LLOYDS STEELS INDUSTRIES LIMITED

Corporate Office : 16th Floor, Trade World, 'C' Wing, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013.
Tel: 91-22-6291 8111, **E-mail :** infoengg@lloyds.in, website: www.lloydsengg.in, **CIN** : L28900MH1994PLC081235

PRRG/LSIL/NSEL/2020/57 10.08.2020

The National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

Sub: Submission of 26th Annual Report of Lloyds Steels Industries Limited for the Financial Year 2019-2020

Ref: Symbol: LSIL

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the 26th Annual Report of the Company alongwith the Notice of AGM for the financial year 2019-20.

The Annual Report containing the AGM Notice is also available on Company's website, at https://www.lloydsengg.in/content/Annual-Report-F_Y_2019-20.pdf

We request you to kindly take a note of the above on your records.

Thanking You,

Yours faithfully,
For Lloyds Steels Industries Limited

Ashok Tandon
Managing Director

LLOYDS STEELS INDUSTRIES LTD. MUMBAI 400 013

Encl: A/a.

Lloyds Steels Industries Limited

26th Annual Report
2019 - 20

www.lloydsengg.in

LLOYDS STEELS INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Tandon *(DIN: 00028301)*	*Managing Director*
Mr. Satyendra Narain Singh *(DIN: 00398484)*	*Independent Director*
Mr. Vishal Agarwal *(DIN: 00168370)*	*Independent Director* *(till 21.11.2019)*
Smt. Bela Sundar Rajan *(DIN: 00548367)*	*Independent & Women Director*
Mr. Rajashekhar Mallikarjun Alegavi *(DIN: 03584302)*	*Non-Executive Director*
Mr. Ananthsubramanian Lakshman *(DIN: 0008648489)*	*Additional Non-Executive Independent Director* *(w.e.f. 24.01.2020)*

CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Mr. P.R. Ravi Ganesan

AUDITORS

Statutory Auditors:
M/s. Todarwal & Todarwal LLP,
12, Maker Bhavan No.3,
1st Floor, 21, New Marine Lines,
Mumbai – 400 020
Maharashtra

Secretarial Auditors:
M/s. H.Maheshwari & Associates,
(Formerly AKM & Associates),
D-213, Shanti Plaza,
Balaji Nagar Station Road,
Near Bhayander Railway Station,
Bhayander (W),
Dist. Thane -401 101

Cost Auditors:
M/s. Manisha & Associates,
238, Shri Ram Shyam Towers,
2nd Floor, Near N.I. T Sadar,
Nagpur – 444 001
Maharashtra

Internal Auditors:
M/s. ASB & Company,
208, 2nd Floor, Kailash Tower,
Opp. Durgapura Bus Stand,
Tonk Road, Jaipur – 302 015

CORPORATE IDENTIFICATION NUMBER

CIN: L28900MH1994PLC081235

BANKERS

HDFC Bank Limited
State Bank of India
Union Bank of India
Bank of Maharashtra

REGISTERED OFFICE

Plot No. A-5/5, MIDC Industrial Area, Murbad,
Dist. Thane – 421 401 – Maharashtra

WORKS

Plot Nos. A-5/4, A-5/5 & A-6/3, MIDC Industrial Area,
Murbad, Dist. Thane – 421 401 – Maharashtra

CORPORATE OFFICE

Trade World, "C" Wing, 16th Floor,
Kamala City, Senapati Bapat Marg,
Lower Parel, (West), Mumbai – 400 013
Tel. +91 6291 8111
E-Mail: infoengg@lloyds.in

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400 059
Tel. +91 22 6263 8222/223/236
Fax +91 22 6263 8299
E-Mail: investor@bigshareonline.com

CONTENTS	PAGE NO.
Notice	3
Directors' Report	11
Corporate Governance Report	18
Auditors' Report	39
Balance Sheet	44
Profit & Loss Account	45
Cash Flow Statement	47
Note to Financial Statements	48

26th Annual General Meeting

Date: Tuesday, 8th September, 2020
Time: 11.30 A.M.

Through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of the **Lloyds Steels Industries Limited** will be held on **Tuesday, 8th September, 2020 at 11.30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, consisting Profit & Loss Account for the year ended 31st March, 2020 and Balance Sheet as on 31st March, 2020 alongwith the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ashok Tandon (DIN: 00028301), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of Remuneration of Cost Auditor.**

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

   "**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Manisha & Associates, Cost Accountants, Nagpur (Firm Registration No. 000321), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021, amounting to Rs.35,000/- (Rupees Thirty Five Thousand only) plus Goods and Service Tax and reimbursement of out of pocket expenses be ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution".

4. **To appoint Mr. Ananthsubramanian Lakshman as an Independent Director of the Company.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Ananthsubramanian Lakshman** (DIN: 08648489), who was appointed as an Additional Non-Executive Independent Director by the Board of Directors with effect from 24th January, 2020 and who holds office till the date of current Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

   RESOLVED FURTHER THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and the 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), the appointment of Mr. Ananthsubramanian Lakshman (DIN:08648489) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 24th January, 2020 to 23rd January, 2025, be and is hereby approved.

By Order of the Board
For **Lloyds Steels Industries Limited**

Sd/-

Date: 19th June, 2020 — **P.R. Ravi Ganesan**
Place: Mumbai — **Company Secretary**

NOTES:

1. The Annual General Meetig (AGM) will be held on Tuesday, 8th September, 2020 at 11.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on the email ID prraviganesan@lloyds.in, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.

5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:

   - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.

   - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email ID investor@bigshareonline.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act 2013.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 22.

8. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the Members to submit questions if any atleast 10 days in advance relating to the business specified in this Notice of AGM on the E-mail ID prraviganesan@lloyds.in

9. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

10. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

11. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in Electronic Mode can send an e-mail to prraviganesan@lloyds.in

12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21.

13. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 2nd September, 2020 to Tuesday, 8th September, 2020 (both days inclusive**).

14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. The Annual Report alongwith the Notice of AGM will be placed on the Company's website on www.lloydsengg.in

16. Members desiring any information as regards to Accounts or any other matter to be placed at the AGM, are requested to write 10 days in advance to the Company through email on prraviganesan@lloyds.in. The same will be replied by the Company suitably.

17. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.

18. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

19. Shareholder's of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **7th August, 2020** will receive Annual Report for the financial year 2019-20 through electronic mode only.

20. As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose e-mail ID's are registered with the Registrar and Share Transfer Agent of the Company/Depository Participant.

21. **Information and other instructions relating to e-voting are as under:**

    a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system.(**'remote e-voting'**) or e-voting on the date of the AGM that will be provided by CDSL.

    b. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.

    c. The Board of Directors of the Company has appointed M/s. K.C. Nevatia & Associates, Practicing Company Secretaries (C.P.No.2348), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

    d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **1st September, 2020.**

    e. 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. **1st September, 2020** only shall be entitled to avail the facility of remote e-voting OR e-voting at the AGM.

    f. The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.lloydsengg.in.** The results shall simultaneously be communicated to the Stock Exchange.

    g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e **8th September, 2020**.

    h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

<u>The instructions for shareholders voting electronically are as under:</u>

i. The voting period begins on **4th September, 2020 at 9.00 a.m. and ends on 7th September, 2020 at 5.00 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 of **1st September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.

iii. Click on "**Shareholders**" tab.

iv. Now Enter your User ID

    a. For CDSL: 16 digits beneficiary ID;

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with 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. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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 Member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "**SUBMIT**" tab.

ix. 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.

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

xi. Click on the EVSN for "**LLOYDS STEELS INDUSTRIES LIMITED**" on which you choose to vote.

xii. 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.

xiii. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.

xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. 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 users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the Mobile App while voting on your mobile.

xix. **Note for Non-Individual Shareholders and Custodians.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian 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 e-mailed 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services ((India) Limited (CDSL), A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel, (East) Mumbai 400 013 or send an e-mail to helpdesk.evoting@cdslindia.com OR call 1800225533

The Instructions for Members for e-Voting on the day of the AGM are as under:

(i) The procedure for E-Voting is same as the instructions mentioned above for remote e-voting.

(ii) Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

(iii) Members who have voted through Remote E-Voting will be eligible to attend the AGM and participate there at. However, they will not be eligible to vote at the AGM. In case any Member, who had voted through Remote E-Voting, casts his vote again at the E-Voting provided during the AGM, then the Votes cast during the AGM through E-Voting shall be considered as invalid.

(iv) Members are requested to follow the instructions, if any, provided during the currency of the AGM for E-Voting.

(v) The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same person mentioned for Remote e-voting.

Process for those shareholders whose e-mail addresses are not registered with the depositories for obtaining login credentials for E-voting for the Resolutions proposed in this Notice:

(i) For Physical Shareholders**:-** Please provide necessary details like Folio No., Name of Shareholder, Scanned copy of the share certificate (front & back), PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to our RTA Bigshare Services Private Limited on their e-mail ID investor@bigshareonline.com

(ii) For Demat Shareholders:- Please provide Demat Account details (CDSL-16 digit beneficiary ID or NSDL -16 digit DPID + CLID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to our RTA Bigshare Services Private Limited on their e-mail ID investor@bigshareonline.com

(iii) The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

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

a) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the AGM through VC/OAVM can apply at infoengg@lloyds.in, prraviganesan@lloyds.in requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.

b) Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.

c) Members who are desirous of attending the AGM may send their request by 26th August, 2020. On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs latest by 6th September, 2020 This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered email id of the member only after successful registration with the Company.

d) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

e) In case of Android/I phone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

f) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

h) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

i) Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote there at.

23. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

24. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling AGM has been uploaded on the website of the Company at www.lloyds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.connect2nse.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

25. **Investor Grievance Redressal**:- The Company has designated an e-mail ID prraviganesan@lloyds.in, infoengg@lloyds.in to enable investors to register their complaints, if any.

26. The details of Director's Appointment or Re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India are as below:

a) Mr. Ananthsubramanian Lakshman, Independent Director

Name of Director	Mr. Ananthsubramanian Lakshman
DIN	08648489
Date of Birth (Age)	19/06/1949
Age	71 Yrs.
Date of first Appointment on Board	24th January, 2020
Qualifications	B.Sc (Science)
A Brief Resume of the Director & Nature of his Expertise in Specific Areas:	Mr. Ananthsubramanian Lakshman is an experienced Banking Professional, who had joined the Reserve Bank of India in 1970 and after serving 8 years at Reserve Bank of India (RBI), was deputed to Industrial Development Bank of India (IDBI) which was a subsidiary of the Reserve Bank of India. Shri. Ananthsubramanian Lakshman during his 29 years meritorious service with RBI/IDBI has appraised more-than 100 medium sized and large projects in Steel, Cement, Textiles and Infrastructure and handled Merchant Banking Division as well as Investor Relations during his tenure at IDBI.
Directorships held in other Listed Entities.	**NO**
Memberships /Chairmanships of Committees of other Listed Entities (includes only Audit Committee and Stakeholders' Relationship Committee.)	**NO**
Number of shares held in the Company	**Nil**
Terms and Conditions of Appointment	Non-Executive Director – Independent Director, not liable to retire by rotation.

b) Mr. Ashok Tandon, Managing Director

Name of Director	Mr. Ashok Tandon
DIN	00028301
Date of Birth (Age)	13.10.1958
Age	61 Yrs.
Date of first Appointment on Board	20.01.2016
Qualifications	B.E (Mechanical)
A Brief Resume of the Director & Nature of his Expertise in Specific Areas:	Mr. Ashok Tandon has done B.E. (Mechanical) from SGS Institute of Technology & Service. He is aged about 61 years and having 41 years of experience in Engineering field. He has unique exposure of diversified working with different organization such as Hindustan Petroleum Corporation Ltd., Ispat Industries Limited and various other organizations in the past. At present, Managing Director of the Company. He was appointed as an Additional Director on 15th January 2014 and subsequently regularized as Director of the Company by the Members at their meeting held on 30th September, 2014. He is responsible for the overall affairs and the operation of the Company and designated as Managing Director since January 2016. He is responsible for day to day affairs of the Company.
Directorships held in other Listed Entities.	**NO**
Memberships/Chairmanships of Committees of other Listed Entities (includes only Audit Committee and Stakeholders' Relationship Committee.)	**NO**
Number of shares held in the Company	**Nil**
Terms and Conditions of Appointment.	The terms and conditions of appointment including the remuneration and allowances/ perquisites will remain unchanged as approved by the members in the 25th AGM dated 19.08.2019.

Note: *For other details such as number of Board Meetings attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Director - please refer to the Board's Report and the Corporate Governance Report.*

27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By Order of the Board
For Lloyds Steels Industries Limited

Sd/-
P.R. Ravi Ganesan
Company Secretary

Date: 19th June 2020
Place: Mumbai

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

Annexed to the Notice convening the Twenty Sixth Annual General Meeting scheduled to be held on Tuesday, 8th September, 2020.

The following Statement sets out all material facts relating to the Ordinary and Special Business mentioned in the accompanying Notice:

Item No. 3

The Board of Directors, at its Meeting held on 19th June, 2020, upon the recommendation of the Audit Committee, approved the appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending on 31st March, 2021, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 35,000 (Rupees Thirty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses, if any).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2021.

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

The Board recommends the **Ordinary Resolution** set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4:

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, vide its Resolutions dated 24th January, 2020 appointed Mr. Ananthsubramanian Lakshman (DIN: 0864848900 as an Additional Non-Executive Independent Director of the Company with effect from 24th January, 2020, who holds office upto the date of this AGM.

Mr. Ananthsubramanian Lakshman has given declaration to the Board of Directors of the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Ananthsubramanian Lakshman to be appointed as an Independent Director of the Company as per the relevant provisions of the Companies Act, 2013. Further, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Ananthsubramanian Lakshman is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

A copy of the draft letter for appointment of Mr. Ananthsubramanian Lakshman setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No.11 of this Notice.

Mr. Ananthsubramanian Lakshman, B.Sc (Science) Graduate, aged 71 years is an experienced Banking Professional, who had joined the Reserve Bank of India in 1970 and after serving 8 years at Reserve Bank of India (RBI), was deputed to Industrial Development Bank of India (IDBI) which was a subsidiary of the Reserve Bank of India.

Mr. Ananthsubramanian Lakshman during his 29 years meritorious service with RBI/IDBI has appraised more-than 100 medium sized and large projects in Steel, Cement, Textiles and Infrastructure and handled Merchant Banking Division as well as Investor Relations during his tenure at IDBI.

Mr. Ananthsubramanian Lakshman, after voluntary retirement from IDBI in 2007 as General Manager, worked in UK as Consultant for 3 years.

Mr. Ananthsubramanian Lakshman being an experienced professional will be valuable to our Company's Board.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting

The Board of Directors recommends the passing of the ordinary resolution as set out in Item No. 4 of the Notice for your approval.

Except Mr. Ananthsubramanian Lakshman being appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

By Order of the Board
For **Lloyds Steels Industries Limited**

Sd/-
P.R. Ravi Ganesan
Company Secretary

Date: 19th June, 2020
Place: Mumbai

E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059.

UNIT – LLOYDS STEELS INDUSTRIES LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through Electronic Mode by Company

We hereby register our E-mail ID for the purpose of receiving the Notices, Annual Reports and other documents / information in Electronic Mode to be sent by the Company.

Folio No.	
E-mail ID	
Name of the First/ Sole Shareholder	
Signature	

Note:- Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Company's Twenty Sixth Annual Report and the Company's Audited Financial Statements for the Financial Year Ended 31st March, 2020.

1. FINANCIAL HIGHLIGHTS:

The Company's financial highlights for the year ended 31st March, 2020 is summarized below:

(Rs. in Lakhs)

Particulars	Current Year 2019-20	Previous Year 2018-19
Income from Operations	**11,446.48**	9,771.78
Other Income	**829.87**	1,003.67
Total Income	**12,276.35**	10,775.45
Profit before Interest, Depreciation & Tax	**538.95**	454.48
Less : Finance Cost	**54.46**	33.18
Depreciation	**157.20**	105.37
Profit/(Loss) before tax	**327.29**	315.93
Less: Tax Expenses (Net)	**78.24**	28.43
Profit/(Loss) for the Year	**249.05**	287.50
Other Comprehensive Income (Net)	**36.33**	(18.42)
Total Comprehensive Income	**285.38**	269.08

2. PERFORMANCE 2019-20:

During the year under review, the Company achieved a turnover of Rs.11,446.48 Lakhs as compared to Rs. 9,771.78 Lakhs in the previous year. The operating EBIDTA for the year is Rs.538.95 Lakhs as against Rs.454.48 Lakhs in the previous year. The Company has posted a Profit Before Tax of Rs.327.29 Lakhs during the year as against Rs.315.93 Lakhs in the previous year after providing depreciation of Rs.157.20 Lakhs (Previous Year Rs.105.37 Lakhs) and has posted a Profit of Rs.249.05 Lakhs as against Rs. 287.50 Lakhs in the previous year after considering tax expenses (Net) of Rs.78.24 Lakhs (previous year Rs.28.43 Lakhs). The total Comprehensive Income for the current year is Rs.285.38 Lakhs as against Rs.269.08 Lakhs in the previous year after considering Other Comprehensive Income of Rs.36.33 Lakhs (Previous Year Other Comprehensive loss Rs.18.42 Lakhs).

3. TRANSFER TO RESERVE:

The Company do not propose to transfer any amount to any reserve.

4. DIVIDEND:

In order to conserve the resources, the Board of Directors has not recommended any dividend for the year ended 31st March, 2020.

5. MANAGEMENT DISCUSSION AND ANALYSIS:

The core business of the Company is Design, Engineering, Manufacturing, Fabrication, Supply, Erection and Commissioning of all types of Mechanical, Hydraulic, Structural, Process Plants, Metallurgical, Chemical Plants Equipments including Marine Loading/ Unloading Arms, Truck/Wagon Loading/Unloading Arms, Columns, Pressure Vessels, Dryers, Boilers, Power Plant, Steel Plant Equipments, Capital Equipments and execution of Turnkey and EPC projects.

The Company has collaboration agreements with L3 Calzoni s.r.l., Milano, Italy for Fin Stabilizers and Steering Gears with Controls for Indian Naval Ships and Indian Coast Guard Ships. The Company has arrangement with Technip FMC, France (earlier FMC Technologies SA) for Marine, Truck/Wagon Loading Arms and Piggable Systems.

During the current financial year, the Company has executed orders/jobs by supplying critical equipments such as Column, Pressure Vessels, Digester Vessels, Dryers, Boiler Package, spares, carried out erection, installation and commissioning work and provided technical services (including repairing, overhauling, upgradation and erecting Marine/LPG Loading Arms) to various Public and Private Sector Companies and Government Bodies /Agencies in diversified areas and fields broadly covering Refinery & Petroleum, Oil & Gas, Power, Steel Plant Equipments, Mining, Nuclear Projects, Ports and Naval Shipyard amongst others.

The indigenously built Steering Gear Controls supplied by the Company for INS Pralay and INS Betwa in the last financial year were commissioned during the current financial year and the ships have started sailing in the sea.

The Company is approved for its engineering skills/ works/services by various premier consulting companies and Inspection Agencies such as Engineers India Ltd., (EIL), MECON, LRIS, BVIS, PDIL amongst various other agencies.

The Company's works has been approved by Industrial Boiler Regulatory Authority (IBR). The company has further been approved for ISO 9001:2015 by SGS UK for Design, Manufacture and Supply of Equipment for Industrial Sector – Hydrocarbon, Nuclear Power, Space, Defence, Process plants, Loading/Unloading Arms, Steel Plant, Boiler and Boiler Equipment. The Company's Fabrication Shop at Murbad has been approved by the Petroleum and Explosives Safety Organisation (PESO) under the Ministry of Commerce and Industry for Fabrication of Non-Cryogenic Pressure Vessels.

The Company continues to have Certificate of Authorization by the American Society of Mechanical Engineers **(ASME)** and use of the Certification Marks **"U", "U2" and "S"** for manufacture of pressure vessels and manufacture and assembly of power boilers in the Companies Works and field sites.

The Company continues to participate in the tenders of various Public and Private Sector Companies, Government Organisations, Navy, Ports, and has secured reasonable orders during the financial year and actively looking for obtaining further orders/execution of works in India and Abroad.

a. Engineering Industry and Business Overview:

Though the prospects of Indian Engineering Industry was expected to improve in view of reforms undertaken by the Government of India in the Hydro Carbon and Infrastructure Sectors, the sudden Covid-19 pandemic has adversely affected the overall industrial scenario and business prospects as the expansion plans of various industries is expected to be on slow track and competition for securing orders would be severe on account of the expected recession in the economy.

b. Risk & 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 on account of severe competition coupled with the effect of Covid-19. We are up-grading our skills, modernization and cost saving to the extent possible. Risk and concerns are being addressed on a continuous basis.

c. Internal Control System and Audit:

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 periodically reviewed.
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.

d. Human Resources and Industrial Relations:

The Industrial Relations in the company's units located at Murbad during the year under review was cordial. Human Resources Department ("HRD") works continuously for maintaining healthy working relationship with the workers and other staff members. The underlying principle is that workers and staff at all levels are equally instrumental for attaining the Company's goals. Training programmes are regularly conducted to update their skills and apprise them of latest techniques. Senior Management is easily accessible for counseling and redressal of grievances if any. The HR Department strives to maintain and promote harmony and co-ordination amongst Workers, Staff and Members of the Senior Management.

e. Cautionary Statement:

The Management Discussion and Analysis describe Company's projections, expectations or predictions and are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments, the Covid-19 pandemic and other related and incidental factors.

6. SUBSIDIARY & CONSOLIDATED FINANCIAL STATEMENTS:

The Company is not required to consolidate its financial statements for the year ended 31st March, 2020 as the Company doesn't have any subsidiary, Associates and joint ventures companies.

7. SHARE CAPITAL:

During the financial year under review, there is no change in the capital structure of the Company and accordingly, the issued, subscribed and paid-up share capital of the company stand at Rs.89,86,98,382 as on 31st March, 2020.

8. NATURE OF BUSINESS ACTIVITIES AND CHANGES THEREOF:

During the financial year 2019-2020 under review, there are no changes in the nature of business activities of the Company.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

The Covid-19 pandemic and the lockdown enforced by the Government from 24th March, 2020 and still continuing as on date of this report has seriously impacted the delivery schedules of various orders/jobs under execution by the Company and consequently has affected the cash flow and financial position of the Company.

10. PUBLIC DEPOSIT.

Your Company has neither invited nor accepted public deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

11. DETAILS OF TOTAL FEES PAID TO THE STATUTORY AUDITORS, COST AUDITORS AND SECRETARIAL AUDITORS:

The details of total fees for all services paid by the Company on a consolidated basis for the Statutory Audit, Cost Audit and Secretarial Audit are as follows:

(Rs. In Lakhs)

Type of Service	2019-20	2018-19
Statutory Audit Fees	1.50	1.50
Tax Audit Fees	0.50	0.50
Cost Audit Fees	0.35	0.30
Secretarial Audit Fee	0.30	0.30
Total	2.65	2.60

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL.

The Board of the Company comprises an optimum combination of executive and non-executive Independent Directors.:

Name of Director	Category and Designation
Mr. Ashok Tandon	Managing Director
Smt. Bela S. Rajan	Non-Executive Independent Women Director
Mr. S. N. Singh	Non-Executive Independent Director
Mr. Vishal Agarwal*	Non-Executive Independent Director
Mr. R.M. Alegavi	Non-Executive Non-Independent Director
Mr. A.Lakshman**	Additional Non-Executive Independent Director

** Mr. Vishal Agarwal has resigned from the Board on 21.11.2019.*

*** Mr. A. Lakshman was appointed on 24th January, 2020 as an Additional Non-Executive Independent Director in the Board of the Company who shall hold office upto the date of the ensuing Annual General Meeting of the company.*

Skills, Competence and Expertise of the Board:

The Board has core skills, expertise and competence in various fields such as Engineering, Technology, Sales and Business Development, Commercial, Accounting & Finance, Legal, Public Relations amongst others. The Directors have experience in serving on the Board of different Companies and thus possess analytical skills, awareness of existing law, policies and statutory compliances, preparing strategies and have insights about Corporate Governance, Management Responsibility and Stakeholders Interest amongst other qualities which are applied to the advantage of the Company.

In pursuant to provisions of Section 203 of the Companies Act, 2013 read with the applicable rules and other applicable provisions of the Companies Act, 2013, the designated Key Managerial Personnel (KMP) of the Company as on 31st March, 2020 are as follows:

Name of KMP	Category and Designation
Mr. Ashok Tandon	Managing Director
Mr. P.R. Ravi Ganesan	CFO & Company Secretary

a. **Declaration by Independent Directors:** All Independent Directors have given declarations under section 149 (7) that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. **Familiarization Programme for Independent Directors:** The Company has formulated a Programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities, nature of the industry in which the Company operates, the business model of the Company etc. The details of the Familiarization Programmes as conducted by the Company during the last fiscal are available on the website of the Company (www.lloydsengg.in). However during the year under review, there was no change in the nature of business of the company and its business vertical/structure/operational strategy, etc., which would have necessitated fresh Familiarization Programme for Independent Directors.

c. **Statement of Board of Directors:** The Board of Directors of the Company are of the opinion that the Independent Directors of the Company appointed during the year possesses integrity, relevant expertise and experience required to best serve the interest of the Company.

13. DISCLOSURE RELATED TO BOARD AND CORPORATE GOVERNANCE:

a. **Number of Meetings of the Board:** Total 4 (Four) Board Meetings were held during the financial year 2019-20 as required u/s 134 (3) (b) of the Companies Act, 2013 are as under:

Date of Board Meetings	Purpose
26th April, 2019	Financial Results & General Purpose
29th July, 2019	Financial Results & General Purpose
7th November, 2019	Financial Results & General Purpose
24th January, 2020	Financial Results & General Purpose

In respect of such meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolutions were passed by the Company during the financial year under review.

b. **Committees of the Board:** The detailed information with regard to the composition of Board and its Committee(s) and their respective meetings etc. are stated in the Corporate Governance Report of the Company which forms part of this Annual Report.

c. **Corporate Governance:** The Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with. The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed hereto and marked as **'Annexure-A'** and forms part of this report.

d. **Performance Evaluation of the Board and it's Committee(s):** The Board has carried out an annual performance evaluation of its own performance and that of its Committees and individual directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

e. **Meeting of the Independent Directors:** During the year under review, the Independent Directors met on 24th January, 2020, inter alia, to:

i) Review the performance of Non Independent Directors and the Board of Directors as a whole;

ii) Review the performance of the Managing Director of the Company taking into account the views of the Directors;

iii) Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this meeting. The observations made by the Independent Directors have been adopted and implemented.

14. DIRECTORS' RESPONSIBILITY STATEMENT.

Pursuant to Section 134(5) of the Companies Act 2013, your Directors state that:

1. in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed and there are no material departures from the same;

2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;

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

4. the Directors have prepared the annual accounts on a 'going concern' basis;

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

6. the Directors have devised proper systems and controls to ensure compliance with the provisions of all applicable laws and that such systems and controls are adequate and operating effectively.

15. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, which is required to be given pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules, 2014 is annexed hereto marked as **'Annexure-B'** and forms part of this report.

16. EXTRACT OF THE ANNUAL RETURN:

The Extract of the Annual Return (Form No.MGT-9) as on 31st March, 2020 pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 (as amended by Companies (amendments) Act, 2017 is furnished in the **'Annexure – C'** attached to this report, which forms an integral part of this report.

17. VARIOUS POLICIES OF THE COMPANY.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has formulated, implemented and amended (as per the Companies (amendments) Act, 2017, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019) and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and various policies and the Amended copy of all such Policies are available on Company's website (www.lloydsengg.in) under the Policies sub-caption of the Investor Caption. The policies are reviewed periodically by the Board and updated based on need and requirements.

Name of the Policy	Brief Description
Whistle Blower or Vigil Mechanism Policy	The policy is meant for directors, employees and stakeholders of the Company to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics amongst others.
Policy for Related Party Transactions	The policy regulates all transactions taking place between the Company and its related parties in accordance with the applicable provisions.
Policy for Preservation of Documents	The policy deals with the retention of corporate records of the Company.
Policy for Determination of Materiality of Events	This policy applies for determining and disclosing material events taking place in the Company.
Code of Conduct for Director(s) and Senior Management Personnel	The Policy is aimed to formulate a Code of Conduct for the Directors and Senior Management Personnel to establish highest standard of their ethical, moral and legal conduct in the business affairs of the Company.
Nomination and Remuneration Policy	The policy formulates the criteria for determining qualifications / competencies / positive attributes and independence related to the appointment, removal and remuneration of a Director (Executive / Non-Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees covered under the prescribed criteria, if any.
Code of Conduct for Prohibition of Insider Trading	The Policy provides framework for dealing with the securities of the Company in mandated manner.
Risk Management Policy	The Risk Management Policy by the Company is in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company.
Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI")	The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("PIT Amendment Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In pursuant to this regulation, the Company has adopted the Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI").
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was revised pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 to include therein the policy for determination of "Legitimate purposes for sharing UPSI"

18. AUDITORS:

The matters related to Auditors and their Reports are as under:

(A) Statutory Auditor: Pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder, the Board of Directors appointed M/s. Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W), as the Statutory Auditors of the Company for a period of five financial years from 01.04.2014 to 31.03.2019 and the shareholders have accorded their approval in the AGM held on 30th September 2014. M/s. Todarwal & Todarwal, Chartered Accountants converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as M/s. Todarwal & Todarwal LLP (Firm Regn. No.W100231) with effect from 14th July, 2017.

The five year term of Statutory Auditors expired on 31.3.2019 and as per the provision of Section 139 of the Companies Act, 2013 read with Rule 3(7) of Companies (Audit and Auditors) Rules 2014, they were eligible to be reappointed for a further period 3 years. Accordingly, the Board approved and recommended their reappointment for further period of 3 years beginning from 2019-20 to 2021-22 and the same was approved by the shareholders in the Annual General Meeting held on 19th August,2019.

(B) Audit Report: During the year 2019-20, no frauds have either occurred or noticed and/or reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).

The observations, if any, made by the Statutory Auditors in their Audit Report read with the relevant notes thereof as stated in the Notes to the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 are self explanatory and being devoid of any reservation(s), qualification(s) or adverse remark(s) etc and do not call for any further information(s)/ explanation(s) or comments from the Board under Section 134(3)(f)(i) of the Companies Act, 2013.

(C) Secretarial Auditor: Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, The Board has re-appointed M/s. H. Maheshwari & Associates, (Formerly AKM & Associates) Practicing Company Secretary (Membership No. ACS 26145 and Certificate of Practice No.10245) as the Secretarial Auditor of your Company to conduct Secretarial Audit for the financial year 2020-21.

(D) Secretarial Audit Report: Secretarial Audit Report as issued by the Secretarial Auditor, in Form No. MR-3 for the financial year 2019-20 is annexed herewith vide **'Annexure - D'** and forms integral part of this Annual Report. The said Secretarial Audit Report being devoid of any reservation(s), adverse remark(s) and qualification(s) etc. do not call for any further explanation(s)/ information or comment(s) from the Board under Section 134(3) (f)(ii) of the Companies Act, 2013.

(E) Cost Auditor: In terms of Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s. Manisha & Associates as the cost auditors of the Company for the year ending March 31, 2021.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company. Accordingly, appropriate resolution forms part of the Notice convening the AGM. M/s. Manisha & Associates have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years.

The Company has maintained such accounts and records as per the aforesaid provisions and further has filed Cost Audit Report for the financial year ended 31.03.2019 with the Central Government in XBRL Mode within the time limit prescribed under the Companies Act, 2013.

19. PERSONNEL/PARTICULARS OF EMPLOYEES:

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite details are annexed herewith vide '**Annexure-E'** and are also available at the Registered Office of the Company for inspection during its business hours up to the date of AGM and any member interested in obtaining such information may directly write to the Company Secretary of Company and the same shall be provided on such request.

20. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED:

There are no investments made pursuant to Section 186 of the Companies Act, 2013. The Company has not given any guarantee or provided security during the year under review. The particulars of loans and advances given by the Company during the financial year 2019-20 are stated in Notes to the Audited Financial Statements of the Company as annexed to this Annual Report.

21. PARTICULARS OF CONTRACT(S) / TRANSACTION(S) / ARRANGEMENT(S) WITH RELATED PARTIES:

The Company has not entered into any Related Party Contract(s)/ Transaction(s)/Arrangement(s) during the financial year 2019-20 pursuant to Section 188 (2) of the Companies Act 2013. Further, in accordance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there were no materially significant related party contract(s)/ transaction(s)/arrangements entered by the Company which may have a potential conflict with the interest of the Company during the financial year. The Policy on dealing with Related Party Transactions has been placed on the Company's website and can be accessed at www.lloydsengg.in

22. LISTING OF SHARES:

The Equity Shares of the Company are continued to be listed and actively traded on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE). The listing fees payable for the financial year 2020-2021 has been paid to both the Stock Exchanges (BSE & NSE).

23. DEMATERIALIZATION OF SHARES:

As on 31st March 2020, there were approximately **89,03,77,874** Equity Shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents about **99.07%** of the total issued, subscribed and paid-up capital of the Company.

24. SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE:

Your Director's state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under the aforesaid Act.

25. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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 weaknesses in the design or operation were observed.

26. INVESTOR SERVICES:

The Company and its Registrar M/s. Bigshare Services Private Limited who is looking after the Physical as well as Demat work and also shareholders correspondence in terms of SEBI directions for having a common Registrar and Share Transfer Agent, endeavored their best to service the Investors satisfactorily. Your Company has constituted a Committee comprising three Independent Directors of the Company to redress the investor grievances and the Committee met during the year to assess and note the complaints received and attended by the Company and Registrar & Share Transfer Agent.

27. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company confirms Compliance with the applicable requirements of Secretarial Standards 1 and 2.

28. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/ activities pertaining to these matters during F.Y. 2019-20:

a) Issue of equity shares with differential rights as to dividend, voting or otherwise.

b) Issue of shares (including sweat equity shares and ESOP) to employees of the Company under any scheme.

c) Instances with respect to voting rights not exercised directly by the employees of Company.

d) Neither the Managing Director nor the CFO of the Company receives any remuneration or commission from any other Company.

e) No significant or material orders were passed by the Regulators or Courts or Tribunals which can impact the going concern status and Company's operations in future.

f) No fraud has been reported by the Auditor in their Audit Report for F.Y. 2019-20, hence the disclosure u/s 134(3) (ca) is not applicable.

29. ENCLOSURES:

a. Annexure – A: Corporate Governance Report;

b. Annexure–B: Report on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo;

c. Annexure – C: Extract of Annual Return as of 31st March, 2020 in the prescribed Form No.MGT-9

d. Annexure - D: Secretarial Auditors Report in Form No. MR-3;

e. Annexure – E: Details of Personnel/Particulars of Employees.

30. ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation and gratitude for the assistance and generous support extended by all Government Authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your Directors wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the company while discharging their duties.

For and on behalf of the Board
Lloyds Steels Industries Limited

Sd/-

Date : 19th June 2020 **Ashok Tandon**
Place: Mumbai **Managing Director**

ANNEXURE - A

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2019-20

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operation and all its interactions with the stakeholders including shareholders, employees, customers, government and suppliers.

2. BOARD OF DIRECTORS

(a) Size and Composition of the Board

The Board of Directors of the Company comprises of Five (5) members, out of which One (1) is Managing Director, Two (2) are Non-Executive & Independent Directors, One (1) is Additional Non-Executive & Independent Director and One (1) is Non Executive Director. None of the Directors on the Board holds Directorships in more than ten Public Limited Companies. Further, none of them is a Member of more than ten Committees or Chairman of more than five Committees across all Public Limited Companies in which he/she is a director. The necessary disclosures regarding Committee positions have been made by the Directors. None of the Directors are related to each other.

(b) Memberships of other Boards / Board Committees

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below in **Table - 1**:

Sr. No	Name and Designation (DIN)	Status/ Category	Attendance in FY 2019-20		Number of Directorships In other Companies		Committee Membership and Chairmanship in other Public Ltd. Co. $		Shareholding in the Company
			Board Meetings (4 Meetings held)	AGM	Private	Public	Chairmanship	Membership	
1.	Mr. Ashok Tandon (00028301)	Managing Director	4	Yes	1	-	-	-	-
2.	Mr. Vishal Agarwal (00168370)*	Independent Director	3	Yes	1	1	-	-	-
3.	Mr. S. N. Singh (00398484)	Independent Director	4	No	-	1	-	-	-
4.	Mrs. Bela Sundar Rajan (00548367)	Independent Director	3	Yes	5	-	-	-	-
5.	Mr. Rajashekhar M. Alegavi (03584302)	Non-Executive Director	4	N.A	4	1	-	-	-
6.	Mr. A Lakshman (08648489)**	Additional & Non-Executive Independent Director	1	N.A.	-	-	-	-	-

Note:

$ Includes only Audit Committee and Shareholders'/Investors' Grievance Committee in all public limited companies (whether listed or not) and excludes private limited companies, foreign companies and Section 8 companies.

**Mr. Vishal Agarwal Resigned as Independent Director due to personal reasons w.e.f. 21.11.2019.*

*** Mr. A Lakshman was appointed as an Additional Non-Executive Independent Director and committee member in Audit Committee, Nomination and Remuneration committee and stakeholders relationship committee w.e.f 24.01.2020.*

The information as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being made available periodically to the Board.

The Board periodically reviews the compliance status of the Company. The company has adopted the Code of Conduct for Executive Directors, Senior Management Personnel and other executives of the company.

The company has received confirmation from Managing Director as well as the Senior Management Personnel regarding compliance of the Code during the year under review. The company has also adopted the Code of Conduct for the Non-Executive Directors of the company.

The company has received confirmations from the Non-Executive Directors regarding compliance of the Code for the period ended 31st March, 2020. Both the Codes are posted on the website of the Company i.e. www.lloydsengg.in.

(c) Board Meeting:

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai. During the financial year ended on 31st March, 2020, 4 (Four) Board Meetings were held on 26th April 2019, 29th July, 2019, 7th November, 2019 and 24th January 2020. Maximum time gap between two consecutive meetings had not exceeded 120 days.

The agenda and notes are circulated to the Directors in advance. All material information is included in the agenda for facilitating meaningful discussions at the meeting. In case of urgent necessity, resolutions are passed by circulation in accordance with the provisions of Companies Act, 2013. Business Unit heads and senior management personnel make presentations to the Board. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

(d) Familiarization Programme for Independent Directors:

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the activities of the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

(e) Declaration of Independent Directors:

In terms of (i) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors hereby declares that the Independent Directors of the Company fulfils the conditions specified in Listing Regulations and Section 149 (6) of the Companies Act, 2013 and is independent of the management.

3. COMMITTEES OF THE BOARD

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors from time to time has constituted the following Committees, namely:

(i) Audit Committee

a) Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations, 2015 and the Act.

b) Composition, Name of Members and Chairperson

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Vishal Agarwal*	4	3
Mr. S.N. Singh (Chairman)**	4	4
Mrs. Bela Sundar Rajan	4	4
Mr. A Lakshman	4	1

**Consequent to resignation from the Board of the Company, Mr.Vishal Agarwal has resigned from the Chairmanship of Audit Committee with effect from 21.11.2019.*

***Mr. S. N. Singh was appointed as Chairman of Audit Committee since 24.01.2020.*

c) Details of Audit Committee Meeting held during the year under review

The Meetings were held on 26th April 2019, 29th July, 2019, 7th November, 2019 and 24th January 2020. The CFO & Company Secretary of the Company acts as Secretary to the Committee. The Audit Committee Meetings are attended by the CFO, Statutory Auditor, Internal Auditor and the Managing Director. The Non-Executive Director is present as an invitee. Other persons are invited to the meetings as and when required.

d) Presence of Chairman of the Audit Committee.

Mr.Vishal Agarwal, Former Chairman of the Audit Committee was present in the Annual General Meeting held on 19th August, 2019 during the financial year 2018-19.

e) Recommendations by the Audit Committee:

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

(ii) Nomination and Remuneration Committee

a) Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations, 2015 and the Act.

b) Composition, Name of Members and Chairperson

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. S.N. Singh	2	2
Mr. Vishal Agarwal*	2	1
Mrs. Bela Sundar Rajan	2	2
Mr. A Lakshman (Chairman)**	2	1

**Consequent to resignation from the Board of the Company, Mr.Vishal Agarwal has resigned from the Membership of Nomination & Remuneration Committee with effect from 21.11.2019*

*** Mr. A. Lakshman was appointed as a Member and Chairman of the Nomination & Remuneration Committee since 24.01.2020*

c) Details of Nomination and Remuneration Committee Meeting held during the year under review

Meeting was held on 29.04.2019 and 24.01.2020

d) Remuneration Policy

Remuneration Policy of the Company aims at recommending and reviewing the remuneration and professional fee if any (for specialized and technical services beyond the normal services) to Managing Director, Non-Executive Directors and Key Managerial Personnel of the Company and is based on evaluation criteria such as industry benchmarks, Company's annual performance & its strategy, expertise, talent and meritocracy including criteria for determining qualification, positive attributes and independence of Director etc.

e) Annual Evaluation of Board, Committees and Individual Directors

Pursuant to the provisions of the Act, Listing Regulations, 2015 and the Remuneration Policy of the Company, the Board of Directors/ Independent Directors/ Nomination and Remuneration Committee (as applicable) has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. Such evaluation is presented to the Nomination and Remuneration Committee and the Board of Directors (as applicable).

Directors express their satisfaction with the evaluation process.

(iii) Stakeholders' Relationship Committee

a) Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations, 2015 and the Act.

b) Composition, Name of Members and Chairperson

Name of Member	No. of Meeting held	No. of Meeting attended
Mrs. Bela Sundar Rajan (Chairman)	1	1
Mr. S.N. Singh	1	1
Mr. A Lakshman	1	1

Consequent to resignation from the Board of the Company, Mr.Vishal Agarwal has resigned from the Membership of Stakeholders Relationship Committee with effect from 21.11.2019

Mr. A. Lakshman was appointed as a Member of the Stakeholder Relationship Committee since 24.01.2020

c) Details of meeting held during the year under review

Meeting was held on 24.01.2020.

d) Compliance officer

Name, Designation and address of Compliance Officer	**Mr. P.R. Ravi Ganesan** Company Secretary & Compliance Officer Trade World, 16th Floor, C-Wing, Kamla City, Senapati Bapat Marg, Lower Parel, Mumbai -400013 **Phone:** 022-6291 8220 **E-Mail:** prraviganesan@lloyds.in

e) Investors' Complaints

No. of Complaints pending as on 1st April, 2019	0
No. of Complaints identified and reported during FY 2019-20	24
No. of Complaints disposed during the year ended 31st March, 2020	24
No. of pending Complaints as on 31st March, 2020	0

f) Presence of Chairman of the Stakeholders' Relationship Committee.

Smt. Bela Sundar Rajan, Chairman of the Stakeholder's Relationship Committee was present in the Annual General Meeting held on 19th August, 2019 during the financial year 2018-19.

(iv) Share Transfer Committee

a) Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations, 2015 and the Act.

b) Composition, Name of Members and Chairperson

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Ashok Tandon (Chairman)	52	52
Mr. Vishal Agarwal	33	33
Mr. S.N. Singh	52	52
Mr. Bela Sundar Rajan	19	19

Consequent to resignation from the Board of the Company, the Share Transfer Committee was reconstituted by co-opting Smt. Bela Sundar Rajan in place of Mr.Vishal Agarwal.

c) Details of Share Transfer Committee Meetings held during the year under review.

The meetings were held on following dates**:**

Sr. No	Quarter	Date of Meetings
01	April 2019 to June 2019	05.04.2019, 12.04.2019, 19.04.2019, 26.04.2019, 03.05.2019, 10.05.2019, 17.05.2019, 24.05.2019, 31.05.2019, 07.06.2019, 15.06.2019, 22.06.2019 & 29.06.2019
02	July 2019 to September 2019	05.07.2019, 12,07.2019,19.07.2019, 26.07.2019, 02.08.2019,09.08.2019, 16.08.2019, 23.08.2019, 30.08.2019, 06.09.2019, 13.09.2019, 20.09.2019 & 27.09.2019
03	October 2019 to December 2019	04.10.2019, 11.10.2019, 18.10.2019, 25.10.2019, 01.11.2019, 08.11.2019, 15.11.2019, 22.11.2019, 29.11.2019, 06.12.2019, 13.12.2019, 20.12.2019 & 31.12.2019
04	January 2020 to March 2020	03.01.2020, 10.01.2020, 17.01.2020, 24.01.2020, 31.01.2020, 07.02.2020, 14.02.2020, 21.02.2020,28.02.2020, 06.03.2020,13.03.2020, 20.03.2020 & 27.03.2020

The CFO & Company Secretary of the Company acts as Secretary to the Committee.

4. REMUNERATION OF DIRECTORS:

The remuneration payable to the Managing Director is approved by the members at the general meeting of the Company. Remuneration of Managing Director consists of fixed salary, perquisites, allowances etc., Remuneration to Non-executive Directors consists of sitting fees. Details of the remuneration paid to the Managing Director and Non-executive Directors are given below:

S. No	Name of the Director	Salary	Perquisites and allowances	Sitting Fees	Total
1.	Mr. Ashok Tandon	1,11,89,931	7,25,412	-	**1,19,15,343**
2.	Mr. Vishal Agarwal	-	-	28,000	**28,000**
3.	Mr. S. N. Singh	-	-	44,000	**44,000**
4.	Mrs. Bela Sundar Rajan	-	-	32,000	**32,000**
5.	Mr. Rajashekhar M. Alegavi	-	-	44,000	**44,000**
6.	Mr. A Lakshman	-	-	16,000	**16,000**

Note: There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors. None of the Director(s) of the Company is related to any other Director(s) of the Company in any capacity.

5. GENERAL BODY MEETINGS

a. Annual General Meeting

The Annual General Meetings of the Company during the preceding three years were held at registered office of the Company at **Plot No. A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401, Maharashtra** on the following dates and times, wherein the following special resolutions were passed:

AGM	Year	Date, Day & Time	Brief Description of Special Resolution
25th	2018-2019	19.08.2019 Monday 11.30 A.M.	1. Ratification of Remuneration of Cost Auditor. 2. Appointment of Mr. Rajashekhar M. Alegavi as a Non-Executive Director. 3. Revision in terms of appointment and remuneration of Mr. Ashok Tandon, Managing Director of the Company w.e.f. 01.04.2019.
24th	2017-2018	09.08.2018 Thursday, 10.30 A.M.	1. Revision in terms of remuneration of Mr. Ashok Tandon, Managing Director of the Company w.e.f. 01.04.2019 2. Reappointment of Mr. Ashok Tandon as Managing Director of the Company for a further period of 3 years from 20.1.2019
23rd	2016-2017	30.06.2017 Friday, 11.30 A.M.	No Special Resolution was passed.

b. Extra Ordinary General Meeting (EGM)

No Extra Ordinary General Meeting (EGM) was held during the last financial year i.e 2019-2020.

c. Postal Ballot

No Special Resolution was passed through postal ballot during the last financial year i.e 2019-20. There is no immediate proposal for passing any resolution through Postal Ballot.

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

6. MEANS OF COMMUNICATION

Information like quarterly / half yearly / annual financial results and press releases on significant developments in the Company that have been made available from time to time, are hosted on the Company's website www.lloydsengg.in and have also been submitted to the Stock Exchanges to enable them to put them on their websites and communicate to their members. The quarterly half yearly / annual financial results are published in Business Standard (English) and Mumbai Lakshadweep (Marathi) newspapers. The Company is electronically filing all reports / information including Quarterly Results, Shareholding Pattern and Corporate Governance Report etc on the BSE website i.e www.listing.bseindia.com and NSE website i.e. www.connect2nse.com

7. GENERAL SHAREHOLDER INFORMATION:

7.1	**Annual General Meeting**	**Date : Tuesday, 8th September, 2020** **Time: 11.30 A.M.** **Venue: Video Conference as approved by the Statutory Authorities.**	
7.2	**Financial Year**	1st April, 2019 to 31st March, 2020	
7.3	**Financial calendar**	Approval of quarterly results: April, July, October and January. Annual General Meeting in June/July/August.	
7.4	**Date of Book Closure**	02.09.2020 to 08.09.2020	
7.5	**Dividend Payment Date**	No Dividend was declared during the financial year 2019-20.	
7.6	**Listing on Stock Exchanges**	Equity Shares **BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code: 539992 **ISIN No.**INE093R01011	Equity Shares **National Stock Exchange Ltd., (NSE)** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051. Scrip Code: LSIL **ISIN No.:** INE093R01011
7.7	**Annual listing fee**	Annual listing fee for the year 2020-21 has been paid to BSE and NSE.	
7.8	**Correspondence Address**	**Corporate Office:** Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel. No. 6291 8111.	

8. Stock Market Price Data – BSE & NSE

2019-2020	Quotation at Bombay Stock Exchange		BSE Sensex Close	Quotation at National Stock Exchange		NSE – NIFTY Close
	Share Price (In ₹)			Share Price (In ₹)		
Months	**High**	**Low**		**High**	**Low**	
April	0.95	0.57	39,031.55	0.95	0.55	11,748.15
May	0.69	0.46	39,714.20	0.70	0.45	11,922.80
June	0.63	0.50	39,394.64	0.65	0.50	11,788.85
July	0.61	0.50	37,481.12	0.65	0.50	11,118.00
August	0.58	0.44	37,332.79	0.60	0.40	11,023.25
September	0.52	0.43	38,667.33	0.55	0.40	11,474.45
October	0.52	0.41	40,129.05	0.50	0.40	11,877.45
November	0.63	0.45	40,793.81	0.65	0.45	12,056.05
December	0.58	0.46	41,253.74	0.60	0.45	12,168.45
January	0.57	0.46	40,723.49	0.55	0.45	11,962.10
February	0.58	0.40	38,297.29	0.55	0.40	11,201.75
March	0.43	0.30	29,468.49	0.45	0.30	8,597.75

9. Registrar and Share Transfer Agent

M/s. Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai -400 059
Phone : 022-6263 8222/223/236
Fax : 022-6263 8299
E-Mail : investor@bigshareonline.com

10. Share Transfer System

In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings. Shareholders should communicate with M/s. Bigshare Services Pvt. Ltd., the Company's Registrars and Transfer Agents (RTA) quoting their Folio No. or Depository Participant ID and Client ID No. for any queries to their securities. Requests for Dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

11. Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by a Chartered Accountant in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the R&T agent within stipulated period of 21 days and uploaded with the concerned depositories.

12. Distribution of Shareholding:

The shareholding distribution of equity shares as on 31st March, 2020 is given hereunder: (Nominal value of each share ₹1/-)

NO. OF SHAREHOLDERS	% OF TOTAL	SHARE HOLDING	NO OF SHARES	% OF TOTAL
1,27,647	94.58	1-5,000	5,59,27,525	6.22
3,150	2.33	5,001-10,000	2,51,27,478	2.80
1,807	1.34	10,001-20,000	2,71,53,942	3.02
719	0.53	20,001-30,000	1,81,10,268	2.02
382	0.28	30,001-40,000	1,37,03,482	1.52
291	0.22	40,001-50,000	1,37,42,524	1.53
535	0.40	50,001-1,00,000	3,99,60,392	4.45
436	0.32	1,00,001 and above	70,49,72,771	78.44
1,34,967	**100**	**Total**	**89,86,98,382**	**100**

13. Categories of Shareholders (as on 31st March, 2020)

The categories of shareholders are shown hereunder:

CATEGORY	NO OF SHAREHOLDERS	NO OF SHARES	% OF HOLDING
Promoters	2	41,44,41,116	46.12
Bank / Financial Institutions	16	32,49,899	0.36
MFS & UTI	33	3,42,250	0.04
FII/ NRI /OCB's	2,637	99,41,740	1.1
Clearing Members	77	41,01,748	0.46
Corporate Bodies	493	14,90,23,708	16.58
Corporate Bodies NBFC	1	3,400	0
Public	1,28,666	30,87,78,666	34.36
Trust	4	680	0
State Government	1	136	0
HUF	1,074	47,56,321	0.53
Unclaimed or Suspense or Escrow Account	1	40,58,718	0.45
TOTAL	**1,33,005**	**89,86,98,382**	**100**

14. Top Ten Shareholders across all categories as on 31st March, 2020:

SR. NO.	NAME OF SHAREHOLDERS	NO OF SHARES	% OF HOLDING
1.	Firstindia Infrastructure Private Limited	28,80,73,478	32.05
2.	Metallurgical Engineering and Equipments Limited	12,63,67,638	14.06
3.	Shree Global Tradefin Limited	9,44,92,624	10.51
4.	Vistra ITCL India Limited	3,94,71,661	4.39
5.	Ragini Trading & Investments Ltd	96,86,386	1.08
6.	Sudhakar N Poonja	54,70,973	0.61
7.	Champshi Manekji Shah	47,67,675	0.53
8.	Jasmini Atul Shah	45,65,300	0.51
9.	Atul Champshi Shah	45,65,297	0.51
10.	Damayanti Champshi Shah	44,73,800	0.50

15. Dematerialization of Shares

As per SEBI's direction the Company had signed tripartite agreements with both the Depositories (NSDL & CDSL) and Registrars and Transfer Agents. Accordingly, dematerialization facility for the shares of the Company is available and it is in the interest of all the shareholders to convert their physical holdings into electronic holdings by dematerialization. As on 31st March, 2020, **89,03,77,874** shares were held in dematerialized form which constitutes approximately **99.07%** of total number of subscribed shares.

16. Liquidity

Company's Shares are traded on the Bombay Stock Exchange & National Stock Exchange.

17. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and date and likely impact on the Equity:

Not applicable

18. Information on Deviation from Accounting Standards, if any

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2019-20.

19. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Not Applicable

20. Registered Office & Plant:

Registered Office:
Plot No. A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401 Maharashtra State

Plant:

Plot No. A-5/4, A-5/5 & A-6/3, MIDC Industrial Area, Murbad, Dist. Thane – 421 401, Maharashtra State

21. Address for Correspondence:

Investor Correspondence:

For transfer / dematerialization of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the Company.

M/s.Bigshare Services Private Ltd
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400 059
Tel No. – 022 – 6263 8222/223/236
Fax No. – 022 – 6283 8299
E-mail: investor@bigshareonline.com

Any query on Annual Report

Secretarial Department:
16th Floor, Trade World, 'C' wing, Kamala City,
Senapati Bapat Marg, Lower Parel (W),
Mumbai- 400 013.
Tel. No. 022-6291 8111
E mail: infoengg@lloyds.in, prraviganesan@lloyds.in

22. Independent Directors' Confirmation:

In terms of Schedule V (c) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of Listing Regulations and are Independent of Management.

23. OTHER DISCLOSURES:

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

There were no transactions with related parties pursuant to section 188 of Companies Act, 2013. The policy on dealing with related party transaction is placed on the Company's website at www.lloydsengg.in.

b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last 3 years : None

c. Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the Audit Committee:

The Company has a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach the Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The disclosures reported are addressed in the manner and within the time frames prescribed in the policy. Under the policy, each employee has an assured access to the Ethics Chairman of the Audit Committee. The Whistle Blower Policy is displayed on the website of the Company, viz, www.lloydsengg.in.

d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all applicable mandatory requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. Web link where policy for determining material subsidiaries is disclosed:

Not Applicable

f. Web link where policy on dealing with Related Party Transactions:

http://www.lloydsengg.in/content/Related_Party_Disclosures_Policy.pdf

g. Green Initiative.

Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronics forms. This Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report alongwith the annexure etc. for the financial year 2019-20 in the electronic mode to the shareholders who have registered their e-mail ID's with the Company and/or their respective Depository Participates (DPS).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in Demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent "Bigshare Services Private Limited".

24. Non-compliance of any requirement of corporate governance report of sub-paras mentioned above with reasons thereof shall be disclosed

There was no non-compliance of any of the provisions applicable to the Company.

25. The disclosures of the compliance with Corporate Governance requirements specified in Regulations 17 to 27 and clause (b) to clause (i) of Sub-Regulation (2) of Regulation 46 shall be made in the section of Corporate Governance of the Annual Report:

Complied wherever applicable.

26. Disclosure by Key Managerial Personnel about Related Party Transactions:

There was no related party transactions during the financial year ended 31st March, 2020. The Company has laid down a policy for dealing with Related Party Transactions. This policy is displayed on the website of the Company, viz, www.lloydsengg.in

27. Disclosure of Accounting Treatment

The Indian Accounting Standard (Ind-AS) notified under Section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs and the applicable Accounting Standards/ Guidance Notes / Announcements issued by the Institute of Chartered Accountants of India as notified from time to time, have been followed in preparation of the financial statements of the company.

28. Proceeds from Public Issues, Rights Issues And Preferential Issues etc.

The company has not made any capital issues during the financial year.

29. Matters related to Capital Markets

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by any Stock Exchanges or SEBI or any statutory authority, on any matter relating to capital markets, during the last three years.

30. Management Discussion & Analysis Report

The Management Discussion & Analysis Report is a part of Director's Report.

31. Disclosures with respect to DEMAT Suspense Account/ Unclaimed Suspense Account

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the listed entity shall disclose the details with respect to Demat Suspense Account/Unclaimed Suspense Account in its annual report, as long as there are shares in the unclaimed suspense account. The details of Lloyds Steels Industries Limited Unclaimed Suspense Account are as follows:

Sr. No	Particulars	Demat	
		No. of Share-holders	No. of Unclaimed Equity Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 01st April, 2019	27,244	40,64,498
2	Unclaimed shares transferred to unclaimed suspense account during the financial year 2019-20	Nil	Nil
	Total (1+2)	**27,244**	**40,64,498**
3	Number of Shareholders, Number of Unclaimed Equity Shares & Number of shareholders to whom shares were transferred from suspense account during the financial year 2019-20	33	5780
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2020 **(1+2-3)**	27,211	40,58,718

The voting rights on the shares in the unclaimed suspense accounts as on 31st March, 2020 shall remain frozen till the rightful owners of such shares claim the shares.

32. CEO/CFO Certification.

The Managing Director and Chief Financial Officer of the Company have given the certification of Financial Reporting and Internal Controls to the Board in terms of Regulation17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. The requisite certificate from the Managing Director and CFO of the Company is annexed hereto marked as **"Annexure- I"** and forms part of this report.

33. Certification from Company Secretary in Practice.

M/s. H. Maheshwari & Associates (Formerly AKM & Associates), Practicing Company Secretaries, has issued a Certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/ Ministry of Corporate Affairs or any such Statutory Authority. The certificate is enclosed with this Report as **Annexure - II.**

34. Declaration of Compliance of the Code of Conduct in terms of Schedule V(D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per "Affirmation of Compliance" letters received from the Directors and the Members of the Senior Managerial Personnel of the Company, I hereby declare that Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management during the Financial Year 2019-20.

For and on behalf of the Board of Directors
Lloyds Steels Industries Limited

Sd/-
Ashok Tandon
Managing Director

Dated : 19th June 2020
Place : Mumbai

ANNEXURE – I

CEO/CFO CERTIFICATE
[Regulation 17(8)]

To,
The Board of Directors
Lloyds Steels Industries Limited

We hereby certify that we have reviewed the Financial Statements and the Cash Flow Statement for the Financial Year Ended 31st March, 2020 and that 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 statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee that:
   (a) There have been no significant changes in internal control over financial reporting during the year.
   (b) There have been no significant changes in accounting policies during the year.
   (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Ashok Tandon
Managing Director

Sd/-
P.R. Ravi Ganesan
Chief Financial Officer

Date: 19th June 2020
Place: Mumbai

ANNEXURE – II

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

(Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR) in respect of **Lloyds Steels Industries Limited (CIN: L28900MH1994PLC081235),** I hereby certify that :

On the basis of the written representation/declaration received from the Directors and taken on record by the Board of Directors, as on 31st March, 2020, none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

For H. Maheshwari & Associates,
(Formerly AKM & Associates)

Sd/-
Hemaantt Maheshwari
(Formerly Arun Kumar Mohta)
Proprietor
ACS No.26145
COP No.10245
UDIN:A026145B000392082

Date: 19th June,2020
Place: Mumbai

ANNEXURE - B

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

1. Murbad Works of the company adopts a cautious approach in power and fuel consumption by optimizing the operation of shifts and by following strict fuel consumption measures.

2. Foreign Exchange Earnings and Outgo (Rs. in Lakhs)

Account Head	2019-20	2018-19
Earnings:		
Technical Consultants	13.96	3.07
Technical Assistance	-	19.93
FOB Value of Exports	-	-
Outgo:		
Travelling	2.90	2.68
Raw Materials, Stores and Spares	651.40	1,713.66
Engineering and Design	-	60.41
Technical and Professional Charges	208.10	-
Membership & Subscription	-	-
Testing Charges	-	8.09
Repairs & Maintenance – Plant & Machinery	-	3.57
Business/Sales Promotion Expenses	-	1.38

For and on behalf of the Board of Directors
Lloyds Steels Industries Limited

Sd/-
Ashok Tandon
Managing Director

Dated : 19th June 2020
Place : Mumbai

ANNEXURE - C

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

[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:

1.	**CIN**	L28900MH1994PLC081235
2.	**Registration Date**	19/09/1994
3.	**Name of the Company**	LLOYDS STEELS INDUSTRIES LIMITED
4.	**Address of the Registered office and contact details.**	Plot No A-5/5 MIDC Industrial Area, Murbad, Dist. Thane-421 401.
5.	**Category/Sub Category of the Company**	Company Limited by Shares/Indian Non Government Company
6.	**Whether Listed Company (Yes/No)**	Yes
7.	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra 400059 Phone: 022- 62638200/223/236, Fax: 022-62638299, Email Id : investor@bigshareonline.com http://www.bigshareonline.com/contact.aspx

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	Manufacturing of Engineering Equipments	2811	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: -

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate of the Company	% of Shares held	Applicable Section
--------NOT APPLICABLE-------					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
a. Individual/HUF	0	0	0	0.00	0	0	0	0.00	0
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0
c. State Govt.	0	0	0	0.00	0	0	0	0.00	0
d. Bodies Corp.	41,44,41,116	0	41,44,41,116	46.12	41,44,41,116	0	41,44,41,116	46.12	0
e. Bank/FI	0	0	0	0.00	0	0	0	0.00	0
f. Any Other	0	0	0	0.00	0	0	0	0.00	0
Sub Total-A(1)	41,44,41,116	0	41,44,41,116	46.12	41,44,41,116	0	41,44,41,116	46.12	0

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Foreign									
a. NRI Individuals	0	0	0	0.00	0	0	0	0.00	0
b. Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c. Body Corporate	0	0	0	0.00	0	0	0	0.00	0
d. Bank/FI	0	0	0	0.00	0	0	0	0.00	0
e. Any Other	0	0	0	0.00	0	0	0	0.00	0
Sub Total-A(2)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholders of Promoters -A(1+2)	**41,44,41,116**	**0**	**41,44,41,116**	**46.12**	**41,44,41,116**	**0**	**41,44,41,116**	**46.12**	**0**
B. Public Shareholding									
1. Institution									
a. Mutual Funds	602	3,96,928	3,97,530	0.04	602	3,41,648	3,42,250	0.04	0.00
b. Bank/FI	8,55,08,097	3,813	8,55,11,910	9.52	32,47,059	2,840	32,49,899	0.36	-9.16
c. Central Govt.	136	0	136	0.00	136	0	136	0.00	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Co.	0	0	0	0	0	0	0	0	0
g. FIIs	0	40,800	40,800	0.00	0	18,156	18,156	0.00	0.00
h. Foreign portfolio Corporate	0	0	0	0.00	0	0	0	0.00	0.00
i. Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
j. Others	0	0	0	0	0	0	0	0	0
Sub Total-B(1)	**8,55,08,835**	**4,41,541**	**8,59,50,376**	**9.56**	**32,47,797**	**3,62,644**	**36,10,441**	**0.40**	**-9.16**
2. Non-Institution									
a. Body Corp	3,02,111	15,40,91,247	15,4393,,358	17.18	14,87,79,433	2,44,275	14,90,23,708	16.58	-0.60
b. Individual									
i. Individual Shareholders holding nominal share capital upto Rs 2 lakh	16,31,56,880	1,11,18,887	17,42,75,767	19.39	20,34,33,882	73,09,656	21,07,43,538	23.45	4.06
ii. Individual Shareholders holding nominal share capital in excess of Rs 2 lakh	5,26,01,340	0	5,26,01,340	5.85	9,80,35,128	0	9,80,35,128	10.91	5.06
c. Others									
i. NRI	43,25,443	6,89,274	50,14,717	0.56	95,19,923	4,03,661	99,23,584	1.10	0.54
ii. Foreign National	0	0	0	0	0	0	0	0	0
iii. OCB	0	0	0	0	0	0	0	0	0
iv. Trust	340	272	612	0	408	272	680	0	0
v. In Transit	1,20,13,956	0	1,20,13,956	1.34	41,01,748	0	41,01,748	0.46	-0.88
vi. Unclaimed Suspense Account	0	0	0	0	40,58,718	0	40,58,718	0.45	0.45
vii. Body Corporate NBFS	7,140	0	7,140	0	3,400	0	3,400	0.00	0
viii. HUF.	0	0	0	0	47,56,321	0	47,56,321	0.53	0.53
Sub Total-B(2)	**23,24,07,210**	**16,58,99,680**	**39,83,06,890**	**44.32**	**47,26,88,961**	**79,57,864**	**48,06,46,825**	**53.48**	**9.16**
Net Total -B(1+2)	**31,79,16,045**	**16,63,41,221**	**48,42,57,266**	**53.88**	**47,59,36,758**	**83,20,508**	**48,42,57,266**	**53.88**	**0.00**
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**73,23,57,161**	**16,63,41,221**	**89,86,98,382**	**100**	**89,03,77,874**	**83,20,508**	**89,86,98,382**	**100**	**0.00**

b) Share Holding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Shareholding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares	
1	Metallurgical Engineering and Equipments Limited	12,63,67,638	14.06	0	12,63,67,638	14.06	0	0.00
2	Firstindia Infrastructure Private Limited	28,80,73,478	32.05	0	28,80,73,478	32.05	0	0.00

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

Sr No.	Name of Promoter	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	No Change				

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

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the Year		Sr. No.	Top Ten Shareholders	Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
1	IDBI Bank Limited	8,25,21,946	9.18	1	Shree Global Tradefin Limited	9,44,92,624	10.51
2	Shree Global Tradefin Ltd	9,44,92,624	10.51	2	Vistra ITCL India Limited	3,94,71,661	4.39
3	Vistra ITCL India Limited	3,94,71,661	4.39	3	Ragini Trading & Investments Ltd	96,86,386	1.08
4	Ragini Trading & Investments Ltd	96,86,386	1.08	4	Sudhakar N Poonja	54,70,973	0.61
5	Stock Holding Corporation of India Limited	53,36,456	0.59	5	Champshi Manekji Shah	47,67,675	0.53
6	Champshi Manekji Shah	47,67,675	0.53	6	Jasmini Atul Shah	45,65,300	0.51
7	Jasmini Atul Shah	45,65,300	0.50	7	Atul Champshi Shah	45,65,297	0.51
8	Atul Champshi Shah	45,65,297	0.50	8	Damayanti Champshi Shah	44,73,800	0.50
9	Damayanti Champshi Shah	44,73,800	0.50	9	Life Insurance Corporation Of India	29,85,127	0.33
10	Life Insurance Corporation of India	29,85,127	0.33	10	Nagraj Venkatesham Vallakati	19,95,849	0.22

v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	For each of the Directors and KMP	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	Name of the Director/KMP	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
-------NOT APPLICABLE---------					

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1. Principal Amount	0	0	0	0
2.Interest due but not paid	0	0	0	0
3.Interest accrued but not due	0	0	0	0
Total of (1+2+3)	**0**	**0**	**0**	**0**
Change in Indebtedness during the financial year				
+Addition	0	0	0	0
-Reduction	0	0	0	0
Net Change	**0**	**0**	**0**	**0**
Indebtedness at the end of the financial year				
1.Principal Amount	0	0	0	0
2.Interest due but not paid	0	0	0	0
3.Interest accrued but not due	0	0	0	0
Total of (1+2+3)	**0**	**0**	**0**	**0**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr No.	Particulars of Remuneration	Name of MD/ WTD/Manager	Total
		Mr. Ashok Tandon Managing Director	
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	1,11,89,931	1,11,89,931
	(b)Value of perquisites u/s 17 (2)of Income Tax Act	0	0
	(c)Profits in lieu of salary u/s 17 (3) of Income tax Act	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - As % of profit - Others, specify	0	0
5.	Contribution to Provident Fund	7,25,412	7,25,412
6.	Performance Bonus	0	0
	Total (A)	**1,19,15,343**	**1,19,15,343**
	Ceiling as per the Act (Other-than contribution to PF)		**1,68,00,000**

B) Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount in Rs.
1. Independent Directors		Mr. Vishal Agarwal	Mr. S. N Singh	Mrs. Bela Sundar Rajan	Mr. A Lakshman	
	Fee for attending Board Committee meetings	28,000	44,000	32,000	16,000	1,20,000
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
	Total(1)	**28,000**	**44,000**	**32,000**	**16,000**	**1,20,000**

2. Other non Executive Directors:

Other Non Executive Directors	Mr.Rajashekhar M. Alegavi				Total (Amount in Rs)
Fee for attending Board Committee meetings	44,000	-	-	-	44,000
Commission	-	-	-	-	-
Others	-	-	-	-	-
Total (2)	**44,000**	-	-	-	44,000
Total B=(1+2)	**72,000**	**44,000**	**32,000**	**16,000**	**1,64,000**
Ceiling as per the Act	--				

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

Sr. No	Particulars of Remuneration	P.R. Ravi Ganesan (CFO & CS)	Total
1	Gross Salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	54,40,094	54,40,094
	(b) Value of perquisites u/s 17 (2)of Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary u/s 17 (3) of Income tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - As % of profit - Others, specify	-	-
5	Contribution to Provident Fund	3,78,672	3,78,672
6	Performance Bonus	-	-
	Total C	58,18,766	58,18,766
	Ceiling as per the Act	NA	NA

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (under the Companies Act):

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

For and on behalf of the Board of Directors
Lloyds Steels Industries Limited

Sd/-
Ashok Tandon
Managing Director

Dated : 19th June 2020
Place : Mumbai

Annexure - D

FORM - MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

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

To,
The Members,
LLOYDS STEELS INDUSTRIES LIMITED (CIN :L28900MH1994PLC081235)
Thane, Maharashtra

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Lloyds Steels Industries 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 Lloyds Steels Industries Limited'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 31st March 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares andTakeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period);**

(i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with stock exchanges read with Securities and Exchange Board of India (listing obligations and disclosure requirements) Regulations, 2015;

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

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.

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

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

For H. Maheshwari & Associates
(Formerly AKM & Associates)
Company Secretaries

Sd/-
Hemaantt Maheshwari
(Formerly Arun Kumar Mohta)
Proprietor
ACS No.: 26145
C P No.: 10245
UDIN:A026145B000392115

Place: Mumbai
Date: 19th June 2020

ANNEXURE - E

DETAILS PERTAINING TO REMUNERATION 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

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

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial year 2019-20 (in ₹)	% increase in Remuneration in the Financial Year 2019-20	Ratio of Remuneration of each Director/ to median remuneration of employees
1.	Mr. Ashok Tandon Managing Director	1,19,15,343/-	17.97%	31.07
2.	Mr. P.R. Ravi Ganesan Chief Financial Officer & Company Secretary	58,18,766/-	0.83%	Not Applicable

Note: ***Except Key Managerial Personnel i.e. Managing Directors, Chief Financial officer and Company Secretary, no other directors received any remuneration from the company other than sitting fees for attending Board meetings and committees meetings.***

(ii) The median remuneration of employees of the Company during the financial year was Rs.3,83,503/-

(iii) In the Financial Year, there was an increase of 2.90% in the median remuneration of Employees due to increase in the number of employees from 165 to 173.

(iv) There were 173 permanent employees on the rolls of Company as on 31st March, 2020.

(v) Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase made in the salaries of employees other-than the Managerial Personnel in the last year was **NIL.** There was an increase of **17.97%** in the Managerial Remuneration.

(vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Information as per Rule 5(2) & 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Top 10 employees in terms of remuneration drawn during the year:

Sr. No.	Name	Designation	Age (in years)	Remuneration	Qualification	Experience (in years)	Last Employment Held	Commencement of Employment	Percentage of equity shares held by the employees
01.	Mr. Shree Krishna Gupta	Executive Vice President	28	1,83,50,400	BMS	5	Lloyds Luxuries Ltd	01.01.2019	N.A
02.	Mr. Ashok Tandon	Managing Director	61	1,19,15,343	BE(Mech.)	41	Nippon Denro Ispat Ltd.	01.01.1995	NA
03.	Mr. P.R Ravi Ganesan	Chief Financial Officer & Company Secretary	61	58,18,766	M.Com, ACA, ACS	37	Essar Shipping Ltd	27.06.1995	NA
04.	Mr. Saiprasad Gangishetti*	V.P- Marketing	56	23,43,136	BE, MBA	31	Jindal Steel & Power Machinery Divn.	03.07.2017	NA
05.	G.K. Patel*	Sr.V.P(Plant)	54	22,81,184	D.M.E (Mech.)	31	Ahmed Mansar, Bahrain	02.04.2018	NA
06.	Mr. S.V. Nagraj	GM- Projects & Marketing	57	22,18,388	BE (Elec.)	34	NELCO Ltd.,	13.06.1994	NA
07.	Mr. Deepak Mayekar	G.M – P&A	60	14,65,592	BA, MLS DIP.TU&IR	37	Vijay Fire Protection System Ltd	07.11.1994	NA

Sr. No.	Name	Designation	Age (in years)	Remuneration	Qualification	Experience (in years)	Last Employment Held	Commencement of Employment	Percentage of equity shares held by the employees
08.	Mr. Manoj Kumar Kesharwani	G.M – Projects	57	12,28,805	BE (Mech.)	33	Walchand Nagar Inds. Ltd.,	12.11.2012	NA
09.	Mr. J.S. Malhotra	AGM-Production	52	12,19,068	BE (Mech.)	30	Mukund Ltd.,	12.12.2009	NA
10.	Mr. Mohan N. Mohape	AGM-QA-QC	53	11,66,328	D.M.E (Mech.)	24	Industrial Manufacture	19.02.2007	NA

* *Employed for part of the year.*

Notes:

1. Details of Employees who were:

   (A) Employed throughout the Financial Year under review and in receipt of remuneration for the Financial Year in the aggregate of not less than Rs.1,02,00,000 per annum.

Sr. No.	Name	Designation	Age (in years)	Remuneration	Qualification	Experience (in years)	Last Employment Held	Commencement of Employment	Percentage of equity shares held by the employees
01.	Mr. Shree Krishna Gupta	Executive Vice President	28	1,83,50,400	BMS	5	Lloyds Luxuries Ltd	01.01.2019	N.A
02.	Mr. Ashok Tandon	Managing Director	61	1,19,15,343	BE (Mech)	40	Nippon Denro Ispat Ltd	01.01.1995	N.A.

   (B) Employed for part of the Financial Year under review and in receipt of remuneration at the rate of not less than Rs. 8,50,000/- per month - **None**

2. There was no other employee either employed throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or alongwith his spouse or dependent children two percent or more of the Equity Shares of the Company.

3. None of the above employees is a relative of any Director of the Company.

For and on behalf of the Board of Directors
Lloyds Steels Industries Limited

Sd/-
Ashok Tandon
Managing Director

Dated : 19th June 2020
Place : Mumbai

Auditors Certificate regarding Compliance of Conditions of Corporate Governance

To the Members,
Lloyds Steels Industries Limited,
CIN: L28900MH1994PLC081235
Plot No.A-5/5,
MIDC Industrial Area,
Murbad, Dist. Thane – 421 401

We have examined the compliance of conditions of Corporate Governance by Lloyds Steels Industries Limited (the Company), for the year ended 31st March, 2020, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C and D of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the management and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the Compliance of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned LODR.

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

For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Reg. No.111009W/W100231

Sd/-
Kunal Todarwal
Partner
M.No.137804
UDIN: 20137804AAAAEB6350

Dated : 19th June 2020
Place : Mumbai

INDEPENDENT AUDITORS REPORT

To the Members of M/s. Lloyds Steels Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of Lloyds Steels Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on 31st March, 2020, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed Under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2020, the Profit and Total Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. **IND AS 116**:The Company has adopted IND AS 116 "Leases" from 1st July, 2019, since it came into effect from 1st April, 2019. The impact of Ind AS 116 on the Company's Financial Statements at 31st March 2020 is as follows:

   Balance Sheet: The adoption of Ind AS 116 will result in an increase in total assets of Rs. 331.92 Lakhs split between right-of-use assets of Rs. 322.45 Lakhs and deferred tax assets of Rs. 9.47 Lakhs. Financial Liabilities are expected to increase by Rs.331.92 Lakhs

   Statement of Profit and Loss: The adoption of Ind AS 116 will result in increased depreciation of Rs.49.61 Lakhs from the right-of-use assets and increased finance costs of Rs.22.23 Lakhs per year due to the interest recognized on lease liabilities. These will offset the reduction in operating lease expenses of Rs. 62.37 Lakhs for the year, resulting in an overall net reduction of profit before taxes of Rs.9.47 Lakhs.

   Auditors Response: We assessed the entities process to identify the impact of adoption of the new IND AS 116 "Leases" on the Financial Statements. Our audit approach consisted examining accuracy of the calculations and its appropriate presentation & disclosure necessary as per the applicable standard.

2. **Evaluation of Contingent Liabilities**: Claims against the Company not acknowledged as debts is disclosed in the Financial Statements. The existence of the payments against these claims requires management judgment to ensure disclosure of most appropriate values of contingent liabilities.

   Refer Note 19 to the Financial Statements

   Auditors Response: Our audit procedures include, among others, assessing the appropriateness of the management's judgment in estimating the value of claims against the Company not acknowledged as debts as given in the Note 19.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance Report but does not include the Financial Statements and our Auditor's Report thereon. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view 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 Indian 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management 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 also responsible for overseeing the Company's Financial Reporting Process.

Auditor's Responsibilities for the audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Companies Act, 2013 we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Company has no branch office and hence the Company is not required to conduct audit under Section 143 (8) of the Act;

d. The Balance Sheet, the Statement of Profit and Loss, the Cash flow statement dealt with by this Report are in agreement with the Books of Account;

e. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (As amended);

f. On the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2020 from being appointed as a Director in terms of Section 164 (2) of the Act;

g. 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 A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s Internal Financial Controls over financial Reporting; and

h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us (As amended):

i. The Company has disclosed the impact of pending claims on its financial position in Note 19 of the Financial Statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. During the year, no amounts were required to be transferred to the Investor Education and Protection Fund by the Company. So, the question of delay in transferring such sums does not arise.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the ‘Annexure B’, a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **TODARWAL & TODARWAL LLP**
Chartered Accountants
ICAI Firm Reg. no.: W100231

Sd/-
Kunal S. Todarwal
Partner
M.No.: 137804
UDIN: 20137804AAAADY2589

Dated: 19th June, 2020
Place: Mumbai

ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

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 M/s Lloyds Steels Industries Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls,. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **TODARWAL & TODARWAL LLP**
Chartered Accountants
ICAI Firm Reg. no.: W100231

Sd/-
Kunal S. Todarwal
Partner
M.No.: 137804
UDIN: 20137804AAAADY2589

Dated: 19th June, 2020
Place: Mumbai

ANNEXURE – B TO THE INDEPENDENT AUDITOR'S REPORT

REPORT ON THE FINANCIAL STATEMENTS OF LLOYDS STEELS INDUSTRIES LIMITED AS ON 31st MARCH 2020.

1 (a) *The Company is maintaining proper records showing full particulars including quantitative details and situation of Fixed Assets.*

(b) As per the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the Fixed Assets at certain locations and no material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us, the title deed of immovable properties are held in the name of the company except in the case of one land parcel the reason for which is given in "Note No. 4 – Property, Plant and Equipment" of the financials.

2. As per the information provided to us, Inventory has been physically verified by the management during the year and no material discrepancies were noticed that would have an impact over the Financial Statements.

3. (a) According to information and explanation given to us, the Company has not granted unsecured loans to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

In view of the above, provisions of clause 3(iii) (b) and (c) are not applicable to the Company.

4. In our opinion and according to information and explanation given to us, the Company has, in respect of Loans, Investments, Guarantees, and Security Provisions, complied with Section 185 and 186 of the Companies Act, 2013.

5. According to the information and explanation given to us, the Company has not accepted any Deposits, whether the directives issued by the Reserve Bank of India, and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013. Hence the provisions of clause 3(v) are not applicable to the company.

6. Pursuant to the rules made by the Central Government, the maintenance of Cost Records has been prescribed u/s. 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

7. (a) According to the Books and Records as produced and examined by us in accordance with generally accepted Auditing Practices in India and also Management Representations, undisputed Statutory Dues in respect of Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Cess, Goods & Service Tax and other statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.

(b) According to the information and explanation given to us and the record produced before us, there is no disputed amount payable in case of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods & Service Tax or Cess.

8. According to the information and explanation given to us and based on the records produced before us, the Company has not defaulted in repayments of dues to Financial Institutions and Banks.

9. According to the information and explanation given to us and the record produced before us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The Company has not taken any term loan during the year.

10. During the course of our examination of the Books of Account carried in accordance with the generally accepted Auditing Standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.

11. According to the information and explanation given to us and the Books of Accounts verified by 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, 2013.

12. The Company is not a Nidhi Company as specified in the Nidhi Rules, 2014, hence the provision of clause 3(xii) are not applicable to the Company.

13. According to the information and explanation given to us, there are no transactions with the Related Parties.

14. According to information and explanation given to us, the Company during the year, has not made any Preferential Allotment or Private Placement of Shares or Fully or Partly Convertible Debentures, hence the provision of clause 3(xiv) are not applicable to the Company.

15. According to the information and explanation given to us and the books of accounts verified by us, the company has not entered into any non-cash transactions with directors or persons connected with him.

16. The Company is not required to be Registered Under Section 45-IA of the Reserve Bank of India Act, 1934.

For **TODARWAL & TODARWAL LLP**
Chartered Accountants
ICAI Firm Reg. no.: W100231

Sd/-
Kunal S. Todarwal
Partner
M.No.: 137804
UDIN: 20137804AAAADY2589

Dated: 19th June, 2020
Place: Mumbai

LLOYDS STEELS INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	Note No.	31st March, 2020	31st March, 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	1,006.62	1,058.11
(b) Intangible Assets	5	95.98	95.98
(c) Right To Use	6	322.45	-
(d) Financial Assets			
(i) Security Deposits & Others	7	27.52	9.92
(e) Deferred Tax Assets (Net)	9	808.20	901.28
(f) Other Non-current Assets	10	2.03	4.34
Sub Total Non-Current Assets		**2,262.80**	**2,069.63**
Current Assets			
(a) Inventories	11	2,152.80	3,386.31
(b) **Financial Assets**			
(i) Trade Receivables	12	2,467.56	9,330.14
(ii) Cash and Cash Equivalent	13	2,160.34	2,237.04
(iii) Loans	8 (I)	800.00	1,907.70
(iv) Other Financial Assets	8 (II)	277.13	568.76
(c) Current Tax Assets (Net)		474.35	350.45
(d) Other Current Assets	10	5,188.29	18,935.67
Sub Total Current Assets		**13,520.47**	**36,716.07**
TOTAL ASSETS		**15,783.27**	**38,785.70**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	8,986.98	8,986.98
(b) Other Equity		2,252.37	1,967.00
Total Equity		**11,239.35**	**10,953.98**
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Long Term Borrowings	15	95.00	87.94
(b) Provisions	16	358.12	457.25
(c) Other Long Term Financial Liabilities	6	331.92	--
Sub Total Non Current Liabilities		**785.04**	**545.19**
Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
Micro, Small & Medium Enterprises	17	25.54	96.11
Other Creditors		1,563.94	3,447.80
(ii) Others	15	378.72	219.79
(b) Provisions	16	177.88	88.04
(c) Other Current Liabilities	18	1,612.80	23,434.79
Sub Total Current Liabilities		**3,758.88**	**27,286.53**
Total Liabilities		**4,543.92**	**27,831.72**
TOTAL EQUITY AND LIABILITIES		**15,783.27**	**38.785.70**

The accompanying notes form an integral part of these financial statements

As per our report of even date
For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Firm Reg. No. W100231
Sd/-
Kunal S. Todarwal
Partner
Membership No. : 137804

For and on behalf of the Board of Directors

Sd/-
Ashok Tandon
Managing Director
DIN : 00028301

Sd/-
S N Singh
Director
DIN : 00398484

Sd/-
P. R. Raviganesan
CFO & Company Secretary

Place : Mumbai
Date : 19th June, 2020

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

(₹ in Lakhs)

Particulars	Note No.	31st March, 2020	31st March, 2019
CONTINUING OPERATIONS			
Revenue from Operations	20	11,446.48	9,771.78
Other Income	21	829.87	1,003.67
Total Revenue From Operation		**12,276.35**	**10,775.45**
Expenses			
Cost of Raw Material Consumed	22	5,378.86	4,850.17
Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade	23	145.67	(1,040.22)
Employee Benefits Expense	24	1,687.00	1,388.11
Manufacturing and Other Expenses	25	4,525.87	5,122.91
Finance Costs	26	54.46	33.18
Depreciation and Amortization Expense	27	157.20	105.37
Total Expenses		**11,949.06**	**10,459.52**
Profit before Exceptional Items and Tax		**327.29**	**315.93**
Exceptional Items		--	--
Profit Before Tax		**327.29**	**315.93**
Tax Expense:			
(1) Current Tax		63.03	65.04
(2) Deferred Tax		(77.87)	(84.59)
(3) Deferred Tax Reversals		93.08	47.98
Total Tax Expenses		**78.24**	**28.43**
Profit for the period		**249.05**	**287.50**
Other Comprehensive Income			
Items not to be reclassified to profit or loss			
Re-measurement (losses)/gains on defined benefit plans		50.33	(25.52)
Income Tax Credit/ (expenses)		(14.00)	7.10
Other Comprehensive Income for the year		**36.33**	**(18.42)**
Total Comprehensive (loss) / gain for the year		**285.38**	**269.08**
Earnings per share (In ₹) (Face value ₹ 1/- each)	**28**		
Basic and Diluted (In ₹)		**0.03**	**0.03**

The accompanying notes form an integral part of these financial statements

As per our report of even date

For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Firm Reg. No. W100231
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Membership No. : 137804

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Ashok Tandon
Managing Director
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Sd/-
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Director
DIN : 00398484

Sd/-
P. R. Raviganesan
CFO & Company Secretary

Place : Mumbai
Date : 19th June, 2020

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	Share Capital		Other equity - Reserves and Surplus			Total Equity
	No. of Shares	Amount	Capital Reserve	Retained Earnings	Total	
As at April 1, 2018	**89,86,98,382**	**8,986.98**	**5.00**	**1,692.92**	**1,697.92**	**10,684.90**
Profit for the year	--	--	--	287.50	287.50	287.50
Other Comprehensive Income (Net of Tax)	--	--	--	(18.42)	(18.42)	(18.42)
As at March 31, 2019	**89,86,98,382**	**8,986.98**	**5.00**	**1,962.00**	**1,967.00**	**10,953.98**
Profit for the year	--	--	--	249.05	249.05	249.05
Other Comprehensive Income (Net of Tax)	--	--	--	36.33	36.33	36.33
As at March 31, 2020	**89,86,98,382**	**8,986.98**	**5.00**	**2,247.37**	**2,252.37**	**11,239.35**

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

As per our report of even date
For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Firm Reg. No. W100231
Sd/-
Kunal S. Todarwal
Partner
Membership No. : 137804

For and on behalf of the Board of Directors

Sd/-
Ashok Tandon
Managing Director
DIN : 00028301

Sd/-
S N Singh
Director
DIN : 00398484

Sd/-
P. R. Raviganesan
CFO & Company Secretary

Place : Mumbai
Date : 19th June, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Sr. No.	Particulars	31st March, 2020	31st March, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Profit Before Tax	**327.29**	**315.93**
	Adjustments For:		
	Depreciation and Amortization Expenses	107.59	105.37
	Loss on disposal of Property, Plant & Equipment (Net)	1.87	(0.19)
	Other Comprehensive Income	50.33	(25.52)
	Interest Income	(90.31)	(258.07)
	Interest & Finance Costs	54.46	33.18
	Unrealized Exchange (Gain) /Loss (Net)	(1.79)	(46.00)
	Operating Profit/(Loss) Before Working Capital Changes	**449.44**	**124.70**
	Movements in Working Capital		
	Decrease / (Increase) in Inventories	1,233.51	(2,339.01)
	Decrease / (Increase) in Trade and Other Receivables	22,349.68	14,484.12
	(Decrease) / Increase in Other Long Term Financial Liabilities	9.47	--
	(Decrease) / Increase in Trade Payable and Other Liabilities	(23,617.94)	(12,449.12)
	Cash Generated From /(Used In) Operation	**424.16**	**(179.30)**
	Direct Taxes (Paid) / Net of Refunds	(123.06)	(48.46)
	Net Cash Inflow/(Outflow) Operating Activities (A)	**301.10**	**(227.76)**
B	**CASH FLOW FROM INVESTING ACTIVITIES :**		
	Purchase of Property, Plant & Equipment, including CWIP, Capital Advance.	(68.36)	(121.22)
	Proceeds from Sale of Property, Plant & Equipment	10.40	1.48
	Interest Received	90.31	258.07
	Net Cash Generated From Investing Activities (B)	**32.35**	**138.33**
C	**CASH FLOW FROM FINANCING ACTIVITIES :**		
	Interest & Finance Costs	(54.46)	(33.18)
	Net Cash Used In Financing Activities (C)	**(54.46)**	**(33.18)**
	Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)	**278.99**	**(122.61)**
	Cash and Cash Equivalents at the Beginning of the Period	143.82	266.43
	Cash and Cash Equivalents at the End of the Period	422.81	143.82
	Net increase/(decrease) in cash and cash equivalents	**278.99**	**(122.61)**
	Components of Cash and Cash Equivalents		
	Cash on Hand	5.91	3.68
	Balance with Bank		
	Balance with Schedule Banks in : Current Accounts	416.90	140.14
	In Margin Account (Including FDR)	1,737.53	2,093.22
	Cash and Bank balances as per Note 13	**2,160.34**	**2,237.04**
	Less: Margin Money not considered as Cash and Cash Equivalent in Cash Flow	1,737.53	2,093.22
	Total Cash and Cash Equivalents	**422.81**	**143.82**

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

Notes :

1. Cash Flow statement has been prepared following the indirect method except in case of dividend paid/received and taxes paid which have been considered on the basis of actual movements of cash.
2. Cash and cash equivalents represent cash and bank balances including current account, if any.
3. Previous year's figures have been regrouped/reclassified wherever applicable.
4. Figures in brackets represent outflows.

As per our report of even date

For Todarwal & Todarwal LLP
Chartered Accountants
ICAI Firm Reg. No. W100231
Sd/-
Kunal S. Todarwal
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Membership No. : 137804

For and on behalf of the Board of Directors

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Ashok Tandon
Managing Director
DIN : 00028301

Sd/-
S N Singh
Director
DIN : 00398484

Sd/-
P. R. Raviganesan
CFO & Company Secretary

Place : Mumbai
Date : 19th June, 2020

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

1. Corporate Information

Lloyds Steels Industries Limited ('the Company') is domiciled and incorporated in India as a limited liability company with its shares listed on the National Stock Exchange and the Bombay Stock Exchange. The Registered office of the Company is situated at Plot No. A - 5/5, MIDC Industrial Area, Murbad, Thane - 421 401. The Company is principally engaged in Design, Engineering, Manufacturing, Fabrication, Supply, Erection and Commissioning of all types of Mechanical, Hydraulic, Structural, Process Plants, Metallurgical, Chemical Plants Equipments including Marine Loading/ Unloading arms, Truck/Wagon Loading/Unloading arms, Columns, Pressure Vessels, Dryers, Boilers, Power Plant, Steel Plant Equipments, Capital Equipments and execution of Turnkey and EPC projects.

2. Summary of Significant Accounting Policies

2.1 Basis of Preparation

This financial statement has been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA'). In addition, the Guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations requires a different treatment.

Presentation of Financial Statements

The Balance Sheet and the Statement of Profit & Loss are prepared and presented in the format set out in Schedule III to the Companies Act, 2013 ("the Act"). The Cashflows Statement has been prepared and presented as per the requirements of Indian Accounting Standards (IND AS – 7) "Statement of Cashflows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit & Loss as prescribed in the schedule III to the Act, are presented by way of notes forming parts of accounts alongwith the other notes required to be disclosed under the notified Indian Accounting Standards and the equity listing agreement. Amounts in the financial statement are presented in Indian rupees in Lakhs.

The financial statements are authorized for issue by the Company's Board of Directors at their meeting held on **19th June, 2020**.

The preparation of the said financial statements requires the use of certain critical accounting estimates and judgments. It also requires the management to exercise judgment in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgment or complexity, are disclosed in Note 3.

The financial statements are based on the classification provisions contained in Ind-AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013 along with the other notes required to be disclosed under the notified Indian Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required.

The Company accrues individual items of income / expenses above ₹ 10,000/- per item.

All the amounts included in the financial statements are reported in Lakhs of Indian Rupees (₹) and are rounded to the nearest Lakhs, except per share data and unless stated otherwise.

2.2 Basis of Measurement

The financial statements have been prepared on the accrual and going concern basis and the historical cost convention except where the Ind -AS requires a different accounting treatment. Historical cost is generally based on fair value of the consideration given in exchange of Goods & Services.

Fair Value Measurement

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants. The Company wherever required has measured the financial / non – financial Assets and Liabilities at fair value in the Financial Statement.

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

2.3 Basis of Transition to Ind-AS

Ind-AS 101 allows first-time adopters certain optional exemptions and mandatory exceptions from the retrospective application of certain requirements under Ind-AS.

A. Exemptions / exceptions from full retrospective application

i) Deemed cost exemption - The company has adopted the carrying value determined in accordance with IGAAP for all of its property, plant & equipment as deemed cost of such assets at the transition date.

B. The following mandatory exceptions from retrospective application of Ind AS have been applied by the Company.

i. Estimates exception - On an assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind-AS, as there is no objective evidence that those estimates were in error.

ii. De-recognition of financial assets and liabilities exception - Financial assets and liabilities de-recognised before transition date are not re-recognised under Ind-AS.

2.4 Foreign Currency Transactions

The financial statements are presented in Indian Rupees which is the functional and presentation currency of the Company.

Transactions in foreign currencies are initially recorded in the relevant functional currency at the rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences. On subsequent re-statement/settlement, the same is recognised in the statement of profit and loss within finance costs / finance income. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate prevalent, at the date of initial recognition (in case they are measured at historical cost) or at the date when the fair value is determined (in case they are measured at fair value). The resulting foreign exchange difference, on subsequent re-statement / settlement is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity.

The equity items denominated in foreign currencies are translated at historical cost.

2.5 Current Versus Non-current Classification

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

Deferred tax assets and liabilities and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/ product line/service including the defect liability period wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period as the case may be. An asset is classified as current when it is expected to be realized or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2.6 Property, Plant and Equipment ('PPE')

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognizes such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset as appropriate.

Depreciation on PPE is computed using the straightline method over the estimated useful lives. Depreciation is provided as per useful life of the assets as prescribed in schedule II of the Companies Act. Freehold / Leasehold land is not depreciated as it has an unlimited useful life. The Company has established the estimated range of useful lives of different categories of PPE as follows:

Particulars	Useful life (in years)
Leasehold Land	99
Factory Building	30 – 60
Plant & Machinery	15
Computers	3 – 6
Electrical Installations	10
Office Equipments and AC	5 – 8
Furniture and Fixtures	10
Motor Vehicles	8 - 10

The useful lives, residual values and depreciation method of PPE are reviewed and adjusted appropriately, at-least as at each reporting date so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effects of any change in the estimated useful lives, residual values and/ or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed off are derecognized from the balance sheet and the resulting gains/ (losses) are included in the statement of profit and loss within Other Income.

Assets individually costing ₹ 10,000/- or less are depreciated fully in the year of purchase.

All expenditure and interest cost during the project construction period are accumulated and shown as Capital Work - in - Progress until the project/assets are put to use. Assets under construction are not depreciated. Expenditure/income during pre-operative/construction period is included in Capital Work - in – Progress.

2.7 Intangible Assets

Identifiable intangible assets are generally recognised when the Company controls the asset and it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably. The intangible assets are initially recognised at cost. Assets having finite useful life are carried at cost less accumulated amortization and impairment losses, if any.

2.8 Impairment of Non-Financial Assets - PPE

PPE and intangible assets with definite lives are reviewed for impairment, whenever events or changes in circumstances indicate that their carrying values may not be recoverable. For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is determined at the cash-generating-unit ('CGU') level to which the said asset belongs. If such individual assets or CGU are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the asset/CGU exceeds their estimated recoverable amount and allocated on pro rata basis.

Impairment losses, if any, are recognised in statement of profit and loss.

Reversal of Impairment Losses

Impairment losses are reversed and the carrying value is increased to its revised recoverable amount provided that this amount does not exceed the carrying value that would have been determined had no impairment loss been recognised for the said asset in previous years.

2.9 Leases:

The Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 - 'Leases'. This standard is effective from1st April, 2019. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Ind AS 116 - Leases amends the rules for the lessee's accounting treatment of operating leases. According to the standard all operating leases (with a few exceptions) must therefore be recognized in the balance sheet as lease assets and corresponding lease liabilities. The lease expenses, which were recognised as a single amount (operating expenses), will consist of two elements: depreciation and interest expenses. The standard has become effective from 2019 and the Company has assessed the impact of application of Ind AS 116 on Company's financial statements and provided necessary treatments and disclosures as required by the standard. (Refer Note No 6).

2.10 Financial Instruments

a. Recognition, Classification and Presentation

The financial instruments are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument.

The Company determines the classification of its financial instruments at initial recognition except for Trade Receivables which are initially measured at transaction price.

The Company wherever necessary classifies its financial assets in the following categories: a) those to be measured subsequently at fair value either through other comprehensive income or profit or loss (FVTPL) and b) those to be measured at amortized cost. The classification depends on the business model for managing the financial assets and the contractual terms of the cash flows.

The Company has classified all the non-derivative financial liabilities measured at amortized cost.

Financial assets and liabilities arising from different transactions are set off against each other on case to case basis if and when the company has reason to believe, that the Company has a right to set-off the related recognised amounts in terms of a contract or arrangement and the resultant net amount is presented in the balance sheet.

b. Measurement of Financial Instruments

I. Initial Measurement

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities which are not at fair value are adjusted to the fair value on initial recognition. Otherwise, the transaction costs are expensed in the statement of profit and loss.

II. Subsequent Measurement - Financial Assets

The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

i. Financial Assets Measured at Amortized Cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. However, where the impact of discounting / transaction costs is significant, the amortized cost is measured using the effective interest rate ('EIR') method. Interest income from these financial assets is included in Other Income.

ii. Fair Value through Other Comprehensive Income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, the same are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

iii. Fair value through Profit or Loss

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment

The impairment of assets depends on whether there has been a significant increase in the credit risks since initial recognition. Accordingly, the company deals with providing for impairment of loss. In case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

III Subsequent Measurement - Financial Liabilities

Financial liabilities are subsequently measured at amortized cost using the EIR method (if the impact of discounting/any transaction costs is significant).

c. De-recognition

The financial liabilities are derecognized from the balance sheet when the underlying obligations are extinguished, discharged, lapsed, cancelled, expired or legally released. The financial assets are derecognized from the balance sheet when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The difference in the carrying amount is recognised in the statement of profit and loss.

2.11 Taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly.

a. Current Tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess/ (shortfall) of the Company's income tax obligation for the period are recognised in the balance sheet as current income tax assets/liabilities.

Any interest, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognised within finance costs.

b. Deferred Tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. However, if these are unabsorbed depreciation, carry forward losses and items relating to capital losses, deferred tax assets are recognised when there is reasonable certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets in respect of unutilized tax credits which mainly relate to minimum alternate tax are recognised to the extent it is probable that such unutilized tax credits will get realized.

The unrecognized deferred tax assets/carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, (a) the Company currently has a right to set-off the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis.

2.12 Inventories

Inventories are stated at the lower of cost (determined using weighted average cost method) and net realizable value. The costs comprise its purchase price and any directly attributable cost of bringing to its present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated variable costs necessary to make the sale.

Following are general practice adopted by the company for valuation of Inventory.

Sr. No.	Type of Inventory	Valuation methodology
1	Raw Materials	*At lower of cost and net realizable value.
2	Stores and Spares	At cost.
3	Work-in-process/Semi-finished Goods	At cost.
4	Engineering Plant Finished Goods	At lower of cost and Market value
5	Finished Goods/Traded Goods	At lower of cost and Market value
6	Scrap Material	At Net Realizable Value
7	Tools and Equipments	At lower of cost and disposable value

*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

2.13 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, bank balances and fixed deposits including deposits towards margin money.

2.14 Share Capital

The company has only one class of shares i.e. Equity Shares having par value of Re 1/- each per equity share. The dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

2.15 Employee Benefits

The Company's employee benefits mainly include wages, salaries, bonus, defined benefit plans, compensated absences. The employee benefits are recognised in the year in which the associated services are rendered by the Company employees.

a. Short Term Employee Benefits

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

b. Post Employment Benefits - Gratuity

The Company operates one defined benefit plan, viz., gratuity benefit, for its employees. The Gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount

equivalent to 15 days basic salary payable for each completed year of service. The company does not have any fund for gratuity liability and the same is accounted for as provision.

The Company provides for the liability towards the said plans on the basis of actuarial valuation carried out yearly as at the reporting date, by an independent qualified actuary using the projected unit- credit method.

The obligation towards the said benefits is recognised in the balance sheet, at the present value of the defined benefit obligations. The present value of the said obligation is determined by discounting the estimated future cash outflows.

The interest expense is calculated by applying the above mentioned discount rate to the defined benefit obligations liability. The interest expense on the defined benefit liability is recognised in the statement of profit and loss. However, the related re-measurements of the defined benefit liability is recognised directly in the other comprehensive income in the period in which it arises. The said re-measurements comprise of actuarial gains and losses (arising from experience adjustments and changes in actuarial assumptions). Re-measurements are not re-classified to the statement of profit and loss in any of the subsequent periods.

c. Other Employee Benefits – Leave Encashment

Under the other long term employee benefit plan, the company extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/ separation or during tenure of service. The Plan is not funded by the company.

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out yearly as at the reporting date, by an independent qualified actuary using the projected unit- credit method. The related re-measurements are recognised in the statement of profit and loss in the period in which they arise.

2.16 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the said obligation and the amounts of the said obligation can be reliably estimated.

2.17 Amortization of Expenses

Deferred Revenue Expenditure is amortised over a period of five years.

2.18 Contingencies

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are disclosed where an inflow of economic benefits is probable.

2.19 Revenue Recognition

Revenue is recognised based on nature of activity when consideration can be reasonably measured and recovered with reasonable certainty. Revenue is measured at the fair value of the consideration received or receivable and is reduced for estimated customer returns, rebates and other similar allowances.

a. Revenue from Operations

i. Sale of Goods

Revenue from the sale of manufactured and traded goods is recognised when significant risks and rewards of ownership of goods have been transferred, effective control over the goods no longer exists with the company, amount of revenue / costs in respect of the transactions can reliably be measured and probable economic benefits associated with the transactions will flow to the company.

ii. Rendering of Services

Revenue in case of contracts/orders spreading over more than one financial year are booked to the extent of work billed. Sales include export benefits & net of sales return. Export benefits accrue on the date of export, which are utilized for custom duty free import of material/ transferred for consideration.

iii. In case of unbilled work, Revenue is recognised when significant portion of the work exceeding 75% is completed. Till such time the unbilled work is carried at cost in work-in-progress.

b. Other Revenue

1) Customs Duty

Customs duty/incentive entitlement as and when eligible is accounted on accrual basis. Accordingly, import duty benefits against exports effected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

2) Interest Income

Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.

3) Other Income/Miscellaneous Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

2.20 Borrowing Costs

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalized. All the other borrowing costs are recognised in the statement of profit and loss within finance costs of the period in which they are incurred.

2.21 Earnings Per Share ('EPS')

The Company presents the Basic and Diluted EPS data. Basic & Diluted EPS is computed by dividing the profit for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period.

2.22 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of:

i. changes during the period in inventories and operating receivables/payables transactions of a non-cash nature;

ii. non-cash items such as depreciation, provisions, deferred taxes, unrealized foreign currency gains and losses and undistributed profits of associates; and

iii. all other items for which the cash effects are investing or financing cash flows.

3. Critical Judgments and Estimation in applying the Company's Accounting Policies

The estimates and judgments used in the preparation of the financial statements are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgments are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment, Intangible assets, allowance for doubtful debts/ advances, future obligations in respect of retirement benefit plans, expected cost of completion of contracts, provision for rectification costs, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

The areas involving critical estimates and judgments are:

a) Estimation of current tax expenses and payable - Refer Note No. 9

b) Recognition of deferred tax assets for carried forward tax losses - Refer Note No. 9

c) Revenue Recognition - Refer Note No. 20

d) Estimation of defined benefit obligation – Refer Note No. 24

4. Property, Plant and Equipment (PPE)

The following table presents the reconciliation of changes in the carrying value of PPE.

Sr. No	Class of Assets	Gross Block				Depreciation				Net Block	
		01. 04.2019	Additions	Disposals	31.03.2020	01.04.2019	For the Year	Disposals	31.03.2020	31.03.2020	31.03.2019
1	Land	146.66	--	--	146.66	--	--	--	--	146.66	146.66
2	Building	812.39	--	--	812.39	511.34	21.12	--	532.46	279.93	301.05
3	Plant & Machinery	3,253.24	43.31	10.10	3,286.45	2,964.25	23.26	6.27	2,981.24	305.21	288.99
4	Computers	177.92	0.87	--	178.79	167.22	2.69	--	169.91	8.88	10.70
5	Electrical Installations	144.54	2.39	--	146.93	124.87	5.46	--	130.33	16.60	19.67
6	Office Equipments & AC	84.73	0.90	--	85.63	78.76	0.77	--	79.53	6.10	5.97
7	Furniture & Fixtures	254.49	--	--	254.49	152.48	21.63	--	174.11	80.38	102.01
8	Motor Vehicles	345.01	20.89	92.42	273.48	161.95	32.66	83.99	110.62	162.86	183.06
	Total	**5,218.98**	**68.36**	**102.52**	**5,184.82**	**4,160.87**	**107.59**	**90.26**	**4,178.20**	**1,006.62**	**1,058.11**

Note: The Immovable Properties at A - 5/5 and A - 6/3, Murbad were subjected to Second Charge for the benefit of the Lenders of Uttam Value Steels Limited before transfer of the Engineering Division of UVSL into our company.

5. Intangible Assets

The following table presents the reconciliation of changes in the carrying value of PPE.

Sr. No	Class of Assets	Gross Block				Depreciation				Net Block	
		01. 04.2019	Additions	Disposals	31.03.2020	01.04.2019	For the Year	Disposals	31.03.2020	31.03.2020	31.03.2019
1	Goodwill	95.98	--	--	95.98	--	--	--	--	--	95.98
	Total	**95.98**	**--**	**--**	**95.98**	**--**	**--**	**--**	**--**	**--**	**95.98**

6. Right To Use - Ind AS 116, Leases Impact

The Right To Use value disclosed is as per Ind AS 116 (Lease Impact). The impact of Ind AS 116 on the Company's financial statements at 31 March 2020 is as follows:

Balance sheet: The adoption of Ind AS 116 has resulted in an increase in the total assets of ₹ 325.09 Lakhs split between right-to-use assets of ₹ 322.45 Lakhs and deferred tax assets of ₹ 2.64 Lakhs. Accordingly, financial liability has increase of by ₹ 331.92 Lakhs

Statement of Profit and Loss: The adoption of Ind AS 116 has resulted in increased depreciation of ₹ 49.61 Lakhs from the right-to-use assets and increased the finance costs by ₹ 22.23 Lakhs for the year due to the interest recognised on lease liabilities. These have reduced the operating lease expenses by ₹ 62.37 Lakhs for the year, resulting in an overall net reduction of profit before taxes of ₹ 9.47 Lakhs.

7. Security Deposit & Others (Non Current)

Particulars	31st March, 2020	31st March, 2019
Non-current		
Security Deposits, Considered Good	27.52	9.92
Total	**27.52**	**9.92**

8. Loan & Other Current Financial Assets

Particulars	31st March, 2020	31st March, 2019
i. Loan		
- Loans to Others, Considered Good - Unsecured	800.00	1,907.70
Sub – Total	**800.00**	**1907.70**
ii. Other Current Financial Asset		
- Security Deposits, Considered Good	0.08	17.60
- Tax Recoverable	124.13	325.54
- Interest Receivable	152.92	225.62
Sub – Total	**277.13**	**568.76**
Total (i+ii)	**1,077.13**	**2,476.46**

9. Income Taxes

The major components of Income Tax Expense are:

Particulars	31st March, 2020	31st March, 2019
Current Income Tax		
For the year	63.03	65.04
Deferred Tax*		
Origination and Reversal of Temporary Differences	29.21	(43.71)
Income Tax Expense	**92.24**	**21.33**

* Includes minimum alternate tax (MAT) credit of ₹ 63.03 Lakhs and ₹ 65.04 Lakhs for the year ended 31st March, 2020 and 31st March, 2019 respectively.

The reconciliation between the amounts computed by applying the statutory income tax rate to the (loss) / profit before tax and tax (income) / expenses charge is summarized below:

Particulars	31st March, 2020	31st March, 2019
Profit Before Tax	377.62	290.41
Tax Expense @ Company's Domestic Tax Rate of 27.82%	105.05	80.79
Effect of:		
Income (Net of Expenses) Not Taxable	(12.81)	(59.46)
Income Tax Expense	**92.24**	**21.33**

The Analysis of Deferred Tax Assets and Expenses is as follows:

Particulars	31st March, 2020	31st March, 2019
Deferred Tax Assets		
Unabsorbed Depreciation	838.79	938.72
Employee Benefits	17.64	20.27
Depreciation on Property, Plant and Equipment	(71.46)	(86.62)
Lease Expenses	2.64	--
Demerger Expenses Amortised	20.59	28.91
Net Deferred Tax Assets	**808.20**	**901.28**

Particulars	31st March, 2020	31st March, 2019
Deferred Tax Expense		
Unabsorbed Depreciation	99.93	96.68
Employee Benefits	2.64	(26.65)
MAT Credit	(63.03)	(65.04)
Depreciation on Property, Plant and Equipment	47.85	8.02
Tax Effect on Various Other Items	5.69	8.32
Net Deferred Tax Expenses/ (income)	**93.08**	**21.33**

The Movement in Deferred Tax Assets and Liabilities during the year is as follows:

Particulars	31st March, 2020	31st March, 2019
Opening Balance	**901.28**	**922.61**
MAT Credit of Earlier Years	(63.03)	(65.04)
Tax (Expense)/ Income Recognised in Statement of Profit and Loss	(16.05)	36.61
Tax Income/ (Expense) Recognised in OCI	(14.00)	7.10
Closing Balance	**808.20**	**901.28**

The company has determined that there is a reasonable certainty that sufficient profits will be available in future to recoup unabsorbed depreciation and carried forward losses and accordingly deferred tax has been recognised on those losses under Ind AS provisions.

10. Other Non-Financial Assets

Particulars	31st March, 2020	31st March, 2019
Other Non-current Asset		
Prepaid Expenses	2.03	4.34
Total	**2.03**	**4.34**
Other Current Asset		
Prepaid Expenses	15.04	9.18
Advance to Suppliers	5,173.25	18,926.49
Total	**5,188.29**	**18,935.67**

11. Inventories

Particulars	31st March, 2020	31st March, 2019
Raw Materials	341.50	1,274.27
Work-in-Progress	1,380.12	1,526.01
Stores and Spares	429.25	584.32
Scrap & By-products	1.93	1.71
Total	**2,152.80**	**3,386.31**

Note: During the year ₹ Nil (previous year: ₹ Nil) was recognised as expense towards write-down of inventory.

12. Trade Receivables

Particulars	31st March, 2020	31st March, 2019
Unsecured		
Considered Good	2,467.56	9,330.14
Considered Doubtful	--	--
Total	**2,467.56**	**9,330.14**
Less: Provision for Doubtful Receivables	--	--
Total Receivables	**2,467.56**	**9,330.14**

13. Cash and Cash Equivalents

Particulars	31st March, 2020	31st March, 2019
Balances with Banks		
On current accounts	191.90	140.14
Bank deposits with original maturity of three months or less	225.00	--
Cash in Hand	5.91	3.68
Other Bank Balance		
Margin Money Deposit	1,737.53	2,093.22
Total	**2,160.34**	**2,237.04**

14. Share Capital

Particulars	31st March, 2020	31st March, 2019
Authorized Share Capital		
90,00,00,000 Equity Shares of ₹ 1/- each	9,000.00	9,000.00
Issued, Subscribed and Fully Paid-up Shares		
89,86,98,382 Equity Shares of ₹ 1/- each	8,986.98	8,986.98
Total	**8,986.98**	**8,986.98**

i. Terms and Rights attached to equity shares.

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

ii. Details of shareholders holding more than 1% shares in the company

Name of Shareholders	31st March, 2020		31st March, 2019	
	(Nos.)	(% holding)	(Nos.)	(% holding)
FirstIndia Infrastructure Private Limited (Formerly known as Ultimate Logistics solutions Pvt. Ltd.)	28,80,73,478	32.05%	28,80,73,478	32.05%
Metallurgical Engineering and Equipments Limited	12,63,67,638	14.06%	12,63,67,638	14.06%
Shree Global Tradefin Ltd	9,44,92,624	10.52%	9,44,92,624	10.52%
IDBI Bank Limited	-	-	8,25,21,946	9.18%
Vistra ITCL India Limited	3,94,71,661	4.39%	3,94,71,661	4.39%
Ragini Trading & Investment Limited	96,86,386	1.08%	96,86,386	1.08%

15. Financial Liabilities – Others

Particulars	31st March, 2020	31st March, 2019
Non-current		
Long Term Borrowings		
Secured		
Vehicle Loans from Banks	95.00	87.94
Total	**95.00**	**87.94**
Current		
Others		
Secured		
- Short Term Maturity of Long Term Borrowing	12.15	30.50
- Interest Accrued but Not Due	0.77	--
Unsecured		
- Employees Payable	81.04	82.25
- Taxes Payable	77.86	40.44
- Provision For Expenses	206.90	66.60
Total	**378.72**	**219.79**

16. Provisions

Particulars	31st March, 2020	31st March, 2019
Gratuity	457.69	457.20
Compensated Absence	78.31	88.09
Total	**536.00**	**545.29**
Non-current – Provisions	**358.12**	**457.25**
Current – Provisions	**177.88**	**88.04**

Refer Note 24 for movement of provision towards employee benefits.

17. Trade Payables

Particulars	31st March, 2020	31st March, 2019
Micro, Small and Medium Enterprises	25.54	96.11
Due to others	1,563.94	3,447.80
Total	**1,589.48**	**3,543.91**

The Company identifies suppliers registered under Micro, Small & Medium Enterprises Development Act, 2006 by sourcing information from suppliers and accordingly made classification based on available information with the Company.

18. Other Non-Financial Liabilities

Particulars	31st March, 2020	31st March, 2019
Current		
Advances from Customers	1,612.80	23,434.79
Total	**1,612.80**	**23,434.79**

19. Contingent Liabilities & Commitments

Particulars	31st March, 2020	31st March, 2019
Contingent Liabilities		
A) Claims against the Company, not acknowledged as debts	856.00	856.00
B) Guarantees		
Guarantees issued by the Company's bankers on behalf of the Company	1,736.96	2,024.74

20. Revenue from Operations

Particulars	31st March, 2020	31st March, 2019
Sale of Products		
Finished Goods	10,533.93	9,168.52
Traded Goods	--	--
Other Operating Revenue		
Sale of Scrap & By Products	16.29	25.15
Job Work Charges	896.26	578.11
Total	**11,446.48**	**9,771.78**

21. Other Income

Particulars	31st March, 2020	31st March, 2019
Interest Income		
On Bank Deposits	126.28	142.29
From others	687.22	793.56
Other Non – Operating Income		
Miscellaneous Income	2.91	20.91
Liabilities no longer required, Written Back (net)	11.67	0.91
Net Gain/(Loss) on Foreign Currency Transaction	1.79	46.00
Total	**829.87**	**1,003.67**

22. Cost of Raw Materials Consumed

Particulars	31st March, 2020	31st March, 2019
Cost of Raw Materials Consumed		
Iron & Steel, etc.	5,378.86	4,850.17
Total	**5,378.86**	**4,850.17**

23. Changes in Inventories of Finished Goods, Work-in-Progress.

Particulars	31st March, 2020	31st March, 2019
Inventories at the end of the year		
Work-in-Progress	1,380.12	1,526.01
Scrap	1.93	1.71
Total	**1,382.05**	**1,527.72**
Inventories at the beginning of the year		
Work-in-Progress	1,526.01	411.60
Scrap	1.71	75.90
Total	**1,527.72**	**487.50**
Total (Increase) / Decrease in Inventories	**145.67**	**(1,040.22)**

24. Employee Benefits Expenses As Per IND AS – 19.

Particulars	31st March, 2020	31st March, 2019
Salaries, Wages and Bonus	1,386.70	1,119.87
Contribution to Provident and Other Fund	79.50	75.08
Gratuity & Leave Encashment Expenses	88.96	81.64
Staff Welfare /Workmen Expenses	20.09	17.15
Managerial Remuneration	111.75	94.37
Total	**1,687.00**	**1,388.11**

Defined Benefit Plan

The Company operates one defined benefit plan, viz., gratuity benefit, for its employees. The Gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service as per the Payment of Gratuity Act. The company does not have any fund for gratuity liability and the same is accounted for as provision.

Under the other long term employee benefit plan, the company extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement / separation or during tenure of service. The Plan is not funded by the company.

The details of defined benefit obligations are as follows:

Name of Shareholders	31st March, 2020		31st March, 2019	
	Gratuity	Compensated absence	Gratuity	Compensated absence
Obligation:				
Balance as at beginning of the year	457.20	88.09	382.61	65.89
Current Service Cost	26.94	18.42	28.91	18.20
Interest Cost	31.09	5.99	29.46	5.07
Benefits Paid	(33.56)	(7.84)	(8.07)	(2.30)
Re-measurements	(23.98)	(26.35)	24.29	1.23
Present Value of Defined Benefit Obligation	**457.69**	**78.31**	**457.20**	**88.09**
Current Portion	152.95	24.93	56.49	31.55
Non-current Portion	304.74	53.38	400.71	56.54

Amount recognized in Other Comprehensive Income

Particulars	31st March, 2020	31st March, 2019
Re-measurements	(50.33)	25.52
Total	**(50.33)**	**25.52**

Due to its defined benefit plans, the Company is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary Risk - The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Existing assumptions

Particulars	31st March, 2020	31st March, 2019
Discount Rate	6.80%	7.70%
Rate of Salary Increase		
For First Year	0.00%	8.00%
For Second Year	3.00%	
Thereafter	8.00%	
Withdrawal Rate	1.00%	1.00%
Mortality Rate	Indian Assured Lives (2012- 14)	Indian Assured Lives (2006-08)
Retirement Age	62 Years	62 Years

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

The impact of sensitivity due to changes in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

Particulars	Change in Assumption	31st March, 2020		31st March, 2019	
		Gratuity	Compensated Absence	Gratuity	Compensated Absence
Discount Rate	+1%	431.23	73.32	431.04	82.40
	-1%	488.05	84.12	487.26	94.77
Salary Growth Rate	+1%	487.39	84.00	486.88	94.69
	-1%	431.27	73.32	430.88	82.37

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations as a result of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity analysis is based on a reasonably possible change in a particular under-lying actuarial assumption, while assuming all other assumptions to be constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated.

The table below summarizes the maturity profile and duration of the gratuity liability:

Particulars	31st March, 2020	31st March, 2019
Within one year	152.95	56.49
Within one - three years	67.62	131.46
Within three - five years	16.80	63.63
Above five years	220.32	205.62
Weighted average duration (in years)	7.35 years	7.54 years

25. Manufacturing and Other Expenses

Particulars	31st March, 2020	31st March, 2019
Consumption of Stores and Spare Parts	1,470.40	2,666.60
Power Charges	79.38	50.57
Fuel & Gases Charges	21.22	1.82
Freight and Forwarding Charges (net)	482.44	360.28
Other Expenses of Production	162.57	239.33
Engineering and Processing Charges	1,432.89	819.71
Rent	38.80	105.05
Rates and Taxes	13.52	10.12
Insurance	6.92	7.10
Repairs and Maintenance:		
Plant and Machinery	0.78	8.10
Buildings	--	0.07
Others	39.11	56.29
Other Selling Expenses	33.10	26.51
Commission and Brokerage	1.33	7.60
Legal & Professional Charges	335.79	156.28
Directors' Sitting Fees	1.64	1.30
Payment to Auditor (Refer details below)	2.00	2.00
Loss on Sale of Fixed Assets (net)	1.87	(0.19)
Travelling & Conveyance Expenses	105.98	166.21
Miscellaneous Expenses	296.13	428.16
Total	**4,525.87**	**5,122.91**

Payments to Auditor

Particulars	31st March, 2020	31st March, 2019
As Auditor:		
Audit Fees	1.50	1.50
Tax Audit Fees	0.50	0.50
In other capacity:		
Certification Charges	--	--
Total	**2.00**	**2.00**

26. Finance Costs

Particulars	31st March, 2020	31st March, 2019
Interest on Vehicle loan / Others	13.80	11.24
Interest on Right to use	22.23	0
Other Borrowing Costs		
Bank & Finance processing charges	18.43	21.94
Total	**54.46**	**33.18**

27. Depreciation and Amortization Expense

Particulars	31st March, 2020	31st March, 2019
Depreciation on Tangible Assets (Refer Note 4)	107.59	105.37
Depreciation on Right to Use – AS 116 (Refer Note 6)	49.61	--
Total	**157.20**	**105.37**

28. Earnings Per Share ('EPS')

The followings is a reconciliation of the equity shares considered for computation of basic and diluted earnings per equity share:

Particulars	31st March, 2020	31st March, 2019
Weighted average shares outstanding for basic / diluted EPS	89,86,98,382	89,86,98,382
Profit for the year (₹ in lakhs)	249.05	287.50
EPS (in ₹)	0.03	0.03

29. Segment Reporting as per IND-AS – 108.

The Company has single business Segment namely engineering products and services.

30. Related Party Disclosures

A. Parties with whom the Company has entered into transactions during the year where control exists:

i) Key Management Personnel :	Mr. Ashok S. Tandon
ii) Enterprise over which key management personnel /relatives have significant influence	NIL
iii) Associate	NIL

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise. Remuneration to key management personnel were as follows:

Particulars	31st March, 2020	31st March, 2019
Short-Term Employee Benefits	119.15	101.00
Post-employment Benefit	74.43	74.93
Total	**193.58**	**181.17**

31. Financial and Capital Risk

a. Financial Risk

The business activities of the Company expose it to a variety of financial risks, namely market risks (that is, foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimize the potential adverse effects on its financial performance.

The financial risk management for the Company is driven by the Company's senior management and internal/ external experts subject to necessary supervision.

The Company does not undertake any speculative transactions either through derivatives or otherwise. The senior management is accountable to the Board of Directors and Audit Committee. They ensure that the Company's financial risk-taking activities are governed by appropriate financial risk governance frame work, policies and procedures. The Board Of Directors periodically reviews the exposures to financial risks, and the measures taken for risk mitigation and the results thereof.

i) Foreign Currency Risk

Foreign exchange risk arises on all recognised monetary assets and liabilities and on highly probable forecasted transactions which are denominated in a currency other than the functional currency of the Company. The Company has foreign currency trade payables and receivables.

The foreign exchange risk management policy of the Company requires it to manage the foreign exchange risk by transacting as far as possible in the functional currency.

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below

Particulars	Foreign Currency			
	USD	Euro	GBP	Yen
Current Year				
Trade payables – in Foreign Currency (full figures)	(15,690.40)	(1,03,135.86)	--	(1,15,54,587.00)
Trade payables – ₹ in Lakhs	(11.83)	(85.65)	--	(80.48)
Trade receivables - in Foreign Currency (full figures)	--	--	--	--
Trade Receivables – ₹ in Lakhs	**--**	**--**	**--**	**--**
Previous Year				
Trade payables – in Foreign Currency (full figures)	(15,690.40)	(219,490.67)	(96,786.92)	--
Trade payables – ₹ in Lakhs	(10.85)	(170.55)	(87.57)	--
Trade receivables - in Foreign Currency (full figures)	--	--	--	--
Trade Receivables – ₹ in Lakhs	--	--	--	--

No Forward contracts were entered into by the company either during the year or previous years since the company has very minimum exposure to foreign currency risk as stated in above table.

i) Foreign Currency Sensitivity

Particulars	Change in Currency Exchange Rate	Effect on Profit Before Tax	Effect on Equity (OCI)
For the year ended March 31, 2020			
Euro	+5%	4.28	--
	-5%	(4.28)	--
Others	+5%	4.62	--
	-5%	(4.62)	--
For the year ended March 31, 2019			-
Euro	+5%	8.53	--
	-5%	(8.53)	--
Others	+5%	4.92	--
	-5%	(4.92)	--

The sensitivity disclosed in the above table is mainly attributable to, in case of to foreign exchange gains / (losses) on trade payables and trade receivables. The above sensitivity analysis is based on a reasonably possible change in the under-lying foreign currency against the respective functional currency while assuming all other variables to be constant.

Based on the movements in the foreign exchange rates historically and the prevailing market conditions as at the reporting date, the Company's management has concluded that the above mentioned rates used for sensitivity are reasonable benchmarks.

ii) Price Risk

The company uses surplus fund in operations and for further growth of the company. Hence, there is no price risk associated with such activity.

iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counter-party, the risk of deterioration of creditworthiness of the counter-party as well as concentration risks of financial assets and thereby exposing the Company to potential financial losses. The Company is exposed to credit risk mainly with respect to trade receivables.

Trade Receivables

The Trade receivables of the Company are typically non interest bearing un-secured. As there is no independent credit rating of the customers available with the Company, the management reviews the credit-worthiness of its customers based on their financial position, past experience and other factors. The credit risk related to the trade receivables is managed / mitigated by concerned team based on the Company's established policy and procedures and by setting appropriate payment terms and credit period. The credit period provided by the Company to its customers depend upon the contractual terms with the customers.

The ageing analysis of trade receivables as at the reporting date is as follows:

Particulars	Less than six months	More than six months
Trade Receivables as at March 31, 2020	**2,012.78**	**454.78**
Trade Receivables as at March 31, 2019	8,260.73	1,069.41

The Company performs on-going credit evaluations of its customers financial condition and monitors the credit-worthiness of its customers to which it grants credit in its ordinary course of business. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due or there are some disputes which in the opinion of the management is not in the Company's favour. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

iv) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system.

Based on past performance and current expectations, the Company believes that the Cash and cash equivalents and cash generated from operations will satisfy its working capital needs, capital expenditure, investment requirements, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:-

Particulars	31st March, 2020	
	Less than one year	More than one year
Trade Payables	1,589.48	--
Other Financial Liabilities	378.72	--
Total Financial Liabilities	**1,968.20**	**--**

Particulars	31st March, 2019	
	Less than one year	More than one year
Trade Payables	3,543.91	--
Other Financial Liabilities	219.79	--
Total Financial Liabilities	**3,763.70**	**--**

2. Capital Risk

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and/ or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, uphold investor; creditor and customer confidence and ensure future development of its business activities. In order to maintain or adjust the capital structure, the Company may issue new shares, declare dividends, return capital to shareholders, etc. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

Fair Value of Financial Assets and Liabilities

The carrying value and fair value of the Company's financial instruments are as follows:

Particulars	Carrying Value as of		Fair Value as of	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Financial Assets				
FVTPL	-	-	-	-
Amortized cost				
Trade Receivables	2,467.56	9,330.14	2,467.56	9,330.14
Cash and Cash Equivalents	2,160.34	2,237.04	2,160.34	2,237.04
Loans	800.00	1,907.70	800.00	1,907.70
Other Financial Assets	277.13	568.76	277.13	568.76
Total	**5,705.03**	**14,043.64**	**5,705.03**	**14,043.64**
Financial Liabilities				
FVTPL	-	-	-	-
Amortized Cost				
Trade Payables	1,589.48	3,543.91	1,589.48	3,543.91
Other Financial Liabilities	378.72	219.79	378.72	219.79
Total	**1,968.20**	**3,763.70**	**1,968.20**	**3,763.70**

If undelivered please return to :
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