unit/MT) | | |
| CTD Section | 211 | 293 |
| Ingot Section | 223 | 299 |
| Own Generation | NIL | NIL |
| Through Diesel Generation | NIL | NIL |
| Through Steam Turbine | NIL | NIL |
| Coal | | |
| Purchased (Unit-MT) | 7550.56 | 7140.39 |
| Total Amount (in Rs.) | 71501127 | 62016904 |
| Consumption (Unit/MT) | 7547.57 | 7430.435 |
| Furnace Oil | | |
| Purchased (Unit-KL) | 1192.17 | 990.380 |
| Total Amount (in Rs.) | 44196087 | 27233375 |
| Consumption (Unit/KL) | 1160.48 | 996.000 |
| EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT | | |
| Capital | NIL | NIL |
| Recurring | NIL | NIL |
| Total | NIL | NIL |
| FOREIGN EXCHANGE EARNING AND OUTGO | NIL | NIL |



ASHIANA ISPAT LIMITED

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 31.03.2019 which was not at arm's length basis.

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

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts/ arrangements/ Transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any | Transaction Value (Amount in Rs.) |
|---|--|---|--|--|-----------------------------------|
| Kamdhenu Steels and Alloys Ltd. | Availing rented property owned by Kamdhenu Steels and Alloys Limited And paying rent | As per mutual agreement | As per mutual agreement | 30.05.2019 | 840000 |
| Uma Jain and Swati Jain Relatives of KMP | Availing on rent Office remises owned by Mrs. Uma Jain, Mrs. Swati Jain | As per mutual agreement | As per mutual agreement | 30.05.2019 | 1680000 |
| Ashiana Fincap Pvt. Ltd. | Unsecured Loans as on 31.03.2019 | As per mutual agreement | As per mutual agreement | 30.05.2019 | 44239744 |
| Lohman Manufacturing Pvt. Ltd. | Unsecured Loans as on 31.03.2019 | As per mutual agreement | As per mutual agreement | 30.05.2019 | 1325339 |
| Mag.t Exim Ltd. | Unsecured Loans as on 31.03.2019 | As per mutual agreement | As per mutual agreement | 30.05.2019 | 1609118 |
| Kamdhenu Steels and Alloys Ltd. | Unsecured Loans as on 31.03.2019 | As per mutual agreement | As per mutual agreement | 30.05.2019 | 66801861.50 |

For and on behalf of the Board of

Ashiana Ispat Limited

(Puneet Jain)
Managing Director
DIN: 00814312

(Ravindra Kumar Jain)
Chief Financial Officer



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:

| S.No | Name of the Director | Ratio of the remuneration to the median remuneration of the employees |
|------|----------------------|---|
| 1. | Mr. Puneet Jain | 137.52:1 |
| 2. | Mr. Naresh Chand | 16.18:1 |

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

| S.No | Name of the managerial person/ Company Secretary | Ratio of the remuneration to the median remuneration of the employees |
|------|--|---|
| 1. | Mr. Harun Rashid Ansari | 7.97:1 |

- (iii) The number of permanent employees on the rolls of Company : 146 (excluding employees on contractual basis).
- (iv) In the Financial Year 2018-19, there was an increase of 20.40% in the median Remuneration of employees.
- (v) 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.
- (vi) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: 23.82%
- (vii) The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the company.



ASHIANA ISPAT LIMITED

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, 2019

| 1) Names of top 10 Employees Employed throughout the Financial Year and in receipt of remuneration aggregating Rs 1,00,00,000 or more | | | | | | | | |
|---|-------------------|----------------------|---------------|--------------------|---------------------------|-----|---|--|
| 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 | 1.02 Crores | Graduate | 21 years | - | 43 | - | 9.33 |

| 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

(Naresh Chand)
Chairman
DIN 00004500

(Puneet Jain)
Managing Director
DIN: 00814312



ANNEXURE E

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

Corporate Governance at Ashiana is a continuous journey and the Company has a strong legacy of fair, transparent and ethical governance practices. The Company's basic Corporate governance philosophy lies in conducting its business in a fair, transparent and ethical manner in order to protect the interest of the stakeholders and promote the overall growth of the society.

At Ashiana, the principles enshrined in the Corporate Governance framework are followed ethically in letter as well as in spirit. Our Corporate Governance principles ensure that we give accurate and timely disclosures of all material activities and events affecting the Company and its functioning by putting in place appropriate systems and processes.

Your Company is in compliance with the requirements of Corporate Governance as contained in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, which are illustrated as follows:

2. BOARD OF DIRECTORS

- (a) The strength of Board of Directors of the Company as on 31.03.2019 was consisting of 6 Members. 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.

| Name of the Director | Category |
|-----------------------|---|
| Mr. Naresh Chand | Chairman (Promoter, Executive) |
| Mr. Puneet Jain | Managing Director (Promoter, Executive) |
| Mr. Tara Chand Kansal | Director (Independent, Non-Executive) |
| Mr. Ram Kumar Garg | Director (Independent, Non-Executive) |
| Mr. Rajesh Kumar Pal | Director (Independent, Non-Executive) |
| Mrs. Shruti Jain | Director (Independent, Non-Executive) |

- b) Attendance of each director at the Board meetings held during the year 2018-19 and at the last Annual General Meeting

| Name of the Director | Category | Meetings held during the year | Meetings attended | Attendance at Last AGM |
|-----------------------|---|-------------------------------|-------------------|------------------------|
| Mr. Naresh Chand | Chairman (Promoter, Executive) | 6 | 6 | Y |
| Mr. Puneet Jain | Managing Director (Promoter, Executive) | 6 | 6 | Y |
| Mr. Tara Chand Kansal | Director (Independent, Non-Executive) | 6 | 6 | Y |
| Mr. Ram Kumar Garg | Director (Independent, Non-Executive) | 6 | 4 | Y |
| Mr. Rajesh Kumar Pal | Director (Independent, Non-Executive) | 6 | 4 | Y |
| Mrs. Shruti Jain | Director (Independent, Non-Executive) | 6 | 4 | Y |



ASHIANA ISPAT LIMITED

- c) No. of other Boards/Board Committees in which the Directors are either Member or Chairman as at March 31, 2019

| Name of the Director | Board | | Committee | |
|-----------------------|----------|--------|-----------|--------|
| | Chairman | Member | Chairman | Member |
| Mr. Naresh Chand | 4 | 4 | -- | -- |
| Mr. Puneet Jain | -- | 4 | -- | -- |
| Mr. Tara Chand Kansal | -- | 1 | 2 | 3 |
| Mr. Ram Kumar Garg | -- | 0 | -- | -- |
| Mr. Rajesh Kumar Pal | -- | 0 | -- | 2 |
| Mrs. Shruti Jain | -- | 0 | 1 | 3 |

- d) No. of Board Meetings held and dates on which they were held during the year 2018-19

| Quarter | Number of Meetings | Date on which meeting held |
|-------------|--------------------|----------------------------|
| 1st Quarter | 1 | 30.05.2018 |
| 2nd Quarter | 2 | 19.07.2018 13.08.2018 |
| 3rd Quarter | 2 | 14.11.2018 22.11.2018 |
| 4th Quarter | 1 | 12.02.2019 |

- 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**

| Name of the Director | No. of Shares | No. of Convertible Instruments |
|-----------------------|---------------|--------------------------------|
| Mr. Tara Chand Kansal | Nil | Nil |
| Mr. Ram Kumar Garg | Nil | Nil |
| Mr. Rajesh Kumar Pal | Nil | Nil |
| Mrs. Shruti Jain | Nil | Nil |

- g) **Declaration of Independence :**

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.

Independent Directors Meeting

A meeting of the Independent Directors was held on 06.02.2019 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.

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.

COMMITTEES OF DIRECTORS

3. 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

| Name of the Member | Status | Nature of Directorship | Meetings held during the year | Meetings attended |
|----------------------|----------|---------------------------------------|-------------------------------|-------------------|
| Mr. Tarachand Kansal | Chairman | Director (Independent, Non-Executive) | 4 | 4 |
| Mr. Rajesh Kumar Pal | Member | Director (Independent, Non-Executive) | 4 | 4 |
| Mrs. Shruti Jain | Member | Director (Independent, Non-Executive) | 4 | 4 |

4. 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

| Name of the Member | Status | Nature of Directorship | Meetings held during the year | Meetings attended |
|----------------------|----------|---------------------------------------|-------------------------------|-------------------|
| Mr. Tarachand Kansal | Chairman | Director (Independent, Non Executive) | 1 | 1 |
| Mr. Rajesh Kumar Pal | Member | Director (Independent, Non Executive) | 1 | 1 |
| Mrs. Shruti Jain | Member | Director (Independent, Non Executive) | 1 | 1 |

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 endeavors 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 (during the year 2018-19) | Executive Directors | | Non-executive Independent Directors | | | |
|--|---------------------|-----------------|-------------------------------------|----------------------|--------------------|------------------|
| | Mr. Naresh Chand | Mr. Puneet Jain | Mr. Tarachand Tarachand Kansal | Mr. Rajesh Kumar Pal | Mr. Ram Kumar Garg | Mrs. Shruti Jain |
| Salary | 12,00,000 | 1,02,00,000 | Nil | Nil | Nil | Nil |
| Commission | Nil | Nil | Nil | Nil | Nil | Nil |
| PF Contribution | Nil | Nil | Nil | Nil | Nil | Nil |
| Sitting fees | 10,000 | Nil | 20000 | 12500 | 12500 | 15000 |

5. 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* | Chairman | Director (Independent, Non-Executive) | 5 | 5 |
| Mr. Naresh Chand | Member | Director (Executive) | 5 | 5 |
| Mr. Tarachand Kansal | Member | Director (Independent, Non-Executive) | 5 | 5 |

- With appointment of Mr. Naresh Chand as Executive Director w.e.f 29.09.2018, he ceased to be Chairperson of Stakeholders' Relationship Committee. Thus, Mrs. Shruti Jain ,Director (Independent, Non-Executive) was appointed as Chairperson at his place.



ASHIANA ISPAT LIMITED

Name, designation and address of the Compliance Officer:

Mr. Harun Rashid Ansari
A-1117, Phase-III, RIICO Industrial Area,
Bhiwadi-301019, Alwar, Rajasthan

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

| Sl. No. | Description | Received | Resolved | Pending |
|---------|---|----------|----------|---------|
| 01 | Non receipt of Electronic Credits | NIL | NIL | NIL |
| 02 | Non receipt of Annual Reports | NIL | NIL | NIL |
| 03 | Non receipt of dividend | NIL | NIL | NIL |
| 04 | Non receipt of share certificate after transfer | NIL | NIL | NIL |
| 05 | SCORES | 3 | 3 | NIL |

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The CSR committee was constituted on 18th April, 2019 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

| Name of the Member | Status | Nature of Directorship |
|--------------------|----------|---------------------------------------|
| Mr. Naresh Chand | Chairman | Director (Executive) |
| Mr. Puneet Jain | Member | Director (Executive) |
| Mrs. Shruti Jain | Member | Director (Independent, Non Executive) |

Mr. Naresh Chand was appointed as Chairman of the Committee effective April 18, 2019.

Mr. Puneet Jain and Mrs. Shruti Jain were also appointed as members of the Committee effective April 18, 2019.

7. GENERAL BODY MEETINGS

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

| Financial Year | Location of the Meeting | Date and Time | Number of Special Resolutions passed | Details of Special Resolutions |
|----------------|---|-------------------------|--------------------------------------|---|
| 2017-18 | A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Dist- Alwar-Rajasthan | 29.09.2018 09.30 A.M | 3 | <ol style="list-style-type: none">Revision in the remuneration of Mr. Puneet Jain (DIN: 00814312), Managing Director of the CompanyChange in designation of Mr. Naresh Chand from non-executive director cum chairman to executive director cum chairman of the CompanyTo re-classify the status of certain persons/entities of Promoter & Promoter Group |



| | | | | |
|---------|--|-------------------------|---|--|
| 2016-17 | A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Dist- Alwar-Rajasthan | 31.08.2017 09.30 A.M | 3 | <ol style="list-style-type: none">1. To Issue Equity Shares on Preferential basis to Promoter & Public2. To re-classify the status of certain persons/entities of Promoter & Promoter Group3. To enhance the borrowing power over and above the Paid-up capital and free reserve |
| 2015-16 | A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Dist- Alwar-Rajasthan | 28.09.2016 11.30 A.M | 3 | <ol style="list-style-type: none">1. Alteration in the capital clause of Memorandum of Association2. Adoption of new Memorandum of Association3. Adoption of new Articles of Association |

(ii) Extraordinary General Meeting

No Extra Ordinary General Meeting held during the year ended 31.03.2019.

8. 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.ashianaipat.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.ashianaipat.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.

9. 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 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) As per the vigil mechanism applicable to the company, there is an ombudsman who is responsible for its implementation.
- (viii) 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.

10. 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



ASHIANA ISPAT LIMITED

and disclosures to be made while dealing with the shares of the company and also appraises the consequences for the violations.

11. GENERAL SHAREHOLDER' INFORMATION:

| | | | | |
|---|---|---|-------------------|------------------|
| 1 | Date, Time & Venue of AGM | 30th August, 2019 | | |
| 2 | Financial Year | 01st April,2018 to 31st March, 2019 | | |
| 3 | Listing on Stock Exchanges | Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 | | |
| 4 | Stock Scrip Code | BSE- 513401 | | |
| 5 | Annual Listing fees to Stock Exchanges (BSE) | Listing Fees as applicable have been paid. | | |
| 6 | Registrar and Transfer Agents | 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 | Dematerialisation of shares and Liquidity | As on 31st March, 2019, 6751465 shares representing 84.77% of shareholding have been dematerialised. The balance 1213335 equity shares representing 15.23% were in physical form | | |
| 8 | Plant locations/offices; | Registered office & Plant: A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Alwar, Rajasthan Corporate office: 908-910, Pearls Best Heights-II, Netaji Subhash Place, Pitampura, New Delhi-110034 | | |
| 9 | Market Price Data High, Low during each month in last Financial year | Month | High Price | Low Price |
| | | Apr-18 | 35.10 | 29.00 |
| | | May18 | 34.80 | 23.35 |
| | | Jun-18 | 34.50 | 27.55 |
| | | Jul-18 | 30.00 | 25.30 |
| | | Aug-18 | 34.40 | 27.25 |
| | | Sep-18 | 32.45 | 26.95 |
| | | Oct-18 | 34.75 | 27.20 |
| | | Nov-18 | 34.35 | 22.90 |
| | | Dec-18 | 30.50 | 21.80 |
| | | Jan-19 | 30.65 | 25.75 |
| | | Feb-19 | 28.95 | 18.05 |
| | | Mar19 | 30.20 | 18.30 |

12. Capital Build up during the Financial Year

Distribution of Shareholding as on March 31, 2019:

| S.no. | Category | No. of Cases | % of Cases | Amount | % of Amount |
|-------|---------------|--------------|---------------|----------------|--------------|
| i | 1-500 | 10183 | 96.93 | 1450525 | 18.21 |
| ii | 501 -- 1000 | 157 | 1.49 | 131382 | 1.65 |
| iii | 1001 --2000 | 69 | 0.66 | 105746 | 1.33 |
| iv | 2001 --3000 | 25 | 0.24 | 59747 | 0.75 |
| v | 3001 --4000 | 12 | 0.11 | 41913 | 0.53 |
| vi | 4001 --5000 | 20 | 0.19 | 93164 | 1.17 |
| vii | 5001 -10000 | 15 | 0.14 | 113041 | 1.42 |
| viii | 10001 & above | 25 | 0.24 | 5969282 | 74.94 |
| | Total | 10506 | 100.00 | 7964800 | 10.00 |



ASHIANA ISPAT LIMITED

13. SHAREHOLDING PATTERN AS ON 31st MARCH, 2019 :

| Category | No. of shares held | Percentage of shareholding |
|--|--------------------|----------------------------|
| Promoters-Individuals/HUF | 3165465 | 39.74 |
| Promoters- Body Corporate | 140000 | 1.76 |
| Mutual funds / UTI | | |
| Total shareholding of Promoters | 3305465 | 41.50 |
| Financial Institutions /Banks | 0 | 0.00 |
| Foreign Institutional Investors | 0 | 0.00 |
| Venture Capital Funds | 0 | 0.00 |
| Bodies Corporate | 982974 | 12.34 |
| Foreign Bodies Corporate | 0 | 0.00 |
| Other Non-Institutional Public shareholders | 3676361 | 46.16 |
| Total Non-Institutional Public shareholders | 4659335 | 58.50 |
| Total shareholding | 7964800 | 10.00 |

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, 2019.

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 :

A copy of the Code of Conduct applicable for the Board and Senior Management has been placed on the Web site of the company.

Declaration regarding compliance of code of conduct:

I, Puneet Jain, Managing director of Ashiana Ispat Limited hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the code of conduct during the financial year ended 31.03.2019.

Place: Bhiwadi

Date: 30.05.2019

(Puneet Jain)
Managing Director
DIN: 00814312



ASHIANA ISPAT LIMITED

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, 2019. 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: May 30, 2019
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, 2019 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, 2019

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

To,

The Members,

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, 2018 and ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2019 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;
 - (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; and 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

12. 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 observed that the company has delayed in filing resolutions with respect to appointment of cost auditor, Section 148 read with Companies(Audit and Auditor) Rules, 2014 of the Act.

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.
- Majority decisions are carried out unanimously and are captured and recorded as part of the minutes.

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: 30/05/2019

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



Annexure to the Secretarial Audit Report

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: 30/05/2019



ASHIANA ISPAT LIMITED

ANNEXURE G

EXTRACT OF ANNUAL RETURN

FOR THE FINANCIAL YEAR ENDED March 31, 2019

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

I. REGISTRATION & OTHER DETAILS:

| | |
|---|---|
| CIN | L27107RJ1992PLC006611 |
| Registration Date | 25/03/1992 |
| Name of the Company | ASHIANA ISPAT LIMITED |
| Category/Sub-category of the Company | PUBLIC COMPANY/ LIMITED BY SHARES |
| Address of the Registered office & contact details | A-1116, RIICO INDUSTRIAL AREA, PHASE-III, BHIWADI-301019, DIST- ALWAR (RAJASTHAN) |
| Whether listed company | YES |
| Name, Address & contact details of the Registrar & Transfer Agent, if any. | LINK INTIME INDIA PVT. LTD. 44, Community Centre, Naraina Industrial Area, Phase-I, Near PVR Cinema, New Delhi-110028 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

| SN | Name of Company | Address | CIN/GLN | Holding/Subsidiary/ Associate | % of shares held | Applicable Section |
|----|-----------------|---------|---------|-------------------------------|------------------|--------------------|
| 1 | 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-2018] | | | | No. of Shares held at the end of the year[As on 31-March-2019] | | | | % Change during the year |
|--------------------------|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter s | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 3120040 | 0 | 3120040 | 39.17 | 3165465 | 0 | 3165465 | 39.74 | +0.57% |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| d) Bodies Corp. | 140000 | 0 | 140000 | 1.76 | 140000 | 0 | 140000 | 1.76 | -- |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |



ASHIANA ISPAT LIMITED

| | | | | | | | | | |
|--|----------------|----------|----------------|--------------|----------------|----------|----------------|--------------|---------------|
| Total shareholding of Promoter (A) | 3260040 | 0 | 3260040 | 40.94 | 3305465 | 0 | 3305465 | 41.50 | +0.57% |
| B. Public Shareholding | | | | | | | | | |
| 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 | 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) FIs | 00 | 0 | 0 | 0 | 00 | 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 | |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 1018108 | 2800 | 1020908 | 12.82 | 980174 | 2800 | 982974 | 12.34 | -0.48% |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 869888 | 1235835 | 2105723 | 26.44 | 788147 | 1189535 | 1977682 | 24.83 | -1.61% |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 1504934 | 21000 | 1525934 | 19.16 | 1385246 | 21000 | 1406246 | 17.66 | -1.50% |
| C) NBFC Registered with RBI | 0 | 0 | 0 | 0 | 150 | 0 | 150 | 0.00 | -- |
| d) Others (specify) | | | | | | | | | |
| Non Resident Indians | 2833 | 0 | 2833 | 0.03 | 3840 | 0 | 3840 | 0.05 | +0.02 |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |



ASHIANA ISPAT LIMITED

| | | | | | | | | | |
|--|----------------|----------------|----------------|--------------|----------------|----------------|----------------|--------------|---------------|
| Foreign Nationals | c | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Clearing Members | 19034 | 0 | 19034 | 0.24 | 17873 | 0 | 17873 | 0.22 | -0.02% |
| Trusts/HUF | 30328 | 0 | 30328 | 0.38 | 270570 | 0 | 270570 | 3.40 | +3.02% |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Sub-total (B)(2):- | 3445125 | 1259635 | 4704760 | 59.06 | 3446000 | 1213335 | 4659335 | 58.50 | -0.56% |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 3445125 | 1259635 | 4704760 | 59.06 | 3446000 | 1213335 | 4659335 | 58.50 | -0.56% |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Grand Total (A+B+C) | 6705165 | 1259635 | 7964800 | 100 | 6751465 | 1213335 | 7964800 | 100 | -- |

B) Shareholding of Promoter-

| SN | 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 | 437000 | 5.49 | 0.00 | 482425 | 6.06 | 0.00 | +0.57% |
| 6 | ASHIANA FINCAP PVT. LTD. | 140000 | 1.76 | 0.00 | 140000 | 1.76 | 0.00 | -- |
| | TOTAL | 3260040 | 40.94 | 0.00 | 3305465 | 41.51 | 0.00 | +0.57% |

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

| | | 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 | 437000 | 5.49 | 482425 | 6.06 |
| 6 | ASHIANA FINCAP PVT. LTD. | 140000 | 1.76 | 140000 | 1.76 |
| | TOTAL | 3260040 | 40.94 | 3305465 | 41.51 |



ASHIANA ISPAT LIMITED

D) Shareholding Pattern of top ten Shareholders:

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

| SN | Name | No. of Shares held at the beginning of the year [As on 31-March-2018] | | No. of Shares held at the end of the year [As on 31-March-2019] | | % change in shareholding during the year |
|-----|------------------------------------|--|----------------------------------|--|----------------------------------|--|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 1. | Shree Giriraj Securities Pvt. Ltd. | 517295 | 6.50 | 517295 | 6.50 | -- |
| 2. | Kamdhenu Steels and Alloys Limited | 330735 | 4.15 | 330735 | 4.15 | -- |
| 3. | Monika Garg | 300000 | 3.77 | 300000 | 3.77 | -- |
| | Sandeep Garg | 300000 | 3.77 | 300000 | 3.77 | -- |
| 4. | Seema Jain | 250000 | 3.14 | 250000 | 3.14 | -- |
| 5. | Shyam Dhannuka | 222469 | 2.79 | 222469 | 2.79 | -- |
| 6. | Priyanka Dhannuka | 200007 | 2.51 | 200007 | 2.51 | -- |
| 7. | Sandeep Garg HUF | 200000 | 2.51 | 200000 | 2.51 | -- |
| 8. | Satyam Comex Pvt. Ltd. | 152116 | 1.91 | 113298 | 1.42 | -0.49% |
| 9. | Sundeep Arjun Karna | 5933 | 0.07 | 46569 | 0.58 | +0.51% |
| 10. | Ragini Singhal | 32458 | 0.41 | 32458 | 0.41 | -- |

E) Shareholding of Directors and Key Managerial Personnel:

| SN | Name | Shareholding | | Increase / Decrease in Promoters Share holding | Reason | Cumulative Share Holding As on 31-03-2019 |
|------------------|---|---|-------------------|--|--------|---|
| | | At the beginning of the year [01-04-2018] | % of total shares | | | |
| Directors | | | | | | |
| 1. | Naresh Chand Chairman | 702500 | 8.82 | Nil Movement | | 702500 |
| 2. | Puneet Jain Managing Director | 743400 | 9.33 | Nil Movement | | 743400 |
| 3. | Sh. Tarachand Kansal Independent Director | 0 | 0.00 | Nil Movement | | 0 |
| 4. | Sh. Rajesh Kumar Pal Independent Director | 0 | 0.00 | Nil Movement | | 0 |



| | | | | | | |
|-----|--|---|------|--------------|--|---|
| 5. | Sh. Ram Kumar Garg Independent Director | 0 | 0.00 | Nil Movement | | 0 |
| 6. | Smt. Shruti Jain Independent Director | 0 | 0.00 | Nil Movement | | 0 |
| | Key Managerial Personnel | | | | | |
| 10. | 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 |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 284478305 | 145485970 | | 429964275 |
| ii) Interest due but not paid | - | - | - | |
| iii) Interest accrued but not due | - | - | - | |
| Total (i+ii+iii) | 284478305 | 145485970 | | 429964275 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 238189999 | - | - | 238189999 |
| * Reduction | - | 9817261 | - | 9817261 |
| Net Change | 238189999 | 9817261 | - | 228372738 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 522668304 | 135668709 | - | 658337013 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 522668304 | 135668709 | - | 658337013 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|-----|---|-------------------------|--------------|
| | | Puneet Jain | |
| 1 | Gross salary (Amount in Rs.) | 10200000 | 10200000 |
| | (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 | - | - |



ASHIANA ISPAT LIMITED

| | | | |
|---|--|----------|----------|
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission - as % of profit - others, specify... | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | 10200000 | 10200000 |
| | Ceiling as per the Act | * | |

* The Payment are as prescribed in Schedule and as per the Section 197 of the Companies Act, 2013.

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|-----|--|-------------------|--------------------|----------------------|------------------|--------------|
| | | Mr. T.C. KANSAL | Mr. Ram Kumar Garg | Mr. Rajesh Kumar Pal | Mrs. Shruti Jain | |
| 1 | Independent Directors | | | | | |
| | Fee for attending board committee meetings (Amount in Rs.) | 20,000 | 12,500 | 12,500 | 15,000 | 60,000 |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | 20,000 | 12,500 | 12,500 | 15,000 | 60,000 |
| 2 | Other Non-Executive Directors | Mr. Naresh Chand | | | | |
| | Fee for attending board committee meetings (Amount in Rs.) | 10,000 | - | - | - | 10,000 |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | 10,000 | - | - | - | 10,000 |
| | Total (B)=(1+2) | 30,000 | 12,500 | 12,500 | 15,000 | 70,000 |
| | Total Managerial Remuneration | 30,000 | 12,500 | 12,500 | 15,000 | 70,000 |
| | Overall Ceiling as per the Act | * | | | | |

* The Payment are as prescribed in Schedule and as per the Section 197 of the Companies Act, 2013.



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

| SN | Particulars of Remuneration | Key Managerial Personnel | | | |
|----|---|--------------------------|--------|-----|--------|
| | | CEO | CS | CFO | Total |
| 1 | Gross salary (Amount in Rs.) | - | 591000 | - | 591000 |
| | (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 | - | - | - | - |
| | Total | - | 591000 | - | 591000 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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



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 (AIL) succeeded to achieve double digit growth in its revenue. Revenue from operation at Rs.44081.56 Lacs in financial year 2018-19 increased by 45.93%. Profit after tax at Rs.427.27 Lacs in Financial year 2018-19 marginally improved over previous year net profit recorded in the year 2017-18. The results continued to show improvement over the prior year and the overall financial performance of the company has been satisfactory.

Industry Structure and Developments:

Production of TMT bar is expecting the year 2019-2020 onwards an upward trend.

In the Union Budget 2018-19, infrastructure allocation for the financial year 2018-19 has been increased by 20.9% YoY to Rs.5.97 lakh crore from Rs.4.94 lakh crore in the corresponding period a year ago. The government thus continues its push towards infrastructure and construction which is likely to drive the demand for steel in India during 2019-20, the sector being the largest consumer of steel in the country.

India's comparatively low per capita steel consumption and expected growth in consumption due to growing infrastructure construction, automobile and railways sectors has offered scope for growth. National Mineral Development Corporation is expected to increase the iron ore production to 75 million tonnes per annum (MTPA) until 2021 indicating new opportunities in the sector.

Domestic players' investments in expanding and upgrading manufacturing facilities are expected to reduce reliance on imports. In addition, the entry of international players would provide benefits in terms of capital resources, technical knowhow and more competitive industry dynamics.

Opportunity Threats, Risks and Concerns:

Opportunity

Demand would be supported by growth in the domestic market Infrastructure, oil and gas and automotive would drive the growth of the industry. Lower per capita consumption compared to international average Steel production in India is forecast to double by 2031, with growth rate expected to go above 10 per cent in FY18. To achieve steel capacity build-up of 300 million tonnes per annum (MTPA) by 2030, India would need to invest US\$ 156.08 billion by 2030-31. Ministry of Steel plans to set up Steel Research and Technology Mission in India to promote R&D activities in the sector. India's steel production in 2017 stood at 101.4 MT. Easy availability of low-cost manpower and presence of abundant iron ore reserves make India competitive in the global set up. 100 per cent FDI through the automatic route is allowed. Large infrastructure projects in the PPP mode are being formed National Steel Policy (NSP) implemented to encourage the industry to reach global benchmarks Policy.

Capitalisation of the opportunity:

Per capita consumption Steel is expected to be double by 2031 and therefore in order to increase our share in the domestic market production capacity of the plant is being increased substantially by the capital investment of Rs.200 Million. It is expected that production from the renovated plant will commence from the third quarter of the current financial year.

Risk and threat and concern:

As is normal and prevalent for any business, the company is likely to face competition from the large scale steel manufacturing company like TISCO. There can be risks inherent in meeting unforeseen situation, not uncommon in the industry. Company is fully aware of these challenges and is geared to meet them. Company also recognizes the risks associated with business and would take adequate measures to address the associated risks and concerns. Some of these factors include competition from other Brand, our pricing strategy being mainly dependent up on the opening price of raw material .



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 mindset 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: 30.05.2019

Place: Bhiwadi

(Naresh Chand)
Chairman
DIN 00004500



INDEPENDENT AUDITOR'S REPORT

To the Members of Ashiana Ispat Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ashiana Ispat Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss (including other comprehensive income), Statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

| Sr No | Key audit Matter | Auditor's Response |
|-------|--|---|
| 1 | <p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes</p> <p>Refer Notes 41 to the Financial Statements</p> | <p>Principal Audit Procedures Obtained details of completed tax assessments and demands as on March 31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. .</p> |

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, 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.



Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view the state of affairs, profit / loss (including other 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, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 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.
 - iii. There has been no such amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For DV Aggarwala & Co. LLP

Chartered Accountants

Firm Registration No.: :001263C/C400022

(Raghav Aggarwal)

Partner

Membership No.: 412838

Place: Bhiwadi

Date 30.05.2019



“Annexure A” to Independent Auditors’ Report (Referred to in paragraph 1 under the heading of Report on other legal & Regulatory requirement in our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, 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 have been physically verified by the management at the reasonable intervals, 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 explanation given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) Physical verification of 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 the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) According to the information and explanation given to us the Company has not granted any loans/ investments/ guarantees, and security where in the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.
- (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) In our opinion and according to the information and explanations given to us, the cost records have been maintained by the company pursuant to the Companies (Cost Records and Audit) Rule, 2014 prescribed the central government under section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained, however, we have not made a detailed examination of such cost records.
- (vii) (a) On the basis of our examination of the records of the Company, provident fund, employees’ state insurance, income tax, Goods and service Tax, duty of customs, cess and other applicable undisputed statutory dues have generally been deposited regularly with the appropriate authorities except delays in few cases and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned, for a period of more than six months from the date they became payable.
 - b. The disputed statutory dues aggregating to Rs. 116111 their against no amount has been deposited under protest on account of disputed matters pending before appropriate authorities as per details given below:

| Name of the Statute | Nature of the Dues | Period to which the amount relates | Amount | Forum where Dispute is pending |
|---------------------|--------------------|------------------------------------|--------|--------------------------------|
| Income Tax ACT | Income Tax Matters | A.Y. 2013-14 | 116111 | CIT (A) ,ALWAR |

- (viii) The Company has not defaulted in repayment of dues to banks or financial institutions. The Company has not issued any debentures.
- (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) The Company has paid the managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Company Act.



ASHIANA ISPAT LIMITED

- (xii) The Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us transactions with the related parties are in compliance with Section 177 and 188 of Act, wherever applicable and the details 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 explanation given to us the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For DV Aggarwala & Co. LLP

Chartered Accountants

Firm Registration No.: :001263C/C400022

(Raghav Aggarwal)

Partner

Membership No.: 412838

Place: Bhiwadi

Date 30.05.2019



Annexure B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Ashiana Ispat Limited ("the Company") as at 31st March 2019 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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:

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
- (c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019 based on the internal financial controls over financial reporting criteria established by the company considering the essential component of internal controls as 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 Aggarwala & Co. LLP .

Chartered Accountants

Firm Registration No001263C/C400022

(Raghav Aggarwal)

Partner

Membership No.: 412838

Place Bhiwadi

date 30.05.2019



ASHIANA ISPAT LIMITED

(Amount in Rs)

BALANCE SHEET AS AT 31.03.2019

| Particulars | Note No. | As at 31.03.2019 | As at 31.03.2018 |
|--------------------------------------|----------|----------------------|----------------------|
| ASSETS | | | |
| Non Current Assets | | | |
| (a) Property, Plant and Equipment | 4A | 102,759,866 | 95,996,341 |
| (b) Capital Work in Progress | | 122,037,202 | - |
| (c) Investment property | 4B | 23,372,204 | 23,753,222 |
| (d) Intangible Assets | | - | - |
| (e) Financial Assets | | | |
| ii) Loans | 5 | - | - |
| ii) Investments | 6 | - | - |
| iii) Other financial assets | 7 | 16,046,748 | 11,356,263 |
| (f) Other non current Assets | 8 | 33,117,185 | 379,000 |
| Total non current assets | | 297,333,205 | 131,484,826 |
| Current Assets | | | |
| (a) Inventories | 9 | 337,866,448 | 268,917,892 |
| (b) Financial Assets | | | |
| i) Trade Receivable | 10 | 756,029,228 | 584,693,179 |
| ii) Loans | 11 | - | - |
| iii) Investments | 12 | - | - |
| iv) Cash and Cash equivalents | 13 | 9,825,392 | 3,225,528 |
| v) Other Bank Balances | 14 | 9,011,618 | 8,509,681 |
| iv) Other financial assets | 15 | - | - |
| (c) other current assets | 16 | 44,751,397 | 38,564,169 |
| Total current assets | | 1,157,484,084 | 903,910,449 |
| Total Assets | | 1,454,817,289 | 1,035,395,276 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 17 | 79,648,000 | 79,648,000 |
| Other Equity | 18 | 355,958,078 | 314,096,045 |
| Total Equity | | 435,606,078 | 393,744,045 |
| Liabilities | | | |
| Non current Liabilities | | | |
| Financial liabilities | | | |
| - Long term borrowings | 19 | 190,653,725 | 137,985,970 |
| - Other financial liabilities | 20 | 4,321,606 | - |
| Long term provisions | 21 | 2,532,343 | 2,021,934 |
| Deferred tax liabilities (Net) | 22 | 8,130,234 | 8,693,077 |
| Other non-current liabilities | 23 | - | - |
| Total non current liabilities | | 205,637,907 | 148,700,981 |
| Current liabilities | | | |
| Financial liabilities | | | |
| - Short term borrowings | 24 | 467,683,289 | 291,978,305 |
| - Trade and other payables | 25 | 302,443,856 | 121,513,090 |
| - Other financial liabilities | 26 | 5,132,967 | 1,195,345 |
| Other current liabilities | 27 | 13,336,817 | 48,686,534 |
| Short-term provisions | 28 | 24,976,375 | 29,576,974 |
| Total current liabilities | | 813,573,304 | 492,950,247 |
| Total Liabilities | | 1,019,211,211 | 641,651,229 |
| Total Equity and Liabilities | | 1,454,817,289 | 1,035,395,276 |

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

(Raghav Aggarwal)

Partner

Membership No. : 412838

Place:- Bhiwadi

Date:- 30/05/2019

(Naresh Chand)

Chairman

DIN 00004500

(Puneet Jain)

Managing Director

DIN 00814312

(Harun Rashid Ansari)

Company Secretary

ACS 11147

(Ravindra Kumar Jain)

Chief Financial officer



ASHIANA ISPAT LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019

| Particulars | Note | Amount in Rs | |
|---|------|-----------------------------------|-----------------------------------|
| | | For the years ended 31.03.2019 | For the years ended 31.03.2018 |
| INCOME | | | |
| Revenue from operations | 29 | 4,408,155,689 | 3,020,786,743 |
| Other Income | 30 | 3,187,900 | 1,668,836 |
| Total Income | | 4,411,343,589 | 3,022,455,579 |
| EXPENDITURE: | | | |
| Cost of materials consumed | 31 | 3,645,334,432 | 2,289,718,846 |
| Purchase of Stock-in-Trade | | 4,141,915 | - |
| Changes in inventories of finished goods, work in progress | 32 | 18,858,590 | (6,614,331) |
| Employee Benefit Expense | 33 | 31,896,065 | 23,207,210 |
| Finance Costs | 34 | 45,841,747 | 52,145,328 |
| Depreciation and Amortisation expenses | 35 | 13,357,595 | 13,230,364 |
| Excise duty | | - | 74,295,236 |
| Other Expenses | 36 | 594,182,759 | 522,168,066 |
| Total Expenses | | 4,353,613,102 | 2,968,150,719 |
| Profit before Tax | | 57730487 | 54,304,860 |
| Tax expense: | | | |
| (1) Current tax | | 15,583,095 | 18,182,298 |
| (2) Deferred tax | | (562,843) | 880999 |
| Profit for the year | | 42710235 | 35241562 |
| Other comprehensive income/(loss) | | | |
| (1) Items that will not be reclassified to profit / loss | | 23,534 | 94,852 |
| (2) TAX Impacts on above | | (6,547) | (31,360) |
| | | - | - |
| Total comprehensive income for the year | | 16987 | 63492 |
| Total Comprehensive income for the Period (comprising profit after Tax and other comprehensive income after tax for the Period) | | | |
| | | 42727222 | 35305054 |

Earning per equity share of face value of Rs 10 each:

| | | |
|-------------------|------|------|
| Basic and Diluted | 5.36 | 5.72 |
|-------------------|------|------|

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

(Raghav Aggarwal)
 Partner
 Membership No. : 412838

(Naresh Chand)
 Chairman
 DIN 00004500

(Puneet Jain)
 Managing Director
 DIN 00814312

Place:- Bhiwadi
 Date:- 30/05/2019

(Harun Rashid Ansari)
 Company Secretary
 ACS 11147

(Ravindra Kumar Jain)
 Chief Financial officer



ASHIANA ISPAT LIMITED

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

| | (Amount in Rs) | |
|---|----------------------|---------------------|
| Particulars | 2018-19 | 2017-18 |
| [A] CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before Tax | 57,730,487 | 54,304,860 |
| Adjusted For :- | | |
| Depreciation and amortisation expenses | 13,357,595 | 13,230,364 |
| Finance Cost | 45,841,747 | 52,145,328 |
| Interest Income | (3,187,900) | (1,668,836) |
| (Profit) / Loss on sale of Investment | - | - |
| (Profit) / Loss on Sale of Property, Plant and Equipment | (389,419) | (576,615) |
| Operating Profit Before Working Capital Changes | 113,352,509 | 117,435,101 |
| Adjusted For :- | | |
| (Increase) / Decrease in trade receivables | (171,336,049) | (145,826,599) |
| (Increase) / Decrease in Other Assets | (43,615,898) | 72,680,705 |
| (Increase) / Decrease in Inventories | (68,948,556) | (39,786,476) |
| Increase / (Decrease) in trade payables | 180,930,766 | 63,794,406 |
| Increase / (Decrease) in Other Liabilities | (27090490) | (33,476,548) |
| Increase / (Decrease) in Provisions (Excluding current tax provision) | (19,656,301) | (11,676,521) |
| Cash Generated from Operations | (36,364,019) | 23,142,067 |
| Cash Flow Before Extraordinary Items | (36,364,019) | 23,142,067 |
| Income Tax Paid for earlier year | (865,189) | (950,898) |
| Net Cash From Operating Activities | (37,229,208) | 22,191,169 |
| [B] CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase Of Property, plant and equipment | (143,147,884) | (45,533,508) |
| Sale of Property, plant and equipment | 1,760,000 | 850,000 |
| Interest Received | 3,187,900 | 1,668,836 |
| Sale of Investment | - | - |
| Bank Balances not considered as Cash and Cash Equivalents | | |
| FDR with Bank | (501,937) | (507,131) |
| Net (Cash Used) in Investing Activities | (138,701,921) | (43,521,803) |
| [C] CASH FLOW FROM FINANCING ACTIVITIES | | |
| Finance Cost Paid | (45,841,747) | (52,145,328) |
| Increase in share capital | - | 98,000,000 |
| Proceeds / (Repayment) from long term borrowings | 52,667,755 | (102,283,027) |
| Proceeds / (Repayment) from short term borrowings | 175,704,984 | 79,250,947 |
| Net (Cash Used) / Generated in Financing Activities | 182,530,992 | 22,822,592 |
| Net Increase/ (Decrease) In Cash and Cash Equivalents | 6,599,864 | 1,491,959 |
| Cash and Cash Equivalents as at the beginning of the year | 3,225,528 | 1,733,568 |
| Cash and Cash Equivalents as at the end of the year | 9,825,392 | 3,225,528 |

Note to cash flow statement:

- 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 | 2,688,735 | 3,114,666 |
| Balance with banks: | | |
| -In Current Accounts | 7,136,657 | 110,862 |
| | 9,825,392 | 3,225,528 |

FOR DV Aggarwala & Co. LLP
CHARTERED ACCOUNTANTS
Firm Reg. No:001263C / C400022

(Raghav Aggarwal)
Partner
Membership No. : 412838

Place:- Bhiwadi
Date:- 30/05/2019

(Naresh Chand)
Chairman
DIN 00004500

(Puneet Jain)
Managing Director
DIN 00814312

(Harun Rashid Ansari)
Company Secretary
ACS 11147

(Ravindra Kumar Jain)
Chief Financial officer



ASHIANA ISPAT LIMITED

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, 2019 reported upon by us on 30th May 2019. 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 / C400022

(Raghav Aggarwal)
Partner
Membership No. : 412838

Place:- Bhiwadi
Date:- 30.05.2019



Notes to the financial statements for the year ended March 31, 2019

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 as well as the Ingots (which is also a raw material of TMT Bars).

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Statement of compliance

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 estimation

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) Property, plant and equipment

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.

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 DV Aggarwala & Co. LLP
CHARTERED ACCOUNTANTS
Firm Reg. No. 001263C/C400022

(Raghav Aggarwal)
Partner
Membership No. : 412838

(Naresh Chand)
Chairman
DIN :00004500

(Puneet Jain)
Managing Director
DIN :00814312

Place:- Bhiwad
Date 30.05.2019

(Ravindra Kumar Jain) (Harun Rashid Ansari)
Chief Financial Officer Company Secretary
ACS 11147

Note: 4A Property Plant and equipment

| DESCRIPTION OF ASSETS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | |
|-------------------------------------|--------------------|--------------------|---------------------|--------------------|--------------------|-------------------|--------------------|--------------------|--------------------|
| | As at 01.04.2018 | Addition | Sale | As at 31.03.2019 | Up to 31.03.2018 | For the Year | Up to 31.03.2019 | As At 31.03.2019 | As At 31.03.2018 |
| | (Rs.) | (Rs.) | (Rs.) | (Rs.) | (Rs.) | (Rs.) | (Rs.) | (Rs.) | (Rs.) |
| Tangible Assets | | | | | | | | | |
| Land | 4,982,220 | - | - | 4,982,220 | - | - | - | 4,982,220 | 4,982,220 |
| Building | 27,899,880 | - | - | 27,899,880 | 13,326,024 | 826,554 | 14,152,578 | 13,747,302 | 14,573,856 |
| Plant & Machinery | 142,838,378 | 43,00,039 | - | 147,138,417 | 86,655,898 | 7,014,191 | 93,670,088 | 53,468,329 | 56,182,480 |
| Coal Gassifire | 1,128,674 | - | - | 1,128,674 | 253,386 | 33,328 | 286,714 | 841,960 | 875,288 |
| Laboratory Equipments | 3,196,579 | - | - | 3,196,579 | 1,294,928 | 241,146 | 1,536,074 | 1,660,505 | 1,901,651 |
| Office Equipments | 1,994,820 | 940,105 | - | 2,934,925 | 1,438,410 | 247,278 | 1,685,688 | 1,249,237 | 556,411 |
| Vehicles | 36,861,917 | 14,937,171 | (10,925,903) | 40,873,185 | 20,295,464 | 4,430,057 | (9,555,323) | 25,702,987 | 16,566,453 |
| Computers | 651,765 | 13,220 | - | 664,985 | 341,261 | 158,197 | 499,457 | 165,528 | 310,504 |
| Furniture & Fixtures | 128,375 | 920,147 | - | 1,048,522 | 81,991 | 25,826 | 107,817 | 940,706 | 46,384 |
| Tubewell | 16,512 | - | - | 16,512 | 15,420 | - | 15,420 | 1,092 | 1,092 |
| Total | 219,699,121 | 21,110,682 | (10,925,903) | 229,883,900 | 123,702,780 | 12,976,578 | (9,555,323) | 127,124,034 | 95,996,342 |
| Note: 4B Investment Property | | | | | | | | | |
| i) Building | 24064300 | - | - | 24,064,300 | 311078 | 381018 | 692,096 | 23372204 | 23753222 |
| Total | 24064300 | - | 0 | 24,064,300 | 311078 | 381018 | 0 | 23372204 | 23753222 |
| Intangible Assets | | | | | | | | | |
| Capital Work-in-progress | - | 122,037,202 | - | 122,037,202 | - | - | - | 122,037,202 | - |
| Grand Total | 243,763,421 | 143,147,884 | (10,925,903) | 375,985,402 | 124,013,858 | 13,357,596 | (9,555,323) | 127,816,130 | 248,169,272 |
| Previous Year's Figures | 201,843,949 | 45,533,508 | (3,614,036) | 243,763,421 | 114,124,145 | 13,230,364 | (3,340,651) | 124,013,858 | 87,719,804 |



ASHIANA ISPAT LIMITED

Statement of Changes in Equity for the year ended 31.03.2019

A Equity share Capital

| Particulars | No. of Shares | Amount in Rs |
|--|---------------|--------------|
| Equity shares of Rs 10 each issued, subscribed and fully paid | | |
| As at 31.03.2018 | 7964800 | 79648000 |
| As at 31.03.2019 | 7964800 | 79648000 |

B Other Equity

| Reserve and Surplus | Retained Earnings | Share Premium |
|---|-------------------|-----------------|
| Balance as at 01.04.2017 | 216741890 | 0 |
| Profit (Loss) / raised during the year | 35,241,561 | 63000000 |
| other comprehensive income (loss) for the year | 63,492 | 0 |
| Income Tax Refund (Expenses) | (950898) | 0 |
| Balance as at 31.03.2018 | 251096045 | 63000000 |
| Profit (Loss) for the year / raised during the year | 42,710,235 | 63000000 |
| other comprehensive income (loss) for the year | 16,987 | 0 |
| Income Tax Refund (Expenses) | (865189.00) | 0 |
| Balance as at 31.03.2019 | 292958078 | 63000000 |

5 Financial Assets-Non current:- Loans

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|----------------------------|------------------|------------------|
| Unsecured, considered good | | |
| Total | - | - |

6 Financial Assets-Non current:- Investments

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--------------|------------------|------------------|
| | - | - |
| Total | - | - |

7 Financial Assets-Non current:- others financial assets

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|----------------------------|-------------------|-------------------|
| Unsecured, considered good | | |
| Security Deposits | 16,046,748 | 11,356,263 |
| Total | 16,046,748 | 11,356,263 |

8 Other non current assets

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|----------------------------|-------------------|------------------|
| Unsecured, considered good | | |
| RIICO Advance | 196,524 | - |
| Advance for Capital Goods | 32,588,788 | 379,000 |
| Income Tax Refund | 331,873 | - |
| Total | 33,117,185 | 379,000 |

9 Inventories

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|------------------|------------------|------------------|
| Raw Material | 302,528,085 | 220,625,152 |
| Work-in-Progress | 2,281,238 | 2,188,243 |
| Finished Goods | 11,542,800 | 31,035,764 |
| Stores & Spares | 6,617,040 | 6,246,448 |



ASHIANA ISPAT LIMITED

| | | |
|--|--------------------|--------------------|
| Waste and Scrap & Runner Riser | 1,339,477 | 798,098 |
| Others (Ferro Alloys, Coal, Low sulphur, moulds etc) | 13,557,808 | 8,024,187 |
| Total | 337,866,448 | 268,917,892 |

1. Entire Inventory has been hypothecated as security against the bank borrowings of the company.
For more details refer note no. 24

10 *Financial Assets-Current- Trade Receivable*

| Particulars | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|----------------------------------|-------------------------|-------------------------|
| Unsecured Considered Good | | |
| Trade Receivables | 756,029,228 | 584,693,179 |
| Total | 756,029,228 | 584,693,179 |

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 | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|----------------------------------|-------------------------|-------------------------|
| Unsecured Considered Good | | |
| Total | - | - |

12 *Financial Assets-Current- Investments*

| Particulars | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|--|-------------------------|-------------------------|
| Investment in Equity Instrument | | |
| Total | - | - |

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

| Particulars | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|---------------------|-------------------------|-------------------------|
| Cash in Hand | | |
| Cash Balance | 2,688,735 | 3,114,666 |
| Bank Balance | | |
| In Current Accounts | 7,136,657 | 110,862 |
| Total | 9,825,392 | 3,225,528 |

14 *Financial Assets-Current- other bank balances*

| Particulars | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|--|-------------------------|-------------------------|
| FDR with Bank | 9,011,618 | 8,509,681 |
| (Hypothecated with SBI Bank, Delhi, Refer note no. 24) | | |
| Total | 9,011,618 | 8,509,681 |

15 *Financial Assets-Current- other financial assets*

| Particulars | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|----------------------------------|-------------------------|-------------------------|
| Unsecured Considered Good | | |
| Advance to Related Parties | - | - |
| others | - | - |
| Total | - | - |

16 *Other current assets*

| Particulars | <i>As at 31.03.2019</i> | <i>As at 31.03.2018</i> |
|----------------------------------|-------------------------|-------------------------|
| Unsecured Considered Good | | |
| Advance Income Tax and TDS/TCS | 11,774,072 | 8,515,285 |
| Balance with GST Department | 11,050,476 | 1,543,506 |
| Prepaid Expenses | 2,627,864 | 1,013,775 |
| Balance with Sale Tax Department | 1,591,512 | 4,569,421 |
| Advance to Supplier | 13,506,949 | 18,887,571 |



ASHIANA ISPAT LIMITED

| | | |
|--|-------------------|-------------------|
| Interest Receivable on Electricity Security (JVNL) | 668,876 | 609,517 |
| Other Advance | 3,453,072 | 3,093,221 |
| Income Tax Refundable | 78,576 | 331,873 |
| Total | 44,751,397 | 38,564,169 |

1. Advance to related parties is NIL

17 Equity-Equity Share Capital

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|-------------------|-------------------|
| AUTHORIZED CAPITAL | | |
| Equity Shares of Rs. 10/- each. Amount | 150,000,000 | 150,000,000 |
| No of Shares | 15,000,000 | 15,000,000 |
| ISSUED, SUBSCRIBED & Fully PAID UP CAPITAL | | |
| Equity shares of Rs. 10/- each Amount | 79,648,000 | 79,648,000 |
| No of shares | 7,964,800 | 7,964,800 |
| Total | 79,648,000 | 79,648,000 |

The Details of Shareholders holding more than 5% shares:

| Name of shareholders | As at 31.03.2019 | | As at 31.03.2018 | |
|----------------------------------|------------------|--------|------------------|--------|
| | No. of Shares | % held | No. of Shares | % held |
| Puneet Jain | 743400 | 9.33 | 743400 | 9.33 |
| Naresh Chand | 702500 | 8.82 | 702500 | 8.82 |
| Uma Jain | 659690 | 8.28 | 659690 | 8.28 |
| Naresh chand HUF | 577450 | 7.25 | 577450 | 7.25 |
| Swati Jain | 482425 | 6.06 | 437000 | 5.49 |
| Shree Giriraj Securities Pvt.Ltd | 517295 | 6.50 | 517295 | 6.50 |

The Reconciliation of the number of shares and amount outstanding at the end of the reporting period

| Particulars | As at 31.03.2019 | | As at 31.03.2018 | |
|--|------------------|----------|------------------|----------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Equity Shares at the beginning of the year | 7964800 | 79648000 | 4464800 | 44648000 |
| Addition during the year | 0 | 0 | 3500000 | 35000000 |
| Equity Shares at the end of the year | 7964800 | 79648000 | 7964800 | 79648000 |

Rights, preference and restrictions attached to shares

The company has one class of equity shares having a value of RS 10 per share.
Each holder of equity is entitled to one vote per share held.

18 Equity-Other Equity

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|--------------------|--------------------|
| a Share Premium | 63,000,000 | 63,000,000 |
| b Surplus (Profit & Loss Account) | | |
| Balance brought forward from previous year | 251,096,045 | 216,741,890 |
| Add: Profit for the period | 42,710,235 | 35,241,562 |
| Add: other Comprehensive Income | 16,987 | 63,492 |
| Less:- Taxes of earlier years | (865,189) | 950,898 |
| Closing balance | 292958078 | 251,096,045 |
| Total | 355,958,078 | 314,096,045 |

19 Financial Liabilities- Non-current- Long term borrowings



ASHIANA ISPAT LIMITED

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|--|--------------------|--------------------|
| Unsecured Loan | | |
| From Body Corporate | 100,851,717 | 101,410,624 |
| From Directors | 17,095,283 | 36,575,346 |
| Term Loan from State Bank of India | 72,706,725 | |
| 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 in the name of Company | | |
| c) Hypothecation of Entire fixed assets of the Company. | | |
| Total | 190,653,725 | 137,985,970 |
| 20 Financial liabilities- Non current-other financial liabilities | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Vehicle Loans Secured against Hypothecation of Vehicles: | | |
| HDFC Bank Car Loan | 4,321,606 | - |
| Total | 4,321,606 | - |
| 21 Non Current Liabilities- Long Term Provisions | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Gratuity Payable (Unfunded) | 2,532,343 | 2,021,934 |
| Total | 2,532,343 | 2,021,934 |
| 22 Deferred Tax Liabilities (Assets) Net | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Deferred Tax Liabilities | | |
| On Diff. in WDV as per IT Act and as per Companies Act | 8,887,384 | 9,427,433 |
| Deferred Tax Assets on:- | | |
| Gratuity(Unfunded) | 757,150 | 734,356 |
| Net Deferred Tax Liabilities | 8,130,234 | 8,693,077 |
| 23 Other Non Current Liabilities | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Total | - | - |
| 24 Financial Liabilities - Current - Short term Borrowings | | |
| Particulars | As at 31.03.2019 | As at 31.03.2018 |
| Secured Loan from Bank | | |
| Working Capital Loan | | |
| 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. | 299,961,579 | 284,478,305 |
| 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 | | |



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Working Capital Demand Loan

From Yes Bank, New Delhi, secured by First Pari Passu charge on entire Current Assets & movable fixed assets (Except for the assets being specifically financed by other lenders) of the borrower both present and future. Exclusive charge over industrial property situated at A-1117, bhiwadi
Personal Guarrantee of two Directors Corporate Guarantee of Kamdhenu Steels & Alloys Ltd

150,000,000

b Unsecured Loans

| | | |
|---------------------|--------------------|--------------------|
| From Body Corporate | 13,124,346 | 7,500,000 |
| From Directors | 4,597,364 | |
| Total | 467,683,289 | 291,978,305 |

25 Financial Liabilities - Current - Trade and other payables

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|------------------|--------------------|--------------------|
| Sundry Creditors | 302,443,856 | 121,513,090 |
| Total | 302,443,856 | 121,513,090 |

26 Financial Liabilities - Current - Other financial liabilities

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---|------------------|------------------|
| Current Maturities of Vehicle Term Loans secured against the Vehicles: | | |
| HDFC Bank Car Loan | 3,142,296 | 79,535 |
| Creditors for Capital Goods | 1,990,671 | 1,115,810 |
| Total | 5,132,967 | 1,195,345 |

27 Other Current Liabilities

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|---------------------------|-------------------|-------------------|
| GST Payable | 1,370,636 | 14,544,631 |
| TDS & TCS Payable | 3,029,937 | 3,859,118 |
| Salary Payable | 1,745,769 | 1,827,999 |
| Bonus & Ex-Gratia Payable | 933,453 | 815,731 |
| ESI Payable | 118,159 | 90,980 |
| PF Payable | 343,700 | 282,000 |
| Advance from customers | 5,093,076 | 27,162,541 |
| Expenses Payable | 702,087 | 103,534 |
| Total | 13,336,817 | 48,686,534 |

28 Short Term Provisions

| Particulars | As at 31.03.2019 | As at 31.03.2018 |
|------------------------------|-------------------|-------------------|
| Provision for Current Tax | 15,583,095 | 18,182,298 |
| Gratuity Payable | 189,260 | 104,294 |
| Telephone Expenses payable | 17,201 | 39,012 |
| Power Expenses payable | 8,805,272 | 10,826,013 |
| Audit Fee Payable | 135,000 | 135,000 |
| ISI Expenses Payable | 221,547 | 186,356 |
| Professional Charges Payable | 25,000 | 104,000 |
| Total | 24,976,375 | 29,576,974 |



ASHIANA ISPAT LIMITED

Notes to Financial Statement for the year ended 31.03.2019

| 29 Revenue from Operations | | Amount in Rs | |
|---|----------------------|----------------------|--|
| Particulars | 31.03.2019 | 31.03.2018 | |
| Sale of Products | 4,420,083,349 | 2,993,286,743 | |
| Less Discount | 11,927,660 | | |
| Sale of the Products | 4,408,155,689 | 2,993,286,743 | |
| Other Operating Revenue : | | | |
| Commission Received | - | 27,500,000 | |
| Other Operating Revenue : | - | 27,500,000 | |
| Net Revenue from operation | 4,408,155,689 | 3,020,786,743 | |
| 30 Other Income | | | |
| Particulars | 31.03.2019 | 31.03.2018 | |
| Interest Income | | | |
| On Income Tax Refund | 78,576 | 425,623 | |
| Others | 3,109,324 | 1,243,213 | |
| Total Interest Income | 3,187,900 | 1,668,836 | |
| Other Income | | | |
| Profit on sale of Investment | - | - | |
| Total | 3,187,900 | 1,668,836 | |
| 31 Cost of Material Consumed | | | |
| Particulars | 31.03.2019 | 31.03.2018 | |
| Opening Stock | | | |
| Raw Material-M.S Scrap and Sponge | 49,528,210 | 32,676,224 | |
| Raw Material-M.S Ingots | 171,096,942 | 157,750,432 | |
| Add: -PURCHASES | | | |
| Raw Material-M.S Scrap and Sponge | 640,928,534 | 519,330,842 | |
| Raw Material-M.S Ingots | 3,086,308,831 | 1,800,586,500 | |
| Less:- Closing Stock | | | |
| Raw Material-M.S Scrap and Sponge | 35,302,147 | 49,528,210 | |
| Raw Material- M.S Ingots | 267,225,938 | 171,096,942 | |
| Raw Material consumed | 3,645,334,432 | 2,289,718,846 | |
| 32 Changes in Inventories of Finished Goods and Work in Progress | | | |
| Particulars | 31.03.2019 | 31.03.2018 | |
| Opening Stock of Finished Goods and Stock in Trade | 31,035,764 | 24,743,131 | |
| Opening Stock of Runner Riser and W &S, Scrapped rolls | 798,098 | 966,163 | |
| Opening Stock of Stock in Process | 2,188,243 | 1,698,480 | |
| Total | 34,022,105 | 27,407,774 | |
| Closing Stock of Finished Goods and Stock in Trade | 11,542,800 | 31,035,764 | |
| Closing Stock of Runner Riser and W & S, scrapped rolls | 1,339,477 | 798,098 | |
| Closing Stock of Stock in Process | 2,281,238 | 2,188,243 | |
| Total | 15,163,515 | 34,022,105 | |
| Total | 18858590 | (6,614,331) | |
| 33 Employee Benefit Expenses | | | |
| Particulars | 31.03.2019 | 31.03.2018 | |
| Salaries and Wages | 12,940,934 | 10,452,008 | |
| House Rent Allowance | 3,753,457 | 2,754,607 | |
| Conveyance Allowance | 879,000 | 642,800 | |
| Contribution to PF & EDLI Charges | 931,675 | 866,393 | |
| Contribution to ESI | 438,637 | 382,066 | |
| Directors Remuneration | 11,400,000 | 6,800,000 | |
| Gratuity | 618,909 | 493,605 | |



ASHIANA ISPAT LIMITED

| | | |
|---------------------|-------------------|-------------------|
| Bonus and Ex-Gratia | 933,453 | 815,731 |
| Total | 31,896,065 | 23,207,210 |

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

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

| | 2018-19 | 2017-18 |
|--|---------|---------|
| Employers Contribution to Provident fund | 858,484 | 789,014 |
| Employers Contribution to ESI | 438,637 | 382,066 |

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

| | 2018-19 | 2017-18 |
|--|------------------|------------------|
| Defined Benefit obligation at the beginning of the year | 2,126,228 | 1,727,475 |
| Interest cost | 164,783 | 133,879 |
| Current Service Cost | 454,126 | 359,726 |
| Benefits Paid | - | - |
| Actuarial Gain/loss | (23534) | (94852) |
| Defined Benefit obligation at the end of the year | 2,721,603 | 2,126,228 |

Funded Status

| | | |
|--|------------------|------------------|
| Present Value of the obligation at the end of the year | 2,721,603 | 2,126,228 |
| Fair Value of plan assets at end of the year | - | - |
| Net Liability (asset) recognised in Balance Sheet and related analysis | 2,721,603 | 2,126,228 |
| Funded Status | (2721603) | (2126228) |

Expenses Recognised during the year

| | 2018-19 | 2017-18 |
|---|----------------|----------------|
| Interest cost | 164,783 | 133,879 |
| Current Service Cost | 454,126 | 359,726 |
| Expended Return on plan assets | - | - |
| Actuarial Gain/loss | 0 | 0 |
| Expenses recognised in the profit and loss account | 618,909 | 493,605 |

Other comprehensive (income) /Expenses (Remeasurement)

| | 2018-19 | 2017-18 |
|--------------------------------------|-----------------|-----------------|
| Actuarial (gain)/Loss- obligation | (23,534) | (94,852) |
| Actuarial (gain)/Loss- Plan Assets | 0 | 0 |
| Total Actuarial (gain) / Loss | (23,534) | (94,852) |

Actuarial Assumptions

| | 2018-19 | 2017-18 |
|-------------------------------------|--------------|--------------|
| Discount Rate (in %) per annum | 7.75 | 7.75 |
| Salary Growth rate (in %) per annum | 5.00 | 5.00 |
| | IALM 2006-08 | IALM 2006-08 |
| Mortality LIC | Ultimate | Ultimate |
| Expected rate of return | - | - |

34 Finance Costs

| | 31.03.2019 | 31.03.2018 |
|--------------------------------|-------------------|-------------------|
| Particulars | 31.03.2019 | 31.03.2018 |
| Interest Expenses | 43,247,150 | 50,268,587 |
| Bank & other Financial Charges | 2,594,597 | 1,876,741 |
| Total | 45,841,747 | 52,145,328 |

35 Depreciation and Amortisation

| | 31.03.2019 | 31.03.2018 |
|--------------------|-------------------|-------------------|
| Particulars | 31.03.2019 | 31.03.2018 |
| Tangible Assets | 13,357,595 | 13,230,364 |
| Total | 13,357,595 | 13,230,364 |



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36 Other Expenses

| Particulars | 31.03.2019 | 31.03.2018 |
|--|--------------------|--------------------|
| Manufacturing Expenses: | | |
| Consumption of Stores and spares | 46,909,075 | 52,669,676 |
| Power and Fuel | 342,817,338 | 345,587,809 |
| Contractor Labour Charges | 15,785,636 | 12,420,118 |
| Insurance Plant and Machinery | 513589 | 533765 |
| Repair to Plant and Machinery | 417,914 | 432,791 |
| Increase/Decrease in Provision of Excise Duty on Closing Stock of finished goods | | (2,721,207) |
| Other Administrative Expenses: | | |
| Auditors Remuneration: | | |
| Statutory Audit Fee | 110,000 | 110,000 |
| Tax Audit | 40,000 | 40,000 |
| Insurance Others | 2,479,831 | 1,989,699 |
| Repair others | 205,490 | 162,048 |
| Rent | 2,760,000 | 2,873,332 |
| Miscellaneous Expenses | 1,361,171 | 1,916,863 |
| Donation | 1,640,000 | 1,882,000 |
| Vehicle Running Expenses | 451,848 | 678,714 |
| Loss on Sale of Vehicle | (389,419) | (576,615) |
| Legal & Professional Charges | 1,293,565 | 2,053,272 |
| Printing and Stationery Expenses | 361,679 | 381,448 |
| Telephone Expenses | 372,686 | 495,225 |
| Rates, Fee & Taxes | 1,062,171 | 1,113,260 |
| Selling and Distribution Expenses: | | |
| Sales Incentives | 113,361 | 46,326 |
| Freight outward etc | 89,999,845 | 55,116,779 |
| Business Promotion Expenses | 6,688,052 | 4,143,589 |
| Advertisement expenses | 78,548,078 | 40,043,221 |
| Consignment Expenses | - | 29,580 |
| Rebate and Discounts | (1,323) | 260,993 |
| Packing Material | 642,175 | 485,380 |
| Total | 594,182,759 | 522,168,066 |
| 37 Disclosure as per (Ind AS)-33- Earning per Share | | |
| Net Profit after tax as per P & L statement | 42710235 | 35241562 |
| Weighted average number of equity shares used as denominator for calculating EPS | 7964800 | 6162060 |
| EPS (Rs.) -Basic and Diluted | 5.36 | 5.72 |
| 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 Mag. T.Exim 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 | Amount in Rs | Amount in Rs |
|--|---------------------|---------------------|
| Nature of Transactions | 2018-19 | 2017-18 |
| Interest given on Unsecured Loans | 17985310 | 25475401 |
| Unsecured loans taken | 128460370 | 377540000 |
| Remunerations Paid to Directors | 11400000 | 6800000 |
| Repayment of Unsecured loans | 154464408 | 505357015 |
| Rent Paid | 2760000 | 2700000 |

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

| Name of Person | 2018-19 | 2017-18 |
|-----------------------|----------------|----------------|
| Puneet Jain | 10200000.00 | 6800000.00 |
| Naresh Chand | 1200000.00 | 0.00 |

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

The Company is manufacturing TMT Bars and Ingots, but M.S. Ingots is used as raw material of TMT Bars i.e. captively consumed, as both the product are inter related 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.

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 | 31.03.2019 | 31.03.2018 |
|--------------------|-------------------|-------------------|
| Income Tax | 116111.00 | 0.00 |

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:-

| Current tax: | 31.03.2019 | 31.03.2018 |
|---|-------------------|-------------------|
| Current tax on profit for the year | 15583095 | 18181957 |
| Charge / (credit) in respect of current tax for the earlier years - - | - | - |
| Total Current Tax | 15583095 | 18181957 |



ASHIANA ISPAT LIMITED

Deferred tax:

| | | |
|--|----------------|---------------|
| Origination and reversal of temporary differences | -562843 | 880999 |
| Charge in respect of Deferred tax for earlier year - | - | - |
| Total Deferred Tax - | -562843 | 880999 |

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 | As at 31.03.2019 | As at 31.03.2018 |
|--|-------------------------|-------------------------|
| Deferred Tax Liabilities (Assets) Net | | |
| On Diff. in WDV as per IT Act and as per Companies Act | 8,887,384 | 9,427,433 |
| Deferred Tax Assets on:- | | |
| Gratuity(Unfunded) | 757,150 | 734356 |
| Net Deferred Tax Liabilities | 8,130,234 | 8,724,438 |

- 43 As per section 135 of the Companies Act, 2013, amount required to be spent by the Company during the year ended March 31, 2019 is ` RS 721663 , computed at 2% of its average net profit for the immediately preceding three financial years, on Corporate Social Responsibility (CSR). The Company not incurred any amount during the year ended March 31, 2019.

In terms of our report attached of the even date

FOR DV Aggarwala & Co. LLP
CHARTERED ACCOUNTANTS
Firm Reg. No:001263C / C400022

(Raghav Aggarwal)
Partner
Membership No. : 412838

Place:- Bhiwadi
Date:- 30/05/2019

(Naresh Chand)
Chairman
DIN 00004500

(Puneet Jain)
Managing Director
DIN 00814312

(Harun Rashid Ansari)
Company Secretary
ACS 11147

(Ravindra Kumar Jain)
Chief Financial officer



ASHIANA ISPAT LIMITED

ATTENDANCE SLIP

Please fill this Attendance Slip and hand it over at the entrance of the Meeting Hall

DP ID.....

Folio No.

Client ID.....

No. of Shares.....

Name and Address of the Shareholder.....

I hereby record my presence at the 27th Annual General Meeting of the Company held on Friday, the 30th August, 2019 at 09.30 A.M. at A-1116, Phase-III, RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan - 301019

Signature of Shareholder/ Proxy present

*Applicable for investors holding shares in electronic form.

1. Please handover the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of meeting.
3. As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for General Meeting issued by The Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"

Form No. MGT-11 Proxy form

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



ASHIANA ISPAT LIMITED

CIN: L27107RJ1992PLC006611

Name of the company: ASHIANA ISPAT LIMITED

Registered office: A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Dist.- Alwar (Rajasthan)

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

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

2. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on Friday, the 30th August, 2019 at 09.30 A.M. at A-1116, Phase-III, RIICO Industrial Area, Bhiwadi-301019, Alwar- Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of Financial Statements as at 31st March, 2019
2. To appoint a Director in place of Shri Puneet Jain (DIN 00814312)

Special Business:

3. Appointment of Mr. Nitin Jain as an Independent Director.
4. Appointment of Mr. Bharat Monga as an Independent Director.
5. Appointment of Mr. Shashank Jain as an Independent Director.
6. Revision in the remuneration of Mr. Naresh Chand (DIN: 00004500), Executive Director of the Company.
7. Approval for entering into Related Party Transaction.
8. Remuneration of M/s. Mithlesh Gupta & Co., Cost Auditors of the Company.

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

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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

LOCATION TO THE ANNUAL GENERAL MEETING





www.ashianaispat.in

Regd. Office & Works:

A-1116, RIICO Industrial Area, Phase-III
Bhiwadi-301019 Distt. Alwar (Rajasthan)
Phone : 01493-520100 EAPBX
Fax: 01493-520126

Corporate Office:

908-910, Pearl Best Height-II,
Netaji Subhash Place,
Pitampura, New Delhi-110034
Phone : 011-49032928