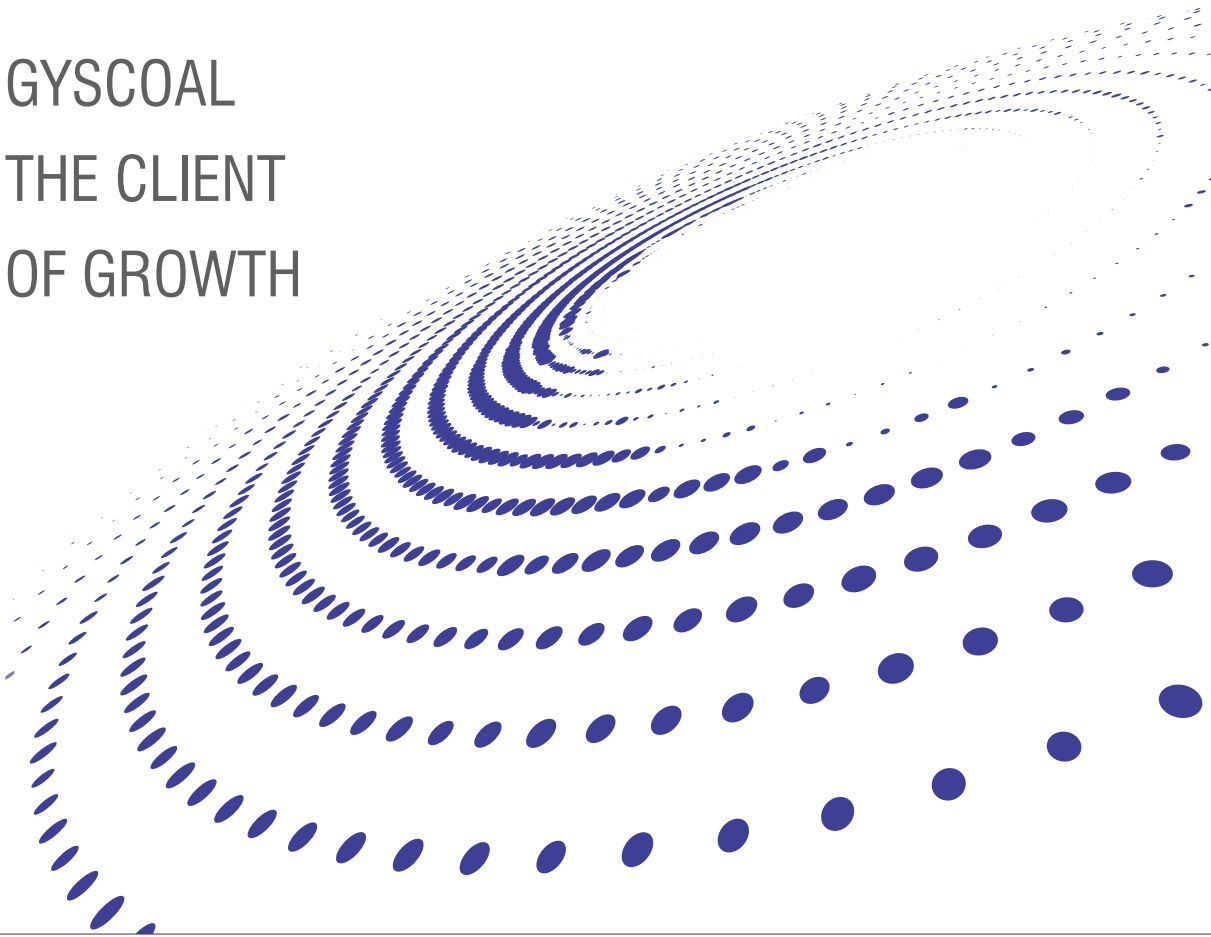




GYSCOAL ALLOYS LIMITED

21st ANNUAL
REPORT | 2019
2020

GYSCOAL
THE CLIENT
OF GROWTH



**CIN - L27209GJ1999PLC036656****IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the email address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

CONTENTS

Corporate Information	01
Notice.....	02
Directors' Report.....	14
Corporate Governance Report.....	40
Auditors' Report on Standalone Financial Statement	61
Standalone Financial Statements	72
Auditors' Report on Consolidated Financial Statement	108
Consolidated Financial Statements	116

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Viral M. Shah	Managing Director
Mr. Zankarsinh K. Solanki	Whole-time Director
Mr. Samirbhai Sharadbhai Jani*	Independent Director
Ms. Bharti A. Dhanak**	Independent Director
Ms. Nilam Relwani***	Independent Director
Mr. Surendra Patel****	Independent Director
Mr. Sunit Shah*****	Independent Director
Ms. Yashree Dixit*****	Independent Director
Mrs. Sarojben Mukund Shah*****	Non-Independent Director
Mrs. Dipali Manish Shah*****	Non-Independent Director

* Mr. Samir Jani was appointed on 30th May, 2020.

**Ms. Bharti A. Dhanak has resigned w.e.f. 23rd September 2020.

*** Ms. Nilam Relwani was appointed on 21st December 2020 and resigned w.e.f. 25th June 2020.

****Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

*****Mr. Sunit Shah, Ms. Yashree Dixit and Mrs. Sarojben Mukund Shah was appointed on 30th June 2020 and Mrs. Sarojben Mukund Shah resigned w.e.f. 24th August 2020

*****Mrs. Dipali Manish Shah was appointed on 24th August 2020

REGISTERED OFFICE & FACTORY

Plot No.2/3 GIDC Ubkhal, Kukarwada
Tal. Vijapur, Dist.: Mehsana 382830
Gujarat
Tel : +91-79-2763-252384
Fax +91-79- 26579387

CORPORATE OFFICE

2nd Floor, Mrudul Tower, B/h Times of India,
Ashram Road, Ahmedabad 380009, Gujarat
Tel. +91-79- 66614508, 66610181
Fax +91-79- 26579387
E-mail : info@gyscoal.com
Website: www.gyscoal.com

CHIEF FINANCIAL OFFICER

Mr. Zankarsinh K. Solanki (till 30th June 2020)
Mr. Vishal Parikh (appointed w.e.f. 30th June 2020)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Bhavika Sharma (till 8th February 2020)
Ms. Yashaswini Pandeya (Appointed w.e.f. 8th February 2020)

STATUTORY AUDITOR

Saurabh R. Shah & Co.
Chartered Accountants
F-8, Ganesh Plaza, Kalikund,
Dholka, Ahmedabad – 382225

SECRETARIAL AUDITOR

Chirag Shah & Associates
808, Shiromani Complex, Opp. Ocean Park,
S. M. Road, Satellite, Ahmedabad—380015

COST AUDITOR

V. H. Shah & Co.,
Cost Accountant

INTERNAL AUDITOR

Fenil P Shah and Associates,
Chartered Accountant

REGISTRAR AND TRANSFER AGENT

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Phone: +91 22 49186270
Fax: +91 22 49186060
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

BANKERS/LENDERS

1. UCO BANK
2. STATE BANK of INDIA

LISTING of SECURITIES**BSE Limited**

Stock Exchange Building
Phiroze Jeejeebhoy Towers, Dalal Street
022 6654 5695

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Tel No: (022) 26598100 - 8114
Fax No: (022) 26598120



NOTICE

NOTICE is hereby given that the twenty first Annual General Meeting (AGM) of the members of **Gyscoal Alloys Limited** will be held on Tuesday, 29th September, 2020 at 11:00 A.M through video conferencing mode (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements, Standalone and Consolidated, of the Company for the year ended 31st March 2020 including audited Balance Sheet as at 31st March 2020, Statement of Profit & Loss and Cash flow statement for the year ended on that date and the report of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Viral M Shah (DIN 00014182), who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS:

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

To regularize the appointment of Mr. Sunit J. Shah (DIN: 08074335), Additional Director as the Independent Director of the Company

"RESOLVED THAT Mr. Sunit J. Shah (DIN: 08074335), who was appointed as an Additional Director with effect from 30th June 2020 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for Five (5) consecutive years for a w.e.f 30th June 2020 to 29th June 2025."

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary forms to the appropriate authorities and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

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

To regularize the appointment of Ms. Yashree Dixit (DIN: 07775794), Additional Director as the Independent Director of the Company

"RESOLVED THAT Ms. Yashree Dixit (DIN: 07775794), who was appointed as an Additional Director with effect from 30th June 2020 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for Five (5) consecutive years for a w.e.f 30th June 2020 to 29th June 2025."



RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary forms to the appropriate authorities and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

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

To regularize the appointment of Ms. Dipali Manish Shah (DIN: 08845576), Additional Director as the Non-Executive Non-Independent Director of the Company

"RESOLVED THAT Ms. Dipali Manish Shah (DIN: 08845576), who was appointed as an Additional Director with effect from 24th August 2020 on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as Director of the Company, liable to retire by rotation, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)."

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary forms to the appropriate authorities and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

**By Order of the Board,
Gyscoal Alloys Limited**

**Date : 24/08/2020
Place : Ahmedabad**

**Viral M Shah
Managing Director
DIN 00014182**

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the SPECIAL BUSINESS to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this annual general meeting are also annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its



behalf and to vote through remote e-voting to the M/s. Link Intime India Private Limited, the Registrar and Transfer Agent, by email through its registered email address to rnt.helpdesk@linkintime.co.in or cs@gyscoal.com.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. Notice of AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with Company, its Registrar and Transfer Agent or CDSL/NSDL ("Depositories").
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gyscoal.com. The Notice can also be accessed from the websites of the Stock Exchanges (BSE and NSE) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com/
10. For members who have not registered their email address and holding shares in physical mode, can get their email id registered in the system by writing to cs@gyscoal.com along with scanned signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any officially valid document (OVD) (eg.: Driving License, Election Identity Card, Passport, Aadhar) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
11. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
13. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Link Intime India Private Limited, 506 TO 508, Amarnath Business Centre – 1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, off, Chimanlal Girdharlal Rd, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380006 or at the Share Division office of the Company at 2nd Floor, Mrudul Tower, Behind Times of India, Ashram Rd, Shreyas Colony, Navrangpura, Ahmedabad, Gujarat 380009.
14. Brief resumes of Directors including those proposed to be appointed /re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships



of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report and also enclosed with this notice.

15. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, to their DPs in the case the shares are held in electronic mode and to the company registrar and transfer agents, in the case the shares are held by them in physical form.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of amount, the amount to which each person is entitled, due date for transfer to IEPF fund, etc is provided by the Company on its website and on the website of the IEPF. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA or with the Company, before the unclaimed dividends are transferred to the IEPF. The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in form no. IEPF-5 available on www.iepf.gov.in.
18. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 in duplicate, duly filled in, to the RTA at the address mentioned in the Notes. The prescribed form in this regard may also be obtained from the RTA at the address mentioned in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company or RTA.
20. In terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
21. For any communication, the shareholders may also send requests to the Company's investor email id: cs@gyscoal.com.

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

The remote e-voting period begins on Saturday, 26th September, 2020 at 09:00 A.M. and ends on Monday, 28th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@gyscoal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@gyscoal.com

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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

- I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- II. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of
- III. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22.09.2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- IV. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using



"Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. Mr. Chirag Shah, Company secretary in Practice (having membership no. 5545, COP 3498) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gyscoal.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By Order of the Board,
Gyscoal Alloys Limited**

**Viral M Shah
Managing Director
DIN 00014182**

**Date : 24/08/2020
Place : Ahmedabad**

CONTACT DETAILS

Company : Gyscoal Alloys Limited

Regd.Office : Plot No.2/3 GIDC Ubkhal, Kukarwada Tal. Vijapur, Dist.: Mehsana 382830, Gujarat, India

CIN: L27209GJ1999PLC036656

E-mail ID: cs@gyscoal.com

RTA Address: Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

E-Voting Agency : National Securities Depository Limited (NSDL)

E-mail ID: evoting@nsdl.co.in

Phone: 1800-222-990

Scrutinizer : PCS Chirag Shah, Practising Company Secretary

E-mail ID: pcschirag@gmail.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 of THE COMPANIES ACT, 2013**

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

ITEM: 3

Appointment of Mr. Sunit J. Shah (DIN: 08074335) as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Sunit J. Shah (DIN: 08074335), be appointed as an Independent Director on the Board of the Company w.e.f 30th June 2020. The appointment of Mr. Sunit J. Shah (DIN: 08074335) be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sunit J. Shah (DIN: 08074335) for the office of Director of the Company. Mr. Sunit J. Shah (DIN: 08074335) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sunit J. Shah (DIN: 08074335) he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sunit J. Shah (DIN: 08074335) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sunit J. Shah (DIN: 08074335) is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Mr. Sunit J. Shah (DIN: 08074335) setting out the terms and conditions of Appointment is available for inspection by the members at the registered office of the Company.

The details of Mr. Sunit J. Shah (DIN: 08074335) as required under the provisions of Regulation 36(3) of the SEBI LODR Regulations, 2015 and other applicable provisions are provided in Annexure-A to this Notice.

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Sunit J. Shah (DIN: 08074335), has any concern or interest, financial or otherwise, in the resolution at Item No. 3 of this Notice.

ITEM: 4

Appointment of Ms. Yashree Dixit (DIN: 07775794) as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Ms. Yashree Dixit (DIN: 07775794), be appointed as an Independent Director on the Board of the Company w.e.f 30th June 2020. The appointment of Ms. Yashree Dixit (DIN: 07775794) be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Yashree Dixit (DIN: 07775794) for the office of Director of the Company. Ms. Yashree Dixit (DIN: 07775794) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Yashree Dixit (DIN: 07775794) she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Yashree Dixit (DIN: 07775794) fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Yashree Dixit (DIN: 07775794) is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Ms. Yashree Dixit (DIN: 07775794) setting out the terms and conditions of Appointment is available for inspection by the members at the registered office of the Company.

The details of Ms. Yashree Dixit (DIN: 07775794) as required under the provisions of Regulation 36(3) of the SEBI LODR Regulations, 2015 and other applicable provisions are provided in Annexure-A to this Notice.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Ms. Yashree Dixit (DIN: 07775794), has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

ITEM: 5

Appointment of Ms. Dipali Manish Shah (DIN: 08845576) as Non-Executive Non- Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Ms. Dipali Manish Shah (DIN: 08845576), be appointed as Non-Executive Non- Independent Director on the Board of the Company w.e.f 24th August 2020.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Dipali Manish Shah (DIN: 08845576) for the office of Director of the Company. Ms. Dipali Manish Shah (DIN: 08845576) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The details of Ms. Dipali Manish Shah (DIN: 08845576) as required under the provisions of Regulation 36(3) of the SEBI LODR Regulations, 2015 and other applicable provisions are provided in Annexure-A to this Notice. She shall be liable to retire by rotation.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Ms. Dipali Manish Shah (DIN: 08845576), has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

**By Order of the Board,
Gyscoal Alloys Limited**

**Viral M Shah
Managing Director
DIN 00014182**

**Date : 24/08/2020
Place : Ahmedabad**



ANNEXURE - A TO THE NOTICE

**DETAILS of THE DIRECTOR SEEKING APPOINTMENT of A NEW DIRECTOR OR
RE-APPOINTMENT AT THE 21ST ANNUAL GENERAL MEETING
(PURSUANT TO REGULATION 36(3) of THE SEBI (LISTING OBLIGATION AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

Name of the Director	Viral M Shah	Sunit J Shah	Yashree Dixit	Dipali Manish Shah
DIN	00014182	08074335	07775794	08845576
Date of Birth	02/05/1976	06/12/1978	19/07/1994	20/03/1977
Date of first Appointment on the Board	29/09/1999 (Since Incorporation)	30/06/2020	30/06/2020	24/08/2020
Directorship held in other Public Companies:	2	1	1	0
Memberships/ Chairmanships of Committees across Public Companies*	4	1	3	0
Education Qualification	B.COM	CA	CS	GRADUATE
Brief Resume of the Director including nature of expertise in specific function areas and their experience etc	He is presently the Chairman & Managing Director of the Company. He is having experience of more than 15 years in the steel & alloys business. He is associated with Company since incorporation and over a period of time, he has gained in-depth knowledge and experience in steel manufacturing as well as international sourcing and marketing. He handles all the production as well as marketing (domestic and international) related activities of the company. Having started his career with trading of steels and alloys, Mr. Shah has gained knowledge and experience over the last decade.	He is a practicing Chartered Accountant and working as Partner in CA Firm SJSJ & Co. He provides the accountancy and advisory services in banking, industry, insolvency, accounting and legal expertise to provide a comprehensive suite of services to Banks and Financial Institutions for managing stressed assets	She is an Associate Member of the Institute Company Secretaries of India (ICSI). Apart from that having a qualification in the Master of Commerce & Pursuing Doctorate in Analysis of Corporate Governance practices of selected Indian Companies at GLS University, Ahmedabad.	She is a graduate and having a good exposure in the field of business
Number of Shares held in the Company:	52609713	NIL	NIL	280810



Name of the Director	Viral M Shah	Sunit J Shah	Yashree Dixit	Dipali Manish Shah
Relationships between Directors inter-se	No other Directors are related to him.	No other Directors are related to him.	No other Directors are related to her.	No other Directors are related to her except Mr. Viral M Shah.
Details of remuneration sought to be paid	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Remuneration Last drawn	Rs. 7.79 Lacs	NIL	NIL	₹ 1.31 Lacs
Terms and Conditions of Appointment or Re-appointment	No change proposed for re-appointment.	No change proposed for re-appointment.	No change proposed for re-appointment.	No change proposed for re-appointment.

*Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included.

**DIRECTOR'S REPORT**

To
The Members,

Your Directors are pleased to present the twenty first Annual Report on business and operations of the company together with the Audited Financial Statements for the financial year ended 31st March, 2020.

FINANCIAL RESULTS

During the year under review, the Company has achieved Total Income of Rs. 7,347.75 lakhs. However Management look forward to improve the financial position of the Company and are optimistic about the future growth and performance of the Company.

The summarized financial results of the Company for the period ended 31st March, 2020 are as follows:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operation	6,472.43	14790.30	6,472.43	14790.30
Other Income	875.32	669.05	875.32	669.05
Total Income	7,347.75	15459.35	7,347.75	15459.35
Less: Expenditure	7763.36	15719.66	7763.36	15719.66
Profit/(loss)before Interest, Depreciation, Tax	415.61	260.31	415.61	260.31
Less: Interest	596.33	660.43	596.33	660.43
Less: Depreciation & Amortization Cost	553.95	665.39	553.95	665.39
Less: Extraordinary items	0.00	566.74	0.00	566.74
Profit/(loss)Before Tax	(1,565.89)	(2152.87)	(1,565.89)	(2152.87)
Less: Tax Expenses	(197.03)	(123.05)	(197.03)	(123.05)
Profit/(loss)after Tax	(1,368.86)	(2029.82)	(1,368.86)	(2029.82)
Other Comprehensive Income	7.00	(32.10)	7.00	(32.10)
Total Comprehensive Income for the period	(1,361.86)	(2061.92)	(1,361.86)	(2061.92)

CONSOLIDATED FINANCIAL STATEMENT:

The Consolidated Financial Statements for the financial year 2019-20 of the Company are prepared in accordance with relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this Annual Report.

FINANCIAL HIGHLIGHTS/OPERATIONAL REVIEW/ STATE of COMPANY'S AFFAIR

During the year under review, your Company incurred a Net Loss after tax of Rs. 1,368.86 lacs as compared to previous year Net Loss after Tax of Rs. 2029.82 lacs during the financial year 2019-20. Revenue from operation under review stood at Rs.6,472.43 lacs as compared to previous year Rs. 14790.30 lacs.

The Company is operating in only one segment i.e. S. S. Products. The company mainly manufactures SS Angles, SS Flats & SS Rounds and the % wise breakup of the products of the total turnover of the company is as under:-

S.S. ANGLE BARS	47%
S.S. FLAT BARS	30%
S.S. ROUND BARS	13%

IMPACT of COVID-19

The impact of COVID-19 pandemic has been felt all over the world. The effect on human lives has been unprecedented. At the same time the global economy has also seen a dramatic reversal. The effect due to the lock down and other measures induced by the Government to control the pandemic had a significant impact on the operations of our Company.



Consequent to the lock down announced by the Government, all operations of the company came to a standstill for temporary period from 24th March, 2020 to 31st May, 2020. The Company has resumed its head office operations from 01st June, 2020 with minimum staff as per the guidelines of Government. The factory is still temporary closed due to the unavailability of labours.

Material impact of COVID-19 pandemic on operations and performance of the Company is stated below

1. Impact of COVID-19 Pandemic on Business

The operations of the company was disturbed for a temporary period due to which first quarter financial results for Financial year 2020-21 will be affected which will have an impact on the Financials for the year 2020-21.

2. Ability to maintain operations including the factories/units/office spaces functioning and closed down

The head office operations of the Company has been resumed and the company is strictly complying with the guidelines issued by Government for social distancing, mandatory wearing face mask and proper sanitizations with proper interval and minimum staff. The Company will strictly comply with the guidelines issued by Government for social distancing, mandatory wearing face mask and proper sanitizations with proper interval and minimum staff at the factory too as and when the manufacturing operations will be commenced.

3. Schedule for restarting the operations

The head office operations of the Company recently resumed with partial capacity and minimum staff in accordance with the guidelines of Government. The Company has not been able to undertake its factory manufacturing activity since the beginning of lockdown and as a result, production of stainless steel, sales and other operational activities have been completely halted for the entire duration of the lockdown and it is continuing to be halted till time. The Company is monitoring the situation and will further update on the matter as and when warranted, including plan for factory resumption of operations, as the situation unfolds in the time to come. The factory operations are expected to be continue in last week of August 2020.

4. Steps taken to ensure smooth functioning of operations

The company has taken proper steps to ensure smooth functioning of operations and for ensuring health and safety of employee. It has taken series of measures and implemented guidelines for the same.

5. Estimation of future impact of COVID-19 on its operations

COVID-19 certainly have negative impact on the growth of the company. The business of the company is affected due to lockdown and various restrictions issued by Central and State Government. However, company is taking adequate measures to cope up in this difficult situation.

6. Details of impact of COVID-19 on listed entity's

- Capital and Financial resources – Since company's manufacturing operations are suspended therefore, Company's Capital and Financial resources are affected to some extent.
- Liquidity Position-There will be short term working capital crunch due to lockdown and the company is striving to manage its cashflows within the limitations. However, the company is confident to manage the same in coming period.
- Ability to service debt and other financial obligations-The Company will try its best to meet all its debt obligation.
- Internal Financial reporting and control- Internal Financial reporting and control are not affected
- Supply chain-Due to lockdown and restrictions imposed on transportation by government, the supply chain is adversely affected
- Demand for its product- It will continue at slower pace as and when the manufacturing will be commenced.

7. Existing contracts/agreements where non-fulfilment of the obligation

Existing contracts/agreements will not be effected. Hence, this will not have significant impact on the listed entity's business

8. Other relevant material updates about the listed entity's business No such material information

DIVIDEND & RESERVES

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year 2019-20.

**TRANSFER TO RESERVES**

Your company does not propose to transfer any amount to any reserves of the Company for the year under review.

SHARE CAPITAL

The paid up Equity Share Capital of the Company as on 31st March, 2020 was Rs. 1582.75 lacs Equity Shares of Rs. 1.00 each.

CHANGE IN THE NATURE of BUSINESS

There is no change in the nature of the business of the company.

MATERIAL CHANGES BETWEEN THE DATE of THE BOARD REPORT AND END of FINANCIAL YEAR

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report."

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Management Discussion and Analysis Report is given separately in "ANNEXURE F", forming part of the Annual report.

FIXED DEPOSITS

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on public deposits was outstanding at the end of financial year 2019-20.

SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES & CONSOLIDATED FINANCIAL STATEMENT

The Company has prepared Consolidated Financial Statement of the Company and while preparing the Consolidated Financial Statements, the Company has consolidated the accounts of our associate Company M/s. Goldman Hotels and Resorts Private Limited as per the requirements of Accounting Standards issued by the Institute of Chartered Accountants of India. The details of financial performance of Associate Company is furnished in Annexure C and attached to this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including consolidated financial statements of the Company and audited accounts of each of its subsidiaries, are available on our website, www.gyscoal.com.

DETAILS IN RESPECT of ADEQUACY of INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Directors have laid down proper and adequate system of internal financial controls to be followed by the Company and such policies and procedures adopted by the Company 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 adequacy and completeness of accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

The internal financial controls have been put in place across all key business processes of the Company. The internal controls are designed to facilitate and support the achievement of the Company's business objectives and such controls do enable the Company to adapt to changing and operating environment, to mitigate risks to acceptable levels and to support sound decision making and good governance.

The Company has re-appointed M/s Fenil P Shah as Internal Auditors in board meeting dated 30th June 2020 to carry out the internal audit. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness.

The Company endeavors to constantly upgrade the internal financial controls system and periodic evaluation of the same is undertaken by the Senior Management and the Audit Committee of the Board

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 (hereinafter "Listing Regulation"), a Report on Corporate Governance along with Compliance Certificate issued by M/s Chirag Shah & Associates, Company Secretary in Practice, confirming compliance of the conditions of Corporate Governance Report is attached as Annexure - G, which forms part of the Director's Report.

**CONSERVATION of ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure – A" and is attached to this report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION of RISK MANAGEMENT POLICY of THE COMPANY

Risk is an integral part of any business and therefore, Risk Management is an important function that the business management has to perform to ensure sustainable business growth.

The Board of the Company has framed the Risk Management Policy. The details of the policy are as updated on website of the company www.gyscoal.com. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. At present the company has not identified any element of risk which may threaten the existence of the company.

The Company does not fall under the ambit of top 100 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

DETAILS of POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

PARTICULARS of LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 of THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS of CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.gyscoal.com.

Your Directors draw attention of the members to Note 36 to the financial statement which sets out related party disclosures.

AUDITORS**a) Statutory Auditor**

The Statutory Auditors, M/s. Saurabh R Shah & Co., Chartered Accountants (ICAI Registration No. 112647W), Ahmedabad, were appointed at the 17th AGM to hold office from the conclusion of 17th AGM till the conclusion of the 22nd AGM.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Chirag Shah & Associates, Practicing Company Secretaries, Ahmedabad as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the Financial year 2019-20. The report given by the Secretarial Auditor is annexed as Annexure E and forms integral part of this Report.

c) Internal Auditor

The Company has re-appointed M/s Fenil P Shah, Ahmedabad as Internal Auditors in board meeting dated 30th June 2020 as Internal Auditors to carry out the internal audit of the Company for the financial year 2019-20. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness.

**d) Cost Auditor**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, your Directors has, on recommendation of the Audit Committee, appointed M/s. V.H. Shah & Co., Cost Accountant (ICWAI Registration No. 100257), Ahmedabad as Cost Auditor for conducting audit of cost accounting records maintained by the Company for "Steel Plant" for the financial year 2019-20 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousands only) plus out of pocket expenses, if any.

The Company do not fall under the category to appoint Cost auditor for the financial year 2020-21, therefore, the company has not proposed the appointment of Cost auditor for the financial year 2020-21.

STATUTORY AUDIT REPORT

The observation made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments under Section 134(3)(f) of the Act.

The explanation on adverse remarks / qualification(s) in the Auditor's Report-

Annexure "A" to Independent Auditors Report:

Point No (vii) (a): According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is not regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues to the appropriate authorities during the period. Such statutory dues are paid after its due dates during the year.

According to the information and explanations given to us, details of undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues aggregating Rs. 8.82 lacs were in arrears, as at 31st March, 2020 for a period of more than six months from the date they became payable are given in Annexure "A" to Independent Auditors Report.

Point No. (vii) (b) : According to the information and explanations given to us, the disputed statutory dues aggregating Rs. 15574.04 lacs that have not been deposited on account of disputed matter pending before appropriate authorities are given in Annexure "A" to Independent Auditors Report.

Point No. (viii) to the Standalone Financial Statements: According to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions, banks or debenture holders during the year and all those Accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at the interest rates sanctioned by the banks and shown under the other financial liabilities in Balance Sheet.

Explanation to Point No. (vii) (a), Point No. (vii) (b) and Point No. (viii) to the Standalone Financial Statements:

For Point No. (vii) (a) The audit qualifications pointed out by the auditor are just the disclosure of fact that the company has not deposited its disputed statutory dues with appropriate authority and has made default in repayment of Bank loan. This is not impacting financial position of the Company.

For Point No. (vii) (b) The stay order has been received against the amount disputed and not deposited & management is in the process of taking necessary steps to resolve pending statutory dues as mentioned in the Auditor's Report and taking measures to pay them within due course.

For Point No. (viii) In respect of default in repayment of Bank loans the company is in process of taking necessary steps to regularize those account.

SECRETARIAL AUDIT REPORT

The Board has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (ICSI Membership No. 5545 & CPN 3498), to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith marked as "Annexure E" to this Report.

Remark	Management Representation
NIL	NIL

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT of REMUNERATION AND DISCHARGE of THEIR DUTIES

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to Section 178(3) of the Companies Act, 2013.



The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company. Details of the Remuneration Policy are given in the Corporate Governance Report.

Your Company has adopted a defined policy and procedure for Appointment of Independent Directors which has been put on Company website www.gyscoal.com.

EXTRACTS of ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure B" and is attached to this Report and also available on website of the Company at the web link www.gyscoal.com.

NUMBER of BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 5(Five) times Board Meetings during the financial year on 30/05/2019, 14/08/2019, 13/11/2019, 21/12/2019 and 08/02/2020 the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 ("the Act"), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the profit of your Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS of EMPLOYEES

A statement containing the names and other particulars of the employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is appended as "Annexure – D" to this report.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 during FY 2019-20.

PREVENTION of SEXUAL HARASSMENT AT WORKPLACE

The Company strongly believes in providing a safe and harassment free workplace to all its employees. The Company continuously endeavors to create and provide an environment that enables women employees to work without fear of prejudice, gender bias and sexual harassment and/or any such orientation in implicit or explicit form. For this purpose, the Company has in place 'Policy of Protection of Women against Sexual Harassment at Work Place' and also formed Complaint Redressal Committees at various administrative units/ offices.

During the year under review, no cases of sexual harassment against women employees at any of its work place were filed under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



Your Company has constituted an Internal Complaints Committee across its commercial offices and Manufacturing sites.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**Directors**

Mr. Samirbhai Jani was appointed as Independent Director of the Company with effect from 30th May, 2019 and Ms. Nilam Relwani was also appointed as Independent Director of the Company with effect from 21st December, 2019 and she resigned from the post of Independent director w.e.f. 25th June 2020 due to pre-occupation and personal reasons. Mr. Surendra Patel has also resigned from the post of Independent Director from the Company with effect from 8th February, 2020.

Ms. Yashree Dixit and Mr. Sunit Shah was appointed as Independent directors of the company w.e.f. 30th June 2020 subject to regularization in this general meeting. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice of 21st Annual General Meeting of the Company.

Ms. Sarojben M Shah was appointed as Non-Executive Non-Independent Director of the company w.e.f. 30th June 2020, subject to regularization in this general meeting and liable to retire by rotation but due to some pre-occupation she resigned w.e.f. 24th August 2020.

Ms. Dipali Manish Shah was appointed as Non-Executive Non-Independent Director of the company w.e.f. 24th August 2020, subject to regularization in this general meeting and liable to retire by rotation.

The Independent Directors of the Company have given a declaration confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Mr. Viral M Shah (DIN 00014182) will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors recommends his re-appointment. A brief profile and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice of 21st Annual General Meeting of the Company.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of section 164 of the Companies Act, 2013.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities terms of appointment in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put upon the website of the Company at the web link: www.gyscoal.com.

Key Managerial Personnel

Mr. Zankarsinh Solanki was appointed as Chief Financial officer w.e.f. 30th May, 2019 but due to some pre-occupation, in his place, Mr. Vishal Parikh got appointed as Chief Financial officer of the Company w.e.f. 30th June 2020. Now, he is designated as Key Managerial Personnel of the Company.

During the year, Ms. Bhavika Sharma has resigned from the post of Company Secretary and compliance officer w.e.f. 8th February, 2020. In her place Ms. Yashaswini Pandeya has been appointed as Company Secretary and compliance officer w.e.f. 8th February, 2020

Mr. Vishal Parikh and Ms. Yashaswini Pandeya are the Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act 2013, read with the Rules framed thereunder.

REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS of THE COMPANY

There are no significant and material order passed by the Regulators or Courts or Tribunals which would impact the going concern status and the company's future operations.

ANNUAL EVALUATION of BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board and Nomination and Remuneration Committee had laid down the process and criteria for annual performance evaluation of the Board, its Committees and Individual Directors. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance



of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making.

The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

DISCLOSURE of COMPOSITION of AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members:

- a) Mr.Samir Jani* - Chairman
- b) Ms. Yashree Dixit** - Member
- c) Mr. Viral Shah - Member

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

*Mr. Samir Jani was appointed and designated as Chairman on 30th May, 2019 on his place.

** Ms. Yashree Dixit was appointed on 30th June 2020.

EMPLOYEES STOCK OPTION PLANS /SCHEMES

No Employee Stock Options were granted to the Directors or Employees of the Company during the year under review

1. DISCLOSURE REGARDING MAINTENANCE of COST RECORDS

The Company has maintained cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

2. SECRETARIAL STANDARDS

Your Company is in compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India in terms of the Companies Act, 2013.

ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their

For and on behalf of Board of Directors

Date: 24/08/2020
Place: Ahmedabad

Viral M. Shah
(Managing Director)
DIN – 00014182



ANNEXURE A - TO DIRECTORS' REPORT

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

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

A. CONSERVATION of ENERGY :**(i) Steps taken for conservation of energy**

The Company has adopted several energy conservation measures besides what had been carried out earlier. Periodical testing is being taken for each unit of power supply to verify that the energy consumed is minimized.

Total energy consumption and energy consumption per unit of production as per Form - A of the Annexure to the rules in respect of industries specified in the schedule thereto:

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
A. Power and Fuel Consumption Electricity		
Purchase in Unit KWH	7129446	10907804
Total Amount ₹	698.38	930.28
Rate KWH ₹	9.80	8.53
B. Consumption per unit of production		
Production (M.T)	8350.52	14678.88
Total Nos. of Unit (KWH)	7129446	10907804
Unit Per M.T.(KWH)	853.83	743.10
Cost per M.T. ₹	8363.25	6337.55

(ii) Steps taken by the Company for utilizing alternate sources of energy: NA**(iii) The Capital investment on energy conservation equipment's: NIL****B. TECHNOLOGY ABSORPTION :**

- (i) Efforts towards technology absorption: Continuous endeavor to improve Product Quality & Process Yield.
- (ii) The benefits derived like product improvement, cost reduction, product development or import Substitution: The Company is able to market its value added products in Domestic as well as International Market
- (iii) Information regarding imported technology (Imported during last three years): NIL
- (iv) Expenditure incurred on Research and Development : NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO :

	Current Year ₹	Previous Year ₹
» Foreign Exchange earned	1406.20 Lacs	2325.75 Lacs
» Foreign Exchange used	258.49 Lacs	627.33 Lacs



ANNEXURE B TO DIRECTORS' REPORT

FORM NO. MGT 9

EXTRACT of ANNUAL RETURN

As on financial year ended on 31.03.2020

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L27209GJ1999PLC036656
2.	Registration Date	29/09/1999
3.	Name of the Company	GYSCOAL ALLOYS LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVT COMPANY.
5.	Address of the Registered office & contact details	Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana, Kukarwada, Gujarat- 382830.
6.	Whether listed Company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PRIVATE LIMITED 5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad – 380009 Tel No : +91 22 49186270 Fax: +91 22 49186060 E-mail id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in

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	S.S. ANGLE BARS	99611925	47%
2	S.S. FLAT BARS	99611925	30%
3	S.S. ROUND BARS	99611925	13%

III. PARTICULARS of HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	M/s. Goldman Hotels & Resorts Private Limited D-20 Puspanjali Farm, Near Bijwasan, New Delhi - 110061 India	U55101DL2016PTC307912	Associate	26	Section 2(6)



VI. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity as on 31st March 2020)

i) Category-wise Share Holding

Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the beginning of the year - 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group									
(1) Promoters									
(1) Indian									
a) Individual/ HUF	68175086	0	68175086	'43.0737	68914283	0	68914283	'43.5407	'0.4670
b) Central Govt / State Govt.	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
c) Banks / FI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
d) Any Other									
e) Bodies Corp.	33659639	0	33659639	'21.2665	33759639	0	33759639	'21.3297	'0.0632
f) Any Other	101834725	0	101834725	'64.3401	102673922	0	102673922	'64.8704	'0.5303
Total shareholding of Promoter (A)(1)									
(2) Foreign	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
NRIs-Individuals	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Foreign Portfolio Investors									
Any Other	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Sub Total(A)(2)	101834725	0	101834725	'64.3401	102673922	0	102673922	'64.8704	'0.5303
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)									
B. Public Shareholding									
1. Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
a) Mutual Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
b) Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
c) Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
d) Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
e) Foreign Portfolio Investor	1000	0	1000	'0.0006	1000	0	1000	'0.0006	'0.0000
f) Financial Institutions / Bank	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
g) Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
h) Provident Funds / Pension Funds									
i) Others (specify)	1000	0	1000	'0.0006	1000	0	1000	'0.0006	'0.0000
Sub-total (B)(1)									



Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the beginning of the year - 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Central Govt /State Govt / President of India	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Sub Total (B)(2)									
3. Non-Institutions									
a) Individuals	14749801	30	14749831	'9.3191	15226050	30	15226080	'9.6200	'0.3009
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	26152137	0	26152137	'16.5232	27104542	0	27104542	'17.1249	'0.6017
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6000	0	6000	'0.0038	0	0	0	'0.0000	'-0.0038
b) NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
c) Employee Trusts									
d) Overseas Depositories	3968983	0	3968983	'2.5076	3529662	0	3529662	'2.2301	'-0.2775
e) Others (specify)	32090	0	32090	'0.0203	32990	0	32990	'0.0208	'0.0005
HUF	508700	0	508700	'0.3214	577388	0	577388	'0.3648	'0.0434
Non Resident Indians (Non Repat)	2527856	0	2527856	'1.5971	46064	0	46064	'0.0291	'-1.5680
Non Resident Indians (Repat)	8494238	0	8494238	'5.3667	9083912	0	9083912	'5.7393	'0.3726
Clearing Members	56439805	30	56439835	'35.6592	55600608	30	55600638	'35.1290	'-0.5302
Body Corporate	56440805	30	56440835	'35.6599	55601608	30	55601638	'35.1296	'-0.5303
Sub-total (B)(3):-	158275530	30	158275560	'100.0000	158275530	30	158275560	'100.0000	'0.0000
Total Public Shareholding (B)=(B)(1)+ (B)(2)+(B)(3)									
Total (A+B)									
C) Non Promoter – Non Public	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Custodian/DR Holder									
Employee Benefit Trust	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
Grand Total (A+B+C)	158275530	30	158275560	'100.0000	158275530	30	158275560	'100.0000	



B) Shareholding of Promoter-

Sr. No.	Particular	Shareholding At The Beginning of The Year – 2019			Shareholding At The End of The Year - 2020			% Change In Shareholding During The Year
		No. of Shares	% of Total Shares of The Company	% of Shares Pledged / Encumbered To Total Shares	No. of Shares	% of Total Shares of The Company	% of Shares Pledged / Encumbered To Total Shares	
1	Viral Mukundbhai Shah	51870516	'32.7723	'0.0000	52609713	'33.2393	'0.0000	'0.4670
2	Sampati Securities Limited	33659639	'21.2665	'0.0000	33759639	'21.3297	'0.0000	'0.0632
3	Giraben Kishorsinh Solanki	14157350	'8.9447	'0.0000	14157350	'8.9447	'0.0000	'0.0000
4	Solanki Zankarsinh Kishorsinh	1548570	'0.9784	'0.0000	1548570	'0.9784	'0.0000	'0.0000
5	Mona Viral Shah	282840	'0.1787	'0.0000	282840	'0.1787	'0.0000	'0.0000
6	Dipali Manish Shah	280810	'0.1774	'0.0000	280810	'0.1774	'0.0000	'0.0000
7	Viral M Shah Huf	35000	'0.0221	'0.0000	35000	'0.0221	'0.0000	'0.0000
	Total	101834725	'64.3401	'0.0000	102673922	'64.8704	'0.0000	'0.5303

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

Sn	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding during the year- 2020	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
1	Viral Mukundbhai Shah	51870516	32.7723			51870516	32.7723
	Transfer			05 Apr 2019	730549	52601065	33.2339
	Transfer			31 Mar 2020	8648	52609713	33.2393
	At The End of The Year					52609713	33.2393
2	Sampati Securities Limited	33659639	21.2665			33659639	21.2665
	Transfer			09 Aug 2019	100000	33759639	21.3297
	At The End of The Year					33759639	21.3297
3	Giraben Kishorsinh Solanki	14157350	8.9447			14157350	8.9447
	At The End of The Year					14157350	8.9447
4	Solanki Zankarsinh Kishorsinh	1548570	0.9784			1548570	0.9784
	At The End of The Year					1548570	0.9784
5	Mona Viral Shah	282840	0.1787			282840	0.1787
	At The End of The Year					282840	0.1787
6	Dipali Manish Shah	280810	0.1774			280810	0.1774
	At The End of The Year					280810	0.1774
7	Viral M Shah Huf	35000	0.0221			35000	0.0221
	At The End of The Year					35000	0.0221


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

SN	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding during the year- 2020	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
1	Mayurkumar Babubhai Patel	4959275	3.1333			4959275	3.1333
	At The End of The Year					4959275	3.1333
2	Trilochan Corporate Services Private Limited	2274567	1.4371			2274567	1.4371
	Transfer			18 Oct 2019	(84210)	2190357	1.3839
	Transfer			20 Dec 2019	41715	2232072	1.4102
	Transfer			27 Dec 2019	88423	2320495	1.4661
	Transfer			31 Dec 2019	90486	2410981	1.5233
	Transfer			17 Jan 2020	20000	2430981	1.5359
	Transfer			24 Jan 2020	995	2431976	1.5365
	Transfer			31 Jan 2020	22127	2454103	1.5505
	Transfer			07 Feb 2020	10369	2464472	1.5571
	At The End of The Year					2464472	1.5571
3	Maxspike Capital Management LLP	1545376	0.9764			1545376	0.9764
	Transfer			12 Apr 2019	549352	2094728	1.3235
	At The End of The Year					2094728	1.3235
4	Birju Atulkumar Jadvani	1184497	0.7484			1184497	0.7484
	Transfer			17 May 2019	537626	1722123	1.0881
	Transfer			31 May 2019	192301	1914424	1.2096
	At The End of The Year					1914424	1.2096
5	Krutarth Hiten Mehta	1344048	0.8492			1344048	0.8492
	Transfer			21 Jun 2019	2102	1346150	0.8505
	Transfer			29 Jun 2019	6270	1352420	0.8545
	Transfer			12 Jul 2019	10849	1363269	0.8613
	Transfer			06 Sep 2019	625	1363894	0.8617
	Transfer			11 Oct 2019	18350	1382244	0.8733
	At The End of The Year					1382244	0.8733
6	Xelogic Technology Solutions LLP	1109877	0.7012			1109877	0.7012
	Transfer			19 Apr 2019	50000	1159877	0.7328
	At The End of The Year					1159877	0.7328
7	Shailesh I Patel	1110550	0.7017			1110550	0.7017
	At The End of The Year					1110550	0.7017



SN	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding during the year- 2020	
		No. of shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the company
8	Ishwarbhai Girdharbhai Patel	1091640	0.6897			1091640	0.6897
	At The End of The Year					1091640	0.6897
9	Jitendra Ratilal Prajapati	932000	0.5888			932000	0.5888
	At The End of The Year					932000	0.5888
10	Nitaben Nileshbhai Patel	931670	0.5886			931670	0.5886
	At The End of The Year					931670	0.5886
11	Ase Capital Markets Limited	1634427	1.0326			1634427	1.0326
	Transfer			05 Apr 2019	(712275)	922152	0.5826
	Transfer			12 Apr 2019	(50061)	872091	0.5510
	Transfer			17 May 2019	(468826)	403265	0.2548
	Transfer			24 May 2019	(26663)	376602	0.2379
	Transfer			31 May 2019	(192301)	184301	0.1164
	Transfer			02 Aug 2019	(93201)	91100	0.0576
	Transfer			18 Oct 2019	(6100)	85000	0.0537
	Transfer			22 Nov 2019	(83400)	1600	0.0010
	Transfer			29 Nov 2019	23400	25000	0.0158
	Transfer			06 Dec 2019	(15000)	10000	0.0063
	Transfer			13 Dec 2019	(10000)	0	0.0000
	At The End of The Year					0	0.0000

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year - 2019		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding at the end of year 2020	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Viral Shah	51870516	32.77	-	739197	0.46	52609713	33.24
2	Zankarsinh Kishorsinh Solanki	1548570	0.98	-	-	-	1548570	0.98



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

(₹ In lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6535.73	891.68	NIL	7427.41
ii) Interest due but not paid	2674.20	NIL	NIL	2674.20
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	9209.93	891.68	NIL	10101.61
Change in Indebtedness during the financial year				
* Addition	551.94	169.28	NIL	721.22
* Reduction	NIL	NIL	NIL	-
Net Change	551.94	169.28	NIL	721.22
Indebtedness at the end of the financial year				
i) Principal Amount	6499.20	1060.96	NIL	7560.16
ii) Interest due but not paid	3262.67	NIL	NIL	3262.67
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	9761.87	1060.96	NIL	10822.83

VI. REMUNERATION of DIRECTORS AND KEY MANAGERIAL PERSONNEL-

(₹ In Lacs)

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

S N.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Viral Shah - MD	Mr. Zankarsinh Solanki - WTD	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.79	5.59	13.38
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---
2	Stock Option	---	---	---
3	Sweat Equity	---	---	---
4	Commission - as % of profit - others, specify...	---	---	---
5	Others, please specify	---	---	---
	Total (A)	7.79	5.59	13.38



B. Remuneration to other directors

S N.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Samir Jani	Mr. Surendra Patel	Mrs. Nilam Relwani	
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	----	----	----	----
	Others, please specify	----	----	----	----
	Total Managerial Remuneration	----	----	----	----
	Overall Ceiling as per the Act	----	----	----	----

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

(Rs. In Lacs)

S N	Particulars of Remuneration	Key Managerial Personnel			
		CFO	CS		Total
1	Gross salary	Zankarsinh Solanki	Bhavika Sharma	Yashaswini Pandeya	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.59	4.03	0.80	10.42
	(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	5.59	4.03	0.80	10.42

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	NA				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NA				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA				
Punishment					
Compounding					



ANNEXURE C TO DIRECTORS' REPORT

FORM AOC - 1

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

**Statement containing salient features of the Financial Statement of
Subsidiary / Associate as per Companies Act, 2013**

Particulars	Associates
Name of the subsidiary/Associate	Goldman Hotels and Resort Pvt. Ltd.
CIN	U55101DL2016PTC307912
Reporting period for the subsidiary/Associate concerned, if different from the holding company's reporting period	01/04/2019 To 31/03/2020
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees
	Amount ₹ In lacs
Equity Share Capital	1
Other Equity	-26.7
Total Assets	587.46
Total Equity & Liabilities	587.46
Investment	NIL
Revenue From Operation	15.69
Profit before Taxation	-6.03
Provision for Taxation	0
Profit after Taxation	-6.03
Proposed Dividend	NIL
% of Shareholding	26%



ANNEXURE D TO DIRECTORS' REPORT

**DETAILS PERTAINING TO EMPLOYEES AS
REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(₹ In Lacs)

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2019-20	% increase in Remuneration in the FY 2019-20	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Viral Shah -Managing Director	7.79	NIL	Revenue from Operations for the FY 2019-20 is decreased Rs. 6,472.43 Lacs compare to FY 2018-19 Rs. 14,790.30 Lacs
2	Mr. Zankarsinh Kishorsinh Solanki -Whole Time Director and CFO #	5.59	NIL	
3	Ms. Bhavika Sharma, CS##	4.03	NIL	
4	Ms. Yashaswini Pandey*	0.80	NIL	
5	Mr. Vishal Parikh**	NA	NA	

resigned w.e.f. June 30, 2020.

##resigned w.e.f. February 8, 2020.

* Appointed w.e.f. February 8, 2020

** Appointed w.e.f. June 30, 2020

- The median remuneration of employees of the Company was Rs. 1.02 Lacs.
- There were 133 permanent employees on the rolls of Company as on March 31, 2020;
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 4.5 %;
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees;
- The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the registered office of the Company during its working hours up to the date of ensuing Annual General Meeting. Further, any Member interested in obtaining such information may obtain it by writing to the Company Secretary at: cs@gyscoal.com.

**ANNEXURE E TO DIRECTORS' REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2020

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

To,
The Members,
Gyscoal Alloys Ltd.
Plot No.2/3 GIDC Ubkhal,
Kukarwada, Tal. Vijapur,
Dist.: Mehsana 382830
CIN: L27209GJ1999PLC036656

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, 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. The physical Inspection or Verification of documents and records were taken to the extent possible:

We 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, 2020 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made there under;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made
There under:-
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:-
- (v). The following Regulations and Guidelines prescribed under the Securities and
Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:-
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:-
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the audit period):-
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the audit period):-
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period):-



- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period):-
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the audit period):-
 - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:-
- (vi). Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

As per Management representation there are no other specific acts applicable to the company.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s):-

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

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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. In Certain cases the shorter notice was given for board meeting and the consent of all directors were taken for the same.

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

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

We further report that during the period under review, company has passed following resolutions through postal ballot.

- 1. Re-appointment of Mr. Surendra Patel (DIN: 05171249) as an Independent Director of the Company.

For, Chirag Shah & Associates
Chirag Shah
Partner

Place : Ahmedabad
Date : July 31, 2020

FCS No. 5545
C P No.: 3498

UDIN : F005545B000550837

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 A'**

To,
The Members
Gyscoal Alloys Ltd

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

- a) It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- b) Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- c) We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- d) Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

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

Place : Ahmedabad
Date : July 31, 2020

For, Chirag Shah & Associates
Chirag Shah
Partner
FCS No. 5545
C P No.: 3498
UDIN : F005545B000550837

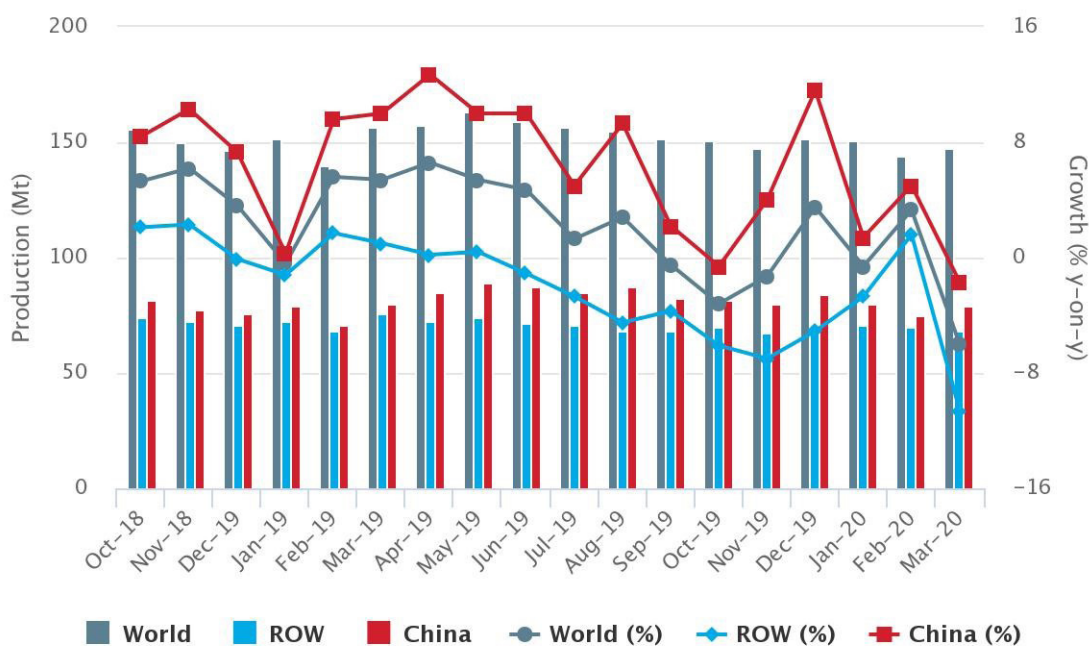
ANNEXURE F TO DIRECTORS' REPORT
MANAGEMENT'S DISCUSSION AND ANALYSIS
SCENARIO OF STEEL INDUSTRY:
Global Steel Industry

World crude steel production for the 64 countries reporting to the World Steel Association (worldsteel) was 147.1 million tonnes (Mt) in March 2020, a 6.0% decrease compared to March 2019.

World crude steel production was 443.0 Mt in the first three months of 2020, down by 1.4% compared to the same period in 2019. Asia produced 315.2 Mt of crude steel in the first quarter of 2020, a decrease of 0.3% over the first quarter of 2019. The EU produced 38.3 Mt of crude steel in the first quarter of 2020, down by 10.0% compared to the same quarter of 2019. North America's crude steel production in the first three months of 2020 was 29.5 Mt, a decrease of 4.0% compared to the first quarter of 2019.

China's produced 79.0 Mt of crude steel in March 2020, a decrease of 1.7% compared to March 2019. India estimates 8.7 Mt of crude steel production in March 2020, down 13.9% on March 2019. Japan estimates 8.2 Mt of crude steel production in March 2020, down 9.7% on March 2019. South Korea produced 5.8 Mt of crude steel in March 2020, down 7.9% on March 2019.

In the EU, Germany estimates 2.9 Mt of crude steel production in March 2020, down 20.9% on March 2019. Italy produced 1.4 Mt of crude steel in March 2020, down by 40.2% on March 2019. France estimates 1.2 Mt of crude steel production in March 2020, a 13.2% decrease compared to March 2019. Spain produced 1.2 Mt of crude steel in March 2020, down 14.6% on March 2019.

Crude steel production


worldsteel.org

The US produced 7.2 Mt of crude steel in March 2020, a decrease of 6.0% compared to March 2019.

Russia estimates 5.9 Mt of crude steel production in March 2020, down 4.4% on March 2019. Ukraine produced 1.8 Mt of crude steel in March 2020, down 10.3% on March 2019.



Brazil produced 2.6 Mt of crude steel production for March 2020, down by 8.2% on March 2019.

Turkey's crude steel production for March 2020 was 3.1 Mt, up by 4.1% on March 2019.

Steel Industry in India

India was the world's second largest steel producer in 2019. India surpassed Japan to become the world's second largest steel producer in 2019 with crude steel production of 111.2 million tonnes (MT). In India, as per Indian Steel Association (ISA), steel demand is estimated to grow 7 per cent in FY20 and FY21.

In FY20, crude steel production and finished steel production in India was 108.5 MT and 101.03 MT, respectively.

Export and import of finished steel stood at 8.42 MT and 6.69 MT, respectively, in FY20.

India's per capita consumption of steel grew at a CAGR of 4.43 per cent from 46 kgs in FY08 to 74.10 kgs in FY19.

INDIAN ECONOMY:

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31.

As per Indian Steel Association (ISA), steel demand will grow by 7.2 per cent in 2019-20 and 2020-21.

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.

OVERVIEW OF THE COMPANY AND ITS BUSINESS:

Gyscoal Alloys Limited is engaged in the business of manufacturing of Stainless Steel and Mild Steel Long Products from scrap since 1999. The plant for the production activities & registered office of the Company is located at Ubkhal, Kukarwada, Vijapur – Taluka, Mehasana– District. The Corporate office of the company is situated at 2nd Floor, Mrudul Tower, Near Times of India, Ashram Road, Ahmedabad.

The Company has the capacity to manufacture all grades of Stainless Steel Products from 200 series to 400 series. The products are primarily used in the construction in chemical plants, Pharmaceutical plants, building construction, railways and other sectors for structural purpose. The Company's products adhere to high quality standards and it has got ISO 9001:2015 certification for "the manufacture and supply of stainless steel and mild steel based angles, channels, flats, round, square, bright and ingots" from TUV SUD. The Company has also been successful in producing goods according to needs and specifications of its domestic & foreign buyers.

Key Financial Ratio

Particulars	2019-20	2018-19	Change In %
Return on Net Worth (%)	-44.38	-43.13	-2.89
Return on Capital Employed (%)	-51.03	-33.18	-53.8
Basic EPS (after exceptional items) (₹)	-0.86	-1.3	-33.95
Debtors Turnover	0.67	1.4	52.39
Inventory Turnover	2.93	4.64	36.91
Interest coverage ratio	-1.63	-1.4	-16
Current ratio	0.94	1	-5.64
Debt Equity ratio	7.71	5.28	45.95
Operating profit margin (%)	-13.2	-5.99	-120.36
Net profit margin (%)	-18.53	-13.34	-38.96

Detailed explanation of Ratios

1. Return on Net Worth

Return on Net worth (RONW) is a measure of profitability of a Company expressed in percentage. It is calculated by dividing total comprehensive income for the year by average Net Worth during the year.

**2. Return on Capital Employed**

Return on Capital Employed (ROCE) is a financial ratio that measures a Company's profitability and the efficiency with which its capital is used. In other words, the ratio measures how well a Company is generating profits from its capital. It is calculated by dividing profit before exceptional items and tax by average capital employed during the year.

3. Basic EPS

Earnings Per Share (EPS) is the portion of a Company's profit allocated to each share. It serves as an indicator of a Company's profitability. It is calculated by dividing Profit for the year by Weighted average number of shares outstanding during the year.

4. Debtors Turnover

The above ratio is used to quantify a Company's effectiveness in collecting its receivables or money owed by customers. The ratio shows how well a Company uses and manages the credit it extends to customers and how quickly that short-term debt is collected or is paid. It is calculated by dividing turnover by average trade receivable.

5. Inventory Turnover

Inventory Turnover is the number of times a Company sells and replaces its inventory during a period. It is calculated by dividing turnover by inventory.

6. Interest Coverage Ratio

The Interest Coverage Ratio measures how many times a Company can cover its current interest payment with its available earnings. It is calculated by dividing PBIT by finance cost.

7. Current Ratio

The Current Ratio is a liquidity ratio that measures a Company's ability to pay short-term obligations or those due within one year. It is calculated by dividing the current assets by current liabilities.

8. Debt Equity Ratio

The ratio is used to evaluate a Company's financial leverage. It is a measure of the degree to which a Company is financing its operations through debt versus wholly owned funds. It is calculated by dividing a Company's total liabilities by its shareholder's equity.

9. Operating Profit Margin (%)

Operating Profit Margin is profitability or performance ratio used to calculate the percentage of profit a Company produces from its operations. It is calculated by dividing the EBIT by turnover.

10. Net Profit Margin (%)

The net profit margin is equal to how much net income or profit is generated as a percentage of revenue. It is calculated by dividing the profit for the year by turnover.

FINANCIAL PERFORMANCE OF THE COMPANY:

- During FY 2019-20, the Company recorded a total income of Rs. 7347.75 lacs, of which income from the operations was Rs. 6472.43 lacs.
- For the Financial Year 2019-20, Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) was Rs. (415.61) lacs.
- For the year FY 2019-20, Depreciation was Rs. 553.95 lacs, Interest and Finance cost were Rs. 596.33 lacs and Profit before Tax (PBT) was Rs. (1565.89) lacs and Profit After tax (PAT) was Rs. (1368.86) lacs.
- Basic & diluted Earnings per Share (EPS) was Rs. (0.86)
- As on March 31, 2020 the Total Equity of the Company was Rs. 3749.47 lacs.

**SWOT ANALYSIS OF THE COMPANY:****Strength:**

- Management depth and ability to manage client relationships.
- Technology Know-how
- Multi-purpose and multi-production facilities having Quality Certifications.
- Enhanced presence in the market through clientele basis.
- Consistency in the quality of the products.

Threats:

- The Company faces stiff competition from medium and larger well-established players. The Company is smaller in size compared to the market leaders. However with capital expenditure in the project of the company it intends to make it good and face competition more confidently.
- Very Competitive markets

RISKS AND CONCERNS:

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions.

INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT:

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

The Company as at year end has 133 employees on its role and continues to attract talent both from within and outside India to further its business interests. Industrial relations continue to be cordial.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Internal Financial Control that encompass the policies, processes and monitoring systems for assessing and mitigating operational, financial and compliance risks and control over related party transactions, substantially exist. Your Company has appropriate internal control system for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations. In the Company, the Board of Directors is responsible for ensuring the adequacy and effective monitoring of internal financial controls. The Internal Audit Program is designed in consultation with the Statutory Auditors to ensure accuracy and reliability of accounting data and is monitored by the Audit Committee. Audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of the said recommendations. The Company's internal audit team also carries out extensive audits throughout the year, across all functional areas.

CAUTIONARY STATEMENT:

Statement made in the Management Discussion & Analysis describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates changes in the government regulations, tax laws & other statutes & other incidental factors.



ANNEXURE G TO DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is based on the principal of truth, transparency, accountability, equity and responsibility in all our dealings with our employees, shareholders, customers, suppliers, government, lenders and community at large. The Company believes that better corporate governance can be achieved through increased transparency in its operations and has taken and will continue to take various measures towards achievement of good corporate governance. It is a tool to judge and evaluate the standards and ethics of Corporate Management.

A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India ("SEBI") in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

1. BOARD OF DIRECTORS

The business of the Company is conducted under the directions of the Board. The Managing Director and Whole Time Directors look into the day-to-day business affairs of the Company. The Board formulates strategies, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted various committees, which guide the matters delegated to them in accordance with their terms of reference.

MATRIX OF SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD:

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating a person to serve on the Board.

Skills / Expertise / Competencies	Detail for such Skills / Expertise / Competencies
Knowledge	Understanding of the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
Strategic Leadership	Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.
Financial expertise	Qualification and / or experience in accounting and/or finance coupled with ability to analyse the key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.
Corporate Governance, risk and Compliance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates including establishing risk and compliance frameworks, identifying and monitoring key risks.
Behavioral Skills	Attributes and the competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.


COMPOSITION OF THE BOARD

The Board of Directors of your company consists of balanced mix of Executive and Non-Executive Directors which meets the requirement of the Corporate Governance as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Professionals and also from Business Executives and through their valuable experience.

The total strength of the Board of Directors of the Company are 4 (four) members as on 31st March, 2020, comprising of 2 (Two) Executive Directors (including Managing Director & Whole Time Director) and 2 (Two) Non-Executive Independent Directors including one Woman Independent Director. Necessary disclosure regarding their Directorship/Membership in other companies has been made by each and every Director.

The details of composition of the Board as at 31st March, 2020 and other information are given herein below:

Name of the Director(s)	No. of Directorships in listed entities	No. of other Directorship Held*	Memberships/ Chairmanships of Mandatory Committee**		Name of Listed Company and Directorship
			Membership	Chairmanship	
Mr. Viral M. Shah DIN : 00014182	1	1	4	0	Gyscoal Alloys Limited, Managing Director
Mr. Zankarsinh Kishorsinh Solanki DIN : 00014226	1	0	0	0	Gyscoal Alloys Limited, Whole-time Director
Mr. SamirJani* DIN : 00504062	3	1	2	3	Gyscoal Alloys Limited, Independent &Non- Executive Director
Mr. Surendra Patel**** DIN : 05171249	1	1	2	2	Gyscoal Alloys Limited, Independent & Non- Executive Director
Ms. Bharti A. Dhanak** DIN: 03568121	1	0	0	0	Gyscoal Alloys Limited, Independent & Non- Executive Director
Mrs. NilamRelwani*** DIN: 08646134	1	0	0	0	Gyscoal Alloys Limited, Independent & Non- Executive Director
Ms. YashreeDixit***** DIN: 07775794	1	0	1	1	Gyscoal Alloys Limited, Independent & Non- Executive Director
Mr. Sunit Shah***** DIN: 08074335	1	0	0	0	Gyscoal Alloys Limited, Independent & Non- Executive Director
Mrs. SarojbenMukund Shah***** DIN: 08777385	1	0	0	0	Gyscoal Alloys Limited, Non-Executive Director
*****Mrs. Dipali Manish Shah DIN: 08845576	1	0	0	0	Gyscoal Alloys Limited, Non-Executive Director

This includes Directorships held in Unlisted Public Ltd Companies and Subsidiaries of Public Ltd Companies and excludes Directorships in Private Ltd Companies and Overseas Companies.

For the purpose of Committees of Board of Directors, only Audit and Stakeholders' Relationship Committees in other Public Ltd Companies and Subsidiaries of Public Ltd. Companies are considered.



* Mr. Samir Jani was appointed on 30th May, 2019.

** Ms. Bharti A. Dhanak has resigned w.e.f. 23rd September 2019.

*** Ms. NilamRelwani was appointed on 21st December 2019 and resigned w.e.f 25th June 2020

**** Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

***** Mr. Sunit Shah, Ms. Yashree Dixit and Mrs. SarojbenMukund Shah was appointed on 30th June 2020 and Mrs. SarojbenMukund Shah resigned w.e.f 24th August 2020

*****Mrs. Dipali Manish Shah was appointed on 24th August 2020

None of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees (as specified in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

- The Names and categories of the Directors on the Board, their attendance in the Board Meeting and in last Annual General Meeting, Number of other Directorship & Chairmanship/ Membership held by them in other companies during the year 2019-20 is given below.

Name of Directors	Category of Directors	Number of Board Meetings held & Attended during 2019 – 2020		Attendance at the last AGM Held	No. of Equity Shares held as on 31 st March, 2020
		Held	Attended		
Mr. Viral M. Shah DIN : 00014182	Managing Director	5	5	YES	52609713
Mr. Zankarsinh Kishorsinh Solanki DIN : 00014226	Whole-time Director	5	5	YES	1548570
Mr. SamirJani*	Independent & Non Executive Director	5	4	YES	0
Mr. Surendra Patel** DIN : 05171249	Non-Independent & Non Executive Director	5	5	YES	0
Mrs. Bharti Dhanak*** DIN : 03568121	Independent & Non Executive Director	5	1	YES	0
Mrs. NilamRelwani**** DIN: 08646134	Independent &Non- Executive Director	5	2	NO	0

* Mr. Samir Jani was appointed on 30th May, 2019.

** Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

*** Ms. Bharti A. Dhanak has resigned w.e.f. 23rd September 2019.

**** Ms. NilamRelwani was appointed on 21st December 2019 and resigned w.e.f 25th June 2020.

2.2 Directors retire by rotation

Mr.Viral M Shah is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, has offered himself for re-appointment. Relevant details pertaining to Mr.Viral M Shah are provided in the Notice of the AGM.

2.3 Relationships between the directors interse

There is no relationship between the directors interse.

2.4 Board Meetings:

- During the financial year 2019-20 the Board of the Company met 5(five) times on 30/05/2019, 14/08/2019, 13/11/2019, 21/12/2019 and 08/02/2020.
- Time elapsed between any two conductive meetings never exceeded 120 Days.

**3. DIRECTORS' SHAREHOLDING**

Shareholding of the Directors in the Company as on 31st March, 2020

Names of Directors	*No. of shares held	Percentage of share-holding
Mr. Viral M. Shah	52609713	33.24
Mr. Zankarsinh K. Solanki	1548570	0.98

The remaining directors namely do not hold any shares in the Company.

4. MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on 30th May, 2019, inter alia, to discuss and:

- Review of Managerial Remuneration;
- Review the performance of Non Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company and taking into account the views of executive directors and non- executive director;
- Assess the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting. The Independent Directors of the Company have given a declaration confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

5. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with the provisions of the Listing Regulations, the Company has put in place the programme to familiarize Independent Directors with respect to the nature of the industry in which the Company operates, business model, the roles, rights and responsibilities of the Independent Directors etc. Details of the familiarization programme for Independent Directors are provided in the Corporate Governance Report, annexed herewith and is also available on our website policy-prog-Director.pdf.websitewww.gyscoal.com.

6. ANNUAL EVALUATION OF BOARDS' PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, Directors individually as well as evaluation of its Committees. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making.

The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

7. AUDIT COMMITTEE:**7.1 Composition**

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. Presently, the Audit Committee comprises qualified and independent members of the Board, who have expertise knowledge and experience in the field of accounting and financial management and have held or hold senior positions in other reputed organizations. The constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR Regulations). The present composition of the Audit committee and Meetings attended by them during the financial year 2019-20 ended on 31st March, 2020, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2019-20	
			Held	Attended
Mr. Samir Jami*	Chairman	Independent & Non-Executive Director	4	3
Mr. Surendra C. Patel**	Member	Independent & Non-Executive Director	4	4
Mr. Viral Shah	Member	Executive Director	4	4



* Mr. Samir Jani was appointed on 30th May, 2019.

** Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

7.2 Meetings of Audit Committee

During the financial year 2019-20 the Audit Committee met 4(four) times on 30/05/2019, 14/08/2019, 13/11/2019 and 08/02/2020. Time elapsed between any two conductive meetings never exceeded 120 Days.

The Statutory Auditors, Internal Auditors of the Company and Finance personnel were invited to attend and participate in the meetings of the Audit Committee. The Committee holds discussions with them on various matters including limited review of results, audit plan for the year, matters relating to compliance with accounting standards, auditors' observations and other related matters.

7.3 Terms of reference and Powers of the Audit Committee

The terms of reference of the Audit Committee cover all the areas mentioned under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Audit Committee shall include, but shall not be restricted, to the following:

1. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
2. 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;
3. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
4. Approval or any subsequent modification of transactions of the company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors of any significant findings and follow up there on;
11. 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;
12. 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;
13. 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;
14. To review the functioning of the Whistle Blower mechanism;
15. 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;



16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Review of Management discussion and analysis of financial condition and results of operations;
18. Review of Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
19. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
20. Review of Internal audit reports relating to internal control weaknesses; and
21. Review of appointment, removal and terms of remuneration of the Chief internal auditor.
22. Statement of deviations :
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
 - b. annual statement of funds utilized for purposes other those stated in the offer document/ prospectus or Notice.

8. NOMINATION & REMUNERATION COMMITTEE

In accordance with the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee is vested with all the necessary powers and authorities to recommend and ensure appropriate disclosure on the remuneration of Managing Director, Whole-time Director and other Directors. The remuneration policy of the Company is based on several criterions which include responsibility, performance, potentials of the director and growth of the Company.

a.Meeting, Attendance & Composition:

The present composition of the Committee and Meetings attended by them during the financial year ended 31st March, 2020, is as follow:

Name of the Directors	Designation	Nature of Directorship	Number of Meetings during F.Y 2019-20	
			Held	Attended
Mr. Samir Jani*	Chairman	Independent & Non-Executive Director	4	3
Mr. Surendra Patel**	Member	Independent & Non-Executive Director	4	4
Mrs. Bharti Dhanak***	Member	Independent & Non-Executive Director	4	1
Mrs. NilamRelwani****	Member	Independent & Non-Executive Director	4	2

* Mr. Samir Jani was appointed on 30th May, 2019.

** Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

*** Ms. Bharti A. Dhanak has resigned w.e.f. 23rd September 2019.

**** Ms. NilamRelwani was appointed on 21st December 2019 and resigned w.e.f 25th June 2020.

The Quorum of the Committee is of two members.

The Company Secretary acts as secretary of the Committee.

8.2 Meetings of Nomination & Remuneration Committee

During the year, Meetings of the Committee were held on 30/05/2019, 14/08/2019, 21/12/2019 and 08/02/2020.

8.3 Terms of Reference

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 19 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of Nomination and Remuneration Committee shall include, but shall not be restricted, to the following:

1. Identify Individual qualified to be become Director and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
2. Carry out evaluation of every director's performance
3. Formulate criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees
4. While formulating the policy shall ensure that :
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate director of the quality required to run the company successfully.
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - c) Remuneration to directors, key managerial personnel and senior managerial management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.
5. Formulation of the criteria for evaluation of Performance of Independent Directors and the Board
6. Devising a Policy on Board Diversity
7. Review key corporate governance processes not specifically assigned to other committees, and recommend changes needed to ensure that the company is at best practice;
8. Examine the impact of significant regulatory and statutory changes applicable to the governance practices of the Company, and to recommend measures to implement the same;
9. Examine all major aspects of the Company's organizational health, and recommend changes as necessary, including
 - Organization design;
 - Management and employee hiring, training, development, deployment and motivation;&
 - Internal communication and culture building.
10. Review the Company's ESOP Schemes and recommend changes as necessary; oversee administration of the ESOP Schemes:
 - Grant Options to eligible employees, in consultation with management; and
 - Allot shares when options are exercised.
11. Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee.

8.4 Performance evaluation criteria for independent directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board and Nomination and Remuneration Committee had laid down the process and criteria for annual performance evaluation of the Board, its Committees and Individual Directors. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making.

The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

8.5 Remuneration Policy:

The Policy inter alia provides for the following:



- (a) attract, recruit, and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

8.6 Remuneration of Non-Executive Director including Independent Director:

The Company has laid down the criteria for making payments to the Non- Executive Directors.

The details of such criteria are available in the Remuneration Policy disseminated on the website of the Company www.gyscoal.com

Details of remuneration of Directors for the year ended 31st March, 2020 are as under:

Name of Directors	Salary & Perquisites (Rs. In Lacs)	Sitting Fee paid during FY – 2019-20		Commission	Total (Rs. In Lacs)	No. of Shares held during the year 2019-20
		Board Meeting	Committee Meeting			
Mr. Viral Shah	7.79	NIL	NIL	NIL	7.79	52609713
Mr. ZankarsinhSolanki	5.59	NIL	NIL	NIL	5.59	1548570
Mr. Samir Jani*	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Surendra Patel**	NIL	NIL	NIL	NIL	NIL	NIL
Mrs. Bharti Dhanak***	NIL	NIL	NIL	NIL	NIL	NIL
Mrs. NilamRelwani****	NIL	NIL	NIL	NIL	NIL	NIL

* Mr. Samir Jani was appointed on 30th May, 2019.

** Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

*** Ms. Bharti A. Dhanak has resigned w.e.f. 23rd September 2019.

**** Ms. NilamRelwani was appointed on 21st December 2019 and resigned w.e.f 25th June 2020

9. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

b. Composition:

The present composition of the Stakeholders Relationship Committee and Meetings attended by them during the financial year 2019-20 ended on 31st March, 2020, is as follow:

Name of the Members	Designation	Nature of Directorship	Number of Meetings during F.Y 2019-20	
			Held	Attended
Mr. Surendra Patel*	Chairman	Independent & Non-Executive Director	4	4
Mr. Samir Jani**	Member	Independent & Non-Executive Director	4	3
Mr. Viral Shah	Member	Executive Director	4	4



* Mr. Surendra Patel has resigned w.e.f. 8th February 2020.

** Mr. Samir Jani was appointed on 30th May, 2019.

The Company Secretary acts as secretary of the Committee.

c. Meetings of Stakeholders Relationship Committee

Four (4) Stakeholders Relationship Committee Meetings were held during the year 2019-20 on 30/05/2019, 14/08/2019, 13/11/2019 and 08/02/2020.

9.3 Terms of Reference

The terms of reference of the Stakeholders Relationship Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The scope of the Stakeholders Relationship Committee shall include, but shall not be restricted, to the following:

1. Efficient transfer of shares, including review of cases for refusal of transfer/ transmission of shares and debentures.
2. Redressal of shareholder and investors complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc.;
3. Issue of duplicate/Split/Consolidated Share Certificates;
4. Allotment and listing of Shares;
5. Review of cases for refusal of transfer/ transmission of Shares and Debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances;
7. To ensure proper and timely attendance and Redressal of investor queries and grievances

9.4 Investor Grievance Redressal:

Details of complaints received and redressed during the year:

Number of complaints received and resolved during the year under review of the Company and its breakup for the year 2019-20 is as under:

Received From	Complaint Received	Complaint Resolved	Pending Complaints
Letters from Investors	NIL	NIL	NIL
N.S.E	NIL	NIL	NIL
B.S.E	NIL	NIL	NIL
SEBI Scores	NIL	NIL	NIL
Total	NIL	NIL	NIL

10. GENERAL BODY MEETINGS

a) The last three Annual General Meetings were held as under:

For the year Ended	Location	Date	Time	No. of Special Resolutions passed
31.03.2019	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	30.09.2019	10:00 A.M.	1
31.03.2018	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	27.09.2018	10:30 A.M.	1
31.03.2017	Plot No.2/3 GIDC Ubkhal, Kukarwada, Tal Vijapur, Dist. Mehsana	28.09.2017	11.00 A.M.	2

b) Resolution passed through postal ballot

During the year ended 31st March, 2020, company has not passed any resolution through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

**c) Extra-Ordinary General Meeting (EGM)**

There was no Extra-Ordinary General Meeting held during the year 2019-20.

11. DISCLOSURES**1. Related Party Transaction:**

There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2019-20. Full disclosure of related party transactions as per accounting standard 18 issued by The Institute of Chartered Accountants of India is given under Note No. 36 of Notes Forming part of accounts for the year ended on 31st March, 2020.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Regulations is as under: www.gyscoal.com

2. Details of Compliance:

The Board has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (ICSI Membership No. 5545 & CPN 3498), to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith marked as **"Annexure E"** to Directors Report.

Remark	Management Representation
NIL	NIL

3. Vigil Mechanism

The Company believes in conducting its affairs in a fair and transparent manner to nurture professionalism, honesty, integrity and ethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

Such Protected Disclosures can be made through a phone call, email or in writing. The said Policy is amended from time to time and is also placed on the Company's website at: www.gyscoal.com

4. Disclosure of material transactions

In terms of Regulation 26(5) of the SEBI LODR Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received, none of the officials in senior management team of the Company have personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

5. Policies adopted during the year:

During the Financial Year 2019-20, In compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has amended the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Insider Trading Code") and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code"), effective from 1st April, 2019.

The Insider Trading Code is aimed to avoid any insider trading and it is applicable to all the designated persons who are expected to have access to the unpublished price sensitive information relating to the Company. The Company lays down the guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing in shares of the Company. The Company has also adopted the policy for determination of legitimate purposes which forms part of Fair Disclosure Code.

The said "Code" is also been uploaded on the Company's website at: www.gyscoal.com

6. Policy on Protection of Women against Sexual Harassment at Workplace:

The Company strongly believes in providing a safe and harassment free workplace to all its employees. The Company continuously endeavours to create and provide an environment that enables women employees



to work without fear of prejudice, gender bias and sexual harassment and/or any such orientation in implicit or explicit form. For this purpose, the Company has in place 'Policy of Protection of Women against Sexual Harassment at Work Place' and also formed Complaint Redressal Committees at various administrative units/ Offices.

During the Financial Year 2019-20, the Company received no complaint of sexual harassment.

7. **CEO / CFO Certification**

The Managing Director and CFO have submitted certificate, in terms of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, to the Board.

8. **Code of Conduct:**

The Code of Conduct adopted by the Company has been posted on the website of the Company. The Members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the Code of Conduct for the effective period.

9. **Mandatory & Non-Mandatory Clauses:**

The Company has complied with all mandatory requirements laid down by Listing Regulations. The non-mandatory requirements complied with have been disclosed at the relevant places

12. **MEANS of COMMUNICATIONS**

- Financial Results:** The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'Financial Express' in English & Gujarati and are displayed on the website of the Company www.gyscoal.com.
- News Releases, Presentation etc.:** There were no News releases, press releases etc. made to the Institutional Investors or to analyst. The same are not displayed on the Company's website.
- Website:** The Company's website www.gyscoal.com contains a separate dedicated section "Investor Relations" where shareholders information is available. The Annual Report of the Company is also available on the website in a downloadable form.

13. **GENERAL SHAREHOLDERS' INFORMATION**

a) **Date, Day, Time and Venue for holding 21st Annual General Meeting :**

29th September, 2020, 11:00 A.M. through Video Conferencing/OAVM.

b) **Financial Year: 2020-2021 (Tentative)**

The financial year of the Company is 1 April to 31 March and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarter ending 30 th June, 2020	On 14 th August, 2020
Quarter ending 30 th September, 2020	On or before 14 th November, 2020
Quarter ending 31 st December, 2020	On or before 14 th February, 2021
Quarter ending 31 st March, 2021	Within 60 days from 31 st March, 2021

- Registered office of the Company:** Plot No. 2/3, GIDC, Ubkhal, Kukarwada, Ta Vijapur, Dist: Mehsana, Gujarat, 382830
- Corporate office:** 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009
- Listing Date:** 27th October, 2010
- Financial Year:** Financial Year is 1st April to 31st March.
- Dividend:** Nil
- Book closure date:** N.A.

i) **Listing on Stock Exchanges:**

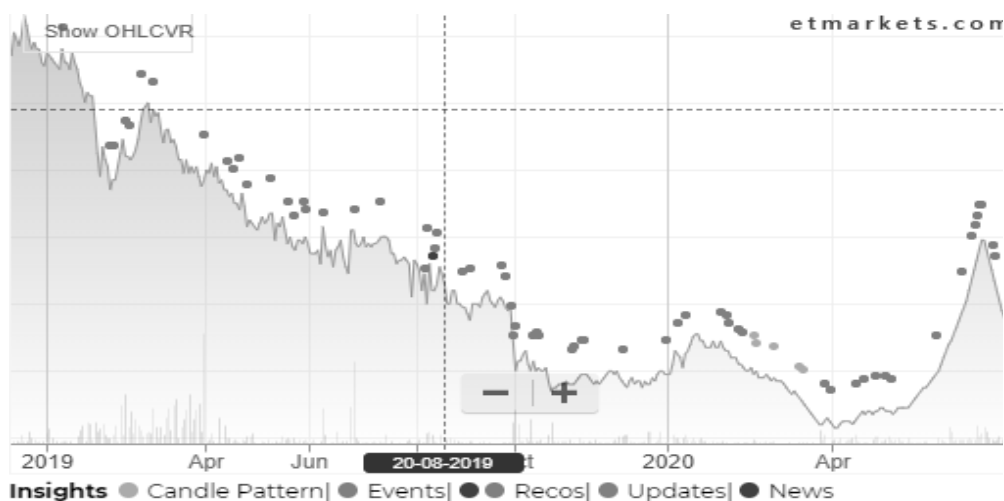
The Company's shares are listed on the following Stock Exchanges:

Name of Stock Exchange	Address	Code
Bombay Stock Exchange Limited	Floor 25, P. J Towers, Dalal Street, Mumbai - 400 001	533275
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	GAL

- Annual Listing Fees for the year 2020-20 has been paid by the Company to BSE and NSE
- ISIN of Equity Shares NSDL/CDSL is INE482J01021

j) **Market Price Data and Performance of the share price of the Company in comparison to BSE and NSE:**

Month	BSE		NSE	
	Monthly High (₹)	Monthly Low (₹)	Monthly High (₹)	Monthly Low (₹)
Apr-19	5.49	3.77	4.4	4.1
May-19	4.63	3.54	4.3	3.85
Jun-19	4.50	2.95	4.1	3.8
Jul-19	4.20	3.11	3.7	3
Aug-19	3.88	2.80	3	2.8
Sep-19	3.38	2.41	3	2.4
Oct-19	2.46	1.70	1.85	1.75
Nov-19	2.10	1.73	2.05	1.9
Dec-19	2.12	1.72	2.1	1.95
Jan-20	2.65	1.92	2.35	2.25
Feb-20	2.50	2.02	1.95	1.85
Mar-20	1.94	1.25	1.3	1.25

k) **Performance in comparison to broad-based indices such as BSE Sensex.**

**l) Shareholding as on 31st March, 2020****(i) Shareholding Pattern Category wise as on 31st March, 2020**

Category	No. of shares held	% of holding
Promoters & Promoter Group	102695160	64.88
Other Corporate Bodies	8844918	5.59
HUF	3496661	2.21
Indian Public	42570958	26.90
Clearing Member	70076	0.05
Foreign Nationals	596787	0.37
Banks	1000	0.00
GRAND TOTAL	158275560	100

(ii) Distribution of Shareholding as on 31st March, 2020

Range of shares	SHAREHOLDERS		SHARES	
	No. of Shareholders	Percentage of Total	No. of shares	Percentage of Total
01 to 500	2739	45.8948	522133	0.3299
501 to 1000	1113	18.6495	1017150	0.6426
1001 to 2000	779	13.0529	1330160	0.8404
2001 to 3000	281	4.7084	753716	0.4762
3001 to 4000	141	2.3626	523279	0.3306
4001 to 5000	199	3.3345	969996	0.6129
5001 to 10000	288	4.8257	2267470	1.4326
10001 & above	428	7.1716	150891656	95.3348
TOTAL	5968	100	158275560	100

m) Dematerialization of Equity Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2020. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

Registrar & Transfer Agents: Link In time India Pvt. Ltd

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

n) Share Transfer Procedure:

As on 31st March, 2020, 99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories without intervention of the Company. For transfer of physical shares, the transfer document can be lodged with Link Intime India Private Limited at the address mentioned in this Annual Report. The transfer of shares in physical form is processed within 15 days from the date of receipt, if the documents are complete in all respects. Shareholders /Investors Grievance & Share Transfer Committee is empowered to approve transfer. All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Regulation 40(9) of the Listing Regulations with the Stock



Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. The Company files copy of these certificates with the stock exchange as required.

o) Outstanding GDRs / ADRs / Warrants / any other convertible instruments

The Company does not have any outstanding instruments of the captioned type.

p) Address of Correspondence:

The shareholders may address their communications /suggestions / grievances /queries to:

Company Secretary & Compliance officer

Gyscoal Alloys Limited

Corp. office: 2nd Floor, Mrudul Tower, B/h Times of India, Ashram Road, Ahmedabad 380009

Phone: 079-26574878 Fax: 079-26579387 Email: investors@gyscoal.com Website: www.gyscoal.com

M/s. Link Intime India Pvt. Ltd

5th Floor, 506 to 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre,

Nr. St. Xavier's College Corner, off C G Road, Navrangpura, Ahmedabad – 380009

Tel: +91-79- 26465179 Fax : +91-79-26465179 Email id:-ahmedabad@linkintime.co.in

q) Site Location: Gyscoal Alloys Ltd., Plot No. 2/3 GIDC Ubkhal, Kukarwada, Vijapur, District - Mehsana, Gujarat

r) Outstanding GDRs /ADRs / Warrants or any convertible instrument, conversion and likely impact on equity: NIL

s) Electronic Voting:

Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the 21st Annual General Meeting will be made through electronic voting. The electronic voting ("E-Voting") period will be from 9.00 a.m. on 26th September, 2020 to 5.00 p.m. on 28th September, 2020, both days inclusive.

t) Disclosure of material transactions

In terms of Regulation 26(5) of the SEBI LODR Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received, none of the officials in senior management team of the Company have personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

u) Disclosures of the Compliance with corporate governance under Regulations 17 to 27 of the SEBI LODR Regulations except those which are already disclosed elsewhere in this report:

i. Orderly succession to Board and Senior Management: The Board had satisfied itself that in the event of a requirement for addition/succession at the Board level or in the Senior Management, there is a process in place.

ii. Information supplied to the Board

The Board is presented with relevant information on various matters related to the working of the Company, especially those which are critical and require deliberation for arriving at a decision or for resolving an issue. In addition to the items which are required to be placed before the Board for its noting and/or approval, information is properly provided on various significant matters.

In terms of quality and importance, the information supplied by the management to the Board of Directors of the Company is precise and provided with relevant details that is necessary for the directors to enable them to fulfil their duties. The Independent Directors of the Company expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



iii. Compliance Certificate

The MD and Whole time Director have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8), read with Part B of Schedule II to the SEBI LODR Regulations and the same is given in this Annual Report.

iv. Report on Corporate Governance

This section, read together with the information given in the Board's Report, Management Discussion and Analysis section and General Shareholder Information, constitute the compliance report on Corporate Governance during the year. The company submits the quarterly compliance report on regular basis to the stock exchanges as required under Regulation 27 of the SEBI LODR Regulations.

v. Certificate from Practicing Company Secretary on compliance of Corporate Governance conditions

The Company has obtained the Certificate from a Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI LODR Regulations along with Certificate to the effect that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

These Certificate(s) are annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

46(2)(b) TO (I) of COMPLIANCE of CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION LISTING REGULATION

Sr. No.	Particulars	Regulation	Compliance status Yes/ No/N.A	Compliance observed for the following
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Meetings ➤ Review of compliance report ➤ Plans for orderly succession for appointments ➤ Code of Conduct ➤ Fees/compensation to Non –Executive Directors ➤ Minimum information to be placed before the Board ➤ Compliance Certificate ➤ Risk assessment and management ➤ Performance evolution of Independent Directors
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Meetings ➤ Power of the Committee ➤ Role of the Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Role of the Committee
4.	Stakeholders' Relationship committee	20	Yes	<ul style="list-style-type: none"> ➤ Composition ➤ Role of the Committee
5.	Risk Management Committee	21	N.A.	<ul style="list-style-type: none"> ➤ Composition (Adopted Voluntarily) ➤ Role of the Committee



Sr. No.	Particulars	Regulation	Compliance status Yes/ No/N.A	Compliance observed for the following
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ➤ Formulation of Vigil Mechanism for Directors and employees ➤ Director access to Chairperson of Audit Committee
7.	Related Party Transaction	23	Yes	<ul style="list-style-type: none"> ➤ Policy on Materiality of Related party Transactions and dealing with Related Party Transactions ➤ Approval including omnibus approval of Audit Committee ➤ Review of related Party Transactions ➤ There were no Material RPT
8.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> ➤ There was no material subsidiary of the Company and as a result the other compliance in respect of material subsidiary were not applicable ➤ Review of financial statements of unlisted subsidiary by the Audit Committee ➤ Significant transactions and arrangement of unlisted subsidiary
9.	Obligation with respect to Independent Directors	25	yes	<ul style="list-style-type: none"> ➤ Maximum Directorship and tenure ➤ Meeting of Independent Directors ➤ Familiarisation of Independent Directors
10	Obligation with respect to Directors and Senior Managements	26	Yes	<ul style="list-style-type: none"> ➤ Memberships/Chairpersonship in Committees ➤ Affirmation on Compliance of Code of Conduct by directors and Senior Management ➤ Disclosure of shareholding by Non- Executive Directors ➤ Disclosure by Senior Management about potential conflicts of interest
11.	Other Corporate Governance requirements	27	yes	<ul style="list-style-type: none"> ➤ Compliance with discretionary requirements ➤ Filing of quarterly compliance report on Corporate Governance
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> ➤ Terms and conditions for appointment of Independent Directors ➤ Composition of various Committees of the Board of Directors ➤ Code of Conduct of Board of Directors and Senior Management personnel ➤ Details of establishment of Vigil Mechanism/ Whistle Blower policy ➤ Policy on dealing with Related Party Transactions ➤ Policy for determining material subsidiaries ➤ Details of familiarisation programmes imparted to Independent Directors

**v) Foreign exchange risk and hedging activities**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

w) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints filed during the financial year: NIL
- b. number of complaints disposed of during the financial year: NIL
- c. number of complaints pending as on end of the financial year: NIL

14. GREEN INITIATIVE IN CORPORATE GOVERNANCE

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of annual report through electronic means to those shareholders whose e-mail IDs are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories.

To support this green initiative of the Government, shareholders are requested to register their e-mail ID with the DPs, in case shares are held in dematerialized form and with the RTA, in case the shares are held in physical form and also intimate changes, if any, in their registered e-mail IDs to DPs / RTA/ Company from time to time.

15. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part if any : Rs. 4.20 Lacs

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,
The Members of
Gyscoal Alloys Limited

We have examined the compliance of conditions of Corporate Governance by Gyscoal Alloys Limited ("the Company") for the year ended on March 31, 2020 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the Efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Chirag Shah and Associates
Chirag Shah
Partner

Date : July 31, 2020
Place : Ahmedabad

FCS No.: 5545
CP No.: 3498

UDIN : F005545B000550892



CERTIFICATE of NON-DISQUALIFICATION of DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Gyscoal Alloys Limited,
Plot No. 2/3 GIDC Ubkhal, Kukarwada,
Tal. Vijapur, Dist. Mehsana Kukarwada
Mahesana 382830

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Gyscoal Alloys Limited** having CIN L27209GJ1999PLC036656 and having registered office at Plot No. 2/3 GIDC Ubkhal, Kukarwada, Tal. Vijapur, Dist. Mehsana Kukarwada Mahesana-382830. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment In Company
1.	Mr. Viral Mukundbhai Shah	00014182	29/09/1999
2.	Mr. Zankarsinh Kishorsinh Solanki	00014226	01/02/2002
3.	Mr. Samirbhai Sharadbhai Jani	00504062	30/05/2019
4.	Ms. Nilam Rameshchandra Relwani	08646134	21/12/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Chirag Shah and Associates
Chirag Shah
Partner
FCS No.: 5545
CP No.: 3498
UDIN : F005545B000550870

Date : July 31, 2020
Place : Ahmedabad

**CERTIFICATION BY MANAGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO)**

To
The Board of Directors
Gyscoal Alloys Limited,
2nd Floor, Mrudul Tower,
B/H Times of India, Ashram Road,
Navrangpura, Ahmedabad, 380009, Gujarat.

We, Viral M Shah, Managing Director and Zankarsinh K. Solanki, CFO – Chief Financial Officer of the Company M/s. Gyscoal Alloys Limited, hereby certify that for the financial year ending 31st March, 2020:

- A. They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We further certify that we have indicated to the auditors and the Audit committee:
- (1) There have been no significant changes in internal control over financial reporting during the year;
 - (2) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Ahmedabad
Date : July 31, 2020

Viral M Shah
Managing Director
DIN – 00014182

Zankarsinh K. Solanki
Chief Financial officer



CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTOR AND SENIOR MANAGEMENT PERSONNEL

To
The Member of M/S. Gyscoal Alloys Limited,

I, Viral M Shah, Chairman & Managing Director, declare that all the Board Members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the period from 1st April, 2019 to 31st March, 2020.

For, Gyscoal Alloys Limited

Place : Ahmedabad
Date : July 31, 2020

Viral M Shah
Managing Director
DIN - 00014182



INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS,
GYSCOAL ALLOYS LTD.

Report on the Audit of Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Gyscoal Alloys Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

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

Key audit matters

4. 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.

**Assessment of contingent liabilities relating to litigations and claims See Note 21 to the standalone financial statements**

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>The Company has material uncertain tax positions including matters under dispute relating to direct tax and indirect tax which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgements and estimates in relation to the issues and exposures. Whether the liability is inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities. • Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. • We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities. • We discussed the status and potential exposures in respect of significant litigation and claims with the Company's management including their views on the likely outcome of each litigation, claim and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors. • We assessed the adequacy of disclosures made. • We discussed the status in respect of significant provisions with the Company's management. • We performed retrospective review of management judgements relating to accounting estimate included in the financial statement of prior year and compared with the outcome.

Information other than the Financial Statements and Auditors' Report thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon.
6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such 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 for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



9. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 Standalone Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on other legal and regulatory requirements**

16. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to these Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**";
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 21** to the financial statements;
 - ii) The Company has no long-term contracts as at March 31, 2020 for which there were no material foreseeable losses. The Company did not have any long term derivative contracts as at March 31, 2020;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
 - iv) The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended March 31, 2020.

For, SAURABH R. SHAH & CO.
Chartered Accountants
Firm Reg. No. 127176W

N. S. Patel
Partner

Place : Ahmedabad
Date : July 31, 2020

Membership No. 151799
UDIN : 20151799AAAAAM3799

**Annexure A to Independent Auditors' Report****Referred to in paragraph 16 of the Independent Auditors' Report of even date to the members of Gyscoal Alloys Limited on the standalone financial statements as of and for the year ended March 31, 2020**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2020, we report that:

- (i) (a) **Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;**
The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) **Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;**
As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) **Whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;**
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) **Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;**
In our opinion the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- (iii) **Whether the company has 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. If so,**
- (a) **Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;**
- (b) **Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;**
- (c) **If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;**
According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) **In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.**
As informed to us, the Company has not granted and loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) **In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?**



As informed to us, The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

(vi) Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.

We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is not regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues to the appropriate authorities during the period. Such statutory dues are paid after its due dates during the year.

According to the information and explanations given to us, details of undisputed amounts payable in respect of sales tax, customs duty, excise duty, cess and other material statutory dues aggregating ₹ 8.82 lacs were in arrears, as at 31st March, 2020 for a period of more than six months from the date they became payable, are as under :

Statement of Arrears of Statutory Dues outstanding for more than Six Months from the date they became payable as at 31st March, 2020.

Name of the Statute	Nature of the Dues	Amount ₹ in Lacs	Period to which the amount relates	Due date	Date of Payment	Remarks, if any
Employees State Insurance Act, 1948	ESIC Payable	0.05	Jul-19	15/08/2019		Not paid till date
Employees State Insurance Act, 1948	ESIC Payable	0.05	Aug-19	15/09/2019		Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1.55	Jul-19	15/08/2019		Not paid till date
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund Payable	1.57	Aug-19	15/09/2019		Not paid till date
The Income Tax Act, 1961	TDS payable on Interest	5.60	Mar-19	30/04/2019		Not paid till date
Total		8.82				



- (b) **Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).**

According to the information and explanations given to us, the disputed statutory dues aggregating ₹ 15574.04 lacs that have not been deposited on account of disputed matter pending before appropriate authorities are as under :

Sr. No.	Name of the Statute	Nature of the Dues	Amount ₹ in Lacs	Period to which the amount relates	Forum where dispute is pending
1.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	49.48	2006-07	Appeal is still to be admitted with Gujarat Value Added Tax Tribunal, Ahmedabad
2.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	4.73	2006-07	
3.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	37.47	2007-08	
4.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	280.49	2007-08	
5.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	1.71	2008-09	
6.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1070.84	2008-09	
7.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	2505.25	2009-10	
8.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	2.45	2009-10	
9.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1684.12	2013-14	
10.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	4.40	2013-14	
11.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	2240.04	2014-15	
12.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1565.81	2015-16	
13.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	2794.09	2010-11	Gujarat Value Added Tax Tribunal, Ahmedabad
14.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	6.77	2010-11	
15.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1520.74	2011-12	
16.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	17.12	2011-12	
17.	The Gujarat Value Added Tax Act, 2003	Value Added Tax and interest	1580.40	2012-13	
18.	The Central Sales Tax Act, 1956	Central Sales Tax, Interest and Penalty	4.32	2012-13	
Total			15370.23		
19.	The Income Tax Act, 1961	Income Tax, Interest	76.47	2011-12	CIT (Appeal), Ahmedabad
20.	The Income Tax Act, 1961	Income Tax, Interest	70.45	2014-15	CIT (Appeal), Ahmedabad
21.	The Income Tax Act, 1961	Income Tax, Interest	56.90	2016-17	CIT (Appeal), Ahmedabad
Total			203.82		
Grand Total			15574.04		



- (viii) Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).**

In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions, banks or debenture holders during the year, details of which are as under :

Sr. No.	Name of the Bank	Default made since	Defaulted principal amount outstanding as on Balance Sheet Date Amount ₹ in Lacs	Defaulted interest amount outstanding as on Balance Sheet Date Amount ₹ in Lacs (up to 31/03/2020)	Remarks
1.	State Bank of India Stressed Assets Management Branch 2 nd Floor, Opp V.S. Hospital, Ellisbridge, Ahmedabad. Cash Credit A/c No. 61137449344	28/01/2016	949.31	502.68	As all these Accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts.
2.	State Bank of India Stressed Assets Management Branch 2 nd Floor, Opp V.S. Hospital, Ellisbridge, Ahmedabad. Cash Credit A/c No. 65084267769	28/07/2015	2500.00	1415.73	
3.	UCO Bank Ashram Road Branch, Ahmedabad Cash Credit A/c No. 19980500007002	May-16	2948.69	1298.99	
4.	UCO Bank Kukarvada Branch, Kukarvada. Cash Credit A/c No. 28390510000137	May-16	101.20	45.28	

- (ix) Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;**

In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of initial public offer / further public offer (including debt instruments) and the term loans during the year for the purposes for which they were raised.

- (x) Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;**

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that



no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

- (xi) **Whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) **Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;**

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company and hence not commented upon.

- (xiii) **Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;**

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) **whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and, not commented upon.

- (xv) **Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company and, not commented upon.

- (xvi) **Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.**

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For, SAURABH R. SHAH & CO.
Chartered Accountants
Firm Reg. No. 127176W

N. S. Patel
Partner

Place : Ahmedabad
Date : July 31, 2020

Membership No. 151799
UDIN : 20151799AAAAAM3799

**Annexure B to Independent Auditors' Report**

Referred to in paragraph 17(f) of the Independent Auditors' Report of even date to the members of Gyscoal Alloys Limited on the standalone financial statements for the year ended March 31, 2020

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Gyscoal Alloys Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's responsibility for Internal Financial Controls

2. 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

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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



- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, SAURABH R. SHAH & CO.

Chartered Accountants

Firm Reg. No. 127176W

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAM3799

Place : Ahmedabad

Date : July 31, 2020



BALANCE SHEET AS AT MARCH 31, 2020

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
A ASSETS			
(1) Non-Current Assets			
a Property, Plant and Equipment	6	2,887.28	3,426.50
b Financial Assets			
Investments	7	0.26	0.26
Other Financial Assets	8.1	256.25	248.38
c Deferred Tax Asset (Net)	31	783.85	586.29
d Other Non Current Assets	9.1	127.14	107.02
Total Non-Current Assets		4,054.78	4,368.45
(2) Current Assets			
a Inventories	10	2,508.43	3,329.47
b Financial Assets			
Trade Receivables	11	11,002.08	11,021.54
Cash and Cash Equivalents	12	35.52	32.41
Loans	13	12.43	12.62
Other Financial Assets	8.2	79.84	56.66
c Income Tax Assets (Net)	31	0.00	0.33
d Other Current Assets	9.2	707.33	975.18
Total Current Assets		14,345.63	15,428.21
Total Assets		18,400.41	19,796.66
B EQUITY AND LIABILITIES			
I EQUITY			
a Equity Share Capital	14	1,582.76	1,582.76
b Other Equity	15	805.11	2,166.97
Total Equity		2,387.87	3,749.73
II LIABILITIES			
(1) Non-Current Liabilities			
a Financial Liabilities			
Borrowings	16.1	704.28	516.85
b Provisions	17.1	67.14	63.37
Total Non-Current Liabilities		771.42	580.22
(2) Current Liabilities			
a Financial Liabilities			
Borrowings	16.2	6,855.88	6,874.03
Trade Payables due to	18		
Micro & Small Enterprises		0.00	0.00
Other than Micro & Small Enterprise		4,383.12	5,198.09
Other Financial Liabilities	19	3,283.05	2,746.10
b Other Current Liabilities	20	698.92	637.80
c Provisions	17.2	14.06	10.69
d Current Tax Liabilities (Net)	31	6.09	0.00
Total Current Liabilities		15,241.12	15,466.71
Total Equity and Liabilities		18,400.41	19,796.66

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants
Firm Reg. No. 127176W

Viral Shah

Managing Director
DIN - 00014182

Zankarsinh Solanki

Wholetime Director & CFO
DIN - 00014226

N. S. Patel

Partner
Membership No. 151799
UDIN : 20151799AAAAAM3799

Yashaswini Pandey

Company Secretary

Place : Ahmedabad
Date : 31-07-2020

Place : Ahmedabad
Date : 31-07-2020



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

(₹ in Lacs)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
I Revenue from Operations	22	6,472.43	14,790.30
II Other Income	23	875.32	669.05
III Total Revenue (I + II)		7,347.75	15,459.35
IV Expenses			
a Cost of Materials Consumed	24	5,345.58	13,281.75
b Purchase of Stock-in-Trade		0.00	0.00
c Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	25	555.59	162.16
e Employees Benefit Cost	26	458.91	610.81
f Finance Cost	27	596.33	660.43
g Depreciation and Amortisation Expenses	28	553.95	665.39
h Other Expenses	29	1,403.28	1,664.94
Total Expenses		8,913.64	17,045.48
V (Loss) before exceptional items and tax (III - IV)		-1,565.89	-1,586.13
VI Exceptional Items	38	0.00	566.74
VII (Loss) before tax (V - VI)		-1,565.89	-2,152.87
VI Tax Expenses	31		
a Current Tax		0.00	0.00
b Deferred Tax		-197.56	-132.73
c Adjustment of Earlier Year Tax		0.53	9.68
		-197.03	-123.05
IX (Loss) after Tax (VII - VII)		-1,368.86	-2,029.82
X Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
Remeasurement of Defined Benefit Obligations		7.00	-32.10
Total Comprehensive Income (IX + X)		-1,361.86	-2,061.92
Earning per Equity Share of face value of ₹ 1/- each			
Basic	(In ₹)	-0.86	-1.30
Diluted	(In ₹)	-0.86	-1.30

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants
Firm Reg. No. 127176W

Viral Shah

Managing Director
DIN - 00014182

Zankarsinh Solanki

Wholetime Director & CFO
DIN - 00014226

N. S. Patel

Partner
Membership No. 151799
UDIN : 20151799AAAAAM3799

Yashaswini Pandey

Company Secretary

Place : Ahmedabad

Date : 31-07-2020

Place : Ahmedabad

Date : 31-07-2020



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(A) Cash Flow from Operating Activities :		
Net Loss before Tax	-1,565.89	-1,586.14
Adjustments for :		
Depreciation	553.95	665.39
Interest Income	-15.43	-14.80
Interest expenses	589.92	649.90
Investment in Subsidiary Company Written off	0.00	-566.74
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	7.00	-32.10
Operating Profit Before Working Capital Changes	-430.45	-884.48
Adjustments for:		
Non-current/current financial and other assets	216.89	489.29
Trade Receivables	19.45	178.53
Inventories	821.03	868.58
Non-current/current financial and other liabilities/provisions	-227.90	-214.02
Cash Generated from/(used in) Operating Activities	399.02	437.89
Direct Taxes Paid (Net)	5.89	-34.51
Nat Cash from Operating Activities (A)	404.91	403.39
(B) Cash Flow from Investing Activity :		
Purchase of property, plant and equipments	-14.73	-105.48
Non-Current Investments Written off	0.00	566.74
Interest Received	15.43	14.80
Net Cash form Investing Activities (B)	0.70	476.06
(C) Cash Flow from Financial Activities :		
Proceeds /(Repayment) of Long Term Borrowings (Net)	187.43	-246.77
Interest Paid	-589.92	-649.90
Net Cash Flow from/(used in) Financing Activities (C)	-402.49	-896.67
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	3.11	-17.23
Add : Opening Cash & Bank Balances	32.41	49.63
Closing Cash & Bank Balances	35.52	32.41

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.Chartered Accountants
Firm Reg. No. 127176W**N. S. Patel**Partner
Membership No. 151799
UDIN : 20151799AAAAAM3799Place : Ahmedabad
Date : 31-07-2020**Viral Shah**Managing Director
DIN - 00014182**Yashaswini Pandey**

Company Secretary

Place : Ahmedabad
Date : 31-07-2020**Zankarsinh Solanki**Wholetime Director & CFO
DIN - 00014226

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020****A Equity Share Capital** (In ₹ Lacs)

Year to Date	March 31, 2020	March 31, 2019
Balance at the beginning of reporting period	1,582.76	1,582.76
Changes during the year	0.00	0.00
Balance at the end of reporting period	1,582.76	1,582.76

B Other Equity (In ₹ Lacs)

Particulars	Reserves and Surplus			Total
	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 01, 2019	5,260.14	7.45	-3,100.62	2,166.97
(Loss) for the year	0.00	0.00	-1,368.86	-1,368.86
Items of OCI for the year	0.00	0.00	0.00	0.00
Remeasurement of Defined Benefit Obligations	0.00	0.00	7.00	7.00
Total Comprehensive Income for the year	0.00	0.00	-1,361.86	-1,361.86
Balance as at March 31, 2020	5,260.14	7.45	-4,462.48	805.11
Balance as at April 01, 2018	5,260.14	7.45	-1,038.69	4,228.90
(Loss) for the year	0.00	0.00	-2,029.83	-2,029.83
Items of OCI for the year	0.00	0.00	0.00	0.00
Remeasurement of Defined Benefit Obligations	0.00	0.00	-32.10	-32.10
Total Comprehensive Income for the Year	0.00	0.00	-2,061.93	-2,061.93
Balance as at March 31, 2019	5,260.14	7.45	-3,100.62	2,166.97

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants
Firm Reg. No. 127176W

N. S. Patel

Partner
Membership No. 151799
UDIN : 20151799AAAAAM3799

Place : Ahmedabad
Date : 31-07-2020

Viral Shah

Managing Director
DIN - 00014182

Yashaswini Pandey

Company Secretary

Place : Ahmedabad
Date : 31-07-2020

Zankarsinh Solanki

Wholetime Director & CFO
DIN - 00014226

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****1 Company Information**

"Gyscoal Alloys Limited (the 'Company') is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana - 382 830.

The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The company is engaged in the manufacturing of SS products.

The financial statements are approved for issue by the company's Board of Directors on July 31, 2020."

2 Basis of Preparation and Presentation**2.1 Statement of Compliance****(i) 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.

(ii) Historical Cost Convention

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities
- ii) Defined Benefit Plans - Plan Assets

(iii) Current and Non-Current Classification

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

An asset is treated as Current when it is :-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when :-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(iv) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**2.2 Functional and Presentation Currency**

Indian rupee is the functional and presentation currency.

2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

3 Significant Accounting Policies**3.1 Revenue Recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

3.1.1 Sale of Goods

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the rendering of promised services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

3.1.3 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

3.1.4 Job Work

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

3.1.5 Other Income**a Interest Income**

Interest income is recognized using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

b Dividend income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

c Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

d All other Incomes are recognised and accounted for on accrual basis**3.2 Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2016 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 Financial Instruments

3.3.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.3.2 Subsequent Measurement

a Non-derivative financial instruments

i Financial assets measured at amortized cost

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

ii Financial assets measured at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v Investment in subsidiaries, associate and joint ventures

Investments in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects."

3.3.3 De-recognition

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

3.3.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability."

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data."

3.5 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions

taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

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

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.5.3 Minimum Alternate Tax ('MAT')

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

3.6 Impairment

3.6.1 Financial assets other than investments in subsidiary and associates

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss."

3.6.2 Financial assets – investment in subsidiary and associates

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset

Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in statement of profit and loss.

3.6.3 Non financial assets - Tangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.7 Borrowing Costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.8 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.9 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.10 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

3.11 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

3.12 Foreign Currency

a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

3.13 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

3.15 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

3.16 Lease

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective approach.

The effect of this adoption is insignificant on the profit before tax, profit for the year and earnings per share."

(i) As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

3.17 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available



and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

3.18 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.19 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive

5 Standards issued but not yet effective

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



Property, Plant and Equipment

(In ₹ Lacs)

Particulars	Factory Land	Building - Factory	Building - Office	Furniture	Office Equipments	Plant & Machinery	Vehicles	Computers	Total
Gross Carrying Value									
As on April 01, 2018	103.66	933.80	64.71	27.11	30.45	4,387.17	144.73	4.27	5,695.90
Additions during the year	0.00	7.02	0.18	1.30	1.04	94.96	0.00	0.98	105.48
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2019	103.66	940.82	64.89	28.41	31.49	4,482.13	144.73	5.25	5,801.38
Additions during the year	0.00	0.00	0.00	0.00	1.46	12.00	0.00	1.27	14.73
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2020	103.66	940.82	64.89	28.41	32.95	4,494.13	144.73	6.52	5,816.11
Accumulated Depreciation									
As on April 01, 2018	0.00	158.70	5.88	10.82	15.50	1,441.57	74.78	2.25	1,709.49
Depreciation charged during the year	0.00	73.88	2.91	4.40	6.73	554.82	21.28	1.38	665.39
Accumulated Depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2019	0.00	232.58	8.79	15.22	22.23	1,996.39	96.06	3.63	2,374.88
Depreciation charged during the year	0.00	67.39	2.70	3.24	4.28	461.51	13.74	1.09	553.95
Accumulated Depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2020	0.00	299.97	11.49	18.46	26.51	2,457.90	109.80	4.72	2,928.83
Net Carrying Value									
As on April 01, 2018	103.66	775.11	58.83	16.30	14.95	2,945.60	69.94	2.02	3,986.41
As on March 31, 2019	103.66	708.24	56.11	13.20	9.26	2,485.74	48.66	1.63	3,426.50
AS on March 31, 2020	103.66	640.85	53.40	9.95	6.44	2,036.23	34.93	1.80	2,887.28

The Company has elected to measure all its property, plant and equipment at the IGAAP carrying amount i.e. March 31, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. April 01, 2016.


7 Investments

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Investments carried at cost		
In Associate		
Equity shares - Unquoted		
Goldman Hotels & Resorts Pvt. Ltd. - fully paid-up (2600 shares of ₹ 10/- each)	0.26	0.26
Total	0.26	0.26
Aggregate amount of unquoted investments	0.26	0.26
Aggregate amount of impairment in value of investments	0.00	0.00

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved in last year as it did not have operation since last many years. The total financial impact of liquidation of the said subsidiary company is ₹ 566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item in last year.

8 Other Financial Assets
8.1 Non-Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Security Deposits	128.49	128.69
Fixed Deposits with the Bank having maturity more than 12 months and given as Security Deposit	127.76	119.69
Total Non-Current	256.25	248.38

8.2 Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Interest Receivable	4.84	6.66
Advance for Borrowing to be taken over	75.00	50.00
Total Current	79.84	56.66
Total Other Financial Assets	336.09	305.04

Out of the NPA Working Capital Loan Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12th February, 2018. The company has paid ₹ 75 lacs as advance to the said ARC which is shown above under Current Other Financial Assets.

9 Other Assets
9.1 Non Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Capital Advances	127.14	107.02
Total Non-Current	127.14	107.02



9.2 Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
a Advances other than Capital Advances		
Prepaid Expenses	2.17	2.20
Advances to Suppliers and Others	382.55	357.61
b Others		
Balance with Revenue Authorities	322.61	615.38
Total Current	707.33	975.18
Total Other Assets	834.47	1,083.20

10 Inventories

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Raw Material	1,152.73	1,418.18
Finished Goods	1,355.70	1,911.29
Total	2,508.43	3,329.47

11 Trade Receivables

Particulars	As at	
	March 31, 2020	March 31, 2019
Trade Receivable : Unsecured, Considered Good	11,002.08	11,021.54
Total	11,002.08	11,021.54
Dues from company where directors are interested (included above)	0.00	0.00

12 Cash and Cash Equivalents

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
a Balance with Bank		
In Current Accounts	18.07	8.67
b Cash on Hand	17.45	23.74
Total	35.52	32.41

13 Loans

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Unsecured, considered good		
To employees	12.43	12.54
To others	0.00	0.08
Total	12.43	12.62

**14 Equity Share Capital****14.1 Authorised Capital**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
27 00 00 000 Equity Shares of ₹ 1 each ⁽¹⁾	2,700.00	2,700.00
(27 00 00 000 Equity Shares of ₹ 1 each) ⁽²⁾		
(1) Represents number of shares as at March 31, 2020		
(2) Represents number of shares as at April 01, 2019		
Issued, subscribed and fully paid-up equity Shares		
15 82 75 560 Equity shares of ₹ 1 each ⁽¹⁾	1,582.76	1,582.76
(15 82 75 560 Equity shares of ₹ 1. each) ⁽²⁾		
	1,582.76	1,582.76

⁽¹⁾ Represents number of shares as at March 31, 2020⁽²⁾ Represents number of shares as at April 01, 2019**14.2 Reconciliation of number of shares outstanding**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
At the beginning of the period	1,582.76	1,582.76
Changes during the year	0.00	0.00
At the end of the year	1,582.76	1,582.76

14.3 Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 1. Each holder of equity share is entitled to one vote per share.

Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

14.4 Details of shareholders holding more than 5% shares in the Company:

(In ₹ Lacs)

Name of Shareholder	March 31, 2020		March 31, 2019	
	No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral M. Shah	526.10	33.24%	518.71	32.77%
Giraben K. Solanki	141.57	8.94%	141.57	8.94%
Sampati Securities Limited	337.60	21.33%	336.60	21.27%


15 Other Equity (In ₹ Lacs)

Particulars	31-03-2020	31-03-2019
Securities Premium	5,260.14	5,260.14
General Reserve	7.45	7.45
Retained Earnings	(4,462.48)	(3,100.62)
Total	805.11	2,166.98

Discription of Reserves

- (a) **Securities Premium** : The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (b) **General Reserve** : General Reserves are free reserves of the Company which are kept aside out of Company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- (c) **Retained Earnings** : Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

15.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

Summary of Quantitative Data is given hereunder: (In ₹ Lacs)

Particulars	31-03-2020	31-03-2019
Equity	1,582.76	1,582.76
Other Equity	805.11	2,166.97
Total	2,387.87	3,749.73

16 Borrowings
16.1 Non Current (In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Unsecured		
Loans from Related Parties	704.28	516.85
Total Non-Current	704.28	516.85

16.1.1 Details of securities

Terms Loans received from related parties are unsecured.

16.1.2 Terms of repayment (In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
1 to 2 year	0.00	36.53
2 to 3 year	0.00	0.00
3 to 5 year	0.00	0.00
More than 5 years	704.28	516.85



16.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Secured		
Working capital loan from Banks	6,499.20	6,499.20
Unsecured		
Loan from Related Parties	356.68	374.83
Total Current	6,855.88	6,874.03
Total Borrowings	7,560.16	7,390.88

16.2.1 Details of securities

Working capital loans from Banks are secured by way of hypothecation of Raw Materials, Work-in-Process, Finished Goods, Stores & Spares, Book Debts etc., and by way of second charge on Company's immovable properties.

Working capital loans are guaranteed by some of the directors of the Company as well as corporate guarantee of other group companies.

16.2.2 Details of default in repayment of working capital loan from banks :

(In ₹ Lacs)

Name of the Bank	Default made since	Principal default as at	
		March 31, 2020	March 31, 2019
State Bank of India			
A/c No. 61137449344	December 2015	949.31	949.31
A/c No. 65084267769	July 2015	2,500.00	2,500.00
Uco Bank			
A/c No. 19980500007002	May 2016	2,948.69	2,948.69
A/c No. 28390510000137	May 2016	101.20	101.20
Total		6,499.20	6,499.20

Name of the Bank	Default made since	Interest default as at	
		March 31, 2020	March 31, 2019
State Bank of India			
A/c No. 61137449344	December 2015	502.68	417.24
A/c No. 65084267769	July 2015	1,415.73	1,190.73
Uco Bank			
A/c No. 19980500007002	May 2016	1,298.99	1,030.06
A/c No. 28390510000137	May 2016	45.28	36.17
Total		3,262.68	2,674.20

As all the above accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at 9% and shown under the other financial liabilities.

Out of the above NPA Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12th February, 2018.

16.2.3 The default was neither remedied nor the terms of the loans payable were renegotiated, before the financial statements were approved for issue.



17 Provisions

17.1 Non current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Provision for Employee Benefits	67.14	63.37
Total	67.14	63.37

17.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Provision for Employee Benefits	14.06	10.69
Total	14.06	10.69
Total Provisions	81.20	74.06

18 Trade Payables

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Total outstanding dues of micro and small enterprises *	0.00	0.00
Total outstanding dues of creditors other than micro and small enterprises	4,383.12	5,198.09
Total	4,383.12	5,198.09

* Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

A Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end

B Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end

C Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year

D Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

E Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

F Interest due and payable towards suppliers registered under MSMED Act, for payments already made

G Further interest remaining due and payable for earlier years

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management, which has been relied up on by the auditors.

**19 Other Financial Liabilities** (In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Current Maturities of Long-Term Debt	0.00	36.53
Interest Accrued and Due	3,262.67	2,674.20
Payables for Property Plant and Equipment	20.38	35.37
Total	3,283.05	2,746.10

20 Other Current Liabilities (In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Advance from customers	669.07	620.89
Statutory Dues	29.85	16.91
Total	698.92	637.80

21 Contingent Liabilities and commitments (To the extent not provided for) (In ₹ Lacs)

Contingent Liabilities	March 31, 2020	March 31, 2019
Claims against the Company not acknowledged as Debt in respect of :-		
i) Disputed Income Tax matters	203.82	70.45
ii) Disputed VAT and CST matters	15,370.22	11,436.87
Total	15,574.04	11,507.32

21.1 It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/ decisions pending with various forums/ authorities.

21.2 The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

21.3 There has been a Supreme Court (SC) judgement dated 28th February 2020, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any.

22 Revenue from operations (In ₹ Lacs)

Particulars	2019-20	2018-19
Sale of Products	6,398.02	13,842.42
Sale of Service	45.92	879.38
Other Operating Revenues	28.49	68.50
Total	6,472.43	14,790.30

22.1 Disaggregation of revenue as mention as above



23 Other income	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Interest from Financial Asset measured at Amortised Cost	15.43	14.80
Other Non-Operating Income (Net of Expenses)	859.89	654.25
Total	875.32	669.05
24 Cost of Material Consumed	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Imported	305.29	602.69
Indigenous	5,040.29	12,679.06
Total	5,345.58	13,281.75
25 Changes in inventories of finished goods, stock-in-process & stock-in-trade	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Finished Goods / Stock-in-Trade		
Inventories (at commencement)	1,911.29	2,073.44
Inventories (at close)	1,355.70	1,911.28
Net Decrease in Inventories	555.59	162.16
26 Employee Benefit Cost	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Salaries and Wages	447.13	594.15
Contribution to Provident & Other Funds	10.93	16.39
Staff Welfare Expenses	0.85	0.27
Total	458.91	610.81
27 Finance costs	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Interest Expenses on Financial Liabilities carried at Amortized Cost	591.59	651.45
Other Borrowing Costs	4.74	8.98
Total	596.33	660.43
28 Depreciation and Amortisation Expenses	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Depreciation on Property, Plant & Equipment	553.95	665.39
Amortisation on Intangible Assets	0.00	0.00
Total	553.95	665.39


29 Other expenses (In ₹ Lacs)

Particulars	2019-20	2018-19
MANUFACTURING EXPENSES		
Freight & Transportation Expenses	138.06	161.09
Insurance	2.82	2.54
Jobwork Charges	23.95	4.52
Labour Charges	82.35	96.59
Other Manufacturing Expenses	32.70	24.03
Power & Fuel	701.00	930.28
Repairs to Building	4.44	4.08
Repairs to Machinery	2.22	2.70
Stores & Spares	45.38	94.47
SELLING AND DISTRIBUTION EXPENSES		
Advertisement Expenses	9.62	1.22
Other Selling & Distribution Expenses	134.62	76.92
Packing, Clearing & Forwarding Charges	89.62	100.00
ESTABLISHMENT EXPENSES		
Charity & Donations	0.03	2.45
Computer Expenses	1.21	0.86
General Expenses	13.74	16.54
Legal & Professional Fees	20.90	51.38
Other Repairs	1.81	1.06
Payment to Auditors	4.00	4.00
Power & Fuel - Office	7.89	9.41
Rate & Taxes	36.48	1.71
Stationery & Postage Expenses	4.30	6.32
Telephone Expenses	6.66	7.89
Travelling Expenses	30.32	57.70
Vehicle Expenses	9.16	7.18
Total	1,403.28	1,664.94

29.1 Payment to auditors as : (In ₹ Lacs)

Particulars	2019-20	2018-19
Statutory Audit Fees	3.00	3.00
Tax Audit Fees	0.50	0.50
Certification and Consultation Fees	0.50	0.50
Total	4.00	4.00

**30 Employee Benefits****30.1 Defined Contribution Plans**

Details of amount recognized as expenses during the year for the defined contribution plans.

(In ₹ Lacs)

Particulars	2019-20	2018-19
Contribution to Provident Funds	10.37	15.47
Contribution to ESIC	0.55	0.89
Contribution to Labour welfare fund	0.01	0.03
Total	10.93	16.39

30.2 Defined Benefit Plan - Gratuity**Information about the characteristics of defined benefit plan**

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Past Service Years
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of ₹ 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

30.3 The company is responsible for the governance of the plan.

30.4 Risk to the Plan

Following are the risk to which the plan exposes the entity:

A Actuarial Risk:

There is a risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

**D Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is made effective.

30.5 Reconciliation of defined benefit obligations

(In ₹ Lacs)

Particulars	2019-20	2018-19
Defined benefit obligations as at beginning of the year	74.06	30.56
Current service cost	9.14	9.03
Interest cost	5.00	2.37
Actuarial Loss/(Gain) due to change in financial assumptions	6.25	1.85
Actuarial Loss/(Gain) due to change in demographic assumptions	0.00	0.00
Actuarial Loss/(Gain) due to experience	(13.25)	30.25
Benefits Paid	0.00	0.00
Defined benefit obligations as at end of the year	81.20	74.06

30.6 Reconciliation of Plan Assets

(In ₹ Lacs)

Particulars	2019-20	2018-19
Plan Asset as at beginning of the year	0.00	0.00
Interest Income	0.00	0.00
Return on plan assets excluding interest income	0.00	0.00
Contributions by employer	0.00	0.00
Benefits paid	0.00	0.00
Plan Asset as at end of the year	0.00	0.00

30.7 Funded Status

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Present Value of Benefit Obligation at the end of the Period	(81.19)	(74.06)
Fair Value of Plan Assets at the end of the Period	0.00	0.00
Funded Status / Deficit	(81.19)	(74.06)


30.8 Net amount Charged to Statement of Profit and Loss for the period (In ₹ Lacs)

Particulars	March 31, 2020	March 31, 2019
Current service cost	9.14	9.03
Net Interest cost	5.00	2.37
Net amount recognized Statement of Profit and Loss	14.14	11.40

30.9 Net amount Recognized to Other Comprehensive Income for the period (In ₹ Lacs)

Particulars	March 31, 2020	March 31, 2019
Actuarial (Gains)/Losses on Obligation For the Period	(7.00)	32.10
Return on plan assets excluding interest income	0.00	0.00
Amounts recognized in Other Comprehensive Income	(7.00)	32.10

30.10 Actuarial Assumptions

Particulars	March 31, 2020	March 31, 2019
Discount Rate	6.75%	7.75%
Salary Growth Rate	6.00%	6.00%
Withdrawal Rate	5.00%	5.00%

30.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation 2019-20

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	(in ₹ Lacs)	%	(in ₹ Lacs)	%
Discount Rate	+/- 1.00%	(6.33)	-8%	7.39	9%
Salary Growth Rate	+/- 1.00%	7.37	9%	(6.43)	-8%
Withdrawal rate	+/- 1.00%	0.22	0%	(0.27)	0%

30.12 Maturity Profile of the Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

For the Year ended on March 31,	(in ₹ Lacs)	%
2020-2021	14.06	17.32%
2021-2022	6.62	8.15%
2022-2023	1.33	1.64%
2023-2024	1.33	1.64%
2024-2025	2.87	3.53%
2025 onwards	54.98	67.72%

**31 Income Tax Expense****31.1 Income Tax Expense in the statement of profit and loss comprises of:** (In ₹ Lacs)

Particulars	2019-20	2018-19
Income Tax	0.00	0.00
Related to adjustments of earlier year tax	0.53	9.68
Current Income Tax	0.53	9.68
Deferred Tax		
Relating to origination and reversal of temporary difference	-197.56	-132.73
Total Deferred Tax	-197.56	-132.73
Income Tax Expense / (Income)	-197.03	-123.05

31.2 The details of Income Tax Assets and Liabilities and Deferred Tax Liabilities as at March 31, 2020 and March 31, 2019 are as under :

Particulars	As at March 31, 2020	As at March 31, 2019
Income Tax Assets - Current	0.00	0.33
Income Tax Liabilities - Current	6.09	0.00
Deferred Tax Assets	783.85	586.29

31.3 A reconciliation of the Income Tax Provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :

Particulars	2019-20	2018-19
Accounting Profit Before Tax	-1,565.89	-1,586.14
Normal Tax Rate	30.900%	30.900%
Tax Liability on Accounting Profit	0.00	0.00
Current Tax Expenses : (A)	0.00	0.00
Relating to adjustments of earlier year taxes : (B)	0.53	9.68
Deferred Tax		
Relating to origination and reversal of temporary difference	-197.56	-132.73
Deferred Tax Expenses / (Income) : (C)	-197.03	-123.05
Total Income Tax Expense : (A + B + C)	-197.03	-123.05

31.4 There is no change in the applicable tax rates compared to previous accounting period.



31.5 Details of each type of recognized temporary differences and unused tax credits

(In ₹ Lacs)

Particulars	March 31, 2020	March 31, 2019
Deferred tax liability on		
Property, plant and equipment	85.56	128.26
Total Deferred tax liability	85.56	128.26
Deferred tax asset on		
Interest Accrued and not paid on NPA Borrowings	848.30	695.29
Provision for Gratuity	21.11	19.26
Total Deferred tax asset	869.41	714.55
Net Deferred Tax Liabilities/(Assets)	-783.85	-586.29

31.6 Details of deferred tax assets not recognized in balance sheet

(In ₹ Lacs)

Deferred tax assets on	March 31, 2020	March 31, 2019
Unused tax losses- related to Depreciation	741.37	642.09
Unused tax losses - Expired on March 31, 2024	13.00	13.00
Unused tax losses - Expired on March 31, 2026	112.82	112.82
Unused tax losses - Expired on March 31, 2027	71.08	206.77
Unused tax losses - Expired on March 31, 2028	117.59	0.00
Unused MAT tax credit - Expired on March 31, 2030	21.83	21.83

32 Financial Instruments

Disclosure of Financial Instruments by Category

As at March 31, 2020

(In ₹ Lacs)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	7	0.00	0.00	0.26	0.26	0.26
Other Financial Assets	8	0.00	0.00	336.09	336.09	336.09
Trade Receivables	11	0.00	0.00	11,002.08	11,002.08	11,002.08
Cash and Cash Equivalents	12	0.00	0.00	35.52	35.52	35.52
Loans	13	0.00	0.00	12.43	12.43	12.43
Total Financial Assets		0.00	0.00	11,386.38	11,386.38	11,386.38
Financial liability						
Borrowings	16	0.00	0.00	7,560.16	7,560.16	7,560.16
Trade Payables	18	0.00	0.00	4,383.12	4,383.12	4,383.12
Other Financial Liabilities	19	0.00	0.00	3,283.05	3,283.05	3,283.05
Total Financial Liabilities		0.00	0.00	15,226.33	15,226.33	15,226.33


As at March 31, 2019

(In ₹ Lacs)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	7	0.00	0.00	0.26	0.26	0.26
Other Financial Assets	8	0.00	0.00	305.04	305.04	305.04
Trade Receivables	11	0.00	0.00	11,021.54	11,021.54	11,021.54
Cash and Cash Equivalents	12	0.00	0.00	32.41	32.41	32.41
Loans	13	0.00	0.00	12.62	12.62	12.62
Total Financial Assets		0.00	0.00	11,371.87	11,371.87	11,371.87
Financial liability						
Borrowings	16	0.00	0.00	7,390.88	7,390.88	7,390.88
Trade Payables	18	0.00	0.00	5,198.09	5,198.09	5,198.09
Other Financial Liabilities	19	0.00	0.00	2,746.10	2,746.10	2,746.10
Total Financial Liabilities		0.00	0.00	15,335.07	15,335.07	15,335.07

33 Fair Value Measurement of Financial Asset and Financial Liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

34 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

A Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

i Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.



The Company's exposure to interest rate risk is as follows : (In ₹ Lacs)

Particulars	March 31, 2020	March 31, 2019
Liability		
Working Capital Loan - from Banks (Including Interest Accrued thereon)	9,761.87	9,173.39
	9,761.87	9,173.39
Particulars	Impact on Profit and Loss after Tax	
	March 31, 2020	March 31, 2019
Interest Rate increase by 0.50 basis point	33.73	31.69
Interest Rate decrease by 0.50 basis point	-33.73	-31.69

ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

Particulars	Currency		March 31, 2020	March 31, 2019
Financial Assets				
Trade Receivables	USD	in Lacs	132.39	131.68
	EURO	in Lacs	5.35	5.35
	INR	in Lacs	10,424.65	9,524.18
Financial Liabilities				
Trade Creditors	USD	in Lacs	1.28	1.40
	INR	in Lacs	96.49	96.84
Net Asset/(Liability)				
USD in INR		in Lacs	9,883.30	8,468.34
EURO in INR		in Lacs	444.32	431.33

Sensitivity analysis (In ₹ Lacs)

Particulars	Impact on profit / loss before tax	
	March 31, 2020	March 31, 2019
INR / USD rate changes favourably by 2%	197.67	169.37
INR / USD rate changes unfavourably by 2%	-197.67	-169.37
INR / EURO rate changes favourably by 2%	8.89	8.63
INR / EURO rate changes unfavourably by 2%	-8.89	-8.63

B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.



The following are the contractual maturities of financial liabilities (In ₹ Lacs)

As at March 31, 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,560.16	6,855.88	0.00	0.00	704.28
Trade Payables	4,383.12	4,383.12	0.00	0.00	0.00
Other Financial Liabilities	3,283.05	3,283.05	0.00	0.00	0.00
	15,226.33	14,522.05	0.00	0.00	704.28

As at March 31, 2019	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,390.88	6,874.03	0.00	0.00	516.85
Trade Payables	5,198.09	5,198.09	0.00	0.00	0.00
Other Financial Liabilities	2,746.10	2,746.10	0.00	0.00	0.00
	15,335.07	14,818.22	0.00	0.00	516.85

C Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large.

Credit risk arising from cash and cash equivalent and other financial assets is limited as the counterparties are banks and mainly Government companies respectively.

The maximum exposure to the credit risk at the reporting date from trade receivables is as under :

	(In ₹ Lacs)	
Particulars	March 31, 2020	March 31, 2019
Trade Receivable	11,002.08	11,021.54

35 Earning Per Share

Sr. No.	Particulars	Units	2019-20	2018-19
1	Net Profit	₹ in Lacs	-1,361.86	-2,061.93
2	Weighted Average of Equity Shares outstanding	Nos. in Lacs	1,582.76	1,582.76
3	Basic and Diluted Earning Per Share of ₹ 1 each	₹ in Lacs	-0.86	-1.30



36 Related Parties Disclosure :

36.1 List of Related Parties & Relationship:

Sr. No.	Particulars	Name of the Related Parties
2	Associate Company	Goldmen Hotels and Resorts Pvt. Ltd. * ⁽¹⁾
3	Key Managerial Personnel (KMP)	Viral M. Shah
		Zankarsinh K. Solanki
		Bhavika Sharma ⁽²⁾
		Yashaswani Pandeya ⁽³⁾
4	Relatives of Key Managerial Personnel	Mrs. Giraben Solanki
		Mrs. Mona Shah
		Mrs. Dipali Shah
		Mrs. Sarojben M. Shah
		Mrs. Dhara Z. Solanki
5	Enterprises over which KMP having significant influence	Sampati Securities Ltd.

* No transaction done during the year

⁽¹⁾ With effect from 4-11-2016

⁽²⁾ Till 08-02-2020

⁽³⁾ With effect from 08-02-2020

36.2 Transactions with Related Parties :

(In ₹ Lacs)

Particulars	KMP		Relatives of KMP		Enterprises over which KMP having significant influence		Total	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1 Liabilities								
Loan taken	52.88	15.37	8.40	0.00	1,696.34	2,588.56	1,757.62	2,603.93
Loan Repayment	79.44	15.37	0.00	0.00	1,508.92	2,849.20	1,588.35	2,864.57
2 Assets								
Loan Given	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Expenses								
Interest Expense	0.00	0.00	0.00	0.00	0.00	56.00	0.00	56.00
Directors' remuneration	13.38	14.94	0.00	0.00	0.00	0.00	13.38	14.94
Employee Benefit Expense	4.83	3.77	9.85	10.64	0.00	0.00	14.68	14.41
3 Outstanding Balances								
Liabilities								
Loans Payable	315.25	341.81	27.43	19.03	704.28	516.85	1,046.96	877.69


36.3 Disclosure of material transactions with Related Party:

(In ₹ Lacs)

Sr. No.	Particulars	2019-20	2018-19
1	Loan Transactions		
1.1	With KMP		
	Loan Taken from		
	Viral M. Shah	34.90	8.31
	Zankarsinh K. Solanki	17.99	7.06
		52.89	15.37
	Loan repaid to		
	Viral M. Shah	51.84	8.31
	Zankarsinh K. Solanki	27.59	7.06
		79.43	15.37
1.2	With enterprises over which KMP having significant influence		
	Loan taken from		
	Sampati Securities Ltd.	1,696.34	2,588.56
		1,696.34	2,588.56
	Loan repaid to		
	Sampati Securities Ltd.	1,508.92	2,849.20
		1,508.92	2,849.20
1.3	With Relatives of Key Managerial Personnel		
	Loan taken from		
	Mona Shah	8.40	0.00
		8.40	0.00
2	Expenses		
2.1	Interest Expenses		
	Sampati Securities Ltd.	0.00	56.00
		0.00	56.00
2.2	Director's remuneration		
	Viral M. Shah	7.79	9.35
	Zankarsinh K. Solanki	5.59	5.59
		13.38	14.94
2.3	Employee Benefit Expenses		
	Yashaswani Pandeya	0.80	0.00
	Bhavika Sharma	4.03	3.77
		4.83	3.77
	Employee Benefit Expenses		
	Mona Shah	2.40	2.87
	Giraben Solanki	4.22	4.22
	Dipali Shah	1.59	1.91
	Dhara Z. Solanki	1.63	1.63
		9.84	10.63



		(In ₹ Lacs)	
Sr. No.	Particulars	2019-20	2018-19
3	Balance outstanding		
	Loan payable		
	Giraben Solanki	19.03	19.03
	Mona Shah	8.40	0.00
	Viral M. Shah	16.43	33.38
	Zankarsinh K. Solanki	298.83	308.43
	Sampati Securities Ltd.	704.28	516.85
		1,046.97	877.69

36.4 Compensation of Key Managerial Personnel of the Company (In ₹ Lacs)

Particulars	2019-20	2018-19
Short Term Employee Benefits	18.21	18.71
Post employment benefits	0.00	0.00
Termination Benefits	0.00	0.00
Share Based Payments	0.00	0.00

36.5 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

36.6 The related party balances outstanding are routine in nature as per ordinary course of business.

37 Segment Informations

37.1 The Company is engaged in the business of manufacturing of S.S. Products. As there is only one reportable segment, the company has not given segment information.

37.2 Information about major customers

There are four customers (three in 2017-18) who individually accounted for revenue more than 10% of total revenue of the company.

		(In ₹ Lacs)	
Particulars	2019-20	2018-19	
Revenue from such customers			
Customer attributing highest revenue	1,650.37	2,756.56	
Customer attributing second highest revenue	1,568.01	2,642.33	
Customer attributing third highest revenue	1,086.56	2,269.51	
Customer attributing fourth highest revenue	0.00	2,121.01	

38 Exceptional Items - Investment in Subsidiary Written off

		(In ₹ Lacs)	
Particulars	2019-20	2018-19	
Investment in Subsidiary Company Written off	0.00	566.74	
	0.00	566.74	



Our subsidiary company in Thailand “Thai-Indo Steel Company Limited” was dissolved in last year 2018-19 as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is ₹ 566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item in last year 2018-19.

39 Details of Loan given, Investment made and Guarantee given pursuant section 186 (4) of the Companies Act, 2013 :

Loans given and investments made are given under the respective heads. All Loans given ar to the employees of the company. There are no corporate guarantees given by the company in respect of loans as at March 31, 2020.

40 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications / disclosures.

41 As the company is not covered under the provision of Section 135 of the Companies Act, 2013, details of CSR is not required to be given.

42 Note on Global Health Pandemic on Covid-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

COVID19 is significantly impacting business operation of the company, by way of interruption in production, supply chain disruption, unavailability of personnel, lower demand of company's product in the short term, closure/lockdown of production facilities etc. On 24th March, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till 3rd May, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

Given the uncertainty of quick turnaround to normalcy, post lifting of the lock down, the Company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or in meeting its financial obligations over the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure.

Pursuant to the relaxed guidelines, the Company has now resumed its operations but with limited capacity utilisation. Since the situation is continuously evolving, the impact assessed in future may be different from the estimates made as at the date of approval of these financial statements. Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants
Firm Reg. No. 127176W

Viral Shah

Managing Director
DIN - 00014182

Zankarsinh Solanki

Wholetime Director & CFO
DIN - 00014226

N. S. Patel

Partner
Membership No. 151799
UDIN : 20151799AAAAAM3799

Yashaswini Pandey

Company Secretary

Place : Ahmedabad

Date : 31-07-2020

Place : Ahmedabad

Date : 31-07-2020

**INDEPENDENT AUDITOR'S REPORT**

TO,
THE MEMBERS,
GYSCOAL ALLOYS LTD.

Report on the Audit of Consolidated Financial Statements**Opinion**

1. We have audited the accompanying consolidated financial statements of Gyscoal Alloys Limited (hereinafter referred to as "the Company") and its associates (hereinafter together referred to as the "the Group") which comprise the consolidated Balance Sheet as at March 31, 2020, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records. (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the associates, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2020, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for opinion

3. We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associates in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 16 and 17 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key audit matters

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

**Assessment of contingent liabilities relating to litigations and claims See Note 21 to the consolidated financial statements**

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>The Company has material uncertain tax positions including matters under dispute relating to direct tax and indirect tax which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgements and estimates in relation to the issues and exposures. Whether the liability is inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities. • Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. • We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities. • We discussed the status and potential exposures in respect of significant litigation and claims with the Company's management including their views on the likely outcome of each litigation, claim and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors. • We assessed the adequacy of disclosures made. • We discussed the status in respect of significant provisions with the Company's management. • We performed retrospective review of management judgements relating to accounting estimate included in the financial statement of prior year and compared with the outcome.

Information other than the Consolidated Financial Statements and Auditors' Report thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Board of Directors report, but does not include the consolidated financial statements and our auditor's report thereon.
6. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
7. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 16 and 17 below), 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 for the consolidated financial statements

8. The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated



cash flows and consolidated statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

9. In preparing the Consolidated Financial Statements, the respective Board of Directors of the company and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. Those respective Board of Directors of the company and of its associates are also responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's responsibilities for the audit of the consolidated financial statements

11. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated 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) of the Act, we are also responsible for expressing our opinion on whether the Parent company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report



to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

16. We did not audit the financial statements of one associates (i.e. **Goldman Hotels and Resorts Private Limited**) included in the consolidated financial results, whose financial statements reflect total assets of ₹ Nil and net assets of ₹ Nil as at March 31, 2020, total revenues of ₹ Nil, total net profit after tax of ₹ Nil and total comprehensive income of ₹ Nil and net cash flows amounting to ₹ Nil for the year ended March 31, 2020, as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management. These financial statements have not been prepared in accordance with Ind AS compliance but prepared in conformity with the accounting principles generally accepted in India. Our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of this associates, and our report in terms of section 143(3) of the act, in so far as it relates to the aforesaid associates is based solely on the report of other auditors. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.
17. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

**Report on other legal and regulatory requirements**

18. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of associates, as noted in the 'other matters' paragraph we report, to the extent applicable, that:
- (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors of the Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its associates, none of the directors of the Company and its associates, incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Company and its associates, incorporated in India, refer to our separate Report in "**Annexure A**" to this report;
 - (g) In our opinion and based on the consideration of reports of other statutory auditors of the associates, incorporated in India, the managerial remuneration for the year ended March 31, 2020 has been paid/ provided by the Company and its associates incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the associates, as noted in the 'Other Matters' paragraph:
 - i) The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its associates in its Consolidated Financial Statements – **Refer Note 21** to the Consolidated Financial Statements;
 - ii) The Group and its associates have no long-term contracts as at March 31, 2020 for which there were no material foreseeable losses. The Group and its associates did not have any long term derivative contracts as at March 31, 2020.



- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company and its associates.
- iv) The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these consolidated financial statements since they do not pertain to the financial year ended March 31, 2020.

For, SAURABH R. SHAH & CO.

Chartered Accountants

Firm Reg. No. 127176W

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAN1411

Place : Ahmedabad

Date : July 31, 2020

**Annexure A to Independent Auditors' Report**

Referred to in paragraph 18(f) of the Independent Auditors' Report of even date to the members of Gyscoal Alloys Limited on the Consolidated financial statements for the year ended March 31, 2020

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of sub-section 3 of section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of Gyscoal Alloys Limited as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to financial statements of Gyscoal Alloys Limited (hereinafter referred to as "the Company") and its associates, which is company incorporated in India, as of that date.

Management's responsibility for Internal Financial Controls

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

Auditors' responsibility

3. Our responsibility is to express an opinion on the Company and its associates, which are companies incorporated in India, internal financial controls over financial reporting with reference to these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, 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 auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control over financial reporting with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Consolidated Financial Statements 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;
- (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 with reference to these consolidated financial statements

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph below, the Company and its subsidiaries, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Company, in so far as it relates to separate financial statement of its 1 associates, which are companies incorporated in India, is based on the corresponding reports of the auditors of such associates incorporated in India. Our opinion is not qualified in respect of this matter.

For, SAURABH R. SHAH & CO.

Chartered Accountants

Firm Reg. No. 127176W

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAN1411

Place : Ahmedabad

Date : July 31, 2020



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
A ASSETS			
(1) Non-Current Assets			
a Property, Plant and Equipment	6		
(i) Tangible Asset		2,887.28	3,426.50
(ii) Goodwill on Consolidation		0.00	0.00
(ii) Capital Work in Progress		0.00	0.00
b Financial Assets			
Investments	7	0.00	0.00
Other Financial Assets	8.1	256.25	248.38
c Deferred Tax Asset (Net)	31	783.85	586.29
d Other Non Current Assets	9.1	127.14	107.02
Total Non-Current Assets		4,054.52	4,368.19
(2) Current Assets			
a Inventories	10	2,508.43	3,329.47
b Financial Assets			
Trade Receivables	11	11,002.08	11,021.54
Cash and Cash Equivalents	12	35.52	32.41
Loans	13	12.43	12.62
Other Financial Assets	8.2	79.84	56.66
c Income Tax Assets (Net)	31	0.00	0.33
d Other Current Assets	9.2	707.33	975.18
Total Current Assets		14,345.63	15,428.21
Total Assets		18,400.15	19,796.40
B EQUITY AND LIABILITIES			
I EQUITY			
a Equity Share Capital	14	1,582.76	1,582.76
b Other Equity	15	804.85	2,166.71
Total Equity		2,387.61	3,749.47
Minority Interest		0.00	0.00
II LIABILITIES			
(1) Non-Current Liabilities			
a Financial Liabilities			
Borrowings	16.1	704.28	516.85
b Provisions	17.1	67.14	63.37
c Deferred Tax Liabilities (Net)	31	0.00	0.00
Total Non-Current Liabilities		771.42	580.22
(2) Current Liabilities			
a Financial Liabilities			
Borrowings	16.2	6,855.88	6,874.03
Trade Payables due to	18		
Micro & Small Enterprises		0.00	0.00
Other than Micro & Small Enterprise		4,383.12	5,198.09
Other Financial Liabilities	19	3,283.05	2,746.10
b Other Current Liabilities	20	698.92	637.80
c Provisions	17.2	14.06	10.69
d Current Tax Liabilities (Net)	31	6.09	0.00
Total Current Liabilities		15,241.12	15,466.71
Total Equity and Liabilities		18,400.15	19,796.40

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants

Firm Reg. No. 127176W

Viral Shah

Managing Director

DIN - 00014182

Zankarsinh Solanki

Wholetime Director & CFO

DIN - 00014226

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAN1411

Yashaswini Pandey

Company Secretary

Place : Ahmedabad

Date : 31-07-2020

Place : Ahmedabad

Date : 31-07-2020


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

(₹ in Lacs)

Particulars		Note	Year ended	Year ended
		No.	March 31, 2020	March 31, 2019
I	Revenue from Operations	22	6,472.43	14,790.30
II	Other Income	23	875.32	669.05
III	Total Revenue (I + II)		7,347.75	15,459.35
IV	Expenses			
a	Cost of Materials Consumed	24	5,345.58	13,281.75
b	Purchase of Stock-in-Trade		0.00	0.00
c	Changes in Inventories of Finished Goods, Stock-in-Process & Stock-in-Trade	25	555.59	162.16
e	Employees Benefit Cost	26	458.91	610.81
f	Finance Cost	27	596.33	660.43
g	Depreciation and Amortisation Expenses	28	553.95	665.39
h	Other Expenses	29	1,403.28	1,664.94
	Total Expenses		8,913.64	17,045.48
V	(Loss) before exceptional items and tax (III - IV)		-1,565.89	-1,586.13
VI	Exceptional Items - Investment in Subsidiary Written off	38	0.00	566.74
VII	(Loss) before tax (V - VI)		-1,565.89	-2,152.87
VI	Tax Expenses	31		
a	Current Tax		0.00	0.00
b	Deferred Tax		-197.56	-132.73
c	Adjustment of Earlier Year Tax		0.53	9.68
			-197.03	-123.05
IX	(Loss) after Tax (V - VI)		-1,368.86	-2,029.82
X	Other Comprehensive Income			
A	Items that will not be reclassified to profit or loss			
	Remeasurement of Defined Benefit Obligations		7.00	-32.10
B	Items that will be reclassified to profit or loss			
	Foreign Currency Translation Reserve		0.00	0.00
			7.00	-32.10
	Total Comprehensive Income (IX + X)		-1,361.86	-2,061.92
	Loss after tax attributable to			
	Owners of the company		-1,368.86	-2,029.82
	Non Controlling Interest		0.00	0.00
	Other Comprehensive Income attributable to			
	Owners of the company		7.00	-32.10
	Non Controlling Interest		0.00	0.00
	Total Comprehensive Income attributable to			
	Owners of the company		-1,361.86	-2,061.92
	Non Controlling Interest		0.00	0.00
	Earning per Equity Share of face value of ₹ 1/- each			
	Basic	(In ₹)	(0.86)	(1.30)
	Diluted	(In ₹)	(0.86)	(1.30)

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants

Firm Reg. No. 127176W

Viral Shah

Managing Director

DIN - 00014182

Zankarsinh Solanki

Wholetime Director & CFO

DIN - 00014226

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAN1411

Yashaswini Pandey

Company Secretary

Place : Ahmedabad

Date : 31-07-2020

Place : Ahmedabad

Date : 31-07-2020


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

(₹ in Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(A) Cash Flow from Operating Activities :		
Net Loss before Tax	-1,565.89	-1,586.14
Adjustments for :		
Depreciation	553.95	665.39
Adjustment for Subsidiary	0.00	21.38
Adjustment for Associate Company	0.00	-0.26
Adjustment for Minority Interest	0.00	-38.99
Investment in Subsidiary Company Written off	0.00	-566.74
Foreign Currency Translation Expenses	0.00	-40.33
Interest Income	-15.43	-14.80
Interest expenses	589.92	649.90
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	7.00	-32.10
Operating Profit Before Working Capital Changes	-430.45	-942.69
Adjustments for:		
Non-current/current financial and other assets	216.89	1,439.58
Trade Receivables	19.45	178.53
Inventories	821.03	868.58
Non-current/current financial and other liabilities/provisions	-227.90	-714.02
Cash Generated from/(used in) Operating Activities	399.02	829.98
Direct Taxes Paid (Net)	5.89	-34.51
Nat Cash from Operating Activities (A)	404.91	795.47
(B) Cash Flow from Investing Activity :		
Purchase of property, plant and equipments & Goodwill	-14.73	68.84
Interest Received	15.43	14.80
Net Cash form Investing Activities (B)	0.70	83.64
(C) Cash Flow from Financial Activities :		
Proceeds /(Repayment) of Long Term Borrowings (Net)	187.43	-246.77
Interest Paid	-589.92	-649.90
Net Cash Flow from/(used in) Financing Activities (C)	-402.49	-896.67
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	3.11	-17.56
Add : Opening Cash & Bank Balances	32.41	49.97
Closing Cash & Bank Balances	35.52	32.41

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

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Yashaswini Pandey

Company Secretary

Place : Ahmedabad

Date : 31-07-2020

Place : Ahmedabad

Date : 31-07-2020



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

A Equity Share Capital (In ₹ Lacs)

Year to Date	March 31, 2020	March 31, 2019
Balance at the beginning of reporting period	1,582.76	1,582.76
Changes during the year	0.00	0.00
Balance at the end of reporting period	1,582.76	1,582.76

B Other Equity (In ₹ Lacs)

Particulars	Reserves and Surplus			OCI	Total
	Securities Premium	General Reserve	Retained Earnings	Foreign Curr. Tra. Reserve	
Balance as at April 01, 2019	5,260.14	7.45	-3,100.87	0.00	2,166.72
(Loss) for the year	0.00	0.00	-1,368.86	0.00	-1,368.86
Adjusted for Subsidiary	0.00	0.00	0.00	0.00	0.00
Shares of Associate Company Written off	0.00	0.00	0.00	0.00	0.00
Items of OCI for the year	0.00	0.00	0.00	0.00	0.00
Foreign Currency Translation reserve	0.00	0.00	0.00	0.00	0.00
Remeasurement of defined benefit obligations	0.00	0.00	7.00	0.00	7.00
Total comprehensive income for the year	0.00	0.00	-1,361.86	0.00	-1,361.86
Balance as at March 31, 2019	5,260.14	7.45	-4,462.73	0.00	804.85
Balance as at April 01, 2018	5,260.14	7.45	-1,060.06	40.33	4,247.86
(Loss) for the year	0.00	0.00	-2,029.83	0.00	-2,029.83
Adjusted for Subsidiary	0.00	0.00	21.38	-40.33	-18.96
Shares of Associate Company Written off	0.00	0.00	-0.26	0.00	-0.26
Items of OCI for the year	0.00	0.00	0.00	0.00	0.00
Foreign Currency Translation reserve	0.00	0.00	0.00	0.00	0.00
Remeasurement of defined benefit obligations	0.00	0.00	-32.10	0.00	-32.10
Total comprehensive income for the year	0.00	0.00	-2,040.81	-40.33	-2,081.15
Balance as at March 31, 2019	5,260.14	7.45	-3,100.87	0.00	2,166.71

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants

Firm Reg. No. 127176W

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAN1411

Place : Ahmedabad

Date : 31-07-2020

Viral Shah

Managing Director

DIN - 00014182

Yashaswini Pandey

Company Secretary

Place : Ahmedabad

Date : 31-07-2020

Zankarsinh Solanki

Wholetime Director & CFO

DIN - 00014226



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1 Group overview

The consolidated financial statements (herein after referred to as “financial statements”) comprise financial statements of Gyscoal Alloys Limited (the Company) and its associate (collectively, the Group) for the year ended March 31, 2020.

The Company is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at Plot No. 2/3 GIDC, Ubkhal, Kukarwada, Tal. Vijapur, Dist.: Mehsana - 382 830.

The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The parent is engaged in the manufacturing of SS products.

The financial statements are approved for issue by the company's Board of Directors on May 30, 2019.

2 Basis of Preparation

2.1 Statement of Compliance

(i) 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.

(ii) Historical Cost Convention

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities
- ii) Defined Benefit Plans - Plan Assets

(iii) Current and Non-Current Classification

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

An asset is treated as Current when it is :-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period."

All other assets are classified as non-current.

A liability is current when :-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**(iv) Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

3 Significant Accounting Policies**3.1 Revenue Recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

3.1.1 Sale of Goods

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

The Company does not expect to have any contracts where the period between the rendering of promised services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

3.1.3 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

3.1.4 Job Work

Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

3.1.5 Other Income**a Interest Income**

Interest income is recognized using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

b Dividend income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

c Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

d All other Incomes are recognised and accounted for on accrual basis.**3.2 Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 01 April 2016 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant and Equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful life and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 Financial Instruments

3.3.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.3.2 Subsequent Measurement

a Non-derivative financial instruments

i Financial assets measured at amortized cost

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

ii Financial assets measured at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. . For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v Investment in subsidiaries, associate and joint ventures

Investments in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments

in subsidiary companies, associate and joint venture companies, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects."

3.3.3 De-recognition

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

3.3.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability."

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

3.5 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

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

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.5.3 Minimum Alternate Tax ('MAT')

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

3.6 Impairment

3.6.1 Financial assets other than investments in subsidiary and associates

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss."

3.6.2 Financial assets – investment in subsidiary and associates

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

If any indication exists, the company estimates the asset's recoverable amount based on value in use.

To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset

Where the carrying amount of an asset exceeds its value in use amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in statement of profit and loss."

3.6.3 Non financial assets - Tangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.7 Borrowing Costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.8 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each

reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.9 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.10 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

3.11 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

3.12 Foreign Currency

a Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

3.13 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

3.15 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

3.16 Lease

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective approach.

The effect of this adoption is insignificant on the profit before tax, profit for the year and earnings per share."

(i) As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

3.17 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.



The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

3.18 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.19 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

3.20 Basis of consolidation and equity method

The Parent Company consolidates entities which it owns or controls and applies equity method of accounting where the Company has significant influence over the other entity.

a Consolidation of subsidiary

The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the current ability to direct the relevant activities of the entity that significantly affect the entity's returns.

Subsidiary is consolidated from the date control commences until the date control ceases.

Consolidated financial statements combine like items of assets, liabilities, equity, income, expenses and cash flows of the Company with those of the subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. Offset the carrying amount of the Company's investment in subsidiary and the Company's portion of the equity of each subsidiary. Intragroup transactions, balances and unrealized gains and losses on transactions between entities of group are eliminated. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income taxes, applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances.

Non-controlling interests in the profit or loss and equity of subsidiary are shown separately in the consolidated financial statements of profit and loss and consolidated statement of changes in equity respectively.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

b Equity method of accounting for investment in associate

An associate is an entity over which the Company and its subsidiary have significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over the policies.

Investments in associates are accounted for using the equity method of accounting. The investments are initially recognized at cost, and the carrying amount is increased or decreased to recognize the Company's share of the profit or loss and other comprehensive income of the investee after the acquisition date. Distributions received from an investee reduce the carrying amount of the investment.

When Company's share of losses of an associate equal or exceeds its interest in the associate, the Company discontinues recognizing its share of further losses unless it has incurred obligations or made payments on behalf of associate.

Unrealized gains and losses on transactions between entities of group are recognised to the extent of the group's interest in these entities.

Investments in associate are accounted for using equity method from the date significant influence commences until the date significant influence ceases.

Accounting policies of the associate are in line with the Company's accounting policies.

Details of associate companies that have been considered in the preparation of the consolidated financial statements:

1. Name of the associates :	Goldman Hotels and Resorts Private Limited	
2. Relationship :	Associates	
3. Country of Incorporation and principal place of business :	India	
4. % of Holding and voting power	as on March 31, 2020	as on March 31, 2019
	26%	26%

As company's share of loss in associates exceeds the carrying amount of the investment in shares of associates i.e. Goldman Hotels and Resorts Private Limited, the company has reported investment at nil value. In view of this, the company did not consider accounting of loss reported by associates in the financial years 2019-20.

4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive

5 Standards issued but not yet effective

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



6 Property, Plant and Equipment

Particulars	Factory Land	Building-Factory	Building-Office	Furniture	Office Equipments	Plant & Machinery	Vehicles	Computers	Total
Gross Carrying Value									
As on April 01, 2018	139.45	931.72	66.79	27.11	30.47	4,387.17	144.73	4.27	5,731.70
Additions during the year	0.00	7.02	0.18	1.30	1.04	94.96	0.00	0.98	105.48
Add(Less) : Adjustment	0.00	2.08	-2.08	0.00	0.00	0.00	0.00	0.00	0.00
Less : Adjustment for Subsidiary	35.79	0.00	0.00	0.00	0.02	0.00	0.00	0.00	35.80
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2019	103.66	940.82	64.89	28.41	31.49	4,482.13	144.73	5.25	5,801.38
Additions during the year	0.00	0.00	0.00	0.00	1.46	12.00	0.00	1.27	14.73
Disposals during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2020	103.66	940.82	64.89	28.41	32.95	4,494.13	144.73	6.52	5,816.11
Accumulated Depreciation									
As on April 01, 2018	0.00	158.70	5.88	10.82	15.52	1,441.57	74.78	2.25	1,709.51
Less : Adjustment for Subsidiary	0.00	0.00	0.00	0.00	0.02	0.00	0.00	0.00	0.02
Depreciation charged during the year	0.00	73.88	2.91	4.40	6.73	554.82	21.28	1.38	665.39
As on March 31, 2019	0.00	232.58	8.79	15.22	22.23	1,996.39	96.06	3.63	2,374.88
Depreciation charged during the year	0.00	67.39	2.70	3.24	4.28	461.51	13.74	1.09	553.95
Accumulated depreciation on disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As on March 31, 2020	0.00	299.97	11.49	18.46	26.51	2,457.90	109.80	4.72	2,928.83
Net Carrying Value									
Net Block as on April 01, 2018	139.45	773.02	60.91	16.29	14.95	2,945.60	69.95	2.02	4,022.19
Net Block as on March 31, 2019	103.66	708.24	56.10	13.19	9.26	2,485.74	48.67	1.62	3,426.50
AS on March 31, 2020	103.66	640.85	53.40	9.95	6.44	2,036.23	34.93	1.80	2,887.28

6.1 The Company has elected to measure all its property, plant and equipment at the IGAAP carrying amount i.e. March 31, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. April 01, 2016.


7 Investments

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
In unquoted equity shares of associate		
Goldman Hotels & Resorts Pvt. Ltd. (2600 shares of ₹10/- each)		
Total	0.00	0.00
Aggregate amount of unquoted investments	0.00	0.00
Aggregate amount of impairment in value of investments	0.00	0.00

As company's share of loss in associates exceeds the carrying amount of the investment, the company has reported investment at nil value. In view of this, the company did not consider accounting of loss reported by associates in the financial years 2019-20.

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved in last year as it did not have operation since last many years. The total financial impact of liquidation of the said subsidiary company is ₹ 566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item in last year.

8 Other Financial Assets
8.1 Non-Current Other Financial Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Security Deposits	128.49	128.69
Fixed Deposits with the Bank having maturity more than 12 months and given as margin money	127.76	119.69
Total Non-Current	256.25	248.38

8.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Interest Receivable	4.84	6.66
Advance for Borrowing to be taken over	75.00	50.00
Total Current	79.84	56.66
Total Other Financial Assets	336.09	305.04

Out of the NPA Working Capital Loan Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12th February, 2018. The company has paid ₹ 75 lacs as advance to the said ARC which is shown above under Current Other Financial Assets.

9 Other Assets
9.1 Non Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Capital Advances	127.14	107.02
Total Non-Current	127.14	107.02


9.2 Current Assets

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
a Advances other than Capital Advances		
Prepaid Expenses	2.17	2.20
Advances to suppliers and others	382.55	357.61
b Others		
Balance with revenue authorities	322.61	615.38
Total Current	707.33	975.18
Total Other Assets	834.47	1,083.20

10 Inventories

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Raw Material	1,152.73	1,418.18
Finished Goods	1,355.70	1,911.29
Total	2,508.43	3,329.47

11 Trade Receivables

Particulars	As at	
	March 31, 2020	March 31, 2019
Unsecured, Considered Good	11,002.08	11,021.54
Total	11,002.08	11,021.54
Dues from company where directors are interested (included above)	0.00	0.00

12 Cash and Cash Equivalents

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
a Balance with bank		
In Current Accounts	18.07	8.67
b Cash on Hand	17.45	23.74
Total	35.52	32.41

13 Loans

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Unsecured, considered good		
To employees	12.43	12.54
To others	0.00	0.08
Total	12.43	12.62

**14 Equity Share Capital****14.1 Authorised Capital**

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
27 00 00 000 Equity Shares of ₹1 each ⁽¹⁾	2,700.00	2,700.00
(27 00 00 000 Equity Shares of ₹1 each) ⁽²⁾		
⁽¹⁾ Represents number of shares as at March 31, 2020		
⁽²⁾ Represents number of shares as at March 31, 2019		
Issued, subscribed and fully paid-up equity Shares		
15 82 75 560 Equity shares of ₹ 1 each ⁽¹⁾	1,582.76	1,582.76
(15 82 75 560 Equity shares of ₹ 1 each) ⁽²⁾		
⁽¹⁾ Represents number of shares as at March 31, 2020		
⁽²⁾ Represents number of shares as at March 31, 2019		
Total	1,582.76	1,582.76

14.2 Reconciliation of number of shares outstanding

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
At the beginning of the period	1,582.76	1,582.76
Changes during the year	0.00	0.00
At the end of the year	1,582.76	1,582.76

14.3 Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 1. Each holder of equity share is entitled to one vote per share.

Dividends, if any, is declared and paid in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

14.4 Details of shareholders holding more than 5% shares in the Company:

(In ₹ Lacs)

Name of Shareholder	March 31, 2020		March 31, 2019	
	No. of Shares held (in Lacs)	% of Holding	No. of Shares held	% of Holding
Viral Shah	526.10	33.24%	518.71	32.77%
Giraben Kishorsinh Solanki	141.57	8.94%	141.57	8.94%
Sampati Securities Limited	337.60	21.33%	336.60	21.27%


15 Other Equity (In ₹ Lacs)

Particulars	31-03-2020	31-03-2019
Securities Premium	5,260.14	5,260.14
General Reserve	7.45	7.45
Retained Earnings	(4,462.73)	(3,100.87)
Total	804.85	2,166.71

Discription of Reserves

- (a) **Securities Premium** : The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Act, 2013.
- (b) **General Reserve** : General Reserves are free reserves of the Company which are kept aside out of Company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- (c) **Retained Earnings** : Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders

15.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

Summary of Quantitative Data is given hereunder: (In ₹ Lacs)

Particulars	31-03-2020	31-03-2019
Equity	1,582.76	1,582.76
Other Equity	804.85	2,166.71
Total	2,387.61	3,749.47

16 Borrowings
16.1 Non Current (In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Unsecured		
Loans from Related Parties	704.28	516.85
Total Non-Current	704.28	516.85

16.1.1 Details of securities

Term loan received from related parties are unsecured.

16.1.2 Terms of repayment (In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
1 to 2 year	0.00	0.00
2 to 3 year	0.00	0.00
3 to 5 year	0.00	0.00
More than 5 years	704.28	516.85



16.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Secured		
Working capital loan from Banks	6,499.20	6,499.20
Unsecured		
Loans from Related Parties	356.68	374.83
Total Current	6,855.88	6,874.03
Total Borrowings	7,560.16	7,390.88

16.2.1 Details of securities

Working capital loans from Banks are secured by way of hypothecation of Raw Materials, Work-in-Process, Finished Goods, Stores & Spares, Book Debts etc., and by way of second charge on Company's immovable properties.

Working capital loans are guaranteed by some of the directors of the Company as well as corporate guarantee of other group companies.

16.2.2 Details of default in repayment of working capital loan from banks :

(In ₹ Lacs)

Name of the Bank	Default made since	Principal default as at	
		March 31, 2020	March 31, 2019
State Bank of India			
A/c No. 61137449344	December 2015	949.31	949.31
A/c No. 65084267769	July 2015	2,500.00	2,500.00
Uco Bank			
A/c No. 19980500007002	May 2016	2,948.69	2,948.69
A/c No. 28390510000137	May 2016	101.20	101.20
Total		6,499.20	6,499.20

Name of the Bank	Default made since	Interest default as at	
		March 31, 2020	March 31, 2019
State Bank of India			
A/c No. 61137449344	December 2015	502.68	417.24
A/c No. 65084267769	July 2015	1,415.73	1,190.73
Uco Bank			
A/c No. 19980500007002	May 2016	1,298.99	1,030.06
A/c No. 28390510000137	May 2016	45.28	36.17
Total		3,262.68	2,674.20

As all the above accounts classified by bank as NPA, interest on the same is not charged by the bank in the said accounts. So, the company has made provision of interest payable on such accounts at the interest rates sanctioned by the banks and shown under the other financial liabilities.

Out of the above NPA Accounts, UCO Bank has sold its NPA A/c to M/s. Omkara Assets Reconstruction Pvt. Ltd. (ARC) and the company has acknowledge this assignment of Debt towards the said ARC vide resolution passed in board meeting held on 12th February, 2018.

16.2.3 The default was neither remedied nor the terms of the loans payable were renegotiated, before the financial statements were approved for issue.



17 Provisions

17.1 Non current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Provision for Employee Benefits	67.14	63.37
Total	67.14	63.37

17.2 Current

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Provision for Employee Benefits	14.06	10.69
Total	14.06	10.69
Total Provisions	81.20	74.06

18 Trade Payables

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Total outstanding dues of micro and small enterprises *		
Total outstanding dues of creditors other than micro and small enterprises	4,383.12	5,198.09
Total	4,383.12	5,198.09

* Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

A Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end

B Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end

C Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year

D Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

E Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year

F Interest due and payable towards suppliers registered under MSMED Act, for payments already made

G Further interest remaining due and payable for earlier years

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company. The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management, which has been relied up on by the auditors.


19 Other Financial Liabilities

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Current Maturities of Long-Term Debt	0.00	36.53
Interest Accrued and due	3,262.67	2,674.20
Payables for Property Plant and Equipment	20.38	35.37
Total	3,283.05	2,746.10

20 Other Current Liabilities

(In ₹ Lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Advance from customers	669.07	620.89
Statutory Dues	29.85	16.91
Total	698.92	637.80

21 Contingent Liabilities and commitments

(In ₹ Lacs)

Contingent Liabilities	March 31, 2020	March 31, 2019
Claims against the Company not acknowledged as Debt		
Disputed Income Tax matters	203.82	70.45
Disputed VAT and CST matters	15,370.22	11,436.87
Total	15,574.04	11,507.32

21.1 The Company's pending litigations comprise of claims against the Company pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

21.2 There has been a Supreme Court (SC) judgement dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any.

22 Revenue from operations

(In ₹ Lacs)

Particulars	2019-20	2018-19
Sale of Products	6,398.02	13,842.42
Sale of Service	45.92	879.38
Other Operating Revenues	28.49	68.50
Total	6,472.43	14,790.30

22.1 Disaggregation of revenue as mention as above



23 Other income	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Interest from Financial Asset measured at Amortised Cost	15.43	14.80
Other Non-Operating Income (Net of Expenses)	859.89	654.25
Total	875.32	669.05
24 Cost of Material Consumed	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Imported	305.29	602.69
Indigenous	5,040.29	12,679.06
Total	5,345.58	13,281.75
25 Changes in inventories of finished goods, stock-in-process & stock-in-trade	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Finished Goods / Stock-in-Trade		
Inventories (at commencement)	1,911.29	2,073.44
Inventories (at close)	1,355.70	1,911.28
Net Decrease in Inventories	555.59	162.16
26 Employee Benefit Cost	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Salaries and Wages	447.13	594.15
Contribution to Provident & Other Funds	10.93	16.39
Staff Welfare Expenses	0.85	0.27
Total	458.91	610.81
27 Finance costs	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Interest Expenses on Financial liabilities carried at Amortized Cost	591.59	651.45
Other Borrowing Costs	4.74	8.98
Total	596.33	660.43
28 Depreciation and Amortisation Expenses	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Depreciation on Property, Plant & Equipment	553.95	665.39
Amortisation on Intangible Assets	0.00	0.00
Total	553.95	665.39


29 Other expenses (In ₹ Lacs)

Particulars	2019-20	2018-19
MANUFACTURING EXPENSES		
Freight & Transportation Expenses	138.06	161.09
Insurance	2.82	2.54
Jobwork Charges	23.95	4.52
Labour Charges	82.35	96.59
Other Manufacturing Expenses	32.70	24.03
Power & Fuel	701.00	930.28
Repairs to Building	4.44	4.08
Repairs to Machinery	2.22	2.70
Stores & Spares	45.38	94.47
SELLING AND DISTRIBUTION EXPENSES		
Advertisement Expenses	9.62	1.22
Other Selling & Distribution Expenses	134.62	76.92
Packing, Clearing & Forwarding Charges	89.62	100.00
ESTABLISHMENT EXPENSES		
Charity & Donations	0.03	2.45
Computer Expenses	1.21	0.86
Exchange Fluctuation (Net)	0.00	0.00
General Expenses	13.74	16.54
Legal & Professional Fees	20.90	51.38
Other Repairs	1.81	1.06
Payment to Auditors	4.00	4.00
Power & Fuel - Office	7.89	9.41
Rate & Taxes	36.48	1.71
Stationery & Postage Expenses	4.30	6.32
Telephone Expenses	6.66	7.89
Travelling Expenses	30.32	57.70
Vehicle Expenses	9.16	7.18
Total	1,403.28	1,664.94

29.1 Payment to auditors as : (In ₹ Lacs)

Particulars	2019-20	2018-19
Statutory Audit Fees	3.00	3.00
Tax Audit Fees	0.50	0.50
Certification and Consultation Fees	0.50	0.50
Total	4.00	4.00

**30 Employee Benefits****30.1 Defined Contribution Plans**

Details of amount recognized as expenses during the year for the defined contribution plans.

(In ₹ Lacs)

Particulars	2019-20	2018-19
Contribution to Provident Funds	10.37	15.47
Contribution to ESIC	0.55	0.89
Contribution to Labour welfare fund	0.01	0.03
Total	10.93	16.39

30.2 Defined Benefit Plan - Gratuity**Information about the characteristics of defined benefit plan**

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Past Service Years
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of ₹ 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

30.3 The company is responsible for the governance of the plan.

30.4 Risk to the Plan

Following are the risk to which the plan exposes the entity :

A Actuarial Risk:

There is a risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

**D Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is made effective.

30.5 Reconciliation of defined benefit obligations

	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Defined benefit obligations as at beginning of the year	74.06	30.56
Current service cost	9.14	9.03
Interest cost	5.00	2.37
Actuarial Loss/(Gain) due to change in financial assumptions	6.25	1.85
Actuarial Loss/(Gain) due to change in demographic assumptions	0.00	0.00
Actuarial Loss/(Gain) due to experience	(13.25)	30.25
Benefits Paid	0.00	0.00
Defined benefit obligations as at end of the year	81.20	74.06

30.6 Reconciliation of Plan Assets

	(In ₹ Lacs)	
Particulars	2019-20	2018-19
Plan Asset as at beginning of the year	0.00	0.00
Interest Income	0.00	0.00
Return on plan assets excluding interest income	0.00	0.00
Contributions by employer	0.00	0.00
Benefits paid	0.00	0.00
Plan Asset as at end of the year	0.00	0.00

30.7 Funded Status

	(In ₹ Lacs)	
Particulars	As at	
	March 31, 2020	March 31, 2019
Present Value of Benefit Obligation at the end of the Period	(81.19)	(74.06)
Fair Value of Plan Assets at the end of the Period	0.00	0.00
Funded Status / Deficit	(81.19)	(74.06)


30.8 Net amount Charged to Statement of Profit and Loss for the period (In ₹ Lacs)

Particulars	March 31, 2020	March 31, 2019
Current service cost	9.14	9.03
Net Interest cost	5.00	2.37
Net amount recognized Statement of Profit and Loss	14.14	11.40

30.9 Net amount Recognized to Other Comprehensive Income for the period (In ₹ Lacs)

Particulars	2019-20	2018-19
Actuarial (Gains)/Losses on Obligation For the Period	(7.00)	32.10
Return on plan assets excluding interest income	0.00	0.00
Amounts recognized in Other Comprehensive Income	(7.00)	32.10

30.10 Actuarial Assumptions

Particulars	2019-20	2018-19
Discount Rate	6.75%	7.75%
Salary Growth Rate	6.00%	6.00%
Withdrawal Rate	5.00%	5.00%

30.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation 2019-20

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	(In ₹ Lacs)	%	(In ₹ Lacs)	%
Discount Rate	+/- 1.00%	(6.33)	-8%	7.39	9%
Salary Growth Rate	+/- 1.00%	7.37	9%	(6.43)	-8%
Withdrawal rate	+/- 1.00%	0.22	0%	(0.27)	0%

30.12 Maturity Profile of the Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

For the Year ended on March 31,	(in ₹ Lacs)	%
2020-2021	14.06	17.32%
2021-2022	6.62	8.15%
2022-2023	1.33	1.64%
2023-2024	1.33	1.64%
2024-2025	2.87	3.53%
2025 onwards	54.98	67.72%

**31 Income Tax Expense****31.1 Income Tax Expense in the statement of profit and loss comprises of:** (In ₹ Lacs)

Particulars	2019-20	2018-19
Income Tax	0.00	0.00
Related to adjustments of earlier year tax	9.68	62.25
Current Income Tax	9.68	62.25
Deferred Tax		
Relating to origination and reversal of temporary difference	-132.73	-340.61
Total Deferred Tax	-132.73	-340.61
Income Tax Expense / (Income)	-123.05	-278.36

31.2 The details of Income Tax Assets and Liabilities and Deferred Tax Liabilities as at March 31, 2018 and March 31, 2019 are as under :

Particulars	As at March 31, 2019	As at March 31, 2018
Income Tax Assets - Current	0.00	0.33
Income Tax Liabilities - Current	6.09	0.00
Deferred Tax Assets	783.85	586.29
Deferred Tax Liabilities	0.00	0.00

31.3 A reconciliation of the Income Tax Provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :

Particulars	2018-19	2017-18
Accounting Profit Before Tax	-1,586.14	-2,059.68
Normal Tax Rate	30.900%	30.900%
Tax Liability on Accounting Profit	0.00	0.00
Current Tax Expenses : (A)	0.00	0.00
Relating to adjustments of earlier year taxes : (B)	9.68	62.25
Deferred Tax		
Relating to origination and reversal of temporary difference	-132.73	-340.61
Deferred Tax Expenses / (Income) : (C)	-123.05	-278.36
Total Income Tax Expense : (A + B + C)	-123.05	-278.36

31.4 There is no change in the applicable tax rates compared to previous accounting period.


31.5 Details of each type of recognized temporary differences and unused tax credits

(In ₹ Lacs)

Particulars	March 31, 2019	March 31, 2018
Deferred tax liability on		
Property, plant and equipment	128.26	210.99
Total Deferred tax liability	128.26	210.99
Deferred tax asset on		
Pre-operative Expenses	0.00	10.62
Interest Accrued and not paid on NPA Borrowings	695.29	644.49
Provision for Gratuity	19.26	9.44
Total Deferred tax asset	714.55	664.55
Net Deferred Tax Liabilities/(Assets)	-586.29	-453.56

31.6 Details of deferred tax assets not recognized in balance sheet

(In ₹ Lacs)

Deferred tax assets on	March 31, 2019	March 31, 2018
Unused tax losses - Related to Depreciation	642.09	475.97
Unused tax losses - Expired on March 31, 2024	13.00	13.00
Unused tax losses - Expired on March 31, 2026	112.82	112.82
Unused tax losses - Expired on March 31, 2027	206.77	0.00
Unused MAT tax credit - Expired on March 31, 2030	21.83	21.83

32 Financial Instruments
Disclosure of Financial Instruments by Category

As at March 31, 2020

(In ₹ Lacs)

Financial instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial asset						
Other financial assets	8	0.00	0.00	336.09	336.09	336.09
Trade Receivables	11	0.00	0.00	11,002.08	11,002.08	11,002.08
Cash and cash equivalents	12	0.00	0.00	35.52	35.52	35.52
Loans	13	0.00	0.00	12.43	12.43	12.43
Total Financial Assets		0.00	0.00	11,386.12	11,386.12	11,386.12
Financial liability						
Borrowings	16	0.00	0.00	7,560.16	7,560.16	7,560.16
Trade Payables	18	0.00	0.00	4,383.12	4,383.12	4,383.12
Other financial liabilities	19	0.00	0.00	3,283.05	3,283.05	3,283.05
Total Financial Liabilities		0.00	0.00	15,226.33	15,226.33	15,226.33


As at March 31, 2019

(In ₹ Lacs)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial asset						
Other financial assets	8	0.00	0.00	305.04	305.04	305.04
Trade Receivables	11	0.00	0.00	11,021.54	11,021.54	11,021.54
Cash and cash equivalents	12	0.00	0.00	32.41	32.41	32.41
Loans	13	0.00	0.00	12.62	12.62	12.62
Total Financial Assets		0.00	0.00	11,371.61	11,371.61	11,371.61
Financial liability						
Borrowings	16	0.00	0.00	7,390.88	7,390.88	7,390.88
Trade Payables	18	0.00	0.00	5,198.09	5,198.09	5,198.09
Other financial liabilities	19	0.00	0.00	2,746.10	2,746.10	2,746.10
Total Financial Liabilities		0.00	0.00	15,335.07	15,335.07	15,335.07

33 Fair Value Measurement of Financial asset and Financial liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. Hence, fair value hierarchy is not given for the same.

34 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

A Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

i Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.



The Company's exposure to interest rate risk is as follows : (In ₹ Lacs)

Particulars	March 31, 2020	March 31, 2019
Liability		
Working Capital Loan - from Banks	9,761.87	9,173.39
	9,761.87	9,173.39
Particulars	Impact on Profit and Loss after Tax	
	March 31, 2020	March 31, 2019
Interest Rate increase by 0.50 basis point	33.73	31.69
Interest Rate decrease by 0.50 basis point	(33.73)	(31.69)

ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

Particulars	Currency		March 31, 2020	March 31, 2019
Financial Assets				
Trade Receivables	USD	in Lacs	132.39	131.68
	EURO	in Lacs	5.35	5.35
	INR	in Lacs	10,424.65	9,524.18
Financial Liabilities				
Trade Creditors	USD	in Lacs	1.28	1.40
	INR	in Lacs	96.49	96.84
Net Asset/(Liability)				
USD in INR		in Lacs	9,883.30	8,468.34
EURO in INR		in Lacs	444.32	431.33

Sensitivity analysis (In ₹ Lacs)

Particulars	Impact on profit / loss before tax	
	March 31, 2020	March 31, 2019
INR / USD rate changes favourably by 2%	197.67	169.37
INR / USD rate changes unfavourably by 2%	(197.67)	(169.37)
INR / EURO rate changes favourably by 2%	8.89	8.63
INR / EURO rate changes unfavourably by 2%	(8.89)	(8.63)

B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.



The following are the contractual maturities of financial liabilities (In ₹ Lacs)

As at March 31, 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,560.16	6,855.88	0.00	0.00	704.28
Trade Payables	4,383.12	4,383.12	0.00	0.00	0.00
Other Financial Liabilities	3,283.05	3,283.05	0.00	0.00	0.00
	15,226.33	14,522.05	0.00	0.00	704.28

As at March 31, 2019	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	7,390.88	6,874.03	0.00	0.00	516.85
Trade Payables	5,198.09	5,198.09	0.00	0.00	0.00
Other Financial Liabilities	2,746.10	2,746.10	0.00	0.00	0.00
	15,335.07	14,818.22	0.00	0.00	516.85

C Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of total balance of trade receivables.

Credit risk arising from cash and cash equivalent and other financial assets is limited as the counterparties are banks and mainly Government companies respectively.

The maximum exposure to the credit risk at the reporting date from trade receivables is as under :

Particulars	March 31, 2020	March 31, 2019
Trade Receivable	11,002.08	11,021.54

35 Earning Per Share

Sr. No.	Particulars	Units	2019-20	2018-19
1	Net Profit	₹ in Lacs	(1,361.86)	(2,061.93)
2	Weighted Average of Equity Shares outstanding	Nos. in Lacs	1,582.76	1,582.76
3	Basic and Diluted Earning Per Share of ₹ 1 each	₹ in Lacs	(0.86)	(1.30)



36 Related Parties Disclosure :

36.1 List of Related Parties & Relationship:

Sr. No.	Particulars	Name of the Related Parties
1	Associate Company	Goldmen Hotels and Resorts Pvt. Ltd. * ⁽¹⁾
2	Key Managerial Personnel (KMP)	Viral M. Shah
		Zankarsinh K. Solanki
		Bhavika Sharma ⁽²⁾
		Yashaswani Pandeya ⁽³⁾
3	Relatives of Key Managerial Personnel	Mrs. Giraben Solanki
		Mrs. Mona Shah
		Mrs. Dipali Shah
		Mrs. Sarojben M. Shah
		Mrs. Dhara Z. Solanki
4	Enterprises over which KMP having significant influence	Sampati Securities Ltd.

* No transaction done during the year

⁽¹⁾ With effect from 4-11-2016

⁽²⁾ Till 08-02-2020

⁽³⁾ With effect from 08-02-2020

36.2 Transactions with Related Parties :

(In ₹ Lacs)

Particulars	KMP		Relatives of KMP		Enterprises over which KMP having significant influence		Total	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1 Liabilities								
Loan taken	52.88	15.37	8.40	0.00	1,696.34	2,588.56	1,757.62	2,603.93
Loan Repayment	79.44	15.37	0.00	0.00	1,508.92	2,849.20	1,588.35	2,864.57
2 Assets								
Loan Given	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3 Expenses								
Interest Expense	0.00	0.00	0.00	0.00	0.00	56.00	0.00	56.00
Directors' remuneration	13.38	14.94	0.00	0.00	0.00	0.00	13.38	14.94
Employee Benefit Expense	4.83	3.77	9.85	10.64	0.00	0.00	14.68	14.41
4 Outstanding Balances								
Liabilities								
Loans Payable	315.25	341.81	27.43	19.03	704.28	516.85	1,046.96	877.69


36.3 Disclosure of material transactions with Related Party:

(In ₹ Lacs)

Sr. No.	Particulars	2019-20	2018-19
1	Loan Transactions		
1.1	With KMP		
	Loan Taken from		
	Viral M. Shah	34.90	8.31
	Zankarsinh K. Solanki	17.99	7.06
		52.89	15.37
	Loan repaid to		
	Viral M. Shah	51.84	8.31
	Zankarsinh K. Solanki	27.59	7.06
		79.43	15.37
1.2	With enterprises overwhich KMP having significant influence		
	Loan taken from		
	Sampati Securities Ltd.	1,696.34	2,588.56
		1,696.34	2,588.56
	Loan repaid to		
	Sampati Securities Ltd.	1,508.92	2,849.20
		1,508.92	2,849.20
1.3	With Relatives of Key Managerial Personnel		
	Loan taken from		
	Mona Shah	8.40	0.00
		8.40	0.00
2	Expenses		
2.1	Interest Expenses		
	Sampati Securities Ltd.	0.00	56.00
		0.00	56.00
2.2	Director's remuneration		
	Viral M. Shah	7.79	9.35
	Zankarsinh K. Solanki	5.59	5.59
		13.38	14.94
2.3	Employee Benefit Expenses		
	Yashaswani Pandeya	0.80	0.00
	Bhavika Sharma	4.03	3.77
		4.83	3.77
	Employee Benefit Expenses		
	Mona Shah	2.40	2.87
	Giraben Solanki	4.22	4.22
	Dipali Shah	1.59	1.91
	Dhara Z. Solanki	1.63	1.63
		9.84	10.63
3	Balance outstanding		
	Loan payable		
	Giraben Solanki	19.03	19.03
	Mona Shah	8.40	0.00
	Viral M. Shah	16.43	33.38
	Zankarsinh K. Solanki	298.83	308.43
	Sampati Securities Ltd.	704.28	516.85
		1,046.97	877.69


36.4 Compensation of Key Managerial Personnel of the Company (In ₹ Lacs)

Particulars	2019-20	2018-19
Short Term Employee Benefits	18.21	18.71
Post employment benefits	0.00	0.00
Termination Benefits	0.00	0.00
Share Based Payments	0.00	0.00

36.5 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

36.6 The related party balances outstanding are routine in nature as per ordinary course of business.

37 Segment Informations

37.1 The Company is engaged in the business of manufacturing of S.S. Products. As there is only one reportable segment, the company has not given segment information.

37.2 Information about major customers

There are four customers (four in 2018-19) who individually accounted for revenue more than 10% of total revenue of the company.

(In ₹ Lacs)

Particulars	2019-20	2018-19
Revenue from such customers		
Customer attributing highest revenue	1,650.37	2,756.56
Customer attributing second highest revenue	1,568.01	2,642.33
Customer attributing third highest revenue	1,086.56	2,269.51
Customer attributing fourth highest revenue	-	2,121.01

38 Exceptional Items - Investment in Subsidiary Written off (In ₹ Lacs)

Particulars	2018-19	2017-18
Investment in Subsidiary Company Written off	0.00	566.74
	0.00	566.74

Our subsidiary company in Thailand "Thai-Indo Steel Company Limited" was dissolved in last year 2018-19 as it did not have operation since last many years. The total financial impact of write off of the investment in said subsidiary company is ₹ 566.74 lacs which has been charged to Profit & Loss Account as Exceptional Item in last year 2018-19.

39 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the Entity	Net Assets i.e. total asset less total liabilities		Share in profit/ (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated Net Assets	(In ₹ Lacs)	As % of Consolidated Profit or (Loss)	(In ₹ Lacs)	As % of other comprehensive income	(In ₹ Lacs)	As % of total comprehensive income	(In ₹ Lacs)
Gyscoal Alloys Limited (The Company)	100%	2,387.61	100%	(1,368.86)	100%	7.00	100%	(1,361.86)
Goldman Hotels and Resorts Private Limited	--	--	--	--	--	--	--	--



As company's share of loss in associates exceeds the carrying amount of the investment in shares of associates i.e. Goldman Hotels and Resorts Private Limited, the company has reported investment at nil value. In view of this, the company did not consider accounting of loss reported by associates in the financial years 2019-20. While making consolidation, carrying amount of investment in shares of the associates written off to NIL value and then no further line by line consolidation was made in the consolidated financial statements of the company.

40 Details of Loan given, Investment made and Guarantee given pursuant section 186 (4) of the Companies Act, 2013:

Loans given and investments made are given under the respective heads. Loans have been utilized by the recipients for their business purpose. There are no corporate guarantees given by the company in respect of loans as at March 31, 2020.

41 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications / disclosures.

42 As the company is not covered under the provision of Section 135 of the Companies Act, 2013, details of CSR is not required to be given.

43 Note on Global Health Pandemic on Covid-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.

COVID19 is significantly impacting business operation of the company, by way of interruption in production, supply chain disruption, unavailability of personnel, lower demand of company's product in the short term, closure/lockdown of production facilities etc. On 24th March, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till 3rd May, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

Given the uncertainty of quick turnaround to normalcy, post lifting of the lock down, the Company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or in meeting its financial obligations over the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure.

Pursuant to the relaxed guidelines, the Company has now resumed its operations but with limited capacity utilisation. Since the situation is continuously evolving, the impact assessed in future may be different from the estimates made as at the date of approval of these financial statements. Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

As per our report of even date attached

For and on behalf of the Board

For, SAURABH R. SHAH & CO.

Chartered Accountants
Firm Reg. No. 127176W

N. S. Patel

Partner

Membership No. 151799

UDIN : 20151799AAAAAN1411

Place : Ahmedabad

Date : 31-07-2020

Viral Shah

Managing Director
DIN - 00014182

Yashaswini Pandey

Company Secretary

Zankarsinh Solanki

Wholetime Director & CFO
DIN - 00014226

Place : Ahmedabad

Date : 31-07-2020

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