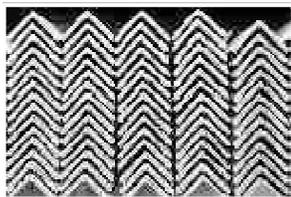
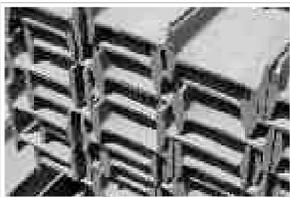




# SHRI BAJRANG ALLOYS LTD.



29th ANNUAL  
Report 2018-19





# SHRI BAJRANG ALLOYS LTD.

CIN No.: L27103CT1990PLC005964

---

## BOARD OF DIRECTORS

- Shri Suresh Goel - Chairman
- Shri Anand Goel - Managing Director
- Shri Narendra Goel - Director
- Shri Vikash Kumar Khedia - Independent Director
- Shri Dinesh Kumar Agarwal - Independent Director
- Smt. Purna Singhal - Independent Women Director

## CHIEF FINANCIAL OFFICER

Shri Archit Goel

## COMPANY SECRETARY

Shri Nishant Agrawal

## AUDITORS

SSSD & Co.,  
Chartered Accountants, Raipur

## BANKERS

Bank of Baroda, Raipur

## LEGAL ADVISOR

V.K. Munshi & Associates, Raipur

## REGISTERED OFFICE

521/C, Urla Industrial Complex, Urla, Raipur - 493221 (C.G.)  
Phone : 0771-4288000, Fax : 0771-4288001  
Website : [www.sbal.co.in](http://www.sbal.co.in), E-mail : [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in)

## WORK

521/C, Urla Industrial Complex, Urla, Raipur - 493 221 (C.G.)

## REGISTRAR AND SHARE TRANSFER AGENT

**LINK INTIME INDIA PVT. LTD.**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083  
Phone : 022-4918 6270, Fax : 022-4918 6060  
E-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)



# C O N T E N T S

Notice to Shareholders .....	02
Directors' Report.....	14
Annexure to Directors' Report .....	20
Report on Corporate Governance .....	36
Management Discussion & Analysis Report .....	45
Auditor's Certificate on Corporate Governance.....	49
CEO / CFO Certification.....	50
Standalone Financial Statements	
Auditor's Report.....	51
Financial Statement .....	57
Profit & Loss Account .....	58
Cash Flow Statement.....	59
Accounting Policies and Notes forming part of Financial Statements .....	61
Consolidated Financial Statements	
Auditor's Report .....	88
Financial Statement.....	93
Profit & Loss Account .....	95
Cash Flow Statement.....	97
Accounting Policies and Notes forming part of Financial Statements .....	99
Attendance Slip and Proxy Form	



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **29th Annual General Meeting (AGM)** of the members of Shri Bajrang Alloys Limited will be held on Tuesday, 24th September, 2019 at 9:00 a.m. at 521/C, Urla Industrial Complex, Urla, Raipur (C.G.)-493221 to transact the following business:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31st March, 2019, including the Audited Financial Statement as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Narendra Goel, Director (holding DIN: 00115883) of the Company 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:**

#### **RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE YEAR 2019-20**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act") and on recommendation of the Audit Committee and approval of Board of Directors at their meeting dated 28.05.2019, the consent of the Company be and is hereby accorded for ratification of the remuneration, to M/s. Sanat Joshi & Associates, Cost Accountants, (FRN No.:000506), Cost Accountants as the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2019-2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

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

#### **Approval for Increase in Salary of Shri Archit Goel and holding an Place of Profit in the Company.**

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated May 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Shri Archit Goel, Chief Financial Officer and holding an place of profit in the Company by Rs. 5,00,000/- p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

Particulars	Per Month	Per Annum
Basic Salary	2,50,000	30,00,000
House Rent Allowance	1,25,000	15,00,000
Medical Allowance	62,500	7,50,000
Conveyance Allowance	62,500	7,50,000
<b>Total Salary Payable</b>	<b>5,00,000</b>	<b>60,00,000</b>

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

#### **RE-APPOINTMENT OF MR. DINESH KUMAR AGARWAL (DIN: 00115941) AS INDEPENDENT DIRECTOR.**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other

applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dinesh Kumar Agarwal (DIN:00115941), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 23rd September, 2019 to 22nd September, 2024 and whose office shall not be liable to retire by rotation as per recommendation of Nomination and Remuneration Committee"

6. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

**RE-APPOINTMENT OF MR. VIKAS KHEDIA (DIN: 01565046) AS INDEPENDENT DIRECTOR.**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikash Kedia (DIN:01565046), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 23rd September, 2019 to 22nd September, 2024 and whose office shall not be liable to retire by rotation as per recommendation of Nomination and Remuneration Committee"

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

**TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS.**

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations, 2015"] and other relevant provisions of the Companies Act, 2013 read with related Rules thereto, consent of the members be and is hereby accorded to the transactions to be entered with Shri Bajrang Power and Ispat Limited, a Promoter Group Company (as detailed in the Explanatory Statement annexed to the Notice) under a contract or an arrangement, for a sum not exceeding an aggregate value of Rs.100 Crores (Rupees One Hundred Crores) only, for a period of 1 year commencing from April 01, 2019, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of company's business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any one or more Directors of the Company and also be authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this Resolution."

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**NISHANT AGRAWAL**  
COMPANY SECRETARY

**RAIPUR**  
**13th August, 2019**

**REGISTERED OFFICE**  
521/C, Urla Industrial, Complex, Urla,  
Raipur – 493221, Chhattisgarh  
**CIN: L27103CT1990PLC005964**  
Website: www.sbal.co.in

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) and (2) of the Companies Act, 2013 in respect of the Item No.2 & and Special Business from Item No. 3 to 7 is annexed hereto.
2. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies, in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the Annual General Meeting (AGM).
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 18th, 2019 to September 24th, 2019 (both days inclusive)**.
6. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
7. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the AGM.
8. Register of Directors and Key Managerial Personnel of the Company and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at AGM.
9. The Register of Contracts and Arrangement in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the **29th AGM** by electronic means and all the items of the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 17th September, 2019**, may cast their vote by electronic means or in the AGM. The information with respect to Voting process and other instructions regarding e-voting are detailed in Note no. 26. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the **cut off date i.e. 17th September, 2019**.
11. The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.
12. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
13. The Notice of **29th AGM** along with the route map and attendance slip (given on backside of Annual Report) and the Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website [www.sbal.co.in](http://www.sbal.co.in) and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

Copies of the above documents are being sent by electronic mode to the members whose email addresses

are registered with the Company / Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

14. 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 i.e. 17th September, 2019** only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
15. **Shri Anand Kumar Sahu, Practicing Company Secretary (FCS No.7670)** has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall immediately after conclusion of voting at general meeting first count the votes cast at the meeting thereafter unblock the votes cast through evoting in the presence of atleast two witnesses not in the employment of the Company and make a consolidated scrutinizers report of the votes cast in favour or against, if any, to the Chairman of the Company within 3 days of conclusion of AGM.
17. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.sbal.co.in](http://www.sbal.co.in) and on the website of CDSL- <https://www.evotingindia.co.in> immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE.
18. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
19. The members are requested to intimate to the Company, queries, if any, at least 10 days before the AGM to enable the Management to keep the required information available at the meeting.
20. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository
22. The relevant details of Director seeking appointment under **Item No. 2, 5 and 6** above pursuant to Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is also annexed.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
24. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 pm upto the date of Annual General Meeting.
25. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
26. Voting process and instruction regarding e-voting

#### **Section A: Voting Process:**

Members should follow the following steps to cast their votes electronically:

- Step 1** : Open the web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Step 2** : Click on “Shareholders” to cast your vote(s).
- Step 3** : Please enter User ID
- For account holders in CDSL: Your 16 digits beneficiary ID,
  - For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4** : Enter the Image Verification as displayed and Click on “Login”.
- Step 5** : If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- Step 6** : Follow the steps given below if you are first time user:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the Address sticker in case of the dispatch of the Annual Report through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0 before the number after the first two character of the name in CAPITAL letter. Eg. If your name is Rahul Gupta with sequence number 1 then enter RG00000001 in the PAN filed.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the DP ID and client ID / folio number in the Dividend Bank details field as mentioned in Step 3</p>

- Step 7 :** After entering these details appropriately, click on “SUBMIT” tab.
- Step 8 :** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Step 9 :** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Step 10:** Click on the EVSN for the **SHRI BAJRANG ALLOYS LIMITED** on which you choose to vote.
- Step 11:** On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Step 12:** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- Step 13:** After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Step 14:** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- Step 14:** Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Section B: Other instruction regarding e-voting:**

1. The voting period begins on **Saturday, 21st September, 2019 from 09:00 A.M. and ends on Monday 23th September, 2019 upto 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 17th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Non-Individual shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are additionally required to note and follow the instructions mentioned below:
  - They are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
3. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same:

- a. Copy of Board resolution (where institution itself is voting).
- b. Power of Attorney issued in favour of the Custodian as well as the Board resolution of the Custodian.
4. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio/demat accounts.
5. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e- voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or calling on **Toll free No. 1800-200-5533**.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**NISHANT AGRAWAL**  
COMPANY SECRETARY

**RAIPUR**  
**13th August, 2019**

**REGISTERED OFFICE**  
521/C, Urla Industrial,  
Complex, Urla, Raipur – 493221  
Chhattisgarh  
**CIN: L27103CT1990PLC005964**  
Website: [www.sbal.co.in](http://www.sbal.co.in)

**EXPLANATORY STATEMENT PURSUANT TO**  
**SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013**

**Item No. 2**

Pursuant to Section 152 (6) of the Companies Act, 2013, Shri Narendra Goel retires by rotation at this AGM and being eligible, is proposed for re-appointment. Shri Narendra Goel has expressed his intention to act as a Director, if reappointed.

A Bachelors degree in Commerce (Part-1) has hands-on exposure and experience in the commercial and technical understanding of the Business. Shri Bajrang Alloys Limited is being ably guided by Shri Narendra Goel through his analytical and professional approach.

He has vast experience of managing business relating to import, export, rice mill, civil construction, mining contract, projects and steel industry. He has made several significant contributions to the Company's growth and implementation of investment plans and business strategies. He elevated the group to the new heights of success and the group never looked back under his directorship .Apart from his engagement in the business he is playing an active role in the society. He is a very much respected personality in the society and very much popular particularly amongst his industrial circles. Shri Narendra Goel has been allotted Director Identification No. 00115883.

Shri Narendra Goel holds 632700 Equity Shares of your Company. He is on the Board of your Company from 16th August, 1990.

During the year Shri Narendra Goel has attended all the 7(Seven) meetings held by the Company.

Shri Narendra Goel is the brother of Shri Suresh Goel and Shri Anand Goel.

**Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Name of the Director	Shri Narendra Goel
DIN	00115883
Date of birth	10.10.1959
Qualifications	Bachelors degree in Commerce (Part 1)
Expertise in specific functional areas	Civil, Mining and Steel Industry
Directorship in other public companies (excluding foreign companies)	Shri Bajrang Power and Ispat Limited Chhattisgarh Captive Coal Mining Limited IA Hydro Energy Private Limited Popular Mercantile Private Limited & Shri Bajrang Energy Private Limited
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director (excluding in foreign companies).	Shri Bajrang Power and Ispat Limited
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	6,32,700 Equity Shares

Except Shri Narendra Goel himself, Shri Anand Goel and Shri Suresh Goel , relative of Shri Narendra Goel, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 2 of the Notice.

The Board commends this resolution for your approval.

**Item No. 3**

Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act"), requires the Board to appoint an individual, who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The Board of Directors at their meeting held on 28th May, 2019 on recommendation of the Audit Committee, approved the appointment of M/s. Sanat Joshi & Associates., Cost Accountants, as the Cost Auditors of the Company for the financial year 2019-20 at fees of 50,000/- (Rupees Fifty Thousand Only) plus out of pocket expenses and taxes as applicable for conducting the audit of the cost accounting records of the Company.

The resolution contained in Item No. 3 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2019-20.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 3 of the Notice.

The Board commends this resolution for your approval.

**Item No.4**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Shri Archit Goel were appointed as Chief Financial Officer in the company in 08.09.2014 further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 2,00,000/- p.m. to Rs. 5,00,000/- p.m.

His present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering his qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.05.2019, it is proposed to increase his salary by Rs. 5,00,000/- per month effective from April 1st, 2019 which exceeds Rs. 2,50,000/- per month together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Shri Archit Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Shri Archit Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Narendra Goel;
- (c) Nature of relationship: Shri Archit Goel is Son of Shri Narendra Goel, Director and one of the Promoters of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Shri Archit Goel were appointed as Chief Financial Officer and holding a place of profit in the Company and revised salary are as follows:

<b>Particulars</b>	<b>Per Month</b>	<b>Per Annum</b>
Basic Salary	2,50,000	30,00,000
House Rent Allowance	1,25,000	15,00,000
Medical Allowance	62,500	7,50,000
Conveyance Allowance	62,500	7,50,000
<b>Total Salary Payable</b>	<b>5,00,000</b>	<b>60,00,000</b>

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel are concerned or interested in the Resolution to item No. 4 of the accompanying Notice.

**Item No. 5**

Mr. Dinesh Kumar Agarwal was appointed as an Independent Non-Executive Director of the Company by the members at the 24th AGM of the Company held on 23rd September, 2014 for a period of five consecutive years commencing from 23rd September, 2014 upto 22nd September, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dinesh Kumar Agarwal (DIN:00115941), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 23rd September, 2019 upto 22nd September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as

Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Dinesh Kumar Agarwal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Dinesh Kumar Agarwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dinesh Kumar Agarwal as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Dinesh Kumar Agarwal as an Independent Director for another term of five consecutive years with effect from 23rd September, 2019 upto 22nd September, 2024, for the approval by the shareholders of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Dinesh Kumar Agarwal is not related to any Director of the Company.

**Disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Mr. Dinesh Kumar Agarwal is Commerce Graduate and a learned person with wide knowledge and experience in iron & steel industry with vast knowledge in marketing and finance.
- Mr. Dinesh Kumar Agarwal is not related to any of the other directors of the Company.
- Names of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

Company Name	Committee Type	Chairmanship / Membership
Shri Bajrang Alloys Limited	Audit Committee	Chairmanship
	Nomination and Remuneration Committee	Chairmanship
	Stakeholders Relationship Committee	Chairmanship

- Shareholding of Mr. Dinesh Kumar Agarwal: NIL
- None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Dinesh Kumar Agarwal is not related to any Director of the Company.

**Item No. 6**

Mr. Vikash Khedia was appointed as an Independent Non-Executive Director of the Company by the members at the 24th AGM of the Company held on 23rd September, 2014 for a period of five consecutive years commencing from 23rd September, 2014 upto 22nd September, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikash Khedia (DIN:01565046), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 23rd September, 2019 upto 22nd September, 2024

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue

to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Vikash Khedia fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Vikash Khedia as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vikash Khedia as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Vikash Khedia as an Independent Director for another term of five consecutive years with effect from 23rd September, 2019 upto 22nd September, 2024, for the approval by the shareholders of the Company.

**Disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Mr. Vikash Kumar Khedia is a Commerce Graduate and is having a wide experience in the field of sales and distribution of more than 19 years. He operates his business in the state of M.P. and Chhattisgarh, hence he is familiar of local markets, moreover Shri Vikash Kumar Khedia operates his business independently.
- Mr. Vikash Kumar Khedia is not related to any of the other directors of the Company.
- Names of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

<b>Company Name</b>	<b>Committee Type</b>	<b>Chairmanship / Membership</b>
Shri Bajrang Alloys Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member

- Shareholding of Mr. Vikash Kumar Khedia: NIL
- None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Shri Vikash Khedia is not related to any Director of the Company.

**Item No. 7**

As per Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions shall require the approval of shareholders. Further, explanation provided to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that a transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during the financial year (i.e. during 2018-19), exceeds 10 % of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. According to this definition the relevant turnover was approx. Rs 15699.99 Lakhs for 2018-19 and 10% of which is equal to Rs. 1569.99 Lakhs. Hence, it is proposed to secure shareholders' approval on Resolution No. 7 in the forthcoming Annual General meeting including through ballot/e-voting for approving following related party contracts / arrangements to be entered during financial year 2019-20

The Particulars of the Related Party Transactions are as follows:-

<b>PARTICULARS</b>	<b>DETAILS</b>
Name of the Related Party	Shri Bajrang Power and Ispat Limited
Name of the Director or Key Managerial Personnel who is related	Shri Suresh Goel, Shri Narendra Goel, Shri Anand Goel & Shri Archit Goel.
Nature of relationship	Sister Concern as both the Companies are having common Directors on their Board (Shri Suresh Goel ,Shri Narendra Goel and Shri Anand Goel being common Directors)
Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement	The Company intends to purchase Steel, billets, furnace oil from Shri Bajrang Power and Ispat Limited. The Company also intends to sale Billet and other Structural Steel to Shri Bajrang Power and Ispat Limited. The pricing mechanism is purely market based. <b>Maximum value of transactions in a financial year:</b> Rs. 100 cr. (Rupees One Hundred Crore)
Any other information relevant or important for the Members to take a decision on the proposed resolution	This contract is at arms length basis and in the ordinary course of business.

According to provisions of Section 188 and Regulation 23 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party shall abstain from voting on Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Resolution mentioned at Item No. 7 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel, Shri Suresh Goel, Shri Anand Goel & Shri Archit Goel is concerned or interested in the Resolution to item No. 7 of the accompanying Notice.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**NISHANT AGRAWAL**  
 COMPANY SECRETARY

**RAIPUR**
**13th August, 2019**
**REGISTERED OFFICE**

521/C, Urla Industrial, Complex,  
 Urla, Raipur – 493221 Chhattisgarh

**CIN: L27103CT1990PLC005964**

Website: www.sbal.co.in

## DIRECTORS' REPORT

(Pursuant to the provisions of Sub Section (3) of Section 134 of the Companies Act, 2013)

To,

**The Members of**

**SHRI BAJRANG ALLOYS LIMITED**

Your Directors take pleasure in presenting the **29th Annual Report** on the business and operations of your Company along with Audited Standalone and Consolidated Financial Statements and Auditors' Report thereon for the financial year ended on March 31st, 2019.

The summarized financial results and state of Company's affairs for the year ended on March 31st, 2019 are as under:

### FINANCIAL HIGHLIGHTS

(Rs.In Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018	Financial Year ended 31.03.2019	Financial Year ended 31.03.2018
Total Turnover & Other Receipts	<b>15700.06</b>	10280.14	<b>15700.90</b>	10280.70
Operating expenses	<b>15208.06</b>	9829.17	<b>15208.71</b>	9829.56
Profit before Interest, Depreciation, Tax and Amortization (EBIDTA)	<b>492.00</b>	450.97	<b>492.19</b>	451.14
Finance Cost	<b>279.46</b>	211.81	<b>279.46</b>	211.81
Depreciation and amortization expenses	<b>71.15</b>	74.34	<b>71.15</b>	74.34
Profit/(Loss) Before Taxation	<b>141.39</b>	164.82	<b>141.58</b>	164.99
Add: Share of Profit/(Loss) of Associates & Joint Ventures (after tax)	-	-	<b>1678.38</b>	789.59
Taxation (including deferred Tax)	<b>(2.38)</b>	47.26	<b>(2.33)</b>	47.31
Profit/(Loss) after Taxation (PAT)	<b>143.77</b>	117.56	<b>1822.29</b>	907.27
Other Comprehensive Income	<b>3.89</b>	26.41	<b>3.89</b>	26.40
Total Comprehensive Income for the period (Comprising Profit/Loss) and Other Comprehensive Period for the period	<b>147.66</b>	143.97	<b>1826.17</b>	933.67

### PERFORMANCE OF THE COMPANY

On a Consolidated basis the Revenue for the current financial year stood at Rs. 15700.90 Lakhs as compared to Rs. 10280.70 Lakhs in the previous year and Profit after Tax stood at Rs. 1822.29 Lakhs during the current financial year as compared to Rs. 907.27 Lakhs in the previous year.

On a Standalone basis the Revenue for the current financial year stood at Rs. 15700.06 Lakhs as compared to Rs. 10280.14 Lakhs in the previous year and Profit after Tax stood at Rs. 143.77 Lakhs during the current financial year as compared to Rs. 117.56 Lakhs in the previous year.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

Following material changes and commitments have occurred between the end of financial year to which the financial statements relate and the date of this report and their impact on financial position is not determinable.

i) Acquisition of 100% Equity Shares of Shri Bajrang Agro Processing Limited (Formerly known as Shri Bajrang Steel and Power Limited) on 14.05.2019

### CHANGES IN THE NATURE OF THE BUSINESS

There is addition in the business of the Company by incorporating new sub clause (3), (4) and (5) after exiting sub-

clause (2) of the Main object of the Company which relates to the business of all kind of food and beverages, dairy product and aluminum products and there is no change in the nature of business of its Subsidiary Company.

#### **DIVIDEND**

In order to conserve the resources, the board of directors has not recommended any dividend for the year ended 31st March, 2019.

#### **RESERVES**

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

#### **SUBSIDIARY AND ASSOCIATE COMPANY**

Your Company has one wholly owned subsidiary i.e. **"Popular Mercantile Private Limited"**. There is one associate i.e. **"Shri Bajrang Power and Ispat Limited"** and no joint venture Company as defined under the Companies Act, 2013.

Pursuant to provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of the financial statements of **"Popular Mercantile Private Limited"** and **"Shri Bajrang Power and Ispat Limited"** in **FORM AOC-1** is annexed as **(Annexure "1")**.

Pursuant to provision of Section 136 of the Companies Act, 2013, the audited financial statements, including consolidated financial statements and related information of the Company and audited accounts of the Subsidiary Popular Mercantile Pvt. Ltd. are available on our website [www.sbal.co.in](http://www.sbal.co.in) These documents will also be available for inspection during business hours at our registered office in Raipur.

The company has formulated a policy for determining 'material' subsidiaries and the policy is available on the Website of the Company and can be accessed through the following link –

[http://www.goelgroup.co.in/sbal\\_policies.html](http://www.goelgroup.co.in/sbal_policies.html)

#### **PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GURANTEE GIVEN AND SECURITIES PROVIDED**

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 forms part of the Notes to the Financial Statements provided in this Annual Report.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

Particulars of contracts or arrangements with related parties referred to in Section 188(2) of the Companies Act, 2013, in the prescribed **FORM AOC-2**, is appended as **(Annexure "2")** to the Board's Report.

During the year 2018-19, pursuant to section 177 of the Companies Act, 2013 and regulation 23 of SEBI Listing Regulations, 2015, all Related Party Transactions were placed before the Audit Committee for its approval. A statement showing the disclosure of transaction with related parties as required is set out separately in this Annual Report.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website [www.sbal.co.in](http://www.sbal.co.in)

#### **DEPOSITS**

We have not accepted any deposits and as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

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

The Board consists of Executive and Non-Executive Directors, including Independent Directors who are having wide and varied experience in different disciplines of corporate functioning. The Directors and Key Managerial Personnel of the Company are:

<b>S.NO</b>	<b>NAME OF DIRECTOR'S /KMP</b>	<b>POSITION HELD</b>
1.	Shri Suresh Goel	Chairman
2.	Shri Anand Goel	Managing Director
3.	Shri Narendra Goel	Director
4.	Shri Vikash Kumar Khedia	Independent Director
5.	Shri Dinesh Kumar Agarwal	Independent Director
6.	Smt. Perna Singhal	Independent Women Director
7.	Shri Archit Goel	Chief Financial Officer
8.	Shri Nishant Agrawal	Company Secretary

Shri Suresh Goel, Shri Anand Goel and Shri Narendra Goel are real brothers in relationship and sons of Late Shri Hariram Goel. Rests all the Directors are unrelated to each other.

Shri Archit Goel is the son of Shri Narendra Goel and hence related to each other.

In accordance with the provisions of Section 152(6)(c) of the Companies Act, 2013, **Shri Narendra Goel (DIN : 00115883)**, Director of the Company, will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment.

#### **DECLARATION BY INDEPENDENT DIRECTOR**

The Company has received necessary declaration from all Independent Director as per Section 149(7) of the Companies Act, 2013, stating that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors make the following statements in terms of Section 134(3)(c) & 134(5) of the Companies Act, 2013 based on the representations received from the operating management and Chief Financial Officer of the Company:

- i. in the preparation of the annual accounts for the financial year ended March 31st, 2019, the applicable accounting standards had been followed. There are no material departures in the adoption of prescribed accounting standards;
- ii. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **NUMBER OF MEETINGS OF THE BOARD**

The Board met **7 (Seven)** times during the financial year 2018-2019, the details of which are given in the **Corporate Governance Report** that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

#### **COMMITTEES OF THE BOARD**

The Board has **3 (Three) Committees** – the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All committees consist of majority of Independent Directors. The Composition and terms of reference, details of meetings and other matters has been mentioned in the **Corporate Governance Report** of this Annual Report.

#### **HUMAN RESOURCES**

The Company places emphasis on recruitment, training and development of human resources, which assumes utmost significance in achievement of corporate objectives. Your Company integrates industrial and organizational capabilities in a seamless manner through empowerment and by offering a challenging workplace, aimed towards realization of organizational goals. Your Company draws its strength from a highly engaged and motivated workforce whose collective passion and commitment has helped the organization reach new heights.

The Company is committed to provide a safe and healthy working environment and therefore recognize safety and health as a key part of our operations.

#### **DISCLOSURE UNDER SEXUAL HARRASMENT ACT**

All employees (Permanent, Contractual, Temporary, Training) are covered under this policy. There were no cases which required to be filed with the District Officer by the Internal Complaints Committee under this Act.

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

During the period under review, **no employee** employed throughout the period or part of the period was in receipt of remuneration in excess of the limits prescribed under Section 197 of the Companies Act, 2013 read with Rule 5(2)& (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **(Annexure "3")** to the Boards' Report.

## POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence on the Board, and separate its functions of governance and management. As on March 31st, 2019, the Board consists of **6 (six) members**, whom are Executive Directors, Non Executive Directors and Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, remuneration and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013 is available at the website of the Company at the following link – [http://www.goelgroup.co.in/sbal\\_policies.html](http://www.goelgroup.co.in/sbal_policies.html). We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

## EVALUATION OF THE PERFORMANCE OF THE BOARDS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Nomination and Remuneration Committee has defined the evaluation criteria for Performance Evaluation of the Board, its Committee and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligation and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of Chairman and Non-Independent Directors was carried out by the Independent Directors. The Board of the Directors expressed their satisfaction over the evaluation process.

## INDEPENDENT DIRECTOR

### (i) Declaration from Independent Directors

The Board has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### (ii) Criteria for Performance Evaluation

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors which, inter-alia, includes preparedness and attendance at the meetings, understanding of Company's operations and business and contribution at Board Meetings

### (iii) Details of Familiarization Programme

The details of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link [http://www.goelgroup.co.in/sbal\\_policies.html](http://www.goelgroup.co.in/sbal_policies.html)

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available in our website [http://www.goelgroup.co.in/sbal\\_policies.html](http://www.goelgroup.co.in/sbal_policies.html)

**CORPORATE GOVERNANCE REPORT**

As required by Regulation 34 read with Schedule V of the Listing Regulations, a separate Report on Corporate Governance forms part of the Annual Report. The Report on Corporate Governance also contains certain disclosure required under the Companies Act, 2013.

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

A certificate from the Statutory Auditor of the Company regarding compliance of the condition of Corporate Governance as stipulated Clause E of the Schedule V of the Listing Regulation is enclosed in the Board Report. The auditors' certificate for the financial year 2019 does not contain any qualification, reservation or adverse remark.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

In details of operating performance of the Company for the year, the state of affairs and the key changes in the operating environment have been analyzed in the Management's Discussion and Analysis section which form part of this Annual Report.

**RISK MANAGEMENT**

The Company has developed and implemented a risk management framework that includes identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. During the year there are no elements of risk found which in the opinion of the Board may threaten the existence of the Company.

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

The information on conservation of energy and technology absorption and foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is set out in **(Annexure "4")**, forming part of this Report.

**AUDITORS AND AUDITOR'S REPORT****STATUTORY AUDITOR**

Pursuant to the provisions of Section 139 of the Act and rules framed thereafter, M/s. SSSD & Co., Chartered Accountants (Firm registration number: 020203C) were appointed as Statutory Auditors of the Company for a term of five consecutive Financial Years from the conclusion of Annual General Meeting held on 26.09.2017 till the conclusion of Annual General Meeting of the Company to be held in the year 2022.

There are no qualifications, reservations, adverse remarks or disclaimers in the Statutory Auditor's Report on the Financial Statements of the Company of the company for the financial year 2018-19 and hence does not require any explanations or comments by the Board.

**SECRETARIAL AUDITOR**

M/s. Anand Kumar Sahu & Associates, Practicing Company Secretaries, Raipur was appointed to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit Report for financial year 2018-19 forms part of the Annual Report as **(Annexure "5")** to the Boards' report and there are no qualification remarks made by the Secretarial Auditors in their report, hence no explanation is required in this regard.

**COST AUDITOR**

Pursuant to the provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost record and Audit) Amendment Rules, 2014 M/s Sanat Joshi & Associates, Raipur, Cost Accountants was appointed as Cost Auditor of the Company for the financial year 2018-19 and they have offered themselves for re-appointment for the financial year 2019-20.

**DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)**

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

**SIGNIFICANT AND MATERIAL ORDERS**

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed **FORM MGT-9** is appended as (Annexure "6") to the Board's Report and is also placed on the website of the Company and can be accessed at [www.sbal.co.in](http://www.sbal.co.in).

### VIGIL MECHANISM

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has framed "Whistle Blower Policy" for Directors and employees of the Company for reporting the genuine concerns or grievances or cases of actual or suspected, fraud or violation of the Company's code of conduct and ethics policy. The Whistle Blower Policy of the Company is available on the Company's website [http://www.goelgroup.co.in/sbal\\_policies.html](http://www.goelgroup.co.in/sbal_policies.html)

### DETAILS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal & financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

### CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder relating to Corporate Social Responsibility are not applicable to the Company.

### GREEN INITIATIVES

Electronic copies of the Annual Report 2018-2019 and Notice of the 29th Annual General Meeting are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2018-2019 and the Notice of the **29th Annual General Meeting** under Section 101 of the Companies Act, 2013 are sent through permitted mode. Members requiring physical copies can send a request to the Company.

Your Company provides **e-voting** facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The instructions for e-voting are provided in the Notice.

The Company has entered into an arrangement with Central Depository Service (India) Limited (CDSL), the authorised agency for this purpose, to facilitate such e-voting for its members.

### CEO & CFO CERTIFICATION

The MD and CFO 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 Listing Regulations, 2015.

### ACKNOWLEDGEMENTS

The Board accord their undying gratitude for the assistance, support and guidance provided by Banks, Customers, Suppliers, Regulatory & Government Authorities, Business Associates and all other Stakeholders. Your Directors also appreciate and value the contribution and commitment of every employee towards your Company's performance, growth and sustainability. Your Directors look forward to your continuing and valuable support.

FOR AND ON BEHALF OF THE BOARD

Sd/-

SURESH GOEL  
(CHAIRMAN)

DIN: 00115834

RAIPUR, 28.05.2019

**ANNEXURE TO DIRECTORS' REPORT**

"Annexure-1"

**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 subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Sl. No.	1
2.	Name of the subsidiary	<b>Popular Mercantile Pvt. Ltd.</b>
3.	The date since when subsidiary was acquired	06.03.2013
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
6.	Share Capital	35,10,000/-
7.	Reserves & Surplus	16,72,64,632/-
8.	Total Assets	17,07,97,574/-
9.	Total Liabilities	17,07,97,574/-
10.	Investments	17,01,00,000/-
11.	Turnover	84,329/-
12.	Profit before Taxation	18,848/-
13.	Provision for Taxation	5,242/-
14.	Profit after Taxation	13,606/-
15.	Proposed Dividend	NIL
16.	% of shareholding	100%

**Note:**

1. There is no subsidiary which is yet to commence operations.
2. There is no subsidiary which have been liquidated or sold during the year.

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures		Shri Bajrang Power and Ispat Limited	
		For the year ended 31st March 2019	For the year ended 31st March 2018
<b>1.</b>	<b>Latest audited Balance Sheet Date</b>	31st March 2019	31st March 2018
<b>2.</b>	<b>Shares of Associate or Joint Ventures held by the company on the year end</b>		
	No. of Shares	4789000*	1197250
	Amount of Investment in Associates or Joint Venture (Rs.)	192910000	192910000
	Extent of Holding (in percentage)	9.16	9.16
<b>3.</b>	<b>Description of how there is significant influence</b>	Common control of management	Common control of management
<b>4.</b>	<b>Reason why the associate / joint venture is not consolidated</b>	N.A.	N.A.
<b>5.</b>	<b>Net worth attributable to shareholding as per latest audited Balance Sheet</b>	529881292	317416333
<b>6.</b>	<b>Profit or Loss for the year</b>		
	i. Considered in Consolidation	167837628	78959126
	ii. Not Considered in Consolidation	-	-

\* Bonus share received in the ratio of 3:1

**For and on behalf of the Board of Directors**

**Sd/-**  
**(Anand Goel)**  
**Managing Director**  
**DIN: 00796135**

**Sd/-**  
**(Narendra Goel)**  
**Director**  
**DIN: 00115883**

**Sd/-**  
**(Archit Goel)**  
**Chief Financial Officer**  
**PAN: ALRPG3265B**

**Sd/-**  
**(Nishant Agrawal)**  
**Company Secretary**  
**M.No.: 40900**

**Form No. AOC-2**

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

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable.**
2. Details of material contracts or arrangements or transactions at arm's length basis: **The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2019 are as follows -**

**Note:** Appropriate approvals have been taken for related party transactions.

<b>Name of related parties</b>	<b>Nature of relationship</b>	<b>Nature of Contract/ Arrangement /Transaction</b>	<b>Duration of Contract</b>	<b>Salient terms of contracts or arrangements or transactions including the Values, if any</b>	<b>Date of Approval by the Board</b>
Shri Bajrang Power and Ispat Ltd.	Promoter Group Company	Purchase of material	Five Years w.e.f. 01.04.2014 – on going	Salient terms as per Agreement executed. For other details of transactions during the year please refer Note No. 33 to Notes on Accounts of Standalone Financial Statements.	25.05.2018
Shri Bajrang Power and Ispat Ltd.	Promoter Group Company	Sale of material	Five Years w.e.f. 01.04.2014 – on going	Salient terms as per Agreement executed. For other details of transactions during the year please refer Note No. 33 to Notes on Accounts of Standalone Financial Statements.	25.05.2018

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**SURESH GOEL**  
 (CHAIRMAN)  
 DIN: 00115834  
 RAIPUR, 28.05.2019

**PARTICULARS OF 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) RULES, 2014**

1. The Ratio of the remuneration of each Director to the Median Remuneration of the employees of the company for the financial year 2018-19:

Name of Director	Designation	Remuneration	Median Remuneration	Ratio
		Rs.		
Shri Suresh Goel	Executive Director	450000/-*	170016/-	2.65:1
Shri Anand Goel	Managing Director	900000/-*	170016/-	5.29:1

\* The remuneration paid is for 6 month for the financial year 2018-19

2. The percentage increase in remuneration of each Director, CFO, CEO, Company Secretary for the financial year 2018-19 as compared to 2017-18:

Name of Director/KMP	Designation	Remuneration 2018-19 Rs.	Remuneration 2017-18 Rs.	% increase
Shri Suresh Goel	Executive Director	450000/-*	900000/-	0.00
Shri Anand Goel	Managing Director	900000/-*	1300000/-	0.00
Shri Archit Goel	CFO	2100000/-	840000/-	150.00
Shri Nishant Agrawal	CS	438584/-	407688/-	7.60

\* The remuneration paid is for 6 month for the financial year 2018-19

**Note:** The Non-Executive Directors of the Company are entitled for sitting fee as per the statutory provisions and within the limits prescribed in the Companies Act, 2013, the details of which are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

3. During the financial year 2018-19 the percentage decrease in the median remuneration of the employees including that of managerial remuneration as compared to 2017-18 is 4.53 % and the percentage decrease in the median remuneration of the employees excluding that of managerial remuneration is 4.05 %.
4. Number of permanent employees on rolls of the company as on 31.03.2019 is 91.
5. Explanation on the relationship between average increase in remuneration and the company's performance: The Company's promotion policy is purely performance based and as per market competitiveness of the Company. Every year, the salary increases in the Company are decided on the basis of a benchmarking exercise that is undertaken with similar profile organizations. The final salary increases given are a function of Company's market competitiveness in this comparator group as well as overall business affordability. During the year, similar approach was followed to establish the remuneration increases to the Employees. Variable compensation is an integral part of our total reward package and is directly linked to an individual performance rating and business performance. Salary increases during the year were in line with Company's performance as well as Company's market competitiveness.
6. Comparison of remuneration of the Key Managerial Personnel against the company's performance: In line with Company's reward philosophy, merit increases and annual bonus pay-outs of its Employees including Key Managerial Personnel are directly linked to individual performance as well as that of the business. Given the superior business performance and the performance rating of the Key Managerial Personnel, appropriate reward by way of merit increase or variable pay have been awarded to the Key Managerial Personnel for the current year. This was duly reviewed and approved by the Nomination & Remuneration Committee of the Company.

7. The Market Capitalization of the Company as on March 31, 2019 was Rs.14.36 Crores. The Price Earnings Ratio was 8.97 as of March 31,2019.The closing share price of the Company at BSE Limited on March 31st, 2019 being Rs. 15.95 /- per equity share of face value of Rs. 10/- each has reduced by Rs. 34.05/- since the last offer for sale made in the year 1995 (Offer Price was Rs. 50/- per equity share of face value of Rs. 10/- each).
8. Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 10% - 150% whereas there is no increase in the managerial remuneration this year. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies.
9. Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company. Already mentioned in para 6.
10. During the year none of the Director availed any variable component of remuneration and there is no increase in Directors' remuneration in the year 2018-19.
11. It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**SURESH GOEL**  
**(CHAIRMAN)**  
**DIN: 00115834**  
**RAIPUR, 28.05.2019**

**"Annexure-4"**

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

### **A. CONSERVATION OF ENERGY**

- (i) The steps taken or impact on conservation of energy;

Your Company recognizes the vital need to conserve energy and gives due importance to the reduction of power consumption in its manufacturing processes. During the year under review the following energy conservation measures have been implemented:-

- Use of energy efficient lights.
- Monitoring of insulation resistance of Motors to reduce dielectric losses.
- Use of good quality lubricants to reduce frictions.

- (ii) During the financial year there is no alternate source of energy being used by the Company.

- (iii) During the financial year there is no capital investment on energy conservation equipment's.

### **B. TECHNOLOGY ABSORPTION**

- (i) Efforts in brief made towards technology absorption, adaptation and innovation and benefits derived from them:-

- The Company has its own testing laboratory well equipped with modern machines and equipments for ensuring the quality of output and raw materials.
- All the range of products offered by the Company to its valuable clients are ISI marked known for its best quality products.
- Constant monitoring of process and technology upgradation taking place in advance countries and to offer similar products through in-house R & D as well as through progressive manufacturing activities. The Company is in the process of further improving its quality control methods and testing facilities.
- Regular interaction with equipment designers and manufacturers and major raw material suppliers for improvements to processing and operating parameters.

- Benefits derived as a result of above efforts are that the product quality has been improved to a great extent.

The Company during the financial year and preceding two financial years has not imported any technology from outside India.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is:

(Rs. in Lacs)

Particulars	F.Y. 2018-19	F.Y. 2017-18
Earning	--	--
Outgoing	--	--
Net Amount	--	--

"Annexure-5"

## Form No. MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2019

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

To,  
The Members,  
**SHRI BAJRANG ALLOYS LIMITED**  
**CIN: L27103CT1990PLC005964**  
521/C, Urla Industrial Complex,  
Urla, Raipur (C.G.) 493221

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

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

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31st, 2019** according to the provisions of:

- The Companies Act, 2013 (the Act) and the Rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**As reported to us, there were no FDI, ODI and ECB transaction in the Company during the year under review**);
- 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.
  - (d) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and its amendments.
- (vi) On the basis of information provided to us, there are no specific laws applicable to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standard issued by The Institute of Company Secretaries of India.

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

**I further report that, there were no events/actions in pursuance of :**

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- requiring compliance thereof by the Company during the Audit period.

**I further report that**

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

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

As per the minutes of meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

**I further report** that during the audit period there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**PLACE : RAIPUR**  
**Date: May, 28 2019**

**Anand Kumar Sahu & Associates**  
**Company Secretaries**  
Sd/-  
**Anand Sahu**  
**Proprietor**  
**FCS No. 7670, C P No. 6023**

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



To,  
The Members,  
**SHRI BAJRANG ALLOYS LIMITED**  
**CIN: L27103CT1990PLC005964**  
521/C, Urla Industrial Complex,  
Urla, Raipur (C.G.) 493221

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

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

**PLACE : RAIPUR**  
**Date: May, 28 2019**

**Anand Kumar Sahu & Associates**  
**Company Secretaries**

**Sd/-**  
**Anand Sahu**  
**Proprietor**  
**FCS No. 7670, C P No. 6023**

**FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31st March, 2019**

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

**I. REGISTRATION AND OTHER DETAILS**

<b>CIN:</b>	L27103CT1990PLC005964
<b>Registration Date :</b>	16/08/1990
<b>Name of the Company:</b>	SHRI BAJRANG ALLOYS LIMITED
<b>Category / Sub-Category of the Company:</b>	IRON AND STEEL INDUSTRY
<b>Address of the Registered office:</b>	521/C, URLA INDUSTRIAL COMPLEX, URLA, RAIPUR (C.G.) - 493221
<b>Whether listed company:</b>	YES
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any:</b>	LINK INTIME INDIA PVT. LTD. C-101, 247 PARK, L.B.S. MARG,VIKHROLI (WEST) MUMBAI – 400 083 PHONE : 022-49186270, FAX : 022-49186060 E-MAIL : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Structural Steel	241	100%

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

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Equity shares held	Applicable Section
1	Popular Mercantile Pvt. Ltd.	U51909WB2010PTC153145	Subsidiary	100%	2(87)
2	Shri Bajrang Power and Ispat Limited	U27106CT2002PLC015184	Associate	9.16%	2(6)

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**
**i) Category-wise Shareholding**

Category of Share holders	No. of Shares held at the beginning of the year 2018				No. of Shares held at the end of the year 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	1382569	0	1382569	15.3619	1382569	0	1382569	15.3619	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other/PAC (Trust)	4028400	0	4028400	44.7600	4028400	0	4028400	44.7600	0
<b>Sub-total (A) (1):-</b>	<b>5410969</b>	<b>0</b>	<b>5410969</b>	<b>60.1219</b>	<b>5410969</b>	<b>0</b>	<b>5410969</b>	<b>60.1219</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Share holding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>5410969</b>	<b>0</b>	<b>5410969</b>	<b>60.1219</b>	<b>5410969</b>	<b>0</b>	<b>5410969</b>	<b>60.1219</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds /UTI	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	1397580	5900	1403480	15.5942	1324544	5900	1330444	14.7827	-0.8115
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	855128	261415	1116543	12.4060	881506	251415	1132921	12.5880	0.1820
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	664157	18600	682757	7.5862	693518	18600	712118	7.9124	0.3262
c) Others									
l) Clearing Member	6801	0	6801	0.0756	11266	0	11266	0.1252	0.0496

ii) Trust	0	0	0	0	0	0	0	0	0
iii) NRI (Rebate)	1393	0	1393	0.0155	1393	0	1393	0.0155	0.0000
iv) NRI (Non Rebate)	0	0	0	0	0	0	0	0	0.0000
v) Hindu undivided Family	378057	0	378057	4.2006	400889	0	400889	4.4543	0.2537
<b>Sub-total (B)(2):-</b>	<b>3303116</b>	<b>285915</b>	<b>3589031</b>	<b>39.8781</b>	<b>3313116</b>	<b>275915</b>	<b>3589031</b>	<b>39.8781</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3303116</b>	<b>285915</b>	<b>3589031</b>	<b>39.8781</b>	<b>3313116</b>	<b>275915</b>	<b>3589031</b>	<b>39.8781</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>8714085</b>	<b>285915</b>	<b>9000000</b>	<b>100.00</b>	<b>8724085</b>	<b>275915</b>	<b>9000000</b>	<b>100.00</b>	<b>0</b>

**(ii) Shareholding of Promoters and persons acting in concert with them:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year-2018			Shareholding at the end of the year-2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	
1	Mr. Narendra Goel	632700	7.0300	0	632700	7.0300	0	0
2	Mr. Anand Goel	349469	3.8830	0	349469	3.8830	0	0
3	Mr. Rajendra Goel	209900	2.3322	0	209900	2.3322	0	0
4	Mr. Dinesh Goel	69000	0.7667	0	69000	0.7667	0	0
5	Mr. Suresh Goel	67800	0.7533	0	67800	0.7533	0	0
6	Mr. Sandeep Goel	53700	0.5967	0	53700	0.5967	0	0
7	Rajendra Goel & Sons	847500	9.4167	0	847500	9.4167	0	0
8	Jainarayan Hariram Goel & Sons	566100	6.2900	0	566100	6.2900	0	0
9	Anand Goel & Sons	513400	5.7044	0	513400	5.7044	0	0
10	Suresh Goel & Sons	482400	5.3600	0	482400	5.3600	0	0
11	Narendra Goel & Sons	391500	4.3500	0	391500	4.3500	0	0
12	Hariram Goel & Sons	221100	2.4666	0	221100	2.4666	0	0
13	Dinesh Goel & Sons	163500	1.8167	0	163500	1.8166	0	0
14	Suresh Goel & Bros.	131100	1.4567	0	131100	1.4567	0	0
15	Hariram Goel & Co.	126100	1.4011	0	126100	1.4011	0	0
16	Bajrang Rice Mill	101100	1.1233	0	101100	1.1233	0	0
17	Mrs. Neeta Goel	96200	1.0689	0	96200	1.0689	0	0
18	Sandeep Goel & Sons	89700	0.9967	0	89700	0.9967	0	0
19	Mrs. Suman Goel	73800	0.8200	0	73800	0.8200	0	0
20	Mrs. Ankita Goel	69500	0.7722	0	69500	0.7722	0	0
21	Mrs. Kiran Goel	54200	0.6022	0	54200	0.6022	0	0
22	Mrs. Aruna Goel	49400	0.5489	0	49400	0.5489	0	0
23	Mrs. Sarla Goel	38000	0.4222	0	38000	0.4222	0	0
24	Mrs. Rashmi Goel	13800	0.1533	0	13800	0.1533	0	0
	<b>TOTAL</b>	<b>5410969</b>	<b>60.1219</b>	<b>0</b>	<b>5410969</b>	<b>60.1219</b>	<b>0</b>	<b>0</b>

(iii) **Change in Promoters' Shareholding** : No change in Promoters and persons acting in concern during the year.

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

Sl. No.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative shareholding	
		No. of shares held	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares held	% of total shares of the company
1.	<b>ATLANTA SECURITIES PVT. LTD</b> AT THE END OF THE YEAR	760500	8.4500			760500 760500	8.4500 8.4500
2.	<b>SCAN STEELS LIMITED</b> Market Sell Market Sell Market Sell Market Sell Market Sell Market Buy AT THE END OF THE YEAR	387908	4.3101	08.06.2018 15.06.2018 22.06.2018 30.06.2018 06.07.2018 13.07.2018	-6140 -15747 -4531 -1120 -360370 360370	387908 381768 366021 361490 360370 0 360370 360370	4.3101 4.2419 4.0669 4.0166 4.0041 0.0000 4.0041 4.0041
3.	<b>MAHESH KUMAR AGRAWAL</b> AT THE END OF THE YEAR	294910	3.2768			294910 294910	3.2768 3.2768
4.	<b>ANIL DHANPAT AGRAWAL</b> AT THE END OF THE YEAR	180000	2.0000			180000 180000	2.0000 2.0000
5.	<b>PRADEEP KUMAR AGRAWAL</b> Market Buy Market Buy Market Buy Market Sell Market Sell Market Sell Market Sell Market Sell Market Sell Market Sell AT THE END OF THE YEAR	178951	1.9883	06.04.2018 13.04.2018 01.06.2018 20.07.2018 27.07.2018 03.08.2018 10.08.2018 16.11.2018 28.12.2018 11.01.2019 25.01.2019	3299 4409 144 -502 -798 -409 -5541 -4765 -5549 -626 -505	178951 182250 186659 186803 186301 185503 185094 179553 174788 169239 168613 168108 168108	1.9883 2.0250 2.0740 2.0756 2.0700 2.0611 2.0566 1.9950 1.9421 1.8804 1.8735 1.8679 1.8679
6.	<b>SWASTIK MERCANTILES LTD.</b> AT THE END OF THE YEAR	88843	0.9871			88843 88843	0.9871 0.9871
7.	<b>MAHESH AGRAWAL.</b> AT THE END OF THE YEAR	59501	0.6611			59501 59501	0.6611 0.6611

Sl. No.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transaction during the year		Cumulative shareholding	
		No. of shares held	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares held	% of total shares of the company
8.	<b>KAMLA ANILKUMAR GARG</b>	70726	0.7858			70726	0.7858
	Market Sell			13.04.2018	-13106	57620	0.6402
	Market Buy			08.06.2018	2000	59620	0.6624
	Market Sell			15.06.2018	-4999	54621	0.6069
	Market Sell			13.07.2018	-947	53674	0.5964
	Market Buy			20.07.2018	4408	58082	0.6454
	Market Sell			07.09.2018	-1798	56284	0.6254
	Market Sell			01.01.2019	-500	55784	0.6198
	Market Sell			11.01.2019	-2000	53784	0.5976
	AT THE END OF THE YEAR				53784	0.5976	
9.	<b>SONA BISCUITS LIMITED.</b>	34376	0.3820			34376	0.3820
	AT THE END OF THE YEAR					34376	0.3820
10.	<b>KUNAL AGRAWAL</b>	0	0.0000		0	0	0.0000
	Market Buy			25.05.2018	1	1	0.0000
	Market Buy			01.06.2018	1019	1020	0.0113
	Market Buy			22.06.2018	7078	8098	0.0900
	Market Buy			30.06.2018	1867	9965	0.1107
	Market Buy			13.07.2018	346	10311	0.1146
	Market Buy			03.08.2018	1842	12153	0.1350
	Market Buy			10.08.2018	976	13129	0.1459
	Market Buy			17.08.2018	3088	16217	0.1808
	Market Buy			12.10.2018	7465	23682	0.2631
	Market Sell			30.11.2018	-340	23342	0.2594
	Market Sell			14.12.2018	-1360	21982	0.2442
	Market Sell			28.12.2018	-1208	20774	0.2308
	Market Sell			11.01.2019	-653	20121	0.2236
	Market Buy			18.01.2019	752	20873	0.2319
	Market Buy			01.02.2019	58	20931	0.2326
	Market Buy			08.02.2019	3875	24806	0.2756
	Market Buy			15.02.2019	127	24933	0.2777
				AT THE END OF THE YEAR			24933
11.	<b>SOBISCO FOODS PVT. LTD.</b>	32325	0.3592			32325	0.3592
	Market Sell			22.04.2018	-9668	22657	0.2517
	Market Sell			27.04.2018	-5000	17657	0.1962
	AT THE END OF THE YEAR				17657	0.1962	
12.	<b>JAYALAXMI AMRATLAL CHOKSI</b>	22413	0.2490			22413	0.2490
	AT THE END OF THE YEAR					22413	0.2490

Sl. No.	Name & Type of Transaction	Shareholding at the beginning of the year-2017		Transaction during the year		Cumulative shareholding	
		No. of shares held	% of total shares of the company	Date of Transaction	No. of Shares	No. of shares held	% of total shares of the company
13.	<b>SADHANA BALKRISHNA PATIL</b>	0	0.0000	0	0	0	0.0000
	Market Buy			14.12.2018	1199	1199	0.0133
	Market Buy			21.12.2018	1106	2305	0.0256
	Market Buy			28.12.2018	4001	6306	0.0701
	Market Buy			04.01.2019	174	6480	0.0720
	Market Buy			11.01.2019	180	6660	0.0740
	Market Buy			15.02.2019	3000	9660	0.1073
	Market Buy			22.02.2019	385	10045	0.1116
	Market Buy			01.03.2019	720	10765	0.1196
	Market Buy			08.03.2019	1067	11832	0.1315
	Market Buy			15.03.2019	2951	14783	0.1643
	Market Buy			22.03.2019	4560	19343	0.2149
	Market Buy			29.03.2019	1320	20663	0.2296
	AT THE END OF THE YEAR					20663	0.2296

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name	Shareholding		Cumulative Shareholding	
		No. of shares at the beginning (01/04/2018)/ end of the year (31/03/2019)	% of total shares of the company	No. of shares at the beginning (01/04/2018)/ end of the year (31/03/2019)	% of total shares of the company
1.	<b><u>Shri Suresh Goel, Director</u></b>				
	At the Beginning of the year	67800	0.75	67800	0.75
	Bought during the year	-	-	67800	0.75
	Sold during the year	-	-	67800	0.75
	At the end of the year	67800	0.75	67800	0.75
2.	<b><u>Shri Narendra Goel, Director</u></b>				
	At the Beginning of the year	6,32,700	7.03	6,32,700	7.03
	Bought during the year	-	-	6,32,700	7.03
	Sold during the year	-	-	6,32,700	7.03
	At the end of the year	6,32,700	7.03	6,32,700	7.03
3.	<b><u>Shri Anand Goel, Managing Director</u></b>				
	At the Beginning of the year	3,49,469	3.88	3,49,469	3.88
	Bought during the year	-	-	3,49,469	3.88
	Sold during the year	-	-	3,49,469	3.88
	At the end of the year	3,49,469	3.88	3,49,469	3.88

**V. INDEBTEDNESS**

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

(Rs. in Crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial Year</b>				
l) Principal Amount	19.76	6.71	-	26.47
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	19.76	6.71	-	26.47
<b>Change in Indebtedness during the financial year</b>				
l) Addition	-	-	-	-
ii) Reduction	(0.25)	(6.71)	-	(6.96)
<b>Net Change</b>	(0.25)	(6.71)	-	(6.96)
<b>Indebtedness at the end of the financial year</b>				
l) Principal Amount	19.51	-	-	19.51
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	19.51	-	-	19.51

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

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Shri Anand Goel, Managing Director	Shri Suresh Goel, Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,00,000/-*	4,50,000/-*	13,50,000/-
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>9,00,000/-</b>	<b>4,50,000/-</b>	<b>13,50,000/-</b>
	Ceiling as per the Act	As per Schedule V of Companies Act, 2013		

\* Remuneration is for 6 month

**B. Remuneration to other Directors:**

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri Dinesh Kumar Agarwal	Shri Vikash Kumar Khedia	Smt. Prerna Singhal	
1.	Independent Directors ■ Fee for attending board/ committee meetings ■ Commission ■ Others, please specify	30000/-	30000/-	30000/-	90000/-
	<b>Total (1)</b>	<b>30000/-</b>	<b>30000/-</b>	<b>30000/-</b>	<b>90000/-</b>
2.	Other Non-Executive Directors ■ Fee for attending board / committee meetings ■ Commission ■ Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	90000/-
	<b>Total (B)=(1+2)</b>	<b>30000/-</b>	<b>30000/-</b>	<b>30000/-</b>	<b>90000/-</b>
	<b>Total Managerial Remuneration (A)+(B)</b>				<b>1440000/-</b>
	Ceiling as per the Act	Rs.100000/-Per Meeting per Director as per Proviso of section 197(5) of the Companies Act,2013 and Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014			
	Overall Ceiling as per the Act	Within Limit as Prescribed in Schedule V of Companies Act, 2013			

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

Sl. No.	Particulars of Remuneration	Name of KMP		Total
		Shri Nishant Agrawal	Shri Archit Goel	
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	438584/-	2100000/-	2538584/-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
©	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - - As % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>438584/-</b>	<b>2100000/-</b>	<b>2538584/-</b>

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

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

**CORPORATE GOVERNANCE REPORT**

**1. COMPANY'S PHILOSOPHY ON MAXIMUM GOVERNANCE**

The Securities and Exchange Board of India (SEBI) has been continuously fine tuning and upgrading the standards of Corporate Governance applicable to Indian companies. The formal code of Corporate Governance which was hitherto a part of listing agreement was subsequently subsumed in comprehensive regulations known as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – "Listing Regulations".

While complying with the bedrock of the amended regulations by SEBI, your Company has built its Corporate Governance practices on the three inviolable principles of **TRANSPARENCY, INTEGRITY** (comprehensive all round disclosure + financial controls) and **ACCOUNTABILITY**. This report sets out the governance systems and processes of the Company, as set out in Listing Regulations for the financial year ended 31st March, 2019. The Company is in full compliance with the Corporate Governance norms as stipulated in Listing Regulations.

Your Company believes that while implementation of the minimum framework is a prerequisite, superior governance practices are vital for growing a sustainable and successful business.

**2. BOARD OF DIRECTORS**

**COMPOSITION**

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. Listing regulations mandate that for the Company with non-executive chairman at least one-third of the board should be independent director. The Composition of the Board and the category of Directors are as follows:

Name of Directors	Category of Directors	No. of other Directorship held*	No. of Board Meetings Attended	Last AGM Attended 25.09.2018	No. of other Board Committees (Member/Chairman)**
Shri Suresh Goel	Executive Non-Independent	2	6	Present	None
Shri Anand Goel	Executive Non-Independent	3	7	Present	3 (Member)
Shri Narendra Goel	Executive Non-Independent	5	7	Present	1 (Member)
Shri Vikash Kumar Khedia	Non-Executive Independent	2	7	Present	2 (Member)
Shri Dinesh Kumar Agarwal	Non-Executive Independent	2	7	Present	2 (Chairman) 1 (Member)
Smt. Prerna Singhal	Non-Executive Independent	1	7	Present	3 (Member)
<b>Total No. of Directors as on year end - 06 (Six)</b>					

\* Excluding Directorship in Private Limited Companies, Foreign Companies and Companies Registered u/s. 8 of the Companies Act, 2013 and Alternate Directorships.

\*\*Board Committee includes Audit Committee and Stakeholders Relationship Committee as per Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

All Independent Directors of the Company have furnished declarations that they qualify the conditions of being independent as per Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR),2015. These were placed before the Board.

During the financial year, the three Independent Directors of the Company met on **30th March, 2019** under the chairmanship of Shri Dinesh Kumar Agarwal without the presence of Non-Independent Directors or Management personnel to review the performance of Non-Independent Directors, the Board and its Chairperson. The meeting also reviewed the quality, quantity and timeliness of flow of information between the Company and the Board.

None of the Directors on the Board holds Directorships in more than 10 Public Companies and overall Directorships in 20 Companies (as per Section 165 of the Companies Act, 2013).

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as per regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all companies in which he/she is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies.

### MEETINGS HELD

**Seven(Seven) Board meetings** were held during the year and the gap between two meetings did not exceeded one twenty days. The dates on which the said meetings were held are as follows:

12.04.2018, 25.05.2018, 01.06.2018, 14.08.2018, 13.11.2018, 08.01.2019 and 12.02.2019

One of the key functions of the Board is to monitor and review the board evaluation frame work. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of Executive / Non-Executive / Independent Directors through a peer-evaluation excluding the Director being evaluated through a Board effectiveness survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the Directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees by giving ratings on a scale of one to five as follows - 1.Outstanding, 2.Exceeds Expectations, 3.Meets Expectations, 4.Needs Improvement and 5.Poor. Feedback on each Director is encouraged to be provided as part of the survey.

Independent Directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the Independent Directors are evaluated include:

S. No.	Evaluation Criteria of Independent Directors
1	Attendance and participation in the Meetings and timely inputs on the minutes of the meetings
2	Adherence to ethical standards & code of conduct of the Company and disclosure of non – independence, as and when it exists and disclosure of interest
3	Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings.
4	Interpersonal relations with other Directors and management.
5	Objective evaluation of Board's performance, rendering independent, unbiased opinion.
6	Understanding of the Company and the external environment in which it operates and contribution to strategic direction.
7	Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information.

### 3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulations 18 of the Listing Obligations and Disclosure Requirements, Regulations 2015 with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

The terms of reference and powers of the Audit Committee are as mentioned in Scheduled II Part C and Regulations 18(3) of the Listing Obligations and Disclosure Requirements, Regulations 2015 entered into with the Stock Exchanges and read with Section 177 of the Companies Act, 2013 and rules made thereunder includes overseeing the Company's Financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function internal control and to discuss significant internal audit findings, statutory compliance and issues related to risk management and compliances.

All recommendations made by the audit committee during the year were accepted by the Board

**Meetings Held:**

The Audit Committee met **5 (Five) times** during the year under review on the following dates:-

- 1) 25.05.2018
- 2) 01.06.2018
- 3) 14.08.2018
- 4) 13.11.2018
- 5) 12.02.2019

**Composition and Attendance**

All the Members of the Audit Committee are Non-Executive Independent Directors. They are financially literate and possess sound knowledge of accounts, audit, finance etc. Shri Dinesh Kumar Agarwal is the Chairman of the Audit Committee.

The detailed composition, meetings of the members of the Audit Committee held during the year is given below:

Name of Directors	Composition as on 31st March 2019	No. of meetings attended
Shri Dinesh Kumar Agarwal	Chairman (Non Executive Independent Director)	4
Shri Vikash Kumar Khedia	Member (Non Executive Independent Director)	4
Smt. Purna Singhal	Member (Non Executive Independent Director)	4

The Chairman of the Committee attended the last AGM of the Company. The Company Secretary acts as the Secretary to the Committee. The Committee holds meetings with Statutory Auditors and Internal Auditors on one to one basis and has ascertained that they have no unexpressed concerns.

**4. NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to the Regulations 19 of the (Listing Obligations and Disclosure Requirements), Regulation 2015 and Schedule V and Section 178 to the Companies Act, 2013, the terms of reference of the Nomination and Remuneration Committee is to determine Company's policy on remuneration to Directors, Key Managerial Personnel and other employees.

**Meetings Held**

The Nomination and Remuneration Committee met **2 (two) times** during the year under review on the following dates:-

- 1) 14.08.2018
- 2) 13.11.2018

**Composition and Attendance**

All the Members of the Nomination and Remuneration Committee are Non-Executive Independent Directors. Shri Dinesh Kumar Agarwal is the Chairman of the Nomination and Remuneration Committee.

The detailed composition, meetings of the Members of the Remuneration Committee held during the year is given below:

Name of the Directors	Composition as on 31st March 2019	No. of Meetings attended
Shri Dinesh Kumar Agarwal	Chairman (Non Executive,Independent Director)	2
Shri Vikash Kumar Khedia	Member (Non Executive,Independent Director)	2
Smt. Purna Singhal	Member (Non Executive,Independent Director)	2

The role of Nomination and Remuneration Committee is as follows :

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;

Details of remuneration paid to the Directors of the Company for the year ended 31st March, 2019 are as under:

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Shri Anand Goel, Managing Director	Shri Suresh Goel, Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	900000/-*	450000/-*	1350000/-
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	900000/-*	450000/-*	1350000/-
	Ceiling as per the Act	As per Schedule V of Companies Act,2013		

\*Remuneration is for 6 month

**B. Remuneration to other Directors:**

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri Dinesh Kumar Agarwal	Shri Vikash Kumar Khedia	Smt. Prerna Singhal	
1.	Independent Directors				
	■ Fee for attending board/committee meetings	30000/-	30000/-	30000/-	90000/-
	■ Commission	-	-	-	-
	■ Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>30000/-</b>	<b>30000/-</b>	<b>30000/-</b>	<b>90000/-</b>
2.	Other Non-Executive Directors				
	■ Fee for attending board / committee meetings	-	-	-	-
	■ Commission	-	-	-	-
	■ Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>30000/-</b>	<b>30000/-</b>	<b>30000/-</b>	<b>90000/-</b>
	<b>Total Managerial Remuneration (A)+(B)</b>				<b>1440000/-</b>
	Ceiling as per the Act	Rs.100000/-Per Meeting per Director as per Proviso of section 197(5) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014			
	Overall Ceiling as per	Within Limit as Prescribed in Schedule V Part II of Section II (A) of Companies Act,2013			

The Non-Executive Directors of the Company have no pecuniary relationship with the Company.

**5. STAKEHOLDER’S RELATIONSHIP COMMITTEE**

In terms of section 178 of the Companies Act, 2013 and as per the provisions of the Regulations 20 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015 (as amended), the Company has duly constituted Stakeholders Relationship Committee.

**Meetings Held**

The Stakeholder's Relationship Committee met **4 (four) times** during the year under review on the following dates:-

1) 01.06.2018 2) 14.08.2018 3)13.11.2018 4) 12.02.2019 The role of Stakeholders' Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;

- provide guidance and make recommendations to improve investor service levels for the investors

The detailed composition, attendance of the members of the Committee in the meetings held during the year is given below:

There were **no pending complaints** by the stakeholders against the Company as on March 31st, 2019.

#### Composition and Attendance

Name of Directors	Composition as on 31st March 2019	No. of meetings attended
Shri Dinesh Kumar Agarwal	Chairman (Non Executive, Independent Director)	4
Shri Anand Goel	Member (Executive, Managing Director)	4
Smt. Perna Singhal	Member (Non Executive, Independent Director)	4

## 6. GENERAL BODY MEETINGS

### I. Annual General Meeting

Details of last three Annual General Meetings held:-

Meeting for the year ended	Date and Time	Venue	Whether any Special Resolution passed	Special Resolution through Postal Ballot	Special Resolution through e-Voting
2017-18	September 25, 2018, 9.00 a.m.	521/C, Urla Industrial Complex, Urla, Raipur (C.G.) 493221	-YES-	-NO-	-YES-
2016-17	September 26, 2017, 9.00 a.m.	521/C, Urla Industrial Complex, Urla, Raipur (C.G.) 493221	-YES-	-NO-	-YES-
2015-16	September 27, 2016, 9.00 a.m.	521/C, Urla Industrial Complex, Urla, Raipur (C.G.) 493221	-YES-	-NO-	-YES-

### II. Extraordinary General Meeting

As per Section 110 of Companies Act, 2013 and Rule 22 (7) of Companies (Management And Administration) Rules, 2014 if a resolution is assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means, it shall be deemed to have duly passed at a general meeting convened in that behalf.

One Deemed Extraordinary General Meeting of the Members was held through Postal Ballot including voting by electronic means during the year 2018-19 dated 16.02.2019.

### III. Postal Ballot

During the year Postal Ballot was conducted by the Company for passing of a Special Resolution dated 16.02.2019

## 7. DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

I, **Anand Goel**, Managing Director of **SHRI BAJRANG ALLOYS LIMITED**, having its Registered Office at 521/C, Urla Industrial Complex, Urla, Raipur -493221 (C.G.), do hereby declare that the Code of Conduct for Directors and Senior Management have been prepared in terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (as amended) and the same have been affirmed by the Board Members and Senior Management of the Company

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

**ANAND GOEL**  
(MANAGING DIRECTOR)  
DIN: 00796135

**RAIPUR, 28.05.2019**

**8. DISCLOSURES**

- i. A Statement in summary form, of all the transactions entered into with the related parties in the ordinary course of business, details of material individual transactions with the related parties that are in ordinary course of business were placed before the Audit Committee. All material related party transactions were approved by the Audit Committee and there are no material transactions with the related parties, which require separate disclosures or have potential conflicts with the interests of the Company. A comprehensive list of transactions entered into with the related parties as required by Indian Accounting Standards (IND AS-24) is disclosed in the Annual report and forms part of Boards' Report as **Form AOC-2**.
- ii. There have been no penalties/strictures imposed on the company, by Stock Exchange/ SEBI or any other statutory authority relating to capital markets for any non compliances made by the company during the last three years.
- iii. The Company has adopted a vigil mechanism through a Whistle Blower Policy to provide a formal mechanism to the employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct or Ethics policy. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- iv. The Boards' Report complies with and discloses all the mandatory requirements as per SEBI (Listing Obligations and Disclosure Requirements) of the Listing Agreement entered into with Stock Exchange and is moving towards adoption of certain non mandatory requirements as well.
- v. The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency and fairness in all its business dealings. A Code of Conduct for the Board Members and Senior Management and a new Code for prevention of Insider Trading have been adopted pursuant to Regulation 8 & 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with effect from May 15, 2015. The Code is applicable to all the Directors and designated employees of the Company who is in possession of any price sensitive information. The Code impresses upon Directors and Senior Management executives to uphold the interest of the Company and its stakeholders and to endeavor to fulfill all fiduciary obligations towards them and to preserve the confidentiality of all un-published price sensitive information(s) and to prevent misuse of such information(s) and in ensuring adherence to all laws and regulations.
- vi. There were no public issues, right issues, preferential issues etc. during the Financial Year 2018-2019 under review.
- vii. a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is enclosed herewith

**9. MEANS OF COMMUNICATION**

The quarterly, half yearly and annual financial results and reports are sent to the Stock Exchanges immediately after they are approved by the Board. These are also published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board of Directors, in which they are considered one in English newspaper, circulating in the whole or substantially the whole of India and one in vernacular newspaper of the state of Chhattisgarh.

The Company's designated email id for investor services is [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) and the website address of the Company is [www.sbal.co.in](http://www.sbal.co.in) , where the stakeholders can find general information about the Company and its Business operations.

**10. GENERAL SHAREHOLDER'S INFORMATION**
**Annual General Meeting for the year ended March 31st, 2019**

Date	September 24, 2019, Tuesday
Time	09.00 AM
Venue	521/C, Urla Industrial Complex, Urla, Raipur (C.G.) 493221.
Dates of Book Closure	September 18th, 2019 to September 24th, 2019 (Both days Inclusive)
Dividend Payment Dates	No dividend has been recommended for the F.Y. 2018-19.

**Financial Calendar (Tentative)**
**Publication with respect to Financial Results and Annual General Meetings**

First Quarter Results	On or before August 14
Second Quarter Results	On or before November 15
Third Quarter Results	On or before February 15
Annual Audited Results for the year ending March 31, 2020	On or before May 30
Annual General Meeting for the year ended March 31, 2020	On or before September 30

**Distribution of shareholding as on March 31st, 2019**

Listed on	Bombay Stock Exchange (BSE)
Stock Code	Scrip Code – 526981 ISIN No. – INE 402H01015
Registrar and Share Transfer Agent for Physical shares and Electronic Connectivity	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST) MUMBAI – 400 083, PHONE : 022-49186000, FAX : 022-49186060, E-MAIL : rnt.helpdesk@linkintime.co.in

**11. SHARE TRANSFER SYSTEM**

96.93% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Link Intime India Private Limited at the above mentioned address.

Transfer of shares in physical form is normally processed within twelve to fifteen days from the date of receipt, if the documents are complete in all respects.

The Company has obtained from a Company Secretary in Practice a Half yearly Certificate of Compliance regarding share transfer as per the requirement of Regulation 40(9) of SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 and a copy of this certificate is regularly submitted to the Stock Exchange.

**Distribution of Shareholding as on March 31st, 2019**

SI. No.	CATEGORY	NO. OF SHARES HELD	PERCENTAGE (%)
1	Promoters (including person acting in concert)	5410969	60.12
2	Body Corporate	1330444	14.78
3	General Public	2245928	24.95
4	NRI	1393	0.02
5	Clearing Members	11266	0.13
	<b>TOTAL</b>	<b>9000000</b>	<b>100.00</b>

**Distribution of Shareholding (Size Wise) as on March31st, 2019**

Shareholding of no. of shares	No. of Share holders	Percentage of Total Shareholders	No. of Shares Held	Percentage of Total Shares
1-500	1190	67.0045	269445	2.9938
501-1000	269	15.1464	197575	2.1953
1001-2000	135	7.6014	200870	2.2319
2001-3000	46	2.5901	119731	1.3303
3001-4000	21	1.1824	74905	0.8323
4001-5000	19	1.0698	89205	0.9912
5001-10000	43	2.4212	308114	3.4235
10001-****	53	2.9842	7740155	86.0017

**Market Price Data**

High, Low and Closing prices of Company's Equity Shares in Bombay Stock Exchange Limited, Mumbai during each month from April 2018 to March 2019 are as under (as available on the BSE Website):

MONTH	HIGH	LOW	CLOSING
April 2018	25.25	17.25	21.35
May 2018	22.50	16.05	21.35
June 2018	24.35	15.90	19.75
July 2018	22.80	15.00	18.85
Aug 2018	22.00	16.55	18.35
Sept 2018	20.00	15.60	17.90

MONTH	HIGH	LOW	CLOSING
Oct 2018	19.40	14.20	18.00
Nov 2018	22.00	15.00	17.25
Dec 2018	20.85	15.30	19.90
Jan 2019	21.00	16.05	17.75
Feb 2019	17.95	15.00	17.40
Mar 2019	18.70	14.70	15.95

**Dematerialization of Shares and Liquidity**

The Company's Shares are available for dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India)Limited (CDSL). As on March31st, 2019 the status of dematerialization is:

Held in Dematerialized form in CDSL	1209393
Held in Dematerialized form in NSDL	7514692
Held in Physical form	275915

**Outstanding ADRs / GDRs/ Warrants or any Convertible Instrument, Conversion Dates and Likely to Impact Equity**

The Company has never issued any ADR, GDR or Share Warrants which can impact the price of Equity of the Company.

**PLANT LOCATION:** 521/C, Urla Industrial Complex, Urla, Raipur (C.G.) – 493221

**Address for Correspondance**
**Shri Bajrang Alloys Limited,**

521/C, Urla Industrial Complex, Urla, Raipur (C.G.) 493221

PhNo.- (0771) 4288000, Fax- (0771) 4288001

CIN No.: L27103CT1990PLC005964

Email id- cs.sbal@goelgroup.co.in

**SHARE TRANSFER AGENTS**
**LINK INTIME INDIA PRIVATE LIMITED**

C-101, 247 PARK, L.B.S. MARG,

VIKROLI (WEST) MUMBAI – 400 083

PHONE : 022-49186000, FAX : 022-49186060

E-MAIL : rnt.helpdesk@linkintime.co.in

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to the regulation 34 read with the Schedule V of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015 you're Directors wish to report as follows:

### **A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

#### **Domestic Scenario**

India was the world's second largest steel producer, as of 2018. The country is slated to surpass USA to become the world's second largest steel consumer in 2019.

In FY18, India produced 104.98 million tonnes (MT) and 103.13 MT of finished steel and crude steel, respectively. Crude steel production between April 2018- February 2019 – Provisional (P) reached 97.15 million tonnes. India was also a net exporter of steel in FY18. Exports and imports of finished steel stood at 6.36 MT and 7.84 MT respectively in FY19 (P). The Government has taken various steps to boost the sector including the introduction of National Steel Policy 2017 and allowing 100 per cent Foreign Direct Investment (FDI) in the steel sector under the automatic route. Between April 2000 and December 2018, inflow of US\$ 11.18 billion has been witnessed in the metallurgical industries as Foreign Direct Investment (FDI). India's per capita consumption of steel grew to 68.9 kgs, during 2017-18. National Steel Policy 2017 aims to increase the per capita steel consumption to 160 kgs by 2030-31. (Source: www.ibef.org)

#### **Global Aspect**

In 2018, the world crude steel production reached 1789 million tonnes (mt) and showed a growth of 4.94% over 2017. China remained world's largest crude steel producer in 2018 (928 mt) followed by India (106 mt), Japan (104 mt) and the USA (87 mt). World Steel Association has projected Indian steel demand to grow by 7.3% in 2019 while globally steel demand has been projected to grow by 1.4% in 2019. Chinese steel use is projected to show flat growth in 2019. Per capita finished steel consumption in 2017 is placed at 212 kg for world and 523 kg for China by World Steel Association. The same for India was 69 kg in 2017. Per capita steel consumption for 2018 is yet to be published by WSA. (Source: www.steel.gov.in)

### **B. OPPORTUNITIES AND THREATS**

- India's comparatively low per capita steel consumption and the expected rise in consumption with growing infrastructure construction, automobile and railways sectors have offered scope for growth. Infrastructure, oil and gas and automotives should drive the growth of the industry.
- For alloy steel sector, the major market is automotive industry (85% share) which is also the backbone of the Indian manufacturing sector. Large investments are forthcoming in automobile sector, and soon, India will become auto hub on the global map which will give long term opportunity for sustainable growth of alloy steel industry.
- Efforts are being taken towards optimization of cost in all areas of production.
- Focus on value added products is expected to improve realisation as well as margins, going forward.
- Easing regulatory hurdles ensuring adequate key raw material at sustainable price, availability of more liquidity are some of the issues which will continue to remain critical for the overall steel sector which includes alloy steel sector as well.

### **C. SEGMENT – WISE OR PRODUCT-WISE PERFORMANCE**

Our Company is currently producing only one type of product i.e. Structural steel hence there are no different segments for separate data to reproduce.

### **D. FUTURISTIC STATEMENT**

Company's performance as expressed or implied could differ materially due to economic conditions affecting demand/ supply and price condition in the domestic & overseas markets, changes in the Government regulations, tax laws & other incidental factors.

### **E. CHALLENGES RISKS AND CONCERNS**

The banking system continues to be over burdened with large Non Performing Assets (NPA) restricting the

investment by Public and Private Corporate Sectors. Margins in the industry continue to be under pressure due to severe competition. We are up-grading our skills, modernization and cost saving to the extent possible. Risk and concerns are being addressed on a continuous basis

**RISK MANAGEMENT**

Risk is an integral factor in virtually all businesses. At SBAL, risks are adequately measured, estimated and controlled. Irrespective of the type of risk or the activity that creates it, the Company's fundamental approach to risk management remains the same: identify and measure risks, leverage an in-depth knowledge of the business and competitors and respond flexibly in the understanding and management of risks.

**F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company believes in systematic working and placing appropriate internal control systems and checks. Proper checks and systems are in place and regular reviews are held by the Head of Department and Senior Management to check that the systems and controls are adhered. The reviews also prescribe changes wherever required. The efficiency of Internal Control Systems is ensured as a combined result of the following activities:

1. Operational performance is reviewed each month by the Senior Management.
2. Performance of each function is closely monitored by the Head of Department and Senior Management through daily/weekly/ monthly review meetings. Reviews of all independent functions are regularly undertaken. Cross functional activities are subjected to periodic review.
3. Various policies are introduced from time to time to ensure effective functioning of various departments, such as Business Development, Projects, Procurement, Commercial, Finance, HR, etc.
4. The Internal Auditors of the company conducts financial, operational and management audit of various functions and areas. Their reports are placed before the Audit Committee and appropriate actions as deemed fit are initiated based on the reports.
5. The Audit Committee also oversees financial systems, procedures and internal controls and competent to call for any information/document from any department/function.

**G. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.****HUMAN RELATIONS**

Human resources are considered as one of the most valuable asset in forming the organization structure of the Company. The Human resources development process of the Company promotes co-operation and innovation among the employees, within the organization which provides flexibility to keep in pace with the changing business needs of the Company and in retaining our personnel.

We have an elaborate performance management system in place involving goal setting and periodic reviews involving confirmation and annual reviews. The review sessions impress upon several aspects of the professionals careers such as career and competency development, financial rewards and recognition. We endeavor to link careers to competencies, individual preferences and organizational needs.

The Company endeavors to make all possible efforts for developments in Human Resources, including number of people employed and in Industrial Relations front. There is no material development in human resources with respect to number of people employed.

**SAFETY**

Safety management is integrated with the Company's overall environment, health and safety (EHS) management and zero accident is taken up as the Company's goal. The following measures have been taken by the Company:

- Identification of hazard and risk present in the work environment and its rectification.
- Continuous monitoring of unsafe conditions and unsafe acts through safety inspections.
- Specific job safety awareness on a continuous basis.

**ENVIRONMENT FRIENDLY OPERATIONS**

Environmental protection is prime concern for us and we are aware of our core responsibility to the society. The Company's plant complies with all norms set up for clean and better environment by the competent authorities. The Company undertakes regular checks / inspection for the maintenance of environment, health and safety. The company has adequate effluent treatment equipments to avoid pollution. The Company is continuously endeavoring to improve the quality of life in the community surrounding its industrial complex.

**H. CAUTIONARY STATEMENT**

Statement in Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be forward- looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas market in which the Company operates, Changes in Government regulations and policies, tax laws and other statutes and incidental factors. dusty

**FOR, SHRI BAJRANG ALLOYS LIMITED**

Sd/-  
**SURESH GOEL**  
(CHAIRMAN)  
DIN: 00115834  
RAIPUR, 28.05.2019

**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  
Shri Bajrang Alloys Limited**

This certificate is issued pursuant to Clause 10 (i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide circular dated 09th May, 2018 of the Securities and Exchange Board of India.

I have examined the compliance of provisions of the aforesaid Clause 10 (i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of my information and according to the explanations given to me by Shri Bajrang Alloys Limited ('the Company') having CIN L27103CT1990PLC005964 and having its Registered Office at 521/C, Urla Industrial Complex, Urla, Raipur Chhattisgarh, and the declarations made by the Directors, I hereby certify that none of the Directors of the Company, have been debarred or disqualified as on 31st March, 2019 from being appointed or continuing as Directors of the Company by SEBI/Ministry of Corporate Affairs or any other statutory authority.

**Anand Kumar Sahu & Associates  
Company Secretaries**

**Sd/-  
Anand Sahu  
Proprietor  
FCS No. 7670, C P No. 6023**

**PLACE : RAIPUR  
Date: May, 28 2019**

## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To The Members

### **SHRI BAJRANG ALLOYS LIMITED**

We have examined the compliance of conditions of Corporate Governance of **Shri Bajrang Alloys Limited** (CIN L27103CT1990PLC005964) (hereinafter called 'the Company') for the year ended 31st March, 2019, as stipulated in SEBI (LODR) Regulations, 2015 of the said Company, with the stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

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

**For SSSD & Co.**

Chartered Accountants

F.R.No-020203C

**Sd/-**

**Vishnu Dutta Baghel**

Partner, M.No.036035

Raipur, Dt: 28.05.2019

**CERTIFICATE FROM CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

To,

**The Board of Directors**

**SHRI BAJRANG ALLOYS LIMITED**

**Raipur (C.G.)**

- A. We have reviewed the financial statements and the cash flow statement for the financial year 2018-19 and hereby certify to the best of our knowledge and belief:-
1. These Statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
  2. These Statements together presents a true and fair view of Company's affairs and are in compliance with existing accounting standards and applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2018-19 which are fraudulent or illegal or violative of the Company's Code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that:
1. There have been no significant changes in the internal control over financial reporting during the year under review.
  2. There have been no significant changes in the accounting policies during the year under review.
  3. There have been no instances of significant fraud of which we have become aware and involvement therein, of the management or an employee having significant role in Company's internal Control System over financial reporting.

**FOR, SHRI BAJRANG ALLOYS LIMITED**

**Sd/-**  
**ANAND GOEL**  
**(MANAGING DIRECTOR)**  
**DIN: 00796135**

**Sd/-**  
**ARCHIT GOEL**  
**(Chief Financial Officer)**  
**PAN: ALRPG3265B**

**PLACE : RAIPUR**

**DATE : 28.05.2019**

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**SHRI BAJRANG ALLOYS LIMITED**

**Report on the Standalone Indian Accounting Standard (Ind-AS) Financial Statements**

### Opinion

We have audited the accompanying Standalone Ind-AS Financial Statements of **SHRI BAJRANG ALLOYS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in equity and the Statement of Cash Flows for the year ended on that date, and notes to the Standalone Ind-AS Financial Statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind-AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind-AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Emphasis of Matter

The Company has not made provision for its trade receivables which is outstanding since long amounting to Rs 475.78 Lakhs –Refer note 8 of the financial statement, where in case in pending with NCLT and the final outcome is still awaited.

Our opinion is not modified in respect of above matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind-AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind-AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not determined the key audit matters in our report.

S.No.	Key Audit Matter	Auditor's Response
1.	The Company has given a Corporate Guarantee to its associate company amounting to Rs 92072 Lacs, which is quite higher than company's available net worth. The management is of the opinion that it is a corporate guarantee as per the general business practice.	We have taken a management representation on the same and shown as contingent liability. The ultimate outcome of the liability towards corporate guarantee is remote but involves risk of liquidity as well. Company has given the said Corporate Guarantee initially when the associate company was incorporated and as of now company has requested the bank for withdrawal of the corporate guarantee given.

**Management's Responsibility for the Standalone Ind-AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind-AS Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind-AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone Ind-AS Financial Statements comply with the mandatory Accounting Standards referred to in section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact on its financial position in its Standalone Ind-AS Financial Statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For S S S D & CO**

Chartered Accountants  
Firm Reg. No.020203C

Place : Raipur  
Dated : 28 May, 2019

**Vishnu Dutta Baghel**

Partner

Membership No.: 036035

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in Para-1 "Report on Other Legal and Regulatory Requirements" in our Independent Auditors' Report to the members of the Company on the Standalone Ind AS Financial Statements for the year ended March 31, 2019). Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) As explained to us, the Company has a programme for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the company and nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.  
(c) The title deeds of immovable properties are held in the name of the Company.
- ii. The Physical Verification of the inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- iii. The Company has not granted unsecured loans to any party covered in the register maintained under section 189 of the Act. Hence reporting is not required.
- iv. In our opinion and according to the information and explanations given to us and the records examined by us, in respect loans, investments and guarantees, provisions of the section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any Deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder are not applicable.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government of India, for maintenance of cost records under sub section (1) of section 148 of the Act, and are of the opinion that, prima facie the prescribed accounts and records have generally been made and maintained. We have not, however, made a detailed examination of the records with a view to examine whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us and the records examined by us, the Company is generally 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 with the appropriate authorities, wherever applicable and there are no such outstanding dues as at March 31, 2019, for a period of more than six months from the date they became payable.  
(b) According to the information and explanation given to us and the records examined by us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise and Value added tax outstanding on account of any dispute.
- viii. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not defaulted in repayment of dues to banks. The Company does not have dues to financial institutions, government or debenture holders.
- ix. The Company has not raised money through initial public offer or further public offer and term loans, hence the provisions of paragraph 3 (ix) of the Order are not applicable.
- x. During the course of our examination of the books of account and records of the Company, and according to

- the information and explanation given to us and representations made by the Management, no material fraud by or on the Company, has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the 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.
  - xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company.
  - xiii. According to the information and explanation given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
  - xiv. According to the information and explanation given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
  - xv. According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons connected with him. Hence the provisions of Section 192 of the Act are not applicable.
  - xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 hence the provisions of paragraph 3 (xvi) of the Order are not applicable.

**For S S S D & CO**

Chartered Accountants  
Firm Reg. No.020203C

**Vishnu Dutta Baghel**

Partner

Membership No.: 036035

Place : Raipur

Dated : May 28, 2019

---

## **ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in Para 2 (f) "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report to the members of the Company on the standalone Financial Statements for the year ended March 31, 2019.

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

We have audited the internal financial controls over financial reporting of **SHRI BAJRANG ALLOYS LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS Financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditors' Responsibility**

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

of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

**For S S S D & CO**  
Chartered Accountants  
Firm Reg. No.020203C

Place : Raipur  
Dated : May 28, 2019

**Vishnu Dutta Baghel**  
Partner  
Membership No.: 036035

<b>Standalone Financial Statements as at March 31, 2019</b> (Amount in Lakhs)			
<b>PARTICULARS</b>	<b>NOTE No.</b>	<b>AS AT March 31, 2019</b>	<b>AS AT March 31, 2018</b>
<b>ASSETS</b>			
<b>1 NON CURRENT ASSETS</b>			
(a) Property Plant and Equipment	3	757.90	713.00
(b) Financial Assets			
(i) Non- Current Investments	4	726.73	742.08
(ii) Loans	5	30.40	1,789.21
		<b>1,515.02</b>	3,244.29
<b>2 CURRENT ASSETS</b>			
(a) Inventories	6	3,855.84	2,205.92
(b) Financial Assets			
(i) Trade Receivables	7	1,249.10	1,722.64
(ii) Cash and Cash Equivalents	8	4.47	4.47
(iii) Bank balances other than (ii) above	8	-	3.50
(iv) Other financial assets	9	-	0.16
(c) Other Current Assets	10	324.44	141.20
(d) Net Current Tax (Assets)		29.18	-
		<b>5,463.04</b>	4,077.88
<b>TOTAL ASSETS</b>		<b>6,978.05</b>	<b>7,322.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	11	900.00	900.00
(b) Other Equity	12	2,919.32	2,771.66
		<b>3,819.32</b>	3,671.66
<b>LIABILITIES</b>			
<b>1 NON CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	13	-	518.35
(b) Provisions	14	24.99	34.40
(c) Deferred Tax liabilities	15	28.87	32.01
		<b>53.86</b>	584.76
<b>2 CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	16	1,951.28	1,976.15
(ii) Trade Payables			
Total Outstanding dues of Micro enterprises & Small enterprises		-	-
Total Outstanding dues of Creditor other than micro enterprises and small enterprises		974.09	247.71
(iii) Other Financial Liabilities	17	35.69	178.12
(b) Other Current Liabilities	18	141.84	636.90
(c) Provisions	19	1.97	2.75
(d) Net Current Tax (Liabilities)		-	24.12
		<b>3,104.88</b>	3,065.75
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,978.05</b>	<b>7,322.18</b>
Significant Accounting Policies	2		
Notes on Financial Statements	3 to 46		

The Accompanying notes are integral part of the Financial Statements.  
For and on behalf of the Board of Directors

As per our attached report of even date.

**(Anand Goel)**

Managing Director  
DIN: 00796135

**(Archit Goel)**

Chief Financial Officer  
PAN: ALRPG3265B

**For, S S S D & CO**

Chartered Accountants  
Firm Registration No. 020203C

**(Narendra Goel)**

Director  
DIN: 00115883  
Raipur, 28th May 2019

**(Nishant Agrawal)**

Company Secretary  
M.No. 40900

**(Vishnu Dutta Baghel)**

Partner  
Membership No. - 036035

<b>Standalone Statement of Profit and Loss for the year ended March 31, 2019</b> (Amount in Lakhs)			
<b>PARTICULARS</b>	<b>NOTE No.</b>	<b>Year Ended March 31, 2019</b>	<b>Year Ended March 31, 2018</b>
<b>INCOME</b>			
Revenue from operations	20	<b>15,699.99</b>	10,280.08
Other Income	21	<b>0.07</b>	0.05
<b>TOTAL REVENUE</b>		<b>15,700.06</b>	<b>10,280.14</b>
<b>EXPENSES</b>			
Cost of Material Consumed	22	<b>13,530.64</b>	8,768.03
Purchase of Stock-in-Trade	23	<b>1,243.61</b>	57.54
Changes in Inventories of Finished Goods and Stock-in-Trade	24	<b>(669.75)</b>	(224.89)
Excise duty		-	223.37
Other Operational Expenses	25	<b>808.09</b>	575.47
Employee benefit expenses	26	<b>214.41</b>	162.26
Finance Cost	27	<b>279.46</b>	211.81
Depreciation and amortization expense	3	<b>71.15</b>	74.34
Other expenses	28	<b>81.04</b>	267.39
<b>TOTAL</b>		<b>15,558.67</b>	<b>10,115.31</b>
<b>Profit / (Loss) before tax before exceptional items and tax</b>		<b>141.39</b>	164.82
<b>Exceptional items</b>		-	-
<b>Profit / (Loss) before tax</b>		<b>141.39</b>	164.82
Tax Expenses Continued Operations			
Current Tax		<b>38.68</b>	47.95
Deferred Tax		<b>0.20</b>	(14.79)
Mat Credit Entitlement		<b>(40.20)</b>	-
Taxes of Earlier Year		<b>(1.06)</b>	14.10
<b>Profit / (Loss) for the period</b>		<b>143.77</b>	<b>117.56</b>
Other Comprehensive Income	29		
A (i) Items that will not be reclassified to profit or loss		<b>0.54</b>	28.63
(ii) Income tax relating to items that will not be reclassified to profit or loss		<b>3.35</b>	(2.22)
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period (Comprising Profit/Loss) and Other Comprehensive Period for the period</b>		<b>147.66</b>	<b>143.97</b>
<b>Earnings per Equity Share (Face value of Rs.10/- each)</b>			
- Basic		<b>1.60</b>	1.31
- Diluted		<b>1.60</b>	1.31
<b>Earnings per Equity Share from Continuing Operations (Face value of Rs.10/- each)</b>			
- Basic		<b>1.60</b>	1.31
- Diluted		<b>1.60</b>	1.31
<b>Significant Accounting Policies</b>	2		
<b>Notes on Financial Statements</b>	3 to 46		

The Accompanying notes are integral part of the Financial Statements.  
For and on behalf of the Board of Directors

**(Anand Goel)**

Managing Director  
DIN: 00796135

**(Narendra Goel)**

Director  
DIN: 00115883  
Raipur, 28th May 2018

**(Archit Goel)**

Chief Financial Officer  
PAN: ALRPG3265B

**(Nishant Agrawal)**

Company Secretary  
M.No. 40900

As per our attached report of even date.

**For, S S S D & CO**

Chartered Accountants  
Firm Registration No. 020203C

**(Vishnu Dutta Baghel)**

Partner  
Membership No. - 036035

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED ON 31ST MARCH 2019**

(All amount are in Lakhs unless otherwise stated)

PARTICULARS	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
i. Net Profit before Tax	141.39	164.82
<b>Adjustment for :-</b>		
Depreciation	71.15	74.34
Interest charged to Profit and Loss Account	279.46	211.81
Provision for Income Tax	1.51	(47.95)
Taxes of Earlier Year	1.06	(14.10)
(Profit)/ Loss on sale of Fixed Assets & Investments	(0.07)	-
Dividend Income from Long Term Investment	-	(0.05)
Remeasurement of defined benefit plans	15.89	(4.30)
<b>ii. Operating Profit before Working Capital changes</b>	<b>510.40</b>	384.57
<b>Adjustment for :-</b>		
(Increase) / Decrease in Trade Receivables	473.54	(66.82)
(Increase) / Decrease in Inventories	(1,649.92)	(366.47)
(Increase)/decrease in Other financial assets	0.16	(0.08)
(Increase)/decrease in Other current assets	(183.25)	693.47
(Increase)/decrease in Other Bank Balances	3.50	(2.41)
Increase/ (decrease) in Trade Payables	726.39	238.98
Increase/ (decrease) in Other Financial Liabilities	(142.43)	(244.01)
Increase/ (decrease) in Other Current Liabilities	(495.06)	512.88
Increase/ (decrease) in Provisions	(54.08)	27.29
Increase/ (decrease) in Short Term Borrowings	(24.87)	82.04
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(835.62)</b>	1,259.43
<b>OPERATING ACTIVITIES (A)</b>	<b>(835.62)</b>	1,259.43
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(125.95)	(87.63)
Sale of Fixed Assets	9.98	-
Dividend Income from Long Term Investment	-	0.05
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>(115.97)</b>	(87.58)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds/(Repayment) of Long Term bank Borrowings	(518.35)	(1,378.61)
Increase/ (decrease) in provisions	(9.41)	9.18
Interest and Bank charges Paid	(279.46)	(211.81)
(Increase)/decrease of Long Term advances	1,758.81	409.34
<b>NET CASH USED IN FINANCING ACTIVITIES (C )</b>	<b>951.60</b>	(1,171.90)
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalent (A+B+C)</b>	<b>0.00</b>	(0.05)
<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>4.47</b>	4.52
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>4.47</b>	4.47

**Notes:**

- 1) Figures in the brackets represent outflows.
- 2) Previous years figures have been regrouped/rearranged wherever necessary.  
The Statement of Cash Flow has been prepared using indirect method as per Ind AS 7

For and on behalf of the Board of Directors

As per our report of even date attached

**(Anand Goel)**  
Managing Director  
DIN: 00796135

**(Archit Goel)**  
Chief Financial Officer  
PAN: ALRPG3265B

**For, S S S D & CO**  
Chartered Accountants  
Firm Registration No. 020203C

**(Narendra Goel)**  
Director  
DIN: 00115883  
Raipur, 28th May 2019

**(Nishant Agrawal)**  
Company Secretary  
M.No. 40900

**(Vishnu Dutta Baghel)**  
Partner  
Membership No. - 036035

**Statement of Changes in Equity for the period ended March 2019**
**A. Equity Share Capital**

(Amount in Lakhs)

Balance at the beginning of reporting period as on 1st April 2018	Changes in Equity share capital during the year 2018-19	Balance at the end of reporting period as on 31st March 2019
900.00	-	900.00

**B. Other Equity**

(Amount in Lakhs)

	Reserve and Surplus				Other comprehensive Income (Net of Taxes)	Total
	Capital Reserves	General Reserves	Retained Earnings	Revaluation Reserves		
Balance at the beginning of reporting period as on 1st April 2018	0.14	755.46	1,628.38	337.63	50.06	2,771.66
Profit for the year 2018-19	-	-	143.77	-	-	143.77
Other comprehensive income for the year 2018-19	-	-	-	-	3.88	3.88
<b>Balance at the end of reporting period as on 31st March 2019</b>	<b>0.14</b>	<b>755.46</b>	<b>1,772.15</b>	<b>337.63</b>	<b>53.94</b>	<b>2,919.32</b>

For and on behalf of the board of directors

As per our report of even date attached

**(Narendra Goel)**  
Director  
DIN: 00115883

**(Anand Goel)**  
Managing Director  
DIN: 00796135

**(Archit Goel)**  
Chief Financial Officer  
PAN: ALRPG3265B

**(Nishant Agrawal)**  
Company Secretary  
M.No. 40900

**For, S S S D & CO**  
Chartered Accountants  
Firm Registration No. 020203C

Raipur, 28th May, 2019

**(Vishnu Dutta Baghel)**  
Partner  
Membership No. - 036035

## Significant Accounting Policies and Notes forming part of Standalone Financial Statements

### 1. CORPORATE INFORMATION

Shri Bajrang Alloys Limited is a Public Limited Company incorporated under the provision of the Companies Act 1956, having its Regd. Office in Raipur. The Company has listed its share in Bombay Stock Exchange (BSE) of India. The Company is mainly engaged in manufacturing of Structural Steels like Angle, Channel, Joist/Beam, Round etc.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined benefit plans - plan assets

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. Upto the year ended March 31, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which include Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP". These financial statements are the Company's first Ind AS standalone financial statements. Company's financial statements are presented in Indian Rupees (INR), which is also its functional currency.

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### a) Property, Plant and Equipment (PPE)

- i) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.
- ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.
- iii) Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.
- iv) Depreciation on property, plant and equipment is provided using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except, in respect of Rolls, where useful life taken for one year only as per the technical advice. Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine.
- v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- vi) Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

- vii) Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as “stores & spares” forming part of the inventory.

**b) Leases**

- i) Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.
- ii) Leased assets: Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.
- iii) Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.
- iv) A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.
- v) Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

**c) Intangible assets**

- i) Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.
- ii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.
- iii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised

**d) Capital Work in Progress**

- i) Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- ii) Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under “Capital works in progress” and subsequently allocated on systematic basis over

major assets, other than land and infrastructure facilities, on commissioning of projects.

- iii) Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

**e) Research and Development Expenditure**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.

**f) Finance Cost**

- i) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.
- ii) Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
- iii) All other borrowing costs are expensed in the period in which they occur.

**g) Inventories**

- i) Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.
- ii) Cost of raw materials, stores and spares, packing materials, trading and other products are determined at Cost, with moving average price on FIFO basis

**h) Impairment of non-financial assets - property, plant and equipment and intangible assets**

- i) The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.
- ii) An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.
- iii) The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**i) Provisions, Contingent Liabilities and Contingent Assets and Commitments**

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

provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

- ii) If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
- iii) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date are adjusted to reflect the current management estimate.
- iv) Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

**j) Income Taxes**

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

**i) Current tax**

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

**ii) Deferred tax**

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

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

**k) Foreign Currency Transactions**

- i) Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.
- iii) Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

**l) Employee Benefits Expense****Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the

services.

### **Post-Employment Benefits**

#### **Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

#### **Defined Benefits Plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

### **m) Revenue recognition**

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/ loss on corresponding hedge contracts.

#### **Interest income**

Interest income from a financial asset is recognised using effective interest rate (EIR) method.

#### **Dividends**

Revenue is recognised when the Company's right to receive the payment has been established, which is generally when shareholders approve the dividend.

### **n) Insurance Claims**

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted to the extent that there is no uncertainty in receiving the claims.

### **o) Financial Instruments**

#### **i) Financial Assets**

##### **A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. 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 adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

**B. Subsequent measurement**Financial assets carried at amortised cost

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

Financial assets at fair value through other comprehensive income (FVTOCI)

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

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

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL.

**C. Investment in subsidiaries, Associates and Joint Ventures**

The Company has elected to measure investment in subsidiaries, joint venture and associate at cost. On the date of transition, the fair value has been considered as deemed cost.

Investment in Equity shares & Mutual Funds etc., are classified at fair value through the profit and loss account.

**D. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

**E. Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL). Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**ii) Financial Liabilities****A. Initial recognition and measurement**

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

**B. Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair

value due to the short maturity of these instruments.

#### **Derivative financial instruments and Hedge Accounting**

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

##### **a) Cash flow hedge**

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

##### **b) Fair Value Hedge**

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

#### **Derecognition of financial instruments**

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

**p) Operating Cycle**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification based on operating cycle.

An asset is treated as current when it is:

- a. Expected to be realized or intended to be sold or consumed in normal operating cycle;
- b. Held primarily for the purpose of trading;
- c. Expected to be realized within twelve months after the reporting period, or
- d. 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:

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

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The company has identified twelve months as its operating cycle.

**q) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

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.

**r) Dividend Distribution**

Dividend distribution to the shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

**s) Statement of Cash Flows**

- i) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other 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.

- ii) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

**2.3 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of the financial statements in conformity with the Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may

differ from these estimates under different assumptions and conditions. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**a) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets**

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

**b) Recoverability of trade receivable**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**c) Provisions**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

**d) Impairment of non-financial 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 asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**e) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Notes annexed to and forming part of the Financial statements  
As at March 31, 2019  
**3. Property, Plant and Equipment**

(Amount in Lakhs)

Particulars	Gross Block (at cost)			Depreciation / Amortisation			Net Block			
	As at March 31, 2018	Additions during the year	Deductions	As at March 31, 2019	Upto March 31, 2018	For the year	Deductions	Up to March 31, 2019	As at March 31, 2019	As at March 31, 2018
Leasehold Land	5.15	-	-	5.15	0.32	0.16	-	0.48	4.67	4.83
Freehold Land	369.25	-	-	369.25	-	-	-	-	369.25	369.25
Factory Building	6.95	-	-	6.95	1.39	0.69	-	2.08	4.86	5.56
Other Building	61.46	0.91	-	62.37	2.46	1.24	-	3.69	58.67	59.00
Plant & Equipments	227.60	93.26	-	320.87	30.70	18.48	-	49.18	271.69	196.91
Rolls	101.29	31.61	-	132.90	56.77	44.76	-	101.53	31.38	44.52
Furniture & Fixtures	4.44	-	-	4.44	2.19	0.42	-	2.60	1.84	2.25
Vehicles	45.61	-	15.25	30.36	15.23	5.38	5.34	15.27	15.09	30.37
Computer	0.46	0.17	-	0.63	0.16	0.03	-	0.19	0.44	0.31
<b>Total</b>	<b>822.21</b>	<b>125.95</b>	<b>15.25</b>	<b>932.91</b>	<b>109.21</b>	<b>71.15</b>	<b>5.34</b>	<b>175.02</b>	<b>757.90</b>	<b>713.00</b>
Previous Year	734.58	87.63	-	822.21	34.87	74.34	-	109.21	713.00	699.71

\* Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in asset as disclosed in Accounting Policy on Depreciation.

**4 Non- Current Investments**

(Amount in Lakhs)

P A R T I C U L A R S	As at March 31, 2019	As at March 31, 2018
<b>Trade Investments</b>		
<b>(i) Investments in Equity Shares</b>		
<b><u>Quoted Equity Shares Fully Paid up</u></b>		
500 Shares in Jyoti Structures Ltd. of Rs. 2/- each (Previous year 500 Shares of Rs. 2/- each)	<b>0.01</b>	0.04
4355 Shares in Bank of Baroda of Rs. 2/- each (Previous year 4355 Shares of Rs. 2/- each)	<b>5.61</b>	6.19
5700 Shares in Godawari Power & Ispat Ltd of Rs. 10/- each (Previous year 5700 Shares of Rs. 10/- each)	<b>13.19</b>	24.62
8000 Shares in Reliance Power Limited of Rs. 10/- each (Previous year 8000 Shares of Rs. 10/- each)	<b>0.91</b>	2.89
<b>Sub Total</b>	<b>19.72</b>	33.74
<b><u>Unquoted Equity Shares of fully paid up</u></b>		
250100 Shares in Shri Bajrang Ispat & Plywood Ltd. of Rs. 10/- each (Previous year 250100 Shares of Rs. 10/- each)	<b>161.09</b>	160.37
4900 Shares in Shri Bajrang Hydro Energy Pvt. Ltd. of Rs. 10/- each (Previous year 4900 Shares of Rs. 10/- each)	<b>0.49</b>	0.49
76000 Shares in Shimmer Investment Pvt. Ltd. of Rs. 10/- each (Previous year 76000 Shares of Rs. 10/- each)	<b>282.23</b>	284.28
<b>(ii) Investments in Equity Shares of Associate Company</b>		
<b><u>Unquoted Equity Shares of fully paid up</u></b>		
2521000 Shares in Shri Bajrang Power & Ispat Ltd. of Rs. 10/- each (Previous year 630250 Shares of Rs. 10/- each)	<b>228.10</b>	228.10
<b>(iii) Investments in Equity Shares of Subsidiary Company</b>		
<b><u>Unquoted Equity Shares of fully paid up</u></b>		
351000 Shares in Popular Mercantile Pvt. Ltd. of Rs. 10/- each (Previous year 351000 Shares of Rs. 10/- each)	<b>35.10</b>	35.10
<b>Sub Total</b>	<b>707.01</b>	708.34
<b>Total</b>	<b>726.73</b>	<b>742.08</b>
(Amount in Lakhs)		
Aggregate amount of quoted investments	<b>19.72</b>	33.74
Aggregate amount of unquoted investments	<b>707.01</b>	708.34
Aggregate amount of impairment in value of investments	<b>NIL</b>	NIL

## 5 Loans

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
<b>Unsecured, considered good</b>		
Security Deposits	30.40	23.56
Loans to related party*	-	1,765.65
<b>Total</b>	<b>30.40</b>	<b>1,789.21</b>

\*Loan given to M/s. Swastik Mercantile Limited (Company Under Control of KMP)

## 6 Inventories

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
(As valued, verified and certified by the Management) (All Stock are Valued at cost or Net realizable value which ever is Lower)		
Raw Materials and components	2,011.22	1,104.03
Finished goods	1,659.19	992.35
Stores and spares	69.79	41.29
Others		
- Furnace oil	48.15	21.70
- Coal	18.03	-
- Rolls (Scrap)	49.45	46.55
<b>Total</b>	<b>3,855.84</b>	<b>2,205.92</b>

## 7. Trade Receivables

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
<b>Unsecured, considered good</b>		
Trade receivables	1,249.10	1,722.64
<b>Total</b>	<b>1,249.10</b>	<b>1,722.64</b>

## 8 Cash and Bank Balances

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
<b>Cash &amp; Cash Equivalents</b>		
Balances with Banks in		
Current Accounts	1.71	1.81
Cash on Hand	2.77	2.66
	<b>4.47</b>	<b>4.47</b>
<b>Other Bank Balances</b>		
In deposit account with more than three months maturity	-	3.50
	-	3.50
<b>Total</b>	<b>4.47</b>	<b>7.97</b>

**9 Other financial assets**

(Amount in Lakhs)

P A R T I C U L A R S	As at	
	March 31, 2019	March 31, 2018
Interest Receivable	-	0.16
<b>Total</b>	<b>-</b>	<b>0.16</b>

**10 Other Current Assets**

(Amount in Lakhs)

P A R T I C U L A R S	As at	
	March 31, 2019	March 31, 2018
<b>Others</b>		
Advance Recoverable in Cash or in kind or Value to be received	5.42	25.02
Advance to Supplier	104.67	52.34
Balance with Goods & Sertvice Tax Department	207.59	55.71
Prepaid Expenses	6.76	8.12
<b>Total</b>	<b>324.44</b>	<b>141.20</b>

**Statement of Changes in Equity for the period ended March 2019**
**11 Share capital (a)**

(Amount in Lakhs)

P A R T I C U L A R S	As at		As at	
	March 31, 2019		March 31, 2018	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 10/- Each	20,000,000	2,000.00	20,000,000	2,000.00
Preference Shares of Rs. 10/- Each	1,000,000	100.00	1,000,000	100.00
<b>Issued, Subscribed &amp; fully paid up</b>				
Equity Shares of Rs. 10/- Each Fully Paid up (Of the above shares, 6000000 Shares are allotted as fully paid-up by way of bonus shares by capitalisation of Security Premium and General Reserve)	9,000,000	900.00	9,000,000	900.00
<b>Total</b>	<b>9,000,000</b>	<b>900.00</b>	<b>9,000,000</b>	<b>900.00</b>

**(b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year**

(Amount in Lakhs)

P A R T I C U L A R S	As at		As at	
	March 31, 2019		March 31, 2018	
	Number	(Amount in Lakhs)	Number	(Amount in Lakhs)
Shares outstanding at the beginning of the year	9,000,000	900.00	9,000,000	900.00
Shares outstanding at the end of the year	9,000,000	900.00	9,000,000	900.00

**(c) Rights, preferences and restrictions attaching to various classes of shares**

(Amount in Lakhs)

Sl No.	Class of shares	Rights, preferences and restrictions (including restrictions on distribution of dividends and repayment of capital) attached to the class of shares.
01	Equity Shares	Holder of Equity Share has one Vote per share
02	Preference shares	Not Issued

**(d) Shares held by the shareholders holding more than 5% shares in the Company**

(Amount in Lakhs)

Name of the Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares</b>				
Rajendra Goel *	<b>847,500</b>	<b>9.42%</b>	847,500	9.42%
Atlanta Securities P.Ltd.	<b>760,500</b>	<b>8.45%</b>	760,500	8.45%
Narendra Goel	<b>632,700</b>	<b>7.03%</b>	632,700	7.03%
Hariram Goel *	<b>566,100</b>	<b>6.29%</b>	566,100	6.29%
Anand Goel *	<b>513,400</b>	<b>5.70%</b>	513,400	5.70%
Suresh Goel *	<b>482,400</b>	<b>5.36%</b>	482,400	5.36%

\* Hold as in capacity of Karta of HUF

**12 Other Equity**

(Amount in Lakhs)

Name of the Shareholder	As at March 31, 2019	As at March 31, 2018
<b>(a) Capital Reserve</b>		
Balance as per Last Financial statement	<b>0.14</b>	0.14
Add: Addition during the year	-	-
	<b>0.14</b>	0.14
<b>(b) General Reserve</b>		
Balance as per last financial statement	<b>755.46</b>	755.46
Add : Transferred from Profit & Loss Account	-	-
	<b>755.46</b>	755.46
<b>(c) Profit &amp; Loss Account</b>		
Balance as per last financial statement	<b>1,628.38</b>	1,510.81
Add: Current year Surplus	<b>143.77</b>	117.56
Less: Transferred to General Reserve	-	-
Net Carried Forward Surplus	<b>1,772.15</b>	1,628.38
<b>(d) Revauation Reserve</b>		
Balance as per Last Financial statement	<b>337.63</b>	337.63
Add: Addition during the year	-	-
	<b>337.63</b>	337.63
<b>(e) Other Comprehensive Income (Net of Taxes)</b>		
Balance as per Last Financial statement	<b>50.06</b>	23.65
Add: Addition during the year	<b>3.88</b>	26.40
	<b>53.94</b>	50.06
<b>Total</b>	<b>2,919.32</b>	<b>2,771.66</b>

**13 Long Term Borrowings**

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
( a ) Loans And Advances From Others		
Unsecured :		
From Financial Institutions & Banks	-	518.35
<b>Total</b>	<b>-</b>	<b>518.35</b>

Note : There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above loans

As clarified by management all above Mentioned Unsecured loan treated as Long term.

Above Loan had been secured by personal guarantee and properties of directors & their relatives.

**14 Long Term Provisions**

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
<b>Employee Benefits</b>		
For Gratuity		
Opening Balance	37.15	27.21
Add : Provision	(10.19)	10.44
Less : Paid during the year	-	0.50
Total	26.96	37.15
Less : Transfer to Current Liability (Amount due within one Year)	1.97	2.75
<b>Total</b>	<b>24.99</b>	<b>34.40</b>

**15 Deferred Tax Liabilities**
**The Movement on the deferred tax account is as follows**

(Amount in Lakhs)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
At the Start of the Year	32.01	44.59
Add: on account of IND AS Adjustments	(3.35)	2.22
Charge/(Credit) to Statement of Profit & Loss	0.20	(14.79)
<b>Total</b>	<b>28.87</b>	<b>32.01</b>

Component of Deferred Tax Liabilities/(Assets)

PARTICULARS	As at March 31, 2018	Charge/(Credit) to Statement of Profit & Loss	As at March 31, 2019
Deferred Tax Liabilities/(Assets) in relation to :			
Property, Plant & Equipment	34.99	(2.54)	32.46
Fair Valuation of Investment	7.26	(3.35)	3.91
Gratuity	(10.24)	2.74	(7.50)
<b>Total</b>	<b>32.01</b>	<b>(3.15)</b>	<b>28.87</b>

**16 Short Term Borrowings**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Working Capital Loan		
Secured :		
Cash Credit Limit ( Bank of Baroda )	<b>1,951.28</b>	1,976.15
(Cash Credit facility is secured by hypothecation of stocks of Raw Materials, Stock of consumable stores, Stock-in-Transit, Finished goods, Book debts and Personal Guarantee by Directors.)		
Note : There is no default, as at the financial statement date, in repayment of any of above Loans		
<b>Total</b>	<b>1,951.28</b>	<b>1,976.15</b>

**17 Other Financial Liabilities**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Current maturities of Long term Borrowing	-	152.06
Excise / Service tax payable	-	0.04
GST Payable	<b>1.74</b>	1.10
TDS Payable	<b>3.04</b>	4.40
Other Expenses payables	<b>30.91</b>	20.52
<b>Total</b>	<b>35.69</b>	<b>178.12</b>

**18 Other Current Liabilities**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Advances from Customers	<b>141.84</b>	636.90
<b>Total</b>	<b>141.84</b>	<b>636.90</b>

**19 Short Term Provisions**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Provision for Gratuity	<b>1.97</b>	2.75
<b>Total</b>	<b>1.97</b>	<b>2.75</b>

**20 Revenue from operations**

(Amount in Lakhs)

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
Manufacturing a Sales	14,414.39	10,225.76
Trading Sale	1,285.60	54.33
<b>Total</b>	<b>15,699.99</b>	<b>10,280.08</b>

**21 Other Income**

(Amount in Lakhs)

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
Profit on sale of Assets (Net)	0.07	-
Dividend Income from Long Term Investment	-	0.05
<b>Total</b>	<b>0.07</b>	<b>0.05</b>

**22 Cost of Material Consumed**

(Amount in Lakhs)

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
Steel Product		
Opening Stock	1,104.03	871.86
Add: Purchases	14,444.41	9,308.65
	15,548.45	10,180.51
Less: Disposal	6.58	308.45
Closing stock	2,011.22	1,104.03
	2,017.81	1,412.48
<b>Total</b>	<b>13,530.64</b>	<b>8,768.03</b>

**Breakup of Raw Material Consumed**

Imported	-	-
Percentage %	-	-
Indigenous	13,530.64	8,768.03
Percentage %	100.00	100.00
Value of Imports on C.I.F. Basis (In Rs.)	-	-

**23 Purchase of Stock-in-Trade**

(Amount in Lakhs)

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
Trading Purchases	1,243.61	57.54
<b>Total</b>	<b>1,243.61</b>	<b>57.54</b>

**24 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

(Amount in Lakhs)

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
Opening Stock of Finished Goods	992.35	864.39
Opening Stock of Rolls & Scrap	46.55	45.66
	<b>1,038.90</b>	910.04
Less:		
Closing Stock of Finished Goods	1,659.19	992.35
Closing Stock of Rolls & Scrap	49.45	46.55
	<b>1,708.64</b>	1,038.90
(Increase)/ Decrease in stock of finished goods	<b>(669.75)</b>	(128.85)
Increase / (Decrease) in Excise on Closing Stock	-	(96.04)
<b>Net (Increase)/ Decrease in stock of finished goods</b>	<b>(669.75)</b>	<b>(224.89)</b>

**25 Other Operational Expenses**

(Amount in Lakhs)

PARTICULARS	Year ended March 31, 2019	Year ended March 31, 2018
Power & Fuel	728.25	480.40
Consumption of Stores & Spares	76.40	91.79
Repairs & Maintenance	3.44	2.01
Entry Tax	-	1.26
<b>Total</b>	<b>808.09</b>	<b>575.47</b>

**Breakup of Stores Consumed**

Imported	-	-
Percentage %	-	-
Indigenous	76.40	91.79
Percentage %	100.00	100.00
Value of Imports on C.I.F. Basis (In Rs.)	-	-

**26 Employee Benefits Expense**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Salaries, Wages & Other Benefits	<b>199.93</b>	145.62
Contribution to Provident and Other Funds	<b>14.06</b>	16.29
Staff & Workers Welfare Expenses	<b>0.43</b>	0.35
<b>Total</b>	<b>214.41</b>	<b>162.26</b>

**27 Finance costs**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Salaries, Interest expenses	<b>273.61</b>	206.72
Other borrowing costs	<b>5.85</b>	5.09
<b>Total</b>	<b>279.46</b>	<b>211.81</b>

**28 Other expenses**

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Auditor's Remuneration - For Statutory Audit	<b>1.50</b>	1.50
- For Tax Audit	<b>0.50</b>	0.50
Advertisement & Sales Promotion	<b>1.27</b>	2.02
Bad Debts Written Off	-	175.00
Charity & Donations	<b>0.08</b>	0.08
Director's Remuneration	<b>13.50</b>	22.00
Fine & Penalty	-	0.05
Finished Goods Handling Charges	<b>3.10</b>	3.76
Insurance Expenses	<b>2.55</b>	3.27
Legal & Filing Expenses	<b>13.42</b>	15.79
Miscellaneous expenses	<b>15.03</b>	19.16
Printing & Stationery	<b>1.60</b>	0.15
Postage & Telephone	<b>3.85</b>	2.74
Registration & Renewal Charges	<b>3.68</b>	2.94
Rent, Rates and Taxes	<b>0.36</b>	0.40
Running & Maintenance - Others	<b>3.28</b>	3.45
Sales Commission	<b>7.90</b>	0.45
Rebate & Discount	<b>5.29</b>	-
Travelling & Conveyance	<b>4.14</b>	14.14
<b>Total</b>	<b>81.04</b>	<b>267.39</b>

**29 Other Comprehensive Income**

(Amount in Lakhs)

P A R T I C U L A R S	Year ended March 31, 2019	Year ended March 31, 2018
(A) Items that will not be reclassified into profit or loss		
(i) Investments in equity instruments measured at fair value	(15.35)	32.93
(ii) Remeasurement of defined benefit plans	15.89	(4.30)
<b>Total (A)</b>	<b>0.54</b>	<b>28.63</b>
Income Tax Effect on Above	(3.35)	2.22
(B) Items that will be reclassified to profit or loss	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>

**30 As per IND AS 19 "Employee benefits", the disclosures as defined are given below:**

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

(Amount in Lakhs)

Particulars	2018-19	2017-18
Employer's Contribution to Provident Fund	5.48	7.14
Employer's Contribution to Employee State Insurance	2.88	3.01

**Defined Benefit Plan**
**Reconciliation of opening and closing balances of Defined Benefit Obligation**

Particulars	Gratuity	
	2018-19	2017-18
Defined Benefit Obligation at beginning of the year	37.15	27.21
Current Service Cost	2.83	4.05
Interest Cost	2.86	2.09
Past Servicer Cost (Vested benefits)	-	-
Benefits paid	-	(0.50)
Acturial (Gain)/Loss	(15.89)	4.30
Defined Benefit Obligation at year end	<b>26.96</b>	<b>37.15</b>

**Reconciliation of Opening and Closing balances of fair value of Plan Assets**

Particulars	Gratuity	
	2018-19	2017-18
Fair value of Plan Assets at beginning of year	-	-
Expected Return on Plan Assets	-	-
Acturial Gain/(Loss)	-	-
Employer Contribution	-	-

Benefits Paid	-	-
Fair value of Plan Assets at year end	-	-
Actual return on Plan Asset	-	-

**Reconciliation of fair Value of Assets and Obligations**

Particulars	Gratuity	
	As at 31st March 2019	As at 31st March 2018
Fair value of Plan Assets	-	-
Present Value of Obligation	26.96	37.15
Amount recognised in Balance Sheet (Surplus/(Deficit))	(26.96)	(37.15)

**Expenses recognised during the year**

Particulars	Gratuity	
	2018-19	2017-18
In Income Statement		
Current Service Cost	2.83	4.05
Interest Cost	2.86	2.09
Past Service Cost	-	-
Return on Plan Assets	-	-
Net Cost	5.69	6.14
In Other Comprehensive Income		
Actuarial (Gain)/Loss	(15.89)	4.30
Return on Plan Assets	-	-
Net (Income)/Expenses for the period recognised in OCI	(15.89)	4.30

**Actuarial Assumptions**

	Gratuity	
	2018-19	2017-18
Mortality Table LIC (1994-96) Ultimate		
Discount Rate (Per Annum)	7.70%	7.75%
Rate of Escalation in Salary (Per annum)	6%	6%
Expected Average remaining working lives of employees(years)	18.45	17.29

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

**Leave encashment**

The obligation for leave encashment is recognised during the year of Rs.423504/- (P.Y.Rs.352812/-) , is equivalent to one month salary and charged to Profit & Loss Account.

**31 Payment to Auditors As:**

(Amount in Lakhs)

Particulars	2018-19	2017-18
(a) Auditors		
Statutory Auditors Fees	1.50	1.50
Tax Audit Fees	0.50	0.50
(b) Certification and Consultation Fees	-	-
<b>Total</b>	<b>2.00</b>	<b>2.00</b>

(Amount in Lakhs)

32 EARNING PER SHARES (EPS)	2018-19	2017-18
i) Net Profit after Tax as per statement of Profit and Loss attributable to Equity Shareholders	143.77	117.56
ii) Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	90.00	90.00
iii) Weighted Average Potential Equity Shares	-	-
iv) Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	90.00	90.00
v) Basic Earnings Per Share (Rs.)	1.60	1.31
vi) Diluted Earning Per Share (Rs.)	1.60	1.31
vii) Face Value per Equity Share (Rs.)	10.00	10.00

**33 RELATED PARTIES DISCLOSURES**
**(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:**

SI No.	Related Party	Relationship	Outstanding as on 31.03.2019	Outstanding as on 31.03.2018	Nature of Transaction	Value of Transaction 2018-19 *	Value of Transaction 2017-18 *
1	Shri Suresh Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	4.50	9.00
2	Shri Narendra Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	-	-
3	Shri Anand Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	9.00	13.00
4	Shri Archit Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	21.00	8.40
5	Shri Nishant Agrawal	Key Managerial Personnel (KMP)	-	-	Remuneration paid	4.39	4.08
6	Shri Avaneesh Goel	Directors Grand Son	-	-	Remuneration paid	12.80	-
7	Smt. Akanksha Goel	Directors Grand Son-in-Law	-	-	Remuneration paid	12.00	-
8	Popular Mercantile Pvt. Ltd	Wholly owned subsidiary	35.10	35.10	Investment	-	-
9	Shri Bajrang Power And Ispat Ltd.	Associate	887.47	610.33	Purchase of materials	5941.27	3440.81
			-	-	Sale of materials	767.34	515.24
			228.10	228.10	Investment	-	-
			92072.00	100,647.00	Corporate Guarantees	-	-
10	Shri Bajrang Hydro Energy Pvt Ltd.	Company Under Control of KMP	0.49	0.49	Investment	-	-
11	Shimmer Investments Pvt Ltd.	Company Under Control of KMP	282.23	284.28	Investment	-	-
12	Shri Bajrang Ispat & Plywood Ltd.	Company Under Control of KMP	161.09	160.37	Investment	-	-
13	Swastik Mercantiles Ltd.	Company Under Control of KMP	-	-	Interest Received	-	226.45
			-	1,765.65	Loan Given	-	-

Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year.

**34 CONTINGENT LIABILITIES**

(To The Extent Not Provided For)

(Amount in Lakhs)

Particulars	As at 31.03.2019	As at 31.03.2018
(a) Contingent Liabilities		
(a) Guarantees		
Bank Guarantees	-	35.00
Margin money of Rs. NIL (previous year Rs. 3.50 Lacs) deposited with bank.		
Bill Discounted Under LC	339.31	280.31
Corporate Guarantees on behalf of other company	92,072.00	100,647.00
<b>TOTAL</b>	<b>92,411.31</b>	<b>100,962.31</b>

**35 CAPITAL MANAGEMENT**

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;

- Maintain financial strength to attain AAA ratings domestically and investment grade ratings internationally.
- Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.
- Proactively manage group exposure in forex, interest and commodities to mitigate risk to earnings.
- Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The gearing ratio at end of the reporting period was as follows.

(Amount in Lakhs)

Particulars	As at 31.03.2019	As at 31.03.2018
Non-Current Liabilities (Other than DTL)	-	518.35
Current maturities of Long Term debts	-	152.06
Gross Debt	-	670.41
Cash and Cash Equivalents	4.47	4.47
Net Debt (A)	(4.47)	665.94
Total Equity (As per Balance Sheet) (B)	3,819.32	3,671.66
<b>Net Gearing (A/B)</b>	<b>0.00</b>	<b>0.18</b>

**36 FINANCIAL INSTRUMENTS**

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

Fair Value measurement hierarchy:

(Amount in Lakhs)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Financial Assets</b>		
<b>At Amortised Cost</b>		
Investments*	35.10	35.10
Trade Receivables	1,249.10	1,722.64
Cash and Bank Balances	4.47	7.97
Loans	30.40	1,789.21
Other Financial Assets	-	0.16
<b>At FVTPL</b>		
Investments	-	-
<b>At FVTOCI</b>		
Investments	691.63	706.98
<b>Financial Liabilities</b>		
Borrowings	1,951.28	2,494.50
Trade Payables	974.09	247.71
Other Financial Liabilities	35.69	178.12

Investment in Subsiday

**Foreign Currency Risk:** The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting period. The exposure to foreign currency for all other currencies are not material.

**Foreign Currency Exposure**

(Amount in Lakhs)

Particulars	As at 31.03.2019	As at 31.03.2018
	USD	USD
Working Capital Demand Loan (in Foreign Currency)	-	-
<b>Net Exposure</b>	-	-

The net exposures have natural hedges in the form of future foreign currency earnings and earnings linked to foreign currency for which the company may follow hedge accounting.

**Interest Rate Risk**

The exposure of the company's borrowing and derivatives to interest rate changes at the end of the reporting period are as follows

**Interest Rate Exposure**

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Loans</b>		
Long Term Floating Loan	-	518.35
Short Term Loan	1,951.28	1,976.15
<b>Total</b>	<b>1,951.28</b>	<b>2,494.50</b>

Impact on Interest Expenses for the year on 1% change in Interest rate

## Interest rate Sensitivity

(Amount in Lakhs)

Particulars	As at 31.03.2019		As at 31.03.2018	
	Up Move	Down Move	Up Move	Down Move
Impact on Equity				
Impact on P & L	19.51	(19.51)	24.94	(24.94)
<b>Total Impact</b>	<b>19.51</b>	<b>(19.51)</b>	<b>24.94</b>	<b>(24.94)</b>

## Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of raw material. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in raw material prices and freight costs.

The company's commodity risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company carefully calibrates the timing and the quantity of purchase.

## Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises mainly from the outstanding receivables from customers.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

## Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities. The Company maintains adequate cash and cash equivalents along with the need based credit limits to meet the liquidity needs.

## Hedge Accounting

The Company avails Foreign Currency Demand Loans from bank time to time to reduce the interest cost. The Company takes forward cover to hedge against the foreign currency risks. The amount of foreign currency risks and forward cover are as under:

	31-Mar-19	31-Mar-18
Foreign Currency Loan	NIL	NIL
Forward Cover	NIL	NIL

The forward cover was an effective hedge.

### 37 DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT, 2013.

Loan given and Investments made are given under the respective heads.

Corporate Guarantees /Loans given by the Company in respect of loans as at 31st March, 2019

Sr. No.	Particulars	Name of Entity	Relations	Purpose	Amount (Rs. In Lakhs)
1	Guarantee Given	Shri Bajrang Power And Ispat Ltd.	Associate	Corporate Guarantee	92,072.00

All the above Corporate Guarantee/Loans have been given for business purpose.

- 38 The Company has only one primary segment i.e. Structural Rolling Mill. As such there is no other reportable segment as defined under Ind AS 108 "Operating Segment".
- 39 Balances of the trade receivables, trade payables, loans and advances etc. are subject to confirmation and reconciliation.
- 40 The identification of vendors as a "Supplier" under the Micro, Small and Medium Enterprises Development Act, 2006, has been done on the basis of the information to the extent provided by the vendors to the Company.
- 40.1 Dues to micro and small enterprises** **2018-19**
- a Principal and interest amount remaining unpaid **NIL**
- b Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year **NIL**
- c Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprise Development Act, 2006 **NIL**
- d Interest accrued and remaining unpaid at the end of the year **NIL**
- e Interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprises. **NIL**
- 41 In opinion of the Board, the value of realization of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the financial statement.
- 42 In accordance with the Indian Accounting Standard (IND AS-36) on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the Company during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating unit in accordance with the said Accounting Standard. The Company has not identified any Fixed Assets to be materially impaired mainly on account of economic performance and alternative viability of such assets and accordingly no amount has been charged as impairment loss to the Profit & Loss Account at the year end.
- 43 Inventories and consumption of stores materials have been taken as valued and certified by the management.
- 44 EVENTS AFTER THE REPORTING PERIOD**
- Company has acquired 100% Equity Shares of Shri Bajrang Agro Processing Ltd. (formerly known as Shri Bajrang Steel & Power Ltd.) on 09th May 2019.
- 45 APPROVAL OF FINANCIAL STATEMENTS**
- The financial statements were approved for issue by the board of directors on May 28th 2019.
- 46 The previous year figures have been regrouped and/or rearranged wherever necessary.

For and on behalf of the Board of Directors

As per our attached report of even date.

**(Anand Goel)**  
Managing Director  
DIN: 00796135

**(Archit Goel)**  
Chief Financial Officer  
PAN: ALRPG3265B

**For, S S S D & CO**  
Chartered Accountants  
Firm Registration No. 020203C

**(Narendra Goel)**  
Director  
DIN: 00115883

**(Nishant Agrawal)**  
Company Secretary  
M.No. 40900

**(Vishnu Dutta Baghel)**  
Partner  
Membership No. - 036035

Raipur, 28 May, 2019

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF SHRI BAJRANG ALLOYS LIMITED**

**Report on the Consolidated Indian Accounting Standard (Ind-AS) Financial Statements**

**Opinion**

We have audited the accompanying Consolidated Ind-AS Financial Statements of **SHRI BAJRANG ALLOYS LIMITED** (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group", its jointly controlled entities which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss(including Other Comprehensive Income), Consolidated Statement of changes in equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Ind-AS Financial Statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as" Consolidated Ind-AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind-AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, the consolidated profit, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**Basis for Opinion**

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

**Emphasis of Matter**

The Company has not made provision for its trade receivables which is outstanding since long amounting to Rs 475.78 Lakhs – Refer note 8 of the financial statement , where in case in pending with NCLT and the final outcome is still awaited.

Our opinion is not modified in respect of above matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind-AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind-AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not determined the key audit matters in our report.

S.No.	Key Audit Matter	Auditor's Response
1.	The Company has given a Corporate Guarantee to its associate company amounting to Rs 92072 Lakhs,which it quite higher then company's available net worth. The management is of the opinion that it is a corporate guarantee as per the general business practice.	We have taken a management representation on the same and shown as continent liability. The ultimate outcome of the liability towards corporate guarantee is remote but involve risk of liquidity as well. Company have given the said Corporate Guarantee initially when the associate company was incorporated and as of now company have requested the bank for withdrawal of the corporate guarantee given

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Ind –AS Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Ind-AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the group including its subsidiary and associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind-AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind-AS Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and its associates entities to continue going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the Consolidated Ind-As Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated 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

We communicate with those charged with governance of the Holding 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.

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

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

**Other Matters**

We did not audit the financial statements of one subsidiary, and one associate, whose financial statements reflect total assets of Rs.1,89,216 lakhs as at 31st March, 2019, total revenues of Rs. 2,60,209.84 lakhs and net cash flows amounting to Rs. (2.96) lakh for the year ended on that date, as considered in the Consolidated Ind -As Financial Statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Ind -AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associates, is based solely on such unaudited Management certified financial statements. In our opinion and according to the information and explanations given to us by the Management these financial statements are material to the Group.

Details of subsidiary and Associate entity which comprise the Consolidated Financial Statement are as:

Company	Remarks
1. Shri Bajrang Power and Ispat Limited	Associate Company
2. Popular Mercantile Private Limited	Subsidiary Company

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 financial statements certified by the Management.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind-As Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind-As Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind-AS Financial Statements..

- d) In our opinion, the aforesaid Consolidated Ind-AS Financial Statements comply with the mandatory Accounting Standards referred to in section 133 of Companies Act, 2013.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and associate companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements does not have any pending litigations which would impact on its financial position of consolidated financial position of the Group.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company, associate company incorporated in India.

Place : Raipur  
Dated : 28.05.2019

**For S S S D & CO**  
Chartered Accountants  
Firm Reg. No.020203C  
**Vishnu Dutta Baghel**  
Partner  
Membership No.: 036035

#### **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in Para 2 (f) "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report to the members of the Company on the Consolidated Financial Statements for the year ended March 31, 2019.

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

We have audited the internal financial controls over financial reporting of **SHRI BAJRANG ALLOYS LIMITED** ("the Holding Company") and its associate as of March 31, 2019 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Group'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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

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

of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

#### **Other Matter**

Our aforesaid reports under section 143 (3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary and one associate company incorporated in India is based on the corresponding report of the auditor of the company. Our opinion is not qualified in this matter.

**For S S S D & CO**  
Chartered Accountants  
Firm Reg. No.020203C

**Vishnu Dutta Baghel**  
Partner- Membership No.: 036035

Place : Raipur  
Dated : 28.05.2019

**Consolidated Financial Statements as at March 31, 2019**

(Amount in Lakhs)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>			
<b>1 NON CURRENT ASSETS</b>			
(a) Property Plant and Equipment	3	757.90	713.00
(b) Financial Assets			
(i) Non- Current Investments	4	7,555.66	5,734.82
(ii) Loans	5	30.40	1,789.21
		<b>8,343.95</b>	8,237.03
<b>2 CURRENT ASSETS</b>			
(a) Inventories	6	3,855.84	2,205.92
(b) Financial Assets			
(i) Trade Recievables	7	1,249.10	1,722.64
(ii) Cash and Cash Equivalentents	8	8.39	8.24
(iii) Bank balances other than (ii) above	8	-	3.50
(iv) Other financial assets	9	-	0.16
(C) Other Current Assets	10	325.76	142.52
(d) Net Current Tax (Assets)		30.92	1.74
		<b>5,470.01</b>	4,084.72
<b>TOTAL ASSETS</b>		<b>13,813.96</b>	<b>12,321.75</b>
<b>EQUITY AND LIABILITIES</b>			
Equity			
(a) Equity Share Capital	11	900.00	900.00
Other Equity	12	9,755.00	7,771.01
		<b>10,655.00</b>	8,671.01
<b>LIABILITIES</b>			
<b>1 NON CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowing	13	-	518.35
(b) Provisions	14	24.99	34.40
(c) Deferred tax liabilities	15	28.87	32.01
		<b>53.86</b>	584.762
<b>2 CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	16	1,951.28	1,976.15
(ii) Trade Payables			
Total Outstanding dues of Micro enterprises & Small enterprises	-	-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		974.09	247.71
(iii) Other Financial Liabilities	17	35.87	178.30
(b) Other Current Liabilities	18	141.84	636.90

(Amount in Lakhs)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
(c) Provisions	19	1.97	2.75
(d) Net Current Tax (Liabilities)		0.05	24.16
		<b>3,105.11</b>	3,065.98
<b>TOTAL EQUITIES AND LIABILITIES</b>		<b>13,813.96</b>	<b>12,321.75</b>
Significant Accounting Policies Notes on Financial Statements	2 3 to 40		

The Accompanying notes are integral part of the Financial Statements.

For and on behalf of the Board of Directors

As per our attached report of even date.

**(Anand Goel)**

Managing Director  
DIN: 00796135

**(Archit Goel)**

Chief Financial Officer  
PAN: ALRPG3265B

**For, SSSD & CO**

Chartered Accountants  
Firm Registration No. 020203C

**(Narendra Goel)**

Director  
DIN; 00115883

**(Nishant Agrawal)**

Company Secretary  
M.No. 40900

**(Vishnu Dutta Baghel)**

Partner  
Membership No. - 036035

Raipur 28 May, 2019

**Consolidated Statement of Profit and Loss for the year ended March 31, 2019**

(Amount in Lakhs)

Particulars	Note	Year ended March 31, 2019	Year ended March 31, 2018
<b>Revenue</b>			
Revenue from operations	20	15,699.99	10,280.08
Other Income	21	0.92	0.61
<b>TOTAL</b>		<b>15,700.90</b>	<b>10,280.70</b>
<b>Expenses</b>			
Cost of Material Consumed	22	13,530.64	8,768.03
Purchase of Stock-in-Trade	23	1,243.61	57.54
Changes in Inventories of Finished Goods and Stock-in-Trade	24	(669.75)	(224.89)
Excise duty		-	223.37
Other Operational Expenses	25	808.09	575.47
Employee benefit expenses	26	214.49	162.34
Finance Cost	27	279.46	211.81
Depreciation and amortization expense	3	71.15	74.34
Other expenses	28	81.62	267.72
<b>TOTAL</b>		<b>15,559.32</b>	<b>10,115.71</b>
<b>Profit / (Loss) before tax before exceptional items and tax</b>		<b>141.58</b>	164.99
<b>Exceptional items</b>		-	-
<b>Profit / (Loss) before tax</b>		<b>141.58</b>	164.99
Tax Expenses Continued Operations			
Current Tax		38.73	47.99
Deferred Tax		0.20	(14.79)
Mat Credit Entitlement		(40.20)	-
Taxes of Earlier Year		(1.06)	14.10
<b>Profit / (Loss) for the year</b>		<b>143.91</b>	117.68
<b>Share of Profit In Associate</b>		<b>1,678.38</b>	789.59
<b>Profit / (Loss) for the period</b>		<b>1,822.29</b>	<b>907.27</b>
Other Comprehensive Income	29		
A (i) Items that will not be reclassified to profit or loss (Nett of Tax)		0.54	28.63
(ii) Income tax relating to items that will not be reclassified to profit or loss		3.35	(2.22)
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
<b>Total Comprehensive Income for the period (Comprising Profit/ Loss) and Other Comprehensive Period for the period</b>		<b>1,826.17</b>	933.67
<b>Earnings per Equity Share (Face value of Rs.10/- each)</b>			-
- Basic		20.25	10.08
- Diluted		20.25	10.08
<b>Earnings per Equity Share from Continuing Operations (Face value of Rs.10/- each)</b>			

(Amount in Lakhs)

Particulars	Note	Year ended March 31, 2019	Year ended March 31, 2018
- Basic		20.25	10.08
- Diluted		20.25	10.08
<b>Significant Accounting Policies</b>	2		
<b>Notes on Financial Statements</b>	3 to 40		

The Accompanying notes are integral part of the Financial Statements.

For and on behalf of the Board of Directors

As per our attached report of even date.

**(Anand Goel)**  
Managing Director  
DIN: 00796135

**(Archit Goel)**  
Chief Financial Officer  
PAN : ALRPG3265B

**For, SSSD & CO**  
Chartered Accountants  
Firm Registration No. 020203C

**(Narendra Goel)**  
Director  
DIN : 00115883

**(Nishant Agrawal)**  
Company Secretary  
M.No. 40900

**(Vishnu Dutta Baghel)**  
Partner  
Membership No.-036035

Raipur, 28th May, 2019

**CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019**

(All amount are in Lakhs unless otherwise stated )		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
i.Net Profit before Tax	141.58	164.99
<b>Adjustment for :-</b>		
Depreciation	71.15	74.34
Interest charged to Profit and Loss Account	279.46	211.81
Provision for Income Tax	1.46	(47.99)
Taxes of Earlier Year	1.06	(14.10)
(Profit)/ Loss on sale of Fixed Assets & Investments	(0.07)	-
Dividend Income from Long Term Investment	-	(0.05)
Remeasurement of debined benefit plans	15.89	(4.30)
<b>ii. Operating Profit before Working Capital changes</b>	<b>510.54</b>	<b>384.68</b>
<b>Adjustment for :-</b>		
(Increase) / Decrease in Trade Receivables	473.54	(66.82)
(Increase) / Decrease in Inventories	(1,649.92)	(366.47)
(Increase)/decrease in Other financial assets	0.16	(0.08)
(Increase)/decrease in Other current assets	(183.25)	693.47
(Increase)/decrease in Other Bank Balances	3.50	(2.41)
Increase/ (decrease) in Trade Payables	726.39	238.98
Increase/ (decrease) in Other Financial Liabilities	(142.43)	(243.93)
Increase/ (decrease) in Other Current Liabilities	(495.06)	512.88
Increase/ (decrease) in Provisions	(54.07)	27.29
Increase/ (decrease) in short term borrowings	(24.87)	82.04
<b>CASH AVAILABLE FROM OPERATING ACTIVITIES (A)</b>	<b>(835.48)</b>	<b>1,259.64</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(125.95)	(87.63)
Sale of Fixed Assets	9.98	-
Dividend Income from Long Term Investment	-	0.05
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>(115.97)</b>	<b>(87.58)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds/(Repayment) of Long Term bank Borrowings	(518.35)	(1,378.61)
Increase/ (decrease) in provisions	(9.41)	9.18
Interest and Bank charges Paid	(279.46)	(211.81)
(Increase)/decrease of Long Term advances	1,758.81	409.34
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	<b>951.60</b>	<b>(1,171.90)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	0.15	0.16
<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>8.24</b>	<b>8.08</b>
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>8.39</b>	<b>8.24</b>

- NOTES:** 1) Figures in the brackets represent outflows.  
 2) Cash and cash equivalents includes cash & bank balances only.  
 3) Previous years figures have been regrouped/rearranged wherever necessary.

**Significant Accounting Policies**

The Statement of Cash Flow has been prepared using indirect method as per Ind AS 7

For and on behalf of the Board of Directors

As per our report of even date attached

**(Anand Goel)**  
 Managing Director  
 DIN: 00796135

**(Archit Goel)**  
 Chief Financial Officer  
 PAN : ALRPG3265B

**For, SSSD & CO**  
 Chartered Accountants  
 Firm Registration No. 020203C

**(Narendra Goel)**  
 Director  
 DIN : 00115883

**(Nishant Agrawal)**  
 Company Secretary  
 M.No. 40900

**(Vishnu Dutta Baghel)**  
 Partner  
 Membership No.-036035

Raipur, 28th May, 2019

**Consolidated Statement of Changes in Equity for the period ended March 2019**
**A. Equity Share Capital**
**(Amount in Lakhs)**

Balance at the end of reporting period as on 31st March 2018	Changes in Equity share capital during the year 2018-19	Balance at the end of reporting period as on 31st March 2019
900.00	-	900.00

**B. Other Equity**

	Reserve and Surplus					Other comprehensive Income (Net of Taxes)	Total
	Capital Reserves	Security Premium	General Reserves	Retained Earnings	Revaluation Reserves		
Balance at the beginning of reporting period as on 1st April 2018	1,671.36	450.69	755.46	4,505.81	337.63	50.06	7,771.01
Profit for the year 2018-19	156.83	0.99	-	1,822.29	-	-	1,980.10
Other comprehensive income for the year 2018-19	-	-	-	-	-	3.88	3.88
<b>Balance at the end of reporting period as on 31st March 2019</b>	<b>1,828.19</b>	<b>451.68</b>	<b>755.46</b>	<b>6,328.09</b>	<b>337.63</b>	<b>53.94</b>	<b>9,755.00</b>

For and on behalf of the Board of Directors

As per our attached report of even date.

**(Anand Goel)**  
 Managing Director  
 DIN: 00796135

**(Archit Goel)**  
 Chief Financial Officer  
 PAN : ALRPG3265B

**For, SSSD & CO**  
 Chartered Accountants  
 Firm Registration No. 020203C

**(Narendra Goel)**  
 Director  
 DIN; 00115883

**(Nishant Agrawal)**  
 Company Secretary  
 M.No. 40900

**(Vishnu Dutta Baghel)**  
 Partner  
 Membership No. - 036035

Raipur 28 May, 2019

## Significant Accounting Policies

### 1. GROUP INFORMATION

The Company, its subsidiary and associate (jointly referred to as the 'Group' herein under) considered in these consolidated financial statements are:

#### Company

Shri Bajrang Alloys Limited (the 'Company') is a public limited company domiciled in India.

#### Subsidiary & Associate

Name of the Subsidiary/Associate	Relationship	Country of Incorporation	% of Voting Power held as at 31st March 2019	% of Voting Power held as at 31st March 2018
Popular Mercantile Private Limited	Subsidiary	India	100.00%	100.00%
Shri Bajrang Power & Ispat Limited	Associate	India	9.16%	9.16%

### BASIS OF PREPARATION AND PRESENTATION

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined benefit plans - plan assets

The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2017, the Group has prepared its consolidated financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which include Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These consolidated financial statements are the Group's first Ind AS consolidated financial statements.

Group's consolidated financial statements are presented in Indian Rupees (INR), which is also its functional currency.

### PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Shri Bajrang Alloys Limited ('the Company') and its subsidiary companies and associates. The consolidated financial statements have been prepared on the following basis:

- a The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- d The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

- e** Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- f** Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- g** Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- h** The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

## **2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

These are set out under "Significant Accounting Policies" as given in the Standalone Financial Statements of Shri Bajrang Alloys Limited.

**As at March 31, 2019**  
**3. Property, Plant and Equipment**

(Amount in Lakhs)

Particulars	Gross Block (at cost)			Depreciation / Amortisation			Net Block			
	As at March 31, 2018	Additions during the year	Deductions	As at March 31, 2019	Upto March 31, 2018	For the year	Deductions	Up to March 31, 2019	As at March 31, 2019	As at March 31, 2018
Leasehold Land	5.15	-	-	5.15	0.32	0.16	-	0.48	4.67	4.83
Freehold Land	369.25	-	-	369.25	-	-	-	-	369.25	369.25
Factory Building	6.95	-	-	6.95	1.39	0.69	-	2.08	4.86	5.56
Other Building	61.46	0.91	-	62.37	2.46	1.24	-	3.69	58.67	59.00
Plant & Equipments	227.60	93.26	-	320.87	30.70	18.48	-	49.18	271.69	196.91
Rolls	101.29	31.61	-	132.90	56.77	44.76	-	101.53	31.38	44.52
Furniture & Fixtures	4.44	-	-	4.44	2.19	0.42	-	2.60	1.84	2.25
Vehicles	45.61	-	15.25	30.36	15.23	5.38	5.34	15.27	15.09	30.37
Computer	0.46	0.17	-	0.63	0.16	0.03	-	0.19	0.44	0.31
<b>Total</b>	<b>822.21</b>	<b>125.95</b>	<b>15.25</b>	<b>932.91</b>	<b>109.21</b>	<b>71.15</b>	<b>5.34</b>	<b>175.02</b>	<b>757.90</b>	<b>713.00</b>
Previous Year	734.58	87.63	-	822.21	34.87	74.34	-	109.21	713.00	699.71

\* Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in asset as disclosed in Accounting Policy on Depreciation.

## 4 Non- Current Investments

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>Trade Investments</b>		
<b>(i) Investments in Equity Shares</b>		
<b><u>Quoted Equity Shares Fully Paid up</u></b>		
500 Shares in Jyoti Structures Ltd. of Rs. 2/- each (Previous year 500 Shares of Rs. 2/- each)	0.01	0.04
4355 Shares in Bank of Baroda of Rs. 2/- each (Previous year 4355 Shares of Rs. 2/- each)	5.61	6.19
5700 Shares in Godawari Power & Ispat Ltd of Rs. 10/- each (Previous year 5700 Shares of Rs. 10/- each)	13.19	24.62
8000 Shares in Reliance Power Limited of Rs. 10/- each Previous year 8000 Shares of Rs. 10/- each)	0.91	2.89
<b>Sub Total</b>	<b>19.72</b>	33.74
<b><u>Unquoted Equity Shares of fully paid up</u></b>		
250100 Shares in Shri Bajrang Ispat & Plywood Ltd. of Rs. 10/- each (Previous year 250100 Shares of Rs. 10/- each)	161.09	160.37
4900 Shares in Shri Bajrang Hydro Energy Pvt. Ltd. of Rs. 10/- each (Previous year 4900 Shares of Rs. 10/- each)	0.49	0.49
76000 Shares in Shimmer Investment Pvt. Ltd. of Rs. 10/- each (Previous year 76000 Shares of Rs. 10/- each)	282.23	284.28
<b>(ii) Investments in Equity Shares of Associate Company</b>		
<b><u>Unquoted Equity Shares of fully paid up</u></b>		
4789000 Shares in Shri Bajrang Power & Ispat Ltd. of Rs. 10/- each (Previous year 1197250 Shares of Rs. 10/- each) (Inclusive of Goodwill of Rs. 5,05,040)	1,929.10	1,929.10
Add: Post Profit	5,006.20	3,326.84
Add: Capital Reserve on Account of Consolidation	156.83	-
	<b>7,092.13</b>	<b>5,255.94</b>
<b>Sub Total</b>	<b>7,535.94</b>	<b>5,701.08</b>
<b>Total</b>	<b>7,555.66</b>	<b>5,734.82</b>

Aggregate amount of quoted investments	19.72	33.74
Aggregate amount of unquoted investments	7,535.94	5,701.08
Aggregate amount of impairment in value of investments	NIL	NIL

**5. Loans**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good	-	-
Security Deposits	30.40	23.56
Loans to related party *	-	1,765.65
<b>Total</b>	<b>30.40</b>	<b>1,789.21</b>

\*Loan given to M/s. Swastik Mercantile Limited (Company Under Control of KMP)

**6. Inventories**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
(As valued, verified and certified by the Management) (All Stock are Valued at cost or Net realizable value which ever is Lower)		
Raw Materials and components	2,011.22	1,104.03
Finished goods	1,659.19	992.35
Stores and spares	69.79	41.29
Others		
- Furnace oil	48.15	21.70
- Coal	18.03	-
- Rolls (Scrap)	49.45	46.55
<b>Total</b>	<b>3,855.84</b>	<b>2,205.92</b>

**7. Trade Receivables**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>Unsecured, considered good</b>		
Trade receivables	1,249.10	1,722.64
<b>Total</b>	<b>1,249.10</b>	<b>1,722.64</b>

**8. Cash and Bank Balances**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>Cash &amp; Cash Equivalent</b>		
Balances with Banks in Current Accounts	4.40	5.11
Cash on Hand	3.99	3.13

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>Other Bank Balances</b>		
In deposit account with more than three months maturity	-	3.50
	-	3.50
<b>Total</b>	<b>8.39</b>	<b>11.74</b>

**9. Other financial assets**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
Interest Receivable	-	0.16
<b>Total</b>	<b>-</b>	<b>0.16</b>

**10. Other Current Assets**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
Advance Recoverable in Cash or in kind or Value to be received	6.74	26.34
Advance to Supplier	104.67	52.34
Balance with Goods & Service Tax Department	207.59	55.71
Prepaid Expenses	6.76	8.12
<b>Total</b>	<b>325.76</b>	<b>142.52</b>

**11. Share capital (a)**

(Amount in Lakhs)

Particulars	Consolidated			
	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 10/- Each	20,370,000	2,037.00	20,370,000	2,037.00
1000000 Preference Shares of Rs. 10/- Each (Previous year 1000000 Preference Shares of Rs. 10/- each)	1,000,000	100.00	1,000,000	100.00
<b>Issued, Subscribed &amp; fully paid up</b>				
Equity Shares of Rs. 10/- Each Fully Paid up (Of the above shares, 6000000 Shares are allotted as fully paid-up by way of bonus shares by capitalisation of Security Premium and General Reserve)	9,000,000	900.00	9,000,000	900.00
<b>Total</b>	<b>9,000,000</b>	<b>900.00</b>	<b>9,000,000</b>	<b>900.00</b>

**Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year**

(b) Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	9,000,000	900.00	9,000,000	900.00
Shares outstanding at the end of the year	9,000,000	900.00	9,000,000	900.00

**Rights, preferences and restrictions attaching to various classes of shares**

(c) Sl. No.	Class of shares	Rights, preferences and restrictions (including restrictions on distribution of dividends and repayment of capital) attached to the class of shares.
01	Equity Shares	Holder of Equity Share has one Vote per share.
02	Preference shares	Not Issued

**Shares held by the shareholders holding more than 5% shares in the Company**

(d) Name of the Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares</b>				
Rajendra Goel *	847,500	9.42%	847,500	9.42%
Atlanta Securities P.Ltd.	760,500	8.45%	760,500	8.45%
Narendra Goel	632,700	7.03%	632,700	7.03%
Hariram Goel *	566,100	6.29%	566,100	6.29%
Anand Goel *	513,400	5.70%	513,400	5.70%
Suresh Goel *	482,400	5.36%	482,400	5.36%

\* Hold as in capacity of Karta of HUF

**12 Other Equity**

(Amount in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(a) Capital Reserve</b>		
Balance as per Last Financial statement	1,671.36	1,671.36
Add: Addition during the year (On account of Consolidation)	156.83	-
	1,828.19	1,671.36
<b>(b) Securities Reserve</b>		
As per last Balance Sheet	450.69	450.69
Add : Addition during the year	0.99	-
	451.68	450.69
<b>(c) General Reserve</b>		
Balance as per last financial statement	755.46	755.46
Add : Transferred from Profit & Loss Account	-	-
	755.46	755.46

<b>(d) Profit &amp; Loss Account</b>		
Balance as per last financial statement	4,505.81	3,572.13
Add: Current year Surplus	1,822.29	933.67
Less: Transferred to General Reserve	-	-
Net Carried Forward Surplus	6,328.09	4,505.81
<b>(e) Revaluation Reserve</b>		
Balance as per Last Financial statement	337.63	337.63
Add: Addition during the year	-	-
	337.63	337.63
<b>(f) Other Comprehensive Income (Net of Taxes)</b>		
Balance as per Last Financial statement	50.06	23.65
Add: Addition during the year	3.88	26.40
	53.94	50.06
<b>Total</b>	<b>9,755.00</b>	<b>7,771.01</b>

**13. Long Term Borrowings**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>( a ) Loans And Advances From Others</b>		
<b>Unsecured :</b>		
From Financial Institutions & Banks	-	18.35
<b>Total</b>	<b>-</b>	<b>518.35</b>

**Note :** There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any of the above loans

As clarified by management all above Mentioned Unsecured loan treated as Long term.

Above Loan had been secured by personal guarantee and properties of directors & their relatives.

**14. Long Term Provisions**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>Employee Benefits</b>		
For Gratuity		
Opening Balance	37.15	27.21
Add : Provision	(10.19)	10.44
Less : Paid during the year	-	0.50
<b>Total</b>	<b>26.96</b>	<b>37.15</b>
Less : Transfer to Current Liability (Amount Due within one year)	1.97	2.75
<b>Total</b>	<b>24.99</b>	<b>34.40</b>

**15. Deferred Tax Liabilities**

(Amount in Lakhs)

The Movement on the deferred tax account is as follows

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
At the Start of the Year	32.01	44.59
Add: on account of IND AS Adjustments	(3.35)	2.22
Charge/(Credit) to Statement of Profit & Loss	0.20	(14.79)
<b>Total</b>	<b>28.87</b>	<b>32.01</b>

**Component of Deferred Tax Liabilities / (Assets)**

(Amount in Lakhs)

Particulars	Consolidated		
	As at March 31, 2018	Charge/(Credit) to Statement of Profit & Loss	As at March 31, 2019
Deferred Tax Liabilities/(Assets) in relation to :			
Property, Plant & Equipment	34.99	(2.54)	32.46
Fair Value of Investment	7.26	(3.35)	3.91
Gratuity	(10.24)	2.74	(7.50)
<b>Total</b>	<b>32.01</b>	<b>(3.15)</b>	<b>28.87</b>

**16. Short Term Borrowings**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
<b>Working Capital Loan Secured :</b>		
Cash Credit Limit ( Bank of Baroda ) (Cash Credit facility is secured by hypothecation of stocks of Raw Materials, Stock of consumable stores, Stock-in-Transit, Finished goods, Book debts and Personal Guarantee by Directors.)	1,951.28	1,976.15
<b>Note :</b> There is no default, as at the financial statement date, in repayment of any of above Loans		
<b>Total</b>	<b>1,951.28</b>	<b>1,976.15</b>

**17. Other Financial Liabilities**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
Current maturities of Long term Borrowing	-	152.06
Service tax payable	-	0.04
GST Payable	1.74	1.10
TDS Payable	3.04	4.40
Other Expenses payables	31.09	20.70
<b>Total</b>	<b>35.87</b>	<b>178.30</b>

**18. Other Current Liabilities**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
Advances from Customers	141.84	636.90
<b>Total</b>	<b>141.84</b>	<b>636.90</b>

**19. Short Term Provisions**

(Amount in Lakhs)

Particulars	Consolidated	
	As at March 31, 2019	As at March 31, 2018
Provision for Gratuity	1.97	2.75
<b>Total</b>	<b>1.97</b>	<b>2.75</b>

**20. Revenue from operations**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Manufacturing Sales	14,414.39	10,225.76
Trading Sale	1,285.60	54.33
<b>Total</b>	<b>15,699.99</b>	<b>10,280.08</b>

**21. Other Income**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Profit on sale of Assets (Net)	0.07	-
Dividend Income from Long Term Investment	-	0.05
Miscellaneous Income	0.84	0.56
<b>Total</b>	<b>0.92</b>	<b>0.61</b>

**22. Cost of Material Consumed**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>Steel Product</b>		
Opening Stock	1,104.03	871.86
Add: Purchases	14,444.41	9,308.65
	15,548.45	10,180.51
Less: Disposal	6.58	308.45
Closing stock	2,011.22	1,104.03
	2,017.81	1,412.48
<b>Total</b>	<b>13,530.64</b>	<b>8,768.03</b>

**23. Purchase of Stock-in-Trade**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Trading Purchases	1,243.61	57.54
<b>Total</b>	<b>1,243.61</b>	<b>57.54</b>

**24. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Stock of Finished Goods	992.35	864.39
Opening Stock of Rolls & Scrap	46.55	45.66
	1,038.90	910.04
Less:		
Closing Stock of Finished Goods	1,659.19	992.35
Closing Stock of Rolls & Scrap	49.45	46.55
	1,708.64	1,038.90
(Increase)/ Decrease in stock of finished goods	(669.75)	(128.85)
Increase / (Decrease) in Excise on Closing Stock	-	(96.04)
<b>Net (Increase)/ Decrease in stock of finished goods</b>	<b>(669.75)</b>	<b>(224.89)</b>

**25. Other Operational Expenses**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Power & Fuel	728.25	480.40
Consumption of Stores & Spares	76.40	91.79
Repairs & Maintenance	3.44	2.01
Entry Tax	-	1.26
<b>Total</b>	<b>808.09</b>	<b>575.47</b>

**26. Employee Benefits Expense**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries, Wages & Other Benefits	200.00	145.69
Contribution to Provident and Other Funds	14.06	16.29
Staff & Workers Welfare Expenses	0.43	0.35
<b>Total</b>	<b>214.49</b>	<b>162.34</b>

**27. Finance costs**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest expenses	273.61	206.72
Other borrowing costs	5.85	5.09
<b>Total</b>	<b>279.46</b>	<b>211.81</b>

**28. Other expenses**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Auditor's Remuneration - For Statutory Audit	1.68	1.68
- For Tax Audit	0.50	0.50
Advertisement & Sales Promotion	1.27	2.02
Bad Debts Written Off	-	175.00
Charity & Donations	0.08	0.08
Director's Remuneration	13.50	22.00
Fine & Penalty	-	0.05
Finished Goods Handling Charges	3.10	3.76
Insurance Expenses	2.55	3.27
Legal & Filing Expenses	13.80	15.83
Miscellaneous expenses	15.04	19.26
Printing & Stationery	1.60	0.15
Postage & Telephone	3.85	2.74
Registration & Renewal Charges	3.68	2.94
Rent, Rates and Taxes	0.36	0.40
Running & Maintenance - Others	3.28	3.45
Sales Commission	7.90	0.45
Rebate & Discount	5.29	-
Travelling & Conveyance	4.14	14.14
<b>Total</b>	<b>81.62</b>	<b>267.72</b>

**29. Other Comprehensive Income**

(Amount in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>(A) Items that will not be reclassified into profit or loss</b>		
(i) Investments in equity instruments measured at fair value	(15.35)	32.93
(ii) Remeasurement of defined benefit plans	15.89	(4.30)
<b>Total (A)</b>	<b>0.54</b>	<b>28.63</b>
Income Tax Effect of the above	3.35	2.22
<b>(B) Items that will be reclassified to profit or loss</b>	-	-
<b>Total (B)</b>	-	-

**30 As per IND AS 19 "Employee benefits", the disclosures as defined are given below:**

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	Consolidated	
	2018-19	2017-18
Employer's Contribution to Provident Fund	5.48	7.14
Employer's Contribution to Employee State Insurance	2.88	3.01

**Defined Benefit Plan**
**Reconciliation of opening and closing balances of Defined Benefit Obligation**

Particulars	Gratuity	
	2018-19	2017-18
Defined Benefit Obligation at beginning of the year	37.15	27.21
Current Service Cost	2.83	4.05
Interest Cost	2.86	2.09
Past Servicer Cost (Vested benefits)	-	-
Benefits paid	-	(0.50)
Actuarial (Gain)/Loss	(15.89)	4.30
Defined Benefit Obligation at year end	26.96	37.15

**Reconciliation of Opening and Closing balances of fair value of Plan Assets**

Particulars	Gratuity	
	2018-19	2017-18
Fair value of Plan Assets at beginning of year	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain/(Loss)	-	-
Employer Contribution	-	-
Benefits Paid	-	-
Fair value of Plan Assets at year end	-	-
Actual return on Plan Assets	-	-

**Reconciliation of fair Value of Assets and Obligations**

Particulars	Gratuity	
	"As at 31st " March 2019"	As at 31st March 2018"
Fair value of Plan Assets	-	-
Present Value of Obligation	26.96	37.15
Amount recognised in Balance Sheet (Surplus/(Deficit)	(26.96)	(37.15)

## Expenses recognised during the year

(Amount in Lakhs)

Particulars	Gratuity	
	2018-19	2017-18
In Income Statement		
Current Service Cost	2.83	4.05
Interest Cost	2.86	2.09
Past Service Cost	-	-
Return on Plan Assets	-	-
<b>Net Cost</b>	<b>5.69</b>	6.14
In Other Comprehensive Income		
Actuarial (Gain)/Loss	(15.89)	4.30
Return on Plan Assets		
Net (Income)/Expenses for the period recognised in OCI	(15.89)	4.30

Actuarial Assumptions	Gratuity	
	2018-19	2017-18
Mortality Table LIC (1994-96) Ultimate		
Discount Rate (Per Annum)	7.75%	7.75%
Rate of Escalation in Salary (Per annum)	6%	6%
Expected Average remaining working lives of employees (years)	18.45	17.29

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflations, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

**Leave encashment**

The obligation for leave encashment is recognised during the year of Rs.423504/- (P.Y.Rs.352812/-) , is equivalent to one month salary and charged to Profit & Loss Account

**31 Payment to Auditors As:**

(Amount in Lakhs)

Particulars	2018-19	2017-18
(a) Auditors		
Statutory Auditors Fees	1.68	1.68
Tax Audit Fees	0.50	0.50
(b) Certification and Consultation Fees	-	-
<b>Total</b>	<b>2.18</b>	<b>2.18</b>

32 EARNING PER SHARES (EPS)	2018-19	2017-18
i) Net Profit after Tax as per statement of Profit & Loss attributable to equity shareholders	1,822.29	907.27
ii) Weighted Average number of Equity Shares used as denominator for calculating basic EPS	90.00	90.00

iii) Weighted Average Potential Equity Shares used as denominator for calculating Basic EPS	-	-
iv) Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	<b>90.00</b>	90.00
v) Basic Earnings Per Share (Rs.)	<b>20.25</b>	10.08
vi) Diluted Earning Per Share (Rs.)	<b>20.25</b>	10.08
vii) Face Value per Equity Share (Rs.)	<b>10.00</b>	10.00

### 33 RELATED PARTIES DISCLOSURES

- (l) As per Ind AS 24, the disclosures of transactions with the related parties are given below:  
List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

(Amount in Lakhs)

Sl.	Name of Related Party	Relationship	Out-standing as on 31.03.2019	Out-standing as on 31.03.2018	Nature of Transaction	Value of Transaction 2018-19 *	Value of Transaction 2017-18 *
1	Shri Suresh Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	<b>4.50</b>	9.00
2	Shri Narendra Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	-	-
3	Shri Anand Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	<b>9.00</b>	13.00
4	Shri Archit Goel	Key Managerial Personnel (KMP)	-	-	Remuneration paid	<b>21.00</b>	8.40
5	Shri Nishant Agrawal	Key Managerial Personnel (KMP)	-	-	Remuneration paid	<b>4.39</b>	4.08
6	Shri Avaneesh Goel	Directors Grand Son	-	-	Remuneration paid	<b>12.80</b>	-
7	Smt. Akanksha Goel	Directors Grand Son-in-Law	-	-	Remuneration paid	<b>12.00</b>	-
8	Shri Bajrang Power And Ispat Ltd.	Associate	<b>887.47</b>	610.33	Purchase of materials	<b>5,941.27</b>	3,440.81
			-	-	Sale of materials	<b>767.34</b>	515.24
			<b>228.10</b>	228.10	Investment	-	-
			<b>92,072.00</b>	100,647.00	Corporate Guarantees	-	-

9	Shri Bajrang Hydro Energy Pvt Ltd.	Company Under Control of KMP	<b>0.49</b>	0.49	Investment	-	-
10	Shimmer Investments Pvt Ltd.	Company Under Control of KMP	<b>282.23</b>	284.28	Investment	-	-
11	Shri Bajrang Ispat & Plywood Ltd.	Company Under Control of KMP	<b>161.09</b>	160.37	Investment	-	-
12	Swastik Mercantiles Ltd.	Company Under Control of KMP	-	-	Interest Received	-	226.45
			-	1,765.65	Loan Given	-	-

\* Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year

### 34 CONTINGENT LIABILITIES

(To The Extent Not Provided For)

(Amount in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
<b>Contingent Liabilities</b>		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees		
Bank Guarantees	-	35.00
Margin money of Rs. NIL (previous year Rs. 3.50 Lacs) deposited with bank.		
Bill Discounted Under LC	<b>339.31</b>	280.31
Corporate Guarantees on behalf of other companies	<b>92,072.00</b>	100,647.00
<b>TOTAL ::</b>	<b>92411.31</b>	<b>100962.31</b>

### 35 CAPITAL MANAGEMENT

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding

- Maintain financial strength to attain AAA ratings domestically and investment grade ratings internationally.
- Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.
- Probatively manage group exposure in forex, interest and commodities to mitigate risk to earnings.
- Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The gearing ratio at end of the reporting period was as follows.

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Non-Current Liabilities (Other than DTL)	-	518.35
Current maturities of Long Term debts	-	152.06
Gross Debt	-	670.41
Cash and Cash Equivalents	<b>8.39</b>	8.24
Net Debt (A)	<b>(8.39)</b>	662.17
Total Equity (As per Balance Sheet) (B)	<b>10,655.00</b>	8,671.01
<b>Net Gearing (A/B)</b>	<b>0.00</b>	<b>0.08</b>

### 36 FINANCIAL INSTRUMENTS

All financial instruments are initially recognized and subsequently re-measured at fair value as described below :

Fair Value measurement hierarchy:

<b>PARTICULARS</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
<b>Financial Assets</b>		
<b>At Amortised Cost</b>		
Trade Receivables	<b>1,249.10</b>	1,722.64
Cash and Bank Balances	<b>8.39</b>	11.74
Loans	<b>30.40</b>	1,789.21
Other Financial Assets	-	0.16
<b>At FVTPL</b>		
Investments	-	-
<b>At FVTOCI</b>		
Investments	<b>7,555.66</b>	5,734.82
<b>Financial Liabilities</b>		
Borrowings	<b>1,951.28</b>	2,494.50
Trade Payables	<b>974.09</b>	247.71
Other Financial Liabilities	<b>35.87</b>	178.30

### Foreign Currency Risk:

The following table shows foreign currency exposures in USD on financial instruments at the end of the reporting period. The exposure to foreign currency for all other currencies are not material.

<b>PARTICULARS</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
	<b>USD</b>	<b>USD</b>
Working Capital Demand	-	-
<b>Net Exposure</b>	<b>-</b>	<b>-</b>

The net exposures have natural hedges in the form of future foreign currency earnings and earnings linked to foreign currency for which the company may follow hedge accounting.

#### Interest Rate Risk

The exposure of the company's borrowing and derivatives to interest rate changes at the end of the reporting period are as follows

#### Interest Rate Exposure

(Amount in Lakhs)

PARTICULARS	As at 31 March 2019	As at 31 March 2018
Loans		
Long Term Floating Loan	-	518.35
Short Term Loan	1,951.28	1,976.15
<b>Total</b>	<b>1,951.28</b>	<b>2,494.50</b>

Impact on Interest Expenses for the year on 1% change in Interest rate

#### Interest rate Sensitivity

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Up Move	Down Move	Up Move	Down Move
Impact on Equity				
Impact on P & L	19.51	(19.51)	24.94	(24.94)
<b>Total Impact</b>	<b>19.51</b>	<b>(19.51)</b>	<b>24.94</b>	<b>(24.94)</b>

#### Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of raw material. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in raw material prices and freight costs.

The company's commodity risk is managed centrally through well-established trading operations and control processes. In accordance with the risk management policy, the Company carefully calibrates the timing and the quantity of purchase

#### Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises mainly from the outstanding receivables from customers.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. The credit ratings/market standing of the customers are evaluated on a regular basis.

#### Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities. The Company maintains adequate cash and cash equivalents alongwith the need based credit limits to meet the liquidity needs.

#### Hedge Accounting

The Company avails Foreign Currency Demand Loans from bank time to time to reduce the interest cost. The Company takes forward cover to hedge against the foreign currency risks. The amount of foreign currency risks and forward cover are as under:



	31 March 2019	31 March 2018
Foreign Currency Loan	NIL	NIL
Forward Cover	NIL	NIL

The forward cover was an effective hedge.

**37** The Company has only one primary segment i.e. Structural Rolling Mill. As such there is no other reportable segment as defined under Ind AS 108 "Operating Segment".

**38 DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186(4) OF THE COMPANIES ACT,2013.**

Loan given and Investments made are given under the respective heads.

Corporate Guarantees /Loans given by the Company in respect of loans as at 31st March, 2019

Sr. No.	Particulars	Name of Entity	Relations	Purpose	Amount (Rs. In Lakhs)
1	Guarantee Given	Shri Bajrang Power And Ispat Ltd.	Associate	Corporate Guarantee	92,072.00

All the above Corporate Guarantee/Loans have been given for business purpose.

**39 EVENTS AFTER THE REPORTING PERIOD**

Company has acquired 100% Equity Shares of Shri Bajrang Agro Processing Ltd. (formerly known as Shri Bajrang Steel & Power Ltd.) on 09th May 2019.

**40 APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved for issue by the board of directors on May 28th, 2019.

For and on behalf of the Board of Directors

As per our attached report of even date.

**(Anand Goel)**

Managing Director  
DIN: 00796135

**(Archit Goel)**

Chief Financial Officer  
PAN: ALRPG3265B

**For, S S S D & CO**

Chartered Accountants  
Firm Registration No. 020203C

**(Narendra Goel)**

Director  
DIN: 00115883

**(Nishant Agrawal)**

Company Secretary  
M.No. 40900

**(Vishnu Dutta Baghel)**

Partner  
Membership No. - 036035

**Raipur, 28th May, 2019**





**SHRI BAJRANG ALLOYS LIMITED**

Registered Office:521/C, Urla Industrial Complex, Urla, Raipur - 493221 (C.G.)  
E-mail : www.sbal@goelgroup.co.in | Website : www.sbal.co.in | CIN NO. : L27103CT1990PLC005964

**ATTENDANCE SLIP**

29TH ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 24TH, 2019 AT 09.00 A.M.

Folio No. \_\_\_\_\_ DP ID No.\* \_\_\_\_\_ Client ID No.\* \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

No. of Shares held \_\_\_\_\_

- \*1. Applicable for Members holding shares in electronic form.
- 2. Only Member/Proxy holder can attend the Meeting.
- 3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

**FORM NO. MGT-11  
PROXY FORM**

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

Name of the Company: **SHRI BAJRANG ALLOYS LIMITED**

Registered Office : **521/C, Urla Industrial Complex, Urla, Raipur (C.G.)-493221**

Name of the Member(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Folio No. / Client ID No. \_\_\_\_\_ DP ID No. \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint:

- 1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail id : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- 2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail id : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, September 24th, 2019 at 09.00 am at Raipur or at any adjournment thereof, in respect of the following Resolutions:

Sl. No.	Resolution
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31st March, 2019, including the Audited Financial Statement as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.
2	To appoint a Director in place of Shri Narendra Goel, Director (holding DIN: 00115883) of the Company who retires by rotation and being eligible, offers himself for re-appointment.
<b>Special Business</b>	
3	Ratification of Remuneration of Cost Auditors of the Company for the Year 2019-20
4	Approval for Increase in Salary of Shri Archit Goel and holding an Place of Profit in the Company.
5	Re-Appointment of Mr. Dinesh Kumar Agarwal (DIN: 00115941) as Independent Director.
6	Re-Appointment of Mr. Vikas Khedia (DIN: 01565046) as Independent Director.
7	To Approve Material Related Party Transactions.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

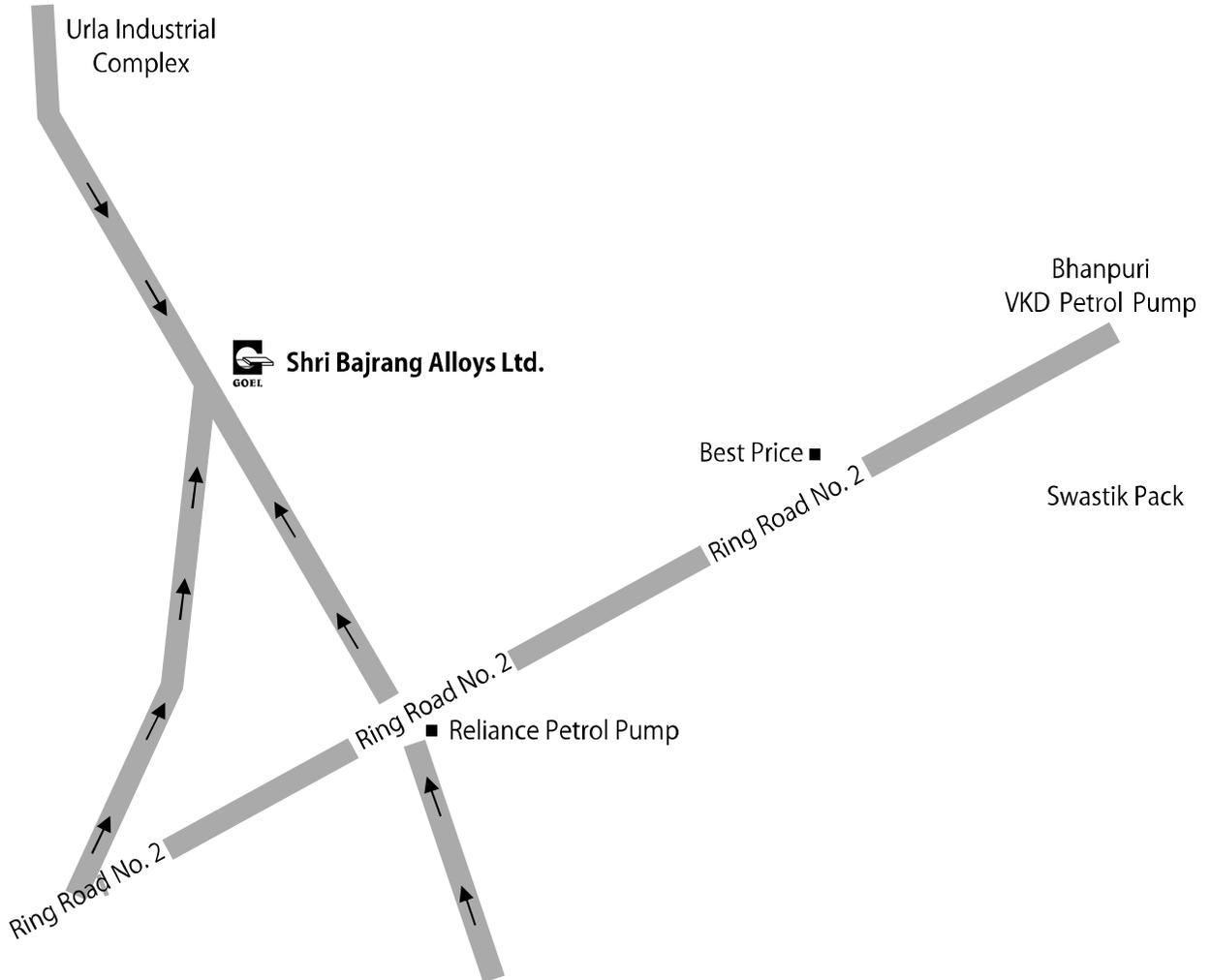


Signature of Shareholder : \_\_\_\_\_ Signature of Proxy holder \_\_\_\_\_

**Notes :-**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

## ROUTE MAP OF VENUE TO THE ANNUAL GENERAL MEETING



*Registered Office Address:-*



**Shri Bajrang Alloys Limited**

521/C, Urla Industrial Complex,  
Urla, Raipur (C.G.) - 493221

---

## SHRI BAJRANG ALLOYS LTD.

521/C, URLA INDUSTRIAL COMPLEX, URLA, RAIPUR 493 221 (C.G.) INDIA.

Ph. No. : (+91-771) 4288000 • Fax No. : (+91-771) 4288001

E-mail : [cs.sbal@goelgroup.co.in](mailto:cs.sbal@goelgroup.co.in) • Website : [www.sbal.co.in](http://www.sbal.co.in)

---