



# SHREE PRECOATED STEELS LTD.

CIN : L70109MH2007PLC174206

Regd. Office : 1, Ground Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: +91 - 22 - 65526677 | Email : spsl.investors@gmail.com | Website: www.spsl.com

Ref: SEC/SPSL/BSE/2021-22

Date: 7<sup>th</sup> September, 2021

**The Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400 001

Script Code : 533110

**Sub: Compliance under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Dear Sir/Madam,**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report of the Company for the financial year 2020-21 along with the Notice convening Thirteenth Annual General Meeting. It will also be made available on the website of the Company viz., [www.spsl.com](http://www.spsl.com).

The Annual Report is emailed to all members who stands in the Register of Members/ Beneficial Owners as on 3<sup>rd</sup> September, 2021

The Thirteenth Annual General Meeting of the Company is scheduled to be held on Wednesday, September 29, 2021, at 3.30 p.m. (IST), through Video Conferencing or Other Audio Visual Means.

This is for your information and records.

Thanking You.

Yours faithfully,

**For SHREE PRECOATED STEELS LIMITED**

**RAJ Y. SHAH**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**Encl: As above**



**SHREE PRECOATED STEELS LIMITED**

**13<sup>th</sup>**

**ANNUAL REPORT  
2020-21**



# SHREE PRECOATED STEELS LIMITED

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## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

**MR. AMBALAL C. PATEL**

(DIN: 00037870)

**MR. HARSH L. MEHTA**

(DIN: 01738989)

**MRS. AARTI M. RAMANI**

(DIN: 06941013)

**MR. NILESH H. SARVAIYA**

(DIN: 00799636)

CHAIRMAN NON-EXECUTIVE INDEPENDENT DIRECTOR

MANAGING DIRECTOR

INDEPENDENT WOMAN DIRECTOR

NON-EXECUTIVE PROFESSIONAL DIRECTOR

### **CHIEF FINANCIAL OFFICER**

MR. SURESH N. PITALE

### **COMPANY SECRETARY & COMPLAINEE OFFICER**

MR. RAJ Y. SHAH\*

MR. AKSHAY R. SHARMA\*\*

\*Appointed w.e.f. 8<sup>th</sup> February, 2021

\*\*Resigned w.e.f. 8<sup>th</sup> February, 2021

### **REGISTERED OFFICE**

1, Ground Floor, Citi Mall,  
New Link Road, Andheri (W)  
Mumbai: 400 053  
Tel: +91-7208182677  
Email: [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com)  
Website: [www.spsl.com](http://www.spsl.com)

### **REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Pvt. Ltd.  
C 101, 247 Park,  
L B S Marg,  
Mumbai - 400083  
Tel: 022 - 4918 6000, Fax: 022 - 4918 6060  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### **CORPORATE INDENTITY NUMBER (CIN)**

L70109MH2007PLC174206

### **AUDITORS**

M/s. Manesh Mehta & Associates,  
Chartered Accountants  
611-701, Centre Point, R.C. Dutt Road,  
Alkapuri, Vadodara – 390007  
Firm Reg. No. 115832W

### **THIRTEENTH ANNUAL GENERAL MEETING**

Date : 29th September, 2021

Day : Wednesday

Time : 3:30 P.M

Venue : Through VC/OAVM

### **BOOK CLOSURE DATE:**

Friday, September 24, 2021 to  
Wednesday, September 29, 2021  
(Both days inclusive)



# SHREE PRECOATED STEELS LIMITED

## Notice

**NOTICE** is hereby given that the 13th Annual General Meeting of the Shareholders of the Shree Precoated Steels Limited will be held on Wednesday, 29<sup>th</sup> day of September, 2021 at 3:30 PM, Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility to transact following business:

### ORDINARY BUSINESS:

#### Item no.1: Adoption of Financial Statements

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements for the financial year ended 31st March, 2021 including the Audited Balance Sheet as at 31st March, 2021, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board and Auditors thereon be and are hereby considered, approved and adopted."

#### Item No.2: Re-Appointment of Director

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nilesh H. Sarvaiya holding DIN: 00799636, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation"

#### Item No.3: Ratification of appointment of auditors

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 11th Annual General Meeting held on December 20, 2019, the appointment of M/s Manesh Mehta & Associates, Chartered Accounts (Firm Registration No. 115832W) as the Auditors of the Company, be and is hereby ratified to hold the office from conclusion of the 13th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2022, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the audit committee / Board of Directors."

### SPECIAL BUSINESS:

**Item No.4: Re-appointment of Mr. Harsh L Mehta (DIN: 01738989), as Managing Director (Whole Time Key Managerial Personnel) of the Company for a term of Five (5) years.**

To consider and if thought fit, to pass with or without

modification(s), the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 25<sup>th</sup> March 2021 and 18<sup>th</sup> June 2021 respectively and in accordance with the provisions of Sections 117, 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Articles of Association of the Company, approval of the members/shareholders be and is hereby accorded for re-appointment of Mr. Harsh L Mehta (DIN: 01738989), as Managing Director (Whole Time Key Managerial Personnel) of the Company, for a period of 5 (five) years with effect from 24<sup>th</sup> May 2021 to 23rd May 2026, liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, remuneration and / or agreement in such manner as may be agreed between the Board of Directors and Mr. Harsh L Mehta.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Harsh L Mehta, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board of Directors  
For Shree Precoated Steels Limited

sd/-

**Ambalal C Patel**  
Chairman  
DIN: 00037870

Place: Mumbai,  
Date: 9<sup>th</sup> August, 2021

**CIN: L70109MH2007PLC174206**

**Registered Office:**

"Citi Mall", 1, Ground Floor,  
New Link Road, Andheri (W),  
Mumbai – 400 053,  
Maharashtra,

Tel.: +91-7208182677,

Email Id: [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com)

Website: [www.spsl.com](http://www.spsl.com)

**NOTES:**

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the Notice is annexed hereto.
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, 13th April, 2020 and 13th January 2021 (collectively referred to as "MCA Circulars") and Circulars SEBI/HO/CFD/ CMD1/CIR/2020/79 and SEBI/HO/CFD/CMD2/ CIR/2021/11 dated May 12,2020 and January 15,2021 respectively (collectively referred to as "SEBI Circulars"), permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Corporate Office of the Company. 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. Hence, Members can attend and participate in AGM through VC/OAVM only. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in meeting through OAVM/VC is explained in Note No 21 below and is also available at the website of the Company at [www.spsl.com](http://www.spsl.com).
3. As AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent by email through its registered email address to [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by 25<sup>TH</sup> September, 2021.
5. The Register of Members and share transfer books of the Company will remain closed from Friday, September 24, 2021 to Wednesday, September 29, 2021 (Both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
6. The relevant details, pursuant to Regulations 26 and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM is annexed.
7. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
8. a) Members are requested to notify immediately any change of address:
  - i. To their Depository Participants ("DPs") in respect of the shares held in electronic form, and
  - ii. To the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhaar/Electricity Bill/ Telephone Bill/ Ration Card/Voter ID Card/ Passport etc.
- b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
9. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
  - a) the change in the residential status on return to India for permanent settlement, or
  - b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
10. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.





12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company at its Registered Office or its RTA, Link Intime (India) Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083 by quoting the Folio number or the Client ID number with DP ID number.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. A member who needs any clarification or has query on accounts or operations of the Company shall write to the Company Secretary at [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com), at least by 5 P.M (IST) of 25<sup>th</sup> September, 2021. The same will be replied by the Company suitably, during the course of AGM or through separate e-mail.
15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2020- 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website: [www.spsl.com](http://www.spsl.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
18. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
19. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other statutory registers will be provided on request at least 5 days prior to the AGM date, through email at [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com).

## 20. Procedure for registration of e-mail address and bank details by shareholders:-

### i. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**

### ii. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

### iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (Upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**



#### iv. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

#### 21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 26, 2021 from 9:00 AM IST and ends on Tuesday, September 28, 2021 at 5:00 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 23, 2021.

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

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

##### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>





Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- b) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



## SHREE PRECOATED STEELS LIMITED

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hpsanghvioffice@gmail.com](mailto:hpsanghvioffice@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN



of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com). The same will be replied by the company suitably.

#### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**

The following Statements sets out all the material facts relating to the Special Business under Item No. 4 of the accompanying Notice.

##### **Item No. 4**

Shri Harsh Mehta was appointed as a Managing Director in 8th Annual General Meeting of the Company w.e.f. 24.05.2016 for a period of 5 years. Shri Harsh L Mehta is a Promoter, Director of the Company and associated as the Managing Director since 5 years. In his able leadership the performance of the Company has been satisfactory. The present terms of appointment of Shri Harsh L Mehta is expiring on 23.05.2021 and it would be appropriate to re-appoint him from May 24, 2021 for a period of 5 years. On the recommendation of the Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> March 2021, the Board of Director of the Company at its meeting held on 18<sup>th</sup> June, 2021 approved the re-appointment of Shri Harsh L Mehta as Managing Director (KMP) subject to the approval of members/shareholders of the Company by passing special resolution in Annual General Meeting to be held on 29<sup>th</sup> September, 2021, for a period of Five years from May 24, 2021 to May 23, 2026 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder. The information in respect of terms of remuneration & perquisites is given below:

#### **Remuneration, benefits and perquisites:**

##### **Salary:**

Rs. 1,00,000/- per month in the scale of Rs. 1,00,000/- to Rs. 3,00,000/- per month. With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

##### **Perquisite:**

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Director such perquisites and allowances will, however, be subject to a maximum of 33.33% of the annual salary. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be included in the computation of perquisites for the purpose of calculating the said ceiling.

##### **Reimbursement of Expenses:**

Expenses incurred for travelling, boarding and lodging including for their spouse and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites

##### **Minimum Remuneration**

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to MD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V of the Act.



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### Sitting Fees:

He shall not be paid sitting fees for attending the meetings of the Board of Directors or other Committee Meetings of the Company.

The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, within the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

Except Mr. Harsh L. Mehta, being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions set out at item No.4 of the Notice.

The Directors are of the view that the appointment of Mr. Harsh L Mehta as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend the Resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company

### STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

General information:			
Nature of industry	The Company Operates in the real estate development Industry		
Date or expected date of commencement of commercial production	September 17, 2007		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Particulars	31/03/2021 (Rs. in lacs)	31/03/2020 (Rs. in lacs)
	Total Income	55	26
	Expenses	47.59	57.02
	Profit	10.81	(29.87)
	EPS (Rs.)	0.26	(0.72)
	P/E Ratio	26.54	(7.08)
	Total Assets	542.6	545.67
	Accumulated Losses	(407.91)	(418.72)
Foreign investments or collaborations, if any.	Not Applicable		
Information about the appointee:			
Background details	On the recommendation of the Nomination and Remuneration Committee in its meeting held on 25 <sup>th</sup> March 2021, the Board of Director of the Company at its meeting held on 18 <sup>th</sup> June, 2021 approved the re-appointment of Shri Harsh L Mehta as Managing Director (KMP) subject to the approval of members/shareholders of the Company by passing special resolution in Annual General Meeting to be held on 29 <sup>th</sup> September, 2021, for a period of Five years from May 24, 2021 to May 23, 2026 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.		
Past remuneration	Annual Remuneration of Rs. 1,495,000/- p.a. all-inclusive of allowances and perquisites in F.Y. 2019-20.		
Recognition or awards	NA		





Job profile and his suitability	Mr. Harsh L Mehta has over Thirteen years of experience in the fields of Project Management, Finance & Legal.
Remuneration proposed	Rs. 1,00,000/- per month in the scale of Rs. 1,00,000/- to Rs. 3,00,000/- per month. With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The management is considering approach for implementation of best practices at best cost. Your company had undergone bench marking and accordingly, the managerial remuneration has been paid at par with the Industry norms.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	No pecuniary relationship apart from remuneration drawn from the company.
<b>Other information:</b>	
Reasons of loss or inadequate profits	The Company is exploring different suitable avenues in trading industry. Due to market stagnancy, the Company is following risk averse mechanism and waiting for the right opportunities.
Steps taken or proposed to be taken for improvement	The Company is waiting for liberal regulations for trading in real estate and also market improvement in Steel industry.
Expected increase in productivity and profits in measurable terms	NA
<b>IV. Disclosures:</b> The details of the remuneration package are provided in the Corporate Governance report forming part of this annual report.	

#### ANNEXURE – I

#### TO THE NOTICE ADDITIONAL INFORMATION PURSUANT TO THE LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Name of Director	Mr. Nilesh H Sarvaiya	Mr. Harsh L Mehta
DIN	00799636	01738989
Date of Birth (DD/MM/YYYY)	07/04/1969	21/10/1981
Nationality	Indian	Indian
Date of First Appointment on the Board	30/01/2010	24/05/2016
Qualifications	B.Com, DBM Mumbai	B.Sc., M.Sc
Expertise in specific functional area	Trading in Electrical Equipment	Over Thirteen years of experience in the fields of Project Management, Finance & Legal.
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies	1) Prudential Leasing Ltd 2) Chaitali Investment Pvt. Ltd 3) Sankalpa Holdings Pvt. Ltd	1) Nilkanth Tech Park Construction Private limited 2) Eternal Amn Foundation 3) Aadya Webservices Private Limited
Number of Board Meetings attended during the year	Kindly refer Corporate Governance Report for this Information	





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Chairman/ Member in the Committees of others Boards of companies in which he is Director	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	<ul style="list-style-type: none"><li>• Liable to retire by rotation and eligible to offer himself for the re-appointment.</li><li>• He will be entitled for sitting fees for attending Board and Committee Meeting(s)</li></ul>	<ul style="list-style-type: none"><li>• Re-appointment as a Managing Director for a period of Five years, liable to retire by rotation &amp; remuneration as proposed in Resolution no. 4 and Explanatory statement (annexed to this Notice) for the approval of members of the Company.</li><li>• Details of remuneration last drawn: Kindly refer Corporate Governance Report for this Information</li></ul>



## DIRECTORS' REPORT

To,

The Members,

Shree Precoated Steels Limited

Mumbai

Your Directors have pleasure in presenting the Thirteenth Board's Report of your company along with the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2021. Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective.

### 1. FINANCIAL HIGHLIGHTS:

(Rs. in lakhs)

Key Financial Indicators	2020-2021	2019-2020
Revenue from Operations	-	-
Other Income	55.00	26.00
<b>Total Income</b>	<b>55.00</b>	<b>26.00</b>
<b>Total Expenditure</b>	<b>47.59</b>	<b>57.02</b>
<b>Profit/( Loss) before Tax</b>	<b>7.41</b>	<b>(31.02)</b>
Tax Expenses	-	-
<b>Profit/( Loss) before Tax</b>	<b>7.41</b>	<b>(31.02)</b>
Other Comprehensive Income/(Loss)	3.40	1.15
<b>Profit/( Loss) for the year after Comprehensive Income/(Loss)</b>	<b>10.81</b>	<b>(29.87)</b>
Opening balance in Statement of Reserves and Surplus	(418.72)	(388.85)
Amount available for appropriation	-	-
<b>Closing Balance in the Statement of Reserves &amp; Surplus</b>	<b>(407.91)</b>	<b>(418.72)</b>

### 2. OPERATIONAL REVIEW:

During the financial year under review, your Company as posted total Income of Rs. 55 Lakhs and Net Profit of Rs. 10.81 lakhs as against the total Income and net loss of Rs.26 lakhs and Rs.29.87 lakhs respectively in the previous financial year 2019-2020. Since the Company has accumulated losses, no amount is available for appropriation.

### 3. SHARE CAPITAL OF THE COMPANY:

During the financial year under review, the Company has not issued any shares with differential voting rights nor granted any stock options neither sweat equity.

The Paid up Equity Share Capital, as at 31<sup>st</sup> March, 2021 was Rs. 4,13,99,020 divided into 41,39,902 Equity shares, having face value of Rs.10/- each fully paid up.

### 4. DIVIDEND:

The Board of Directors of your company regret their inability to declare any Dividend for the current financial year due to accumulated losses

### 5. DEPOSITORY SYSTEM:

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2021. 99.89 % of the equity shares of the Company were held in dematerialised form.

### 6. SUBSIDIARIES, ASSOCIATES & JOINT VENTURES

As on 31<sup>st</sup> March 2021, the Company does not have any Subsidiary, Associate or Joint Venture Company.

### 7. TRANSFER TO RESERVES:

No amount was transferred to the reserves during the financial year ended 31<sup>st</sup> March, 2021.

### 8. NATURE OF BUSINESS:

The Company is engaged in the activities of real estate and trading. During the year under review, there was no change in the nature of business of the Company.

### 9. COMPANY'S STATE OF AFFAIRS

The Company's operations and financial performance is more elaborately covered in the Management Discussion Analysis forming part of this Annual Report.

### 10. QUALITY INITIATIVES:

The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management

### 11. DEPOSITS FROM PUBLIC:

Your Company had no opening balance of



Deposits. Your Company has not accepted any Deposits during the Financial Year 2020-21 and as such, no principal or interest were outstanding as on March 31, 2021 as per the provisions of the Companies Act, 2013 (hereinafter referred to as "Act"), and the Rules framed there under. Further, Your Company has not received any amount from the Director of the Company as per Rule 2 (1) (c) (viii) Companies (Acceptance of Deposits) Rules, 2014

## 12. REPORTING OF FRAUDS BY AUDITORS

During the year under review, no instances of fraud were reported by the Statutory Auditor of the Company under section 143 (12) of the Companies Act, 2013.

## 13. RELATED PARTY TRANSACTION:

During the year under review the Company has not entered into any contracts/arrangements/ transactions which would qualify as material in accordance with policy of the Company on materiality of related party transactions or as per the provision of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 "SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015".

The details of transactions with related parties in ordinary business routine as per Indian Accounting Standard (IND AS-24) is set out in Note No. 30 to the Financial Statements of the Company.

Your Company has formulated a policy for dealing with related party transactions which is also available on website of the Company at <http://www.spsl.com/downloads/policies/RPT%20policy.pdf>

## 14. DISCLOSURE OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

## 15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Under Section 186 of the Companies Act, 2013 the Company has neither given any Guarantee nor provided any Security in Connection with a Loan, directly or indirectly, to any person or other body corporate. Company has also not made any investments.

Details of loans as on 31<sup>st</sup> March, 2021 is set out in Note 5 of the Financial Statements of the Company.

## 16. CORPORATE GOVERNANCE:

Our corporate governance practices are a reflection of our value system encompassing our culture, policies and relationships with our

stakeholders. Integrity and transparency are integral to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate Governance is about maximizing shareholders' value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We seek to enhance long-term shareholder value. Our Corporate Governance report for fiscal 2021 forms part of this Annual Report.

## 17. SECRETARIAL STANDARDS:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

## 18. BOARD OF DIRECTORS:

The composition of the Board as on 31<sup>st</sup> March, 2021 consist of 1 (one) Executive Director, 2 (two) Non-Executive Independent Directors and 1 (one) Non-Executive Professional Director.

## 19. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Nilesh H. Sarvaiya, Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment. Re-Appointment of Mr. Harsh L. Mehta, Managing Director, has been proposed for a term of Five Years in the ensuing 13<sup>th</sup> AGM. Approval of the members is being sought at the ensuing Annual General Meeting for the re-appointment and the requisite details in this connection is contained in the Notice convening the meeting.

Mr. Akshay R. Sharma resigned as Company Secretary and Compliance Officer of the Company w.e.f. 8th February, 2021. In terms of Section 203 of the Act and applicable provisions of SEBI (Listing Obligations & Disclosure Requirements), 2015, the Board of Directors has appointed Mr. Raj Y. Shah as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 8<sup>th</sup> February, 2021.

Apart from the above changes, there was no change in the composition of board of directors & KMP of the company.

Mr. Harsh L. Mehta, Managing Director, Mr. Raj Y. Shah, Company Secretary and Mr. Suresh N Pitale, Chief Financial Officer, continue to function as Key Managerial Personnel of the Company during the year under review.

## 20. INDEPENDENT DIRECTOR'S DECLARATION:

The independent directors of the Company have submitted the declaration of independence as required under Section 149(7) of the Companies Act, confirming that they meet the criteria of independence under Section 149(6) of the Companies Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements),



2015. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the field of finance, strategy, auditing, tax, risk advisory, financial services and infrastructure and real estate industry and they hold the highest standards of integrity.

In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the independent directors have registered themselves with the Indian Institute of Corporate Affairs. Since majority of the independent directors of the Company have served as directors or key managerial personnel in listed companies or in an unlisted public company having a paid-up share capital of Rs. 10 crore or more for a period not less than 10 years, they are not required to undertake the proficiency test as per rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The company has received necessary declarations from Independent Directors pursuant to Section 149(7) of Companies Act, 2013, confirming that they fulfil the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 21. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR:

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors have been familiarized on the Board of the Company by the functional heads of various departments of the Company which includes detailed presentations on the vision and mission of the Company, its operations, business plans, technologies and also future outlook of the entire industry.

The familiarization programs extended to the Non-executive & Independent Directors are also disclosed on the Company website from time to time at: (<http://www.spsl.com/downloads/familiarisation-of-ID-of-SPSL.pdf>)

## STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

Since there are no Independent Directors appointed during the year, statement under Rule 8 (5) Companies (Accounts) Rules, 2014 is not required.

## 22. PECUNIARY RELATIONS:

The Company does not pay any remuneration to its Non-Executive / Independent Directors except

sitting fees and reimbursement of expenses for attending Meetings of the Board and of its Committees. No commission on the net profit of the Company is paid to any Director. There are no pecuniary relationships or transactions of the Non- Executive Directors vis-à-vis the Company.

## 23. NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors of the Company met Four times during the financial year 2020-21. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 24. BOARD COMMITTEES:

The Company has constituted the following Statutory Committees of the Board of Directors:-

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee; and
4. Committee of Independent Directors

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

## 25. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

The remuneration paid to Directors is in accordance with Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force ) in respect of Directors /employees of the Company is set out in the "Annexure I" to this report .

Further information as required as per the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended to this report as "Annexure II".

## 26. NOMINATION AND REMUNERATION POLICY:

The Company has formulated and adopted Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with Rules issued there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration



Committee shall formulate the criteria for appointment of Executive, Non-Executive Director, and Independent Directors on the Board of Directors of the Company and persons in Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of section 178 of Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for time being in force).

The salient feature of the Policy is set out in the Corporate Governance Report which forms part of this Annual Report. The Policy is also available on the website of the Company at <http://www.spsl.com/downloads/policies/Nomination%20&%20Remuneration%20Policy.pdf>

## 27. BOARD EVALUATION:

The Company has devised criteria for performance evaluation of Independent Directors, Board/Committees, and other individual Directors which includes criteria for performance evaluation of Non-Executive Director and Executive Director. Performance evaluation has been carried out as per the Nomination & Remuneration Policy.

At the meeting of the Board all the relevant factors that are material for evaluating the performance of individual Directors, the Board/ Committees were discussed in detail. A structured questionnaire each for evaluation was prepared and recommended to the Board by Nomination & Remuneration Committee for doing the required evaluation after taking into consideration the input received from the Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance etc.

The performance evaluation of the Independent Directors was also carried by the entire Board. The performance evaluation of the Managing Director & Non-Executive Directors was carried out by the Independent Directors at its separate meeting held on 25th March, 2021. The Directors expressed their satisfaction with the evaluation process.

## 28. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed along with proper explanations relating to material departures, wherever applicable.

- (b) 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 March 31, 2021 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) 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
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 29. AUDIT COMMITTEE:

The Committee of Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with Rules issued there under and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have experience in financial management.

The Audit Committee comprises of Mrs. Aarti M. Ramani, as Chairman, Mr. A.C. Patel and Mr. Nilesh Sarvaiya as Members and Mr. Raj Shah acts as a Company Secretary to the Audit Committee.

All recommendation made by Audit Committee were accepted by the Board of Directors of the Company.

## 30. AUDITOR AND AUDITOR'S REPORT:

### Statutory Auditor:

M/s Manesh Mehta & Associates, Chartered Accounts (Firm Registration No. 115832W) were appointed as Statutory Auditors of the Company at the 11th AGM till conclusion of 16th Annual General Meeting.

M/s. Manesh Mehta & Associates have confirmed their eligibility and qualification required under Section 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any statutory modification (s) or re-enactment (s) thereof for the time being in force).

The Auditor's report for the financial year ended





31<sup>st</sup> March, 2021, on financial statements of the Company forms a part of this Annual Report. The Auditor's Report for the financial year ended 31<sup>st</sup> March, 2021 does not contain any qualification, reservation or adverse remark.

#### Secretarial Auditor:

Pursuant to the provisions of section 204 of the Act, the Board has appointed Mrs. Shreya Shah, Practising Company Secretary (Certificate of Practice No. 15859), to undertake secretarial audit of the Company. The Secretarial Audit Report along with the Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2021 is set out as **Annexure III** to this Report. Secretarial Auditor has made remarks regarding the following:

Qualifications	Explanation by the Board
The audit committee met three times in a year instead of four times	Audit committee met three times in a year due to COVID 19 lockdown. The operations for Q4FY20 and Q1FY21 were reviewed in the single Audit Committee meeting held on 27 <sup>th</sup> July, 2020.
Intimation on submission of application by the promoter seeking re-classification from "promoter" group to "non-promoter" to the stock exchanges was made with delay of more than twenty-four hours.	The delay in filing intimation was caused due to inability of the compliance officer to reach the office from 17 <sup>th</sup> October 2020 to 22 <sup>nd</sup> October 2020 because of closure of office premises under BMC order due to detection of COVID-19 Positive case within the employees. The application seeking reclassification was approved by the Stock Exchange after considering the above clarification that the delay was not intentional but caused only due to exceptional circumstances.
Clippings of Newspaper publications referring to the intimation of Board Meeting held to approve Financial Results for the quarter ended 30 <sup>th</sup> September 2020 were not submitted to the stock exchange	The intimation of Board Meeting held on 6 <sup>th</sup> November, 2020 was published in the newspapers but the clipping of said newspapers was inadvertently not submitted to the stock exchange. However, it was uploaded on Company's website.

#### Internal Auditor

Pursuant to section 138(1) of Companies Act, 2013 read with the Company (Accounts) Rules, 2014, Mr. Hitesh Panchal, a qualified Chartered Accountant is appointed as the Internal Auditor of the Company under whole-time employment. The Internal Auditor

conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board quarterly. He has not expressed any qualifications during the Audit period 2020-2021

#### 31. Management Discussion & Analysis

##### Industry Structure and development:

In FY21, the production of crude steel and finished steel stood at 102.49 MT and 94.66 MT, respectively. According to CARE Ratings, crude steel production is expected to reach 112-114 MT (million tonne), an increase of 8-9% YoY in FY22. The consumption of finished steel stood at 93.43 MT in FY21.

Steel companies are looking to restart expansion projects on the back of burgeoning steel processes with a capacity addition of 29 MT. In April 2021, India's finished steel consumption stood at 6.78 MT.

Government has taken various steps to boost the sector including the introduction of National Steel Policy 2017 and allowing 100% Foreign Direct Investment (FDI) in the steel sector under the automatic route. According to the data released by Department for Promotion of Industry and Internal Trade (DPIIT), between April 2000 and March 2021, Indian metallurgical industries attracted FDI inflow of US\$ 14.74 billion.

The Government's National Steel Policy 2017 aims to increase the per capita steel consumption to 160 kgs by 2030-31. The Government has also promoted policy which provides a minimum value addition of 15% in notified steel products covered under preferential procurement.

##### Opportunities

Under the Union Budget 2020-21, the government allocated Rs. 39.25 crore (US\$ 5.4 million) to the Ministry of Steel. The budget's focus is on creating infrastructure and manufacturing to propel the economy. In addition, enhanced outlays for key sectors such as defence services, railways, and roads, transport and highways would provide impetus to steel consumption.

In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India-Japan Steel Dialogue.

In December 2020, the Minister for Petroleum & Natural Gas and Steel, Mr. Dharmendra Pradhan, has appealed to the scientific community to Innovate for India (I4I) and create competitive advantages to make India 'Aatmanirbhar'.

##### Threats /Challenges

The growth trajectory has its own sets of challenges. We outline the four major challenges:

- 1) Finance: Steel is a capital-intensive sector. Nearly INR 7,000 crore is required to set up 1





## SHREE PRECOATED STEELS LIMITED

tonne of steel-making capacity through the greenfield route. Naturally, the cost of financing any expansion or new steel capacity is usually through borrowed capital. And in India the cost of finance is extremely high compared to the cost of finance in developed countries such as China, Japan and Korea. This adds about USD 30–35 USD to the final cost of steel

- 2) Logistics: For most Indian steel makers, managing logistics requirements is arduous, challenging and costly. The primary raw material for steel making is iron ore, besides coal or coking coal. Both are bulk minerals, and steel is also a bulk commodity. So, whether it is physical transportation of raw materials for steel making to the steel mills or physical transportation of finished steel to demand centres, transportation of bulk materials is always arduous.
- 3) Tax, duties and cess: While the government has recently lowered corporate tax rates to 25%, there are certain non-creditable taxes, duties and cesses, specifically paid by the steel sector, which reduce the competitiveness of Indian steel products in the global market. The National Steel Policy has laid down certain goals. For these to be realized, Indian steel needs to be globally competitive. Otherwise, India will never be able to increase steel exports beyond a certain limit and will continue to be threatened by cheaper imports.
- 4) Raw materials: Although India has abundant reserves of iron ore and coal, it has negligible reserves of coking coal. The National Steel Policy envisages that India will reach 300 million tonnes of steel-making capacity, and 68% of that will be through the blast furnace route, which requires coking coal. This translates to about 200 million tonnes of steel being produced using coking coal, which means an annual consumption of about 180 million tonnes of coking coal. The National Steel Policy, 2017, envisages that only 65% of India's coking coal requirements will be met through imports by 2030–31. If India is to consume 180 million tonnes of coking coal annually, this means that around 60–65 million tons will be provided by domestic sources. This poses a serious challenge to the growth aspirations of the Indian steel industry, unless the Jharia fields are developed.

### Outlook

The Management has rich experience of over four decades in the Steel related business and Real Estate business and has developed and established excellent business relationships in the Industry which can be helpful to the Company to form a strategic alliance with them in the future. The goodwill and expertise of the Company and Management is the greatest strength.

### Risks and concerns

Domestic steel makers are likely to face muted demand and oversupply which would

lead suppressed steel prices post lockdown. Besides, they are expected to face issues with availability of workforce and logistics movement. Muted demand and over supply is likely to create a loop leading to suppressed prices until either there is a substantial uplift in demand or substantial volume goes out of market.

Domestic steel demand in FY21-22 is likely to drop by around 12-15 per cent year-on-year with end-use industries being closed down and limited demand growth expected over the near term.

### Internal Controls systems and their adequacy

The Company has proactive approach to manage and mitigate the risks. The Company commitment towards effective risk management is for the sustainable growth and creating value for stakeholders. The well drafted risk management framework, consistently enhances our ability to anticipate risks, take pre-emptive measures and respond with agility and confidence in managing them.

The Company believes that proactive risk management is a vital element for good corporate governance. Thus, helps in identifying the risk, exposure, potential impact, mitigation process, non-business risk among others. These risks are timely reviewed by the board and mitigations strategies are suggested to reduce the impact. All this will help the Company to achieve favourable results.

The Company has all the main processes laid out to assure timely feedback on completion of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of asset and efficient use of resource.

The Company's Internal Auditor reviews the effectiveness of internal control on a regular basis to avoid fraud or any other issue arising in the daily operational activities. The Company has formally created a Risk Management Policy in tune with the new regulatory requirements. The policies help in identifying and assessing the key risk areas. Based on the detailed review the following key risk have been identified.

- Personnel Risk
- Regulatory risks
- Borrowing Risk
- IT and System Risk
- Liquidity risk
- Input Costs Risk
- Sales Market Risk
- Project Implementation Risk
- Legal Risk



## Financial and Operations Review

The financials has affecting changes in the following ratio:

Particulars	FY 2020-21	FY 2019-20	Change (25% or more as compared to FY 2019-20)	Detailed Explanations of Change, if any.
Current Ratio	0.32	0.68	52.73	Increase in current liabilities
Debt Ratio	26.63	(24.08)	210.58	Debt increased and equity became positive
Debtors turnover Ratio	0.45	0.21	111.68	Increase in other income
Inventory Turnover Ratio	NA	NA	NA	-
Interest Coverage Ratio	NA	NA	NA	-
Operating Profit Margin	NA	NA	NA	-
Net Profit Margin	91.65	(114.88)	117.11	Increase in other income
Return on Net worth	177.80	NA	NA	-

### Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "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 raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

### 32. EXTRACT OF ANNUAL RETURN:

Pursuant to amendments in Sections 92, 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, requirement of the extract of Annual Return in Form MGT-9 is dispensed with.

Copy of the annual return will be made available on the website of the Company:

### 33. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committees as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

### 34. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relates and the date of this Report.

### 35. HUMAN RELATIONS AND INDUSTRIAL RELATIONS

Your Company firmly believes that employees are most valuable assets and Key players of business success and sustained growth. The Company continued to conduct various employee benefit, recreational and team building programs to enhance employee skills, motivation as also to foster team spirit.

### 36. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Financial Controls are an integrated part of the risk Management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of the internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional expert as well as testing of the internal financial control system by the internal auditors during the course of their audit. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

### 37. WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

Your Company's Whistleblower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical



behaviour, actual or suspected incidents of fraud or violation of the SPSL Code of Conduct that could adversely impact your Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. It is your Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Audit Committee and no employee has been denied access to the Committee. Whistle Blower Policy is also available on the website of the Company at the web link: <http://www.spsl.com/downloads/policies/Whistle%20Blower%20Policy.pdf>

## 38. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

The information on conservation of energy, technology and foreign exchange earnings and outgo as stipulated in Section 134(3) (m) of the Companies Act, 2013 and rules framed there under is enclosed in **Annexure IV**.

## 39. RISK MANAGEMENT:

Your Company has an elaborate risk Management procedure and adopted a systematic approach to mitigate risk associated with accomplishment of objectives, operations, revenues and regulations. Your Company believes that this would ensure mitigating steps proactively and help to achieve stated objectives.

## 40. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year under review, neither there is any application made nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016)

## 41. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL

## INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the year under review, no such exercise has happened.

## 42. GENERAL DISCLOSURE

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or the same is not applicable to the company:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (sweat equity shares) to employees of the Company under ESOS.
3. Employee stock option scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/Directors;
4. Buy Back of shares of the Company.
5. Issue of Bonus Shares by the Company.
6. Preferential allotment or qualified institutional placement during the financial year 2020-21.
7. Maintenance of Cost Records as per Rule 8 (5) (ix) of The Companies (Accounts) Rules, 2014 and Section 148(1) of Companies Act, 2013.
8. The details of deposits which are not in compliance with the requirements of Chapter V of the Act, 2013;
9. The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;
10. Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and during the year under review:

**There were no cases filed.**

## COVID-19:

The COVID-19 pandemic has ensured that life as we know it, will never be the same again. A change of such unprecedented proportions has created tectonic shifts in the Indian business ecosystem. A holistic focus on safety, wellness, health and hygiene will accompany a massive



transformation in how various industries evolve across both their physical as well as commercial aspects. The spread of the virus and resultant lockdown in March 2020, disrupted the economic activities and led to the GDP contracting in the first half of FY 2020-21. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

#### 43. DISCLOSURE REQUIREMENTS

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report with the Auditors' Certificate thereon, and the integrated Management Discussion and Analysis are attached, which forms part of this report.

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

#### 44. GREEN INITIATIVE

Your Company has adopted green initiative to minimize the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those members whose email addresses are available with the Company. Your Company appeals other Members also to register themselves for receiving Report in electronic form.

#### 45. ACKNOWLEDGEMENT:

The Board of Directors wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees. Your Directors take this opportunity to express their grateful appreciation for the encouragement, cooperation and support received by the Company from the Central and State Government, local authorities, bankers, customers, suppliers and business associates. The directors are thankful to the shareholders for their continued support and the confidence reposed in the Company and its Management.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

**By Order of the Board of Directors  
For SHREE PRECOATED STEELS LTD.**

sd/-

**AMBALAL C. PATEL  
CHAIRMAN**

**DIN: 00037870**

**Place:** Mumbai

**Date:** 9<sup>th</sup> August, 2021

**CIN: L70109MH2007PLC174206**

**Registered Office:**

1, Ground Floor, New Link Road,  
Andheri (W), Mumbai - 400 053

Email Id: [spsl.investors@gmail.com](mailto:spsl.investors@gmail.com)

Website: [www.spsl.com](http://www.spsl.com)

Tel.: +91-7208182677



**ANNEXURE I**

Details of Remuneration as per Section 197 (12) (1) of Companies Act, 2013:

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

Sr. No.	Name of Director	Ratio of remuneration to the Median remuneration of the employees
1	Harsh L. Mehta	-69.12

- (II) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2020-2021:-

Sr. No.	Name of Director/KMP	% increase over last FY 2020-21
1	Harsh L. Mehta	NIL
2	Suresh N Pitale	NIL
3	Akshay R. Sharma *	NIL
4	Raj Shah #	NIL

\* upto 8th February 2021

# from 8th February 2021

- (III) The percentage increase in the median remuneration of employees in the financial year 2020-21 :- NIL

- (IV) The number of permanent employees on the rolls of company as on 31st March, 2021 :- 3

- (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 :- NIL

We hereby confirm that the remuneration paid is as per the remuneration policy recommended by the Nomination and Remuneration Committee of the Company and as adopted by the Company.

**Place:** Mumbai

**Date:** 9<sup>th</sup> August, 2021

**AMBALAL C. PATEL**

**CHAIRMAN**

**DIN: 00037870**

## ANNEXURE II

Information as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(I) The names of top ten employees in terms of remuneration drawn for FY 2020-21:

Sr. No.	Employee Name	Monthly Gross 2020-21	Total CTC 2020-21	Designation of Employees	Nature of Employment (Contractual or Otherwise)	Qualification and Experience	Date of commencement of employees	Age of the employee	Previous employer, if any	% of equity shares held by the employee as per clause (iii) of sub-rule (2) of Rule 5 (% of holding for self along with spouse and dependent children, if exceeding 2% of holding)	Whether the employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Mr. Harsh L. Mehta	97845	1354079	Managing Director	Otherwise	B.Sc., M.Sc.	24/05/2016	39	No	NA	No
2	Mr. Suresh N. Pitale	49481	671507	Chief Financial Officer	Otherwise	B.A	09/08/2019	49	Aryan Pesticide Limited	NA	No
3	Mr. Akshay R. Sharma *	36138	418150	Assistant Company Secretary	Otherwise	B.COM, CS	23/07/2015	25	No	NA	No
4	Mr. Raj Shah #	40000	80000	Assistant Company Secretary	Otherwise	B.COM, CS, LLB	08/02/2021	25	R N Shah & Associates	NA	No

\* Resigned w.e.f 8th February, 2021

# Appointed w.e.f 8th February, 2021

(II) Name of the employees who were employed throughout the FY 2020-21 and were in receipt of remuneration in FY 2020-21, in the aggregate, was not less than one crore and two lakh rupees :- **None**

(III) Name of the employees who were employed for a part of FY 2020-21 and were in receipt of remuneration in any part of FY 2020-21, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:- **None**

(IV) Name of employees who were employed throughout the FY 2020-21 or part thereof, were in receipt of remuneration in excess of remuneration drawn by managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:- **None**

Mr. Ambalal C. Patel  
Chairman and Non-Executive Independent Director  
DIN: 00037870

Place : Mumbai

Date : 9th August, 2021







## ANNEXURE III

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021

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

#### The Members,

#### SHREE PRECOATED STEELS LIMITED

1, Ground Floor, Citi Mall, New Link Road,  
Andheri - West, Mumbai - 400053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHREE PRECOATED STEELS LIMITED** (hereinafter called the "Company") for the audit period covering the financial year ended on 31<sup>ST</sup> March 2021. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>ST</sup> March 2021, generally 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:

1. 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 31<sup>ST</sup> March 2021, 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 thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI (LODR) Regulations, 2015")
2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the audit period:
  - (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
  - (vi) 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
3. Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment & External Commercial Borrowings were not attracted during the audit period;
4. Based on the information provided and review of the Compliances Report of Managing Director taken on record by the Board of the Company and also relying on the representation made by the Company and its Officers, in my opinion adequate system and process exists in the Company to monitor and ensure compliances with the provisions of general laws and there are no Laws and Regulations applicable specifically to the Company having regard to the sector/industry of the Company as identified and confirmed by the management.
5. I have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and



- (ii) Listing Agreements entered into by the Company with BSE Limited.

During the audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there are no material non-compliances that have come to my knowledge except non-compliance in respect of:

1. Regulation 18(2)(a) of SEBI (LODR) Regulations, 2015 as the Audit Committee of the Company met three times in a year instead of four times;
2. Regulation 31A(8) of SEBI (LODR) Regulations, 2015 as the intimation on submission of application by the promoter seeking re-classification from "promoter" group to "non-promoter" to the stock exchanges, was made with delay of more than twenty-four hours; and
3. Regulation 47 read with Regulation 30 with reference to disclosure of events specified under Clause 12 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 as the Clippings of Newspaper publications referring to the intimation of Board Meeting held to approve Financial Results for the quarter ended 30<sup>th</sup> September 2020, were not submitted to the stock exchange.

**I further report that** compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory Auditors and other designated professionals.

**I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
3. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

**I further report that** during the audit period, following event occurred which had a major bearing on the Company's affairs in pursuance of the

above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

**Place: Mumbai**

**Date: 6<sup>th</sup> August, 2021**

**Shreya Shah Practicing Company**  
**Secretary ACS No.: 39409/CoP No.:15859**  
**UDIN:A039409C000749778**

**Note:** This report is to be read with my letter of even date which is annexed as which forms an integral part of this report.



## SHREE PRECOATED STEELS LIMITED

### ANNEXURE-A

**The Members,**

**SHREE PRECOATED STEELS LIMITED**

**1, Ground Floor, Citi Mall, New Link Road,  
Andheri - West, Mumbai - 400053**

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of major events during the audit period. Due to ongoing COVID19 pandemic and consequent lock- down imposed, I could not verify the compliance documents physically for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Mumbai**

**Date: 6<sup>th</sup> August, 2021**

**Shreya Shah**

**Practicing Company Secretary**

**ACS No.: 39409/CoP No.:15859**

**UDIN: A039409C000749778**



**Secretarial Compliance Report of  
SHREE PRECOATED STEELS LIMITED**  
(CIN: L70109MH2007PLC174206)

**for the year ended 31<sup>st</sup> March, 2021**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I, **Shreya Shah** have examined:

- the documents and records made available to me and explanation provided by **Shree Precoated Steels Limited** ("the listed entity"),
- the filings/submissions made by the listed entity to BSE Ltd.,
- website of the listed entity, and
- other books, papers, minute books and other records maintained by the Company and produced before me for verification which has been relied upon to make this certification,

The following Regulations prescribed under the SEBI Act, whose provisions and the circulars/guidelines issued thereunder, have been examined:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015");
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations, 2015"); and
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the year ended 31<sup>st</sup> March, 2021 ("Period") under review:

- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and based on the above examination and verification of the documents and records produced before me and according to the information and explanations given to me by the Company, I hereby report that, during the Period under review:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 18(2)(a) of SEBI (LODR) Regulations, 2015	The audit committee met three times in a year instead of four times	As informed by the management, the audit committee met three times in a year due to COVID 19 lockdown. The operations for Q4FY20 and Q1FY21 were reviewed in the single Audit Committee meeting held on 27 <sup>th</sup> July, 2020



## SHREE PRECOATED STEELS LIMITED

2	Regulation 31A(8) of SEBI (LODR) Regulations, 2015	Intimation on submission of application by the promoter seeking re-classification from “promoter” group to “non- promoter” to the stock exchanges was made with delay of more than twenty- four hours.	The delay in filing intimation was caused due to inability of the compliance officer to reach the office from 17 <sup>th</sup> October 2020 to 22 <sup>nd</sup> October 2020 because of closure of office premises under BMC order due to detection of COVID-19 Positive case within the employees. The application seeking reclassification was approved by the Stock Exchange after considering the above clarification that the delay was not intentional but caused only due to exceptional circumstances.
3	Regulation 47 read with Regulation 30 with reference to disclosure of events specified under Clause 12 of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015	Clippings of Newspaper publications referring to the intimation of Board Meeting held to approve Financial Results for the quarter ended 30 <sup>th</sup> September 2020 were not submitted to the stock exchange	The intimation of Board Meeting held on 6 <sup>th</sup> November, 2020 was published in the newspapers but the clipping of said newspapers was inadvertently not submitted to the stock exchange.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures (SOP) issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Clause (1)(j) of Part “B” of Schedule V read with Regulation 34 (3) of SEBI (LODR), 2015 – Details on “change in Return on Net-worth” was not incorporated in the Annual Report for FY 18-19	Year ended 31 <sup>st</sup> March, 2020	No action taken by the company	According to explanation given by the company, it was not feasible to take corrective action

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

Shreya Shah

Practicing Company Secretary

ACS No.: 39409/CoP No.: 15859

UDIN: A039409C000546377

**Note:** Due to restricted movement amid COVID-19 pandemic, no compliance documents were verified physically at the Company’s premises for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.



## ANNEXURE IV

Statement of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to provisions of section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014:

### (A) CONSERVATION OF ENERGY

- 1) Steps taken or impact on conservation of energy: NA
- 2) Steps taken for utilization of alternate sources of energy: NA
- 3) Capital Investment on energy conservation equipments: NIL

### (B) TECHNOLOGY ABSORPTION

Forms of Disclosure of particulars in respect of absorption of technology, research and development

#### (a) Research and Development (R&D)

Specific areas in which R&D is being carried out by the Company	NA
Benefits derived as a result of above	NA
Future Plan	NA
Expenditure	NA

- 1) Efforts made towards technology absorption : Not Applicable
- 2) Benefits derived : Not Applicable
- 3) Details of technology imported in last three years : Not Applicable
- 4) The Expenditure incurred on Research & Development : Not Applicable

#### b) Technology Absorption, Adaption & Innovation

Efforts in brief towards Technology Absorption, adaptation and Innovation	NA
Benefits derived as a result of above effort e.g. product improvement, cost reduction, product development, etc	NA
In case of imported technology	NA

#### (C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars		Current Year (Rs. In Lakhs)	Previous Year (Rs. In Lakhs)
Total Foreign exchange inflow and outflow	Inflow	NIL	NIL
	Outflow	NIL	NIL
Total		NIL	NIL

Place: Mumbai  
Date: 9<sup>th</sup> August, 2021

For SHREE PRECOATED STEELS LIMITED  
AMBALAL C.PATEL  
CHAIRMAN  
DIN: 00037870





## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance is a concept, rather than an individual instrument. It is the system of rules, practices and processes by which a firm is directed and controlled. Corporate governance essentially involves balancing the interests of a company's many stakeholders, such as shareholders, management, customers, suppliers, financiers, government and the community. Since corporate governance also provides the framework for attaining a company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. The Company is committed to exercise the overall responsibilities rigorously and diligently throughout the organization, managing its affairs in a manner consistent with the highest principles of business ethics, and exceeding the corporate governance requirements. The Company believes that sound corporate governance mechanism is critical to retain and enhance stakeholder's trust. The Company's corporate governance philosophy aims at ensuring, among others, the accountability of Board of Directors and uniformity in its decisions towards all its stakeholders: viz. customers, employees, shareholders.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing

Regulations"), as applicable, with regard to corporate governance.

### 2. BOARD OF DIRECTORS

- a. As on March 31, 2021, the Company has Four Directors. Out of the Four Directors, Three (i.e. 75%) are Non-Executive Directors out of which two (i.e. 50%) are Independent Directors. The Chairman of the Board is a Non-Executive Independent Director. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (hereinafter referred as "Act").
- b. None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2021 have been made by the Directors. None of the Directors are related to each other.
- c. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.
- d. Four Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. MCA vide its Circular dated 24th March, 2020 granted one time relaxation that gap between two consecutive meetings of the Board may extend to 180 days till 30th September, 2020. The said meetings were held on: 29<sup>th</sup> June, 2020; 27<sup>th</sup> July, 2020; 6<sup>th</sup> November, 2020; and 8<sup>th</sup> February, 2021.

The necessary quorum was present for all the meetings.

- e. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/ Memberships held by them in other public limited companies as on March 31, 2021 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he / she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations



Sr No	Name of Directors	Category	No. of Board Meeting Attended	Whether attended Last AGM	Directorship in other Public / Listed Companies	Position on committees of board in other Public / Listed Companies as		Directorship in other listed entity (Category of Directorship)
						Chairman	Member	
1	Mr. Ambalal C. Patel DIN-00037870	Non-Executive Independent Director	4	Yes	5	1	4	1. Ajmera Realty & Infra India Ltd- Non-Executive Independent Director 2. Jindal Hotels Ltd- Non-Executive - Independent Director- Chairperson 3. S.A.L. Steel Ltd- Non-Executive - Independent Director 4. Sumeru IndustrieAs Ltd- Independent Director
2	Mrs. Aarti M Ramani DIN-06941013	Non-Executive Independent Women Director	3	Yes	1	1	1	1. Ajmera Realty & Infra India Ltd- Non-Executive Women Independent Director
3	Mr. Nilesh H Sarvaiya DIN-00799636	Non-Executive Professional Director	4	Yes	-	-	-	NA
4	Mr. Harsh L. Mehta DIN-01738989	Executive Director	4	Yes	-	-	-	NA

- f. During the year 2020-21, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- g. During the year 2020-21, one meeting of the Independent Directors were held on March 25, 2021. The Independent Directors, inter-alia, have reviewed the performance of Non-Independent Directors, Chairman of the Company and the Board as a whole.
- h. The Board periodically reviews the compliance reports of all laws applicable to the Company.
- i. Details of equity shares of the Company held by the Directors as on March 31, 2021 are given below:

Name of Director	Designation	No. of Equity Shares
Mr. Ambalal C. Patel	Non-Executive Independent Director (Chairman)	NIL
Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	NIL
Mr. Harsh L. Mehta	Managing Director	NIL
Mrs. Aarti M. Ramani	Non-Executive Independent Women Director	NIL

- j. The Board has identified the following skills/expertise/ competencies fundamental for the effective

Functioning of the Company which are currently available with the Board:



<b>Financial Management and Accounting:</b>	Expertise in understanding and management of complex financial functions and processes, deep knowledge of accounting and finance for financial health of the Company.
<b>Knowledge and expertise of Trade and Economic Policies</b>	Possessing knowledge and expertise of various trade and economic policies, ability to analyse their impact on the business of the Company and devise revised strategies.
<b>Corporate governance</b>	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates. Experience in boards and committees of other large companies
<b>Functional and managerial experience</b>	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
<b>Wide management and leadership experience</b>	Strong management and leadership experience, including in areas of business development, strategic planning and mergers and acquisitions, ideally with major public companies with successful multinational operations in technology, manufacturing, banking, investments and finance, international business, scientific research and development, senior level government experience and academic administration
<b>Information Technology</b>	Expertise or experience in information technology business, technology consulting and operations, emerging areas of technology such as digital, cloud and cyber security, intellectual property in information technology domain, and knowledge of technology trends
<b>Diversity</b>	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.

k. Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board:

<b>Core Skill /expertise/ competencies</b>	<b>Mr. Ambalal C Patel</b>	<b>Mrs. Aarti M Ramani</b>	<b>Mr. Harsh L. Mehta</b>	<b>Mr. Nilesh H. Sarvaiya</b>
<b>Financial Management and Accounting</b>	✓	✓	✓	✓
<b>Knowledge and expertise of Trade and Economic Policies</b>	✓	✓	✓	✓
<b>Corporate governance</b>	✓	✓	✓	✓
<b>Functional and managerial experience</b>	✓	✓	✓	✓
<b>Wide management and leadership experience</b>	✓	✓	✓	✓
<b>Information technology</b>	✓	✓	✓	✓
<b>Diversity</b>	✓	✓	✓	✓



I. Certification from Company Secretary in Practice

Haresh Sanghvi, Practicing Company Secretary, has issued a certificate as required under the SEBI 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 section as **Annexure A**.

m. MD and his responsibilities:

Mr. Harsh L. Mehta is the Managing Director (MD) of the Company.

The MD is responsible for executing corporate strategy in consultation with the Board, brand equity, planning, external contacts and all matters related to the management of the Company. He is also responsible for achieving annual and long term business targets, maintaining awareness of both external and internal competitive landscape, opportunities for expansion, customers, markets, new industry developments and standards, acquisitions for enhancing shareholder value, implementing the organizations vision, mission and overall direction.

The MD acts as link between the Board and the Management and is also responsible for leading and evaluating work of other executive leaders including CFO and Finance as per the organizations structure.

### 3. COMMITTEE OF THE BOARD

A. There are 3 Statutory Committee & 2 other Committee that have been formed considering the needs of the Company and best practices in Corporate Governance, details of which are as follows:

Name of the Committee	Extract of Terms of Reference	Category & composition		Other details
Audit Committee	Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act. <ul style="list-style-type: none"> <li>Oversight of financial reporting process.</li> <li>Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.</li> <li>Evaluation of internal financial controls and risk management systems.</li> <li>Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.</li> <li>Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of a the same.</li> <li>Carrying out any other function as may be assigned to the committee by the board from time to time.</li> </ul>	Name	Category	<ul style="list-style-type: none"> <li>Three meetings of the Audit Committee were held during the year and the gap between two meetings did not exceed one hundred and twenty days.</li> <li>Committee invites such of the executives particularly the head of the finance function, representatives of the statutory auditors and internal auditors, as it considers appropriate, to be Present at its meetings.</li> <li>The Company Secretary acts as the Secretary to the Audit Committee.</li> <li>The previous AGM of the company was held on September 30, 2020 and was attended by all the members of the Audit Committee.</li> </ul>
		Mrs. Aarti M. Ramani (Chairman)	Independent Director	
		Mr. Ambalal C. Patel	Independent Director	
		Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	



Nomination and Remuneration Committee	<p>Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.</p> <ul style="list-style-type: none"> <li>Recommend to the Board its composition and the set up and composition of the committees.</li> <li>Recommend to the Board the appointment/ re-appointment of Directors and Key Managerial Personnel.</li> <li>Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors.</li> <li>Recommend to the Board the Remuneration Policy for directors, Key Managerial Personnel, as well as the rest of employees.</li> <li>Oversee familiarization programmes for directors.</li> </ul>	<b>Name</b>	<b>Category</b>	<ul style="list-style-type: none"> <li>Two Nomination and Remuneration Committee meetings were held during the year.</li> <li>The Company does not have any Employee Stock Option Scheme.</li> <li>Details of Performance Evaluation Criteria and Remuneration Policy are provided in this report.</li> </ul>
		Mrs. Aarti M. Ramani (Chairman)	Independent Director	
		Mr. Ambalal C. Patel	Independent Director	
		Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	
Stakeholders Relationship Committee	<p>Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.</p> <ul style="list-style-type: none"> <li>Consider and resolve the grievances of security holders.</li> <li>Consider and approve issue of share certificates, transfer and transmission of securities, etc.</li> </ul>	<b>Name</b>	<b>Category</b>	<ul style="list-style-type: none"> <li>Four meeting of the Stakeholders' Relationship Committee was held during the year.</li> <li>The Stakeholders Relationship Committee reviews and ensures the existence of proper system for timely resolution of grievance of the security holders of the company including complaints related to transfer of Shares, non receipt of Balance Sheet etc.</li> <li>Details of investor complaints and the Compliance Officer are provided in this report.</li> </ul>
		Mrs. Aarti M. Ramani (Chairman)	Independent Director	
		Mr. Ambalal C. Patel	Independent Director	
		Mr. Harsh L. Mehta	Managing Director	





Committee of Independent Director	i. Reviewing the performance of non-independent directors and the Board as a whole; ii. Reviewing the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors; iii. Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; iv. Submitting its report as above to Nomination & Remuneration Committee and the Board of Directors, as the case may be; v. Performing such other roles as may be prescribed by the Companies Act, 2013, Listing Regulations, SEBI Regulations, Banking Regulation Act, 1949 and the Circulars/ Regulations issued by the Regulatory Authorities from time to time.	<b>Name</b>	<b>Category</b>	• One (1) meeting of Independent Directors was held on 25 <sup>th</sup> March, 2021.
		Mrs. Aarti M. Ramani (Chairman)	Independent Director	
		Mr. Ambalal C. Patel	Independent Director	
Allotment Committee	i. The purpose of Allotment Committee is to issue and allot all kind of securities that may be issued by the Company, from time to time subject to the provisions of the Companies Act, 2013 and subject to the Memorandum and Articles of Association of the Company. ii. The Committee is also empowered to issue share certificates to the shareholders of the Company and to settle any question, difficulty or doubts of the shareholders that may arise in regard to the issue and allotment of shares.	<b>Name</b>	<b>Category</b>	• No Meeting was held during the financial year 2020-21
		Mr. Ambalal C. Patel	Independent Director	
		Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	
		Mr. Harsh L. Mehta	Managing Director	



## SHREE PRECOATED STEELS LIMITED

### B. Stakeholders' Relationship Committee—other details:

#### i. Name, designation and address of Compliance Officer:

Mr. Raj Shah, Company Secretary & Compliance Officer can be contacted at:-  
Shree Precoated Steels Limited 1, Ground Floor, Citi Mall, New Link Road Andheri (W)  
Mumbai: 400053 Tel: +91 7208182677 Email: spsl.investors@gmail.com

#### ii. Details of investor complaints received and redressed during the year 2020-21 are as follows:

Opening Balance	Received during the year	Resolved during the Year	Closing Balance
0	0	0	0

### C. Nomination and Remuneration Committee—other details:

#### Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

#### Remuneration Policy

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) to its Managing Director. Annual increments are recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and Members and are effective April 1, each year.

The Company pays sitting fees of Rs. 5,000/- per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of committees of the Board. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings. The Remuneration policy is available on <http://www.spsl.com/downloads/polices/Nomination%20&%20Remuneration%20Policy.pdf>

### D. Details of the Remuneration paid for the year ended March 31, 2021:

Sr. No.	Name of the Director	Remuneration	Sitting Fees	Perquisites	Bonus	Total
1	Mr. Ambalal C. Patel	NA	61,000	-	-	61,000
2	Mrs. Aarti Ramani	NA	51,750	-	-	51,750
3	Mr. Nilesh Sarvaiya	NA	64,375	-	-	64,375
4	Mr. Harsh L. Mehta	11,74,140	NA	-	1,79,939	13,54,079



#### E. Numbers of Meeting held and Attendance records

	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee
<b>No. of Meeting</b>	3	2	4
<b>Dates of meeting</b>	27 <sup>th</sup> July, 2020; 06 <sup>th</sup> November, 2020; 08 <sup>th</sup> February, 2021.	08 <sup>th</sup> February, 2021; 25 <sup>th</sup> March, 2021	10 <sup>th</sup> June, 2020; 07 <sup>th</sup> July, 2020; 07 <sup>th</sup> October, 2020; 07 <sup>th</sup> January, 2021.
<b>No. of Meetings Attended</b>			
<b>Name of Member</b>			
Mr. Ambalal C. Patel		2	-
Mr. Nilesh H. Sarvaiya		2	4
Mr. Harsh L. Mehta		-	4
Mrs. Aarti M. Ramani		2	4
Whether quorum was present for all the meetings	The necessary quorum was present for all the above committee meetings		

#### 4. GENERAL BODY MEETINGS:

##### A. Annual General Meeting of the earlier three years:

Details of Annual General Meetings (AGM) are as under:-

Financial Year	Details of day, date, time and venue where AGM was held	Summary of Special Resolutions passed
2019-20	12 <sup>th</sup> AGM was conducted on Friday, 30 <sup>th</sup> September, 2020 at 04:00 PM through VC/OAVM	1. Re-classification of Promoter of the Company as a Public Shareholder
2018-19	11 <sup>th</sup> AGM was conducted on Friday, 20 <sup>th</sup> December, 2019 at 04:00 PM at 3 <sup>rd</sup> Floor Citi Mall, New Link Road Andheri (W) Mumbai: 400 053	1. Re-appointment of Mr. Ambalal C. Patel (DIN: 00037870) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years. 2. Re-appointment of Mrs. Aarti M. Ramani (DIN: 06941013) as an Independent Women Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years. 3. Revision in terms of remuneration of Mr. Harsh L Mehta, (DIN: 01738989) Managing Director of the Company.
2017-18	10 <sup>th</sup> AGM was conducted on Friday, 21 <sup>st</sup> September, 2018 at 11:00 a.m. at Activity Hall, Gr. Floor, Juhu Vile Parle Gymkhana Club, JVPD Scheme, Vile Parle (W), Mumbai - 400 049	1. Reduction Of Reserves & Surplus and Share Capital of the Company. 2. Approval for continuation of holding office of Non Executive - Independent Directorship - Mr. Ambalal C Patel.



## SHREE PRECOATED STEELS LIMITED

### B. Extraordinary General Meeting:-

No extraordinary general meeting of the members was held during FY 2021.

### C. Postal Ballot:-

For the year ended March 31, 2021 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

### D. Particulars of payment of Statutory Auditors:-

M/S. Manesh Mehta & Associates (Firm Registration No. 115832W) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees is given below:-

Particulars	(₹ in Lakhs)
Audit Fees	0.50

### 5. OTHER DISCLOSURES:

Particulars		Details	Website Link for details/ policy
Familiarization Programme for Independent Directors		Details of familiarization programme imparted to Independent Directors are available on the Company's website.	<a href="http://www.spsl.com/downloads/familiarisation-of-ID-of-SPSL.pdf">http://www.spsl.com/downloads/familiarisation-of-ID-of-SPSL.pdf</a>
Terms of Appointment of Independent Directors		Terms and conditions of appointment of Independent Directors are available on the Company's website.	<a href="http://www.spsl.com/downloads/policies/Draft-Letter-Containing.pdf">http://www.spsl.com/downloads/policies/Draft-Letter-Containing.pdf</a>
Code of Conduct		The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2021. The Annual Report of the Company contains a certificate by the Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	<a href="http://www.spsl.com/downloads/policies/Code-of-Conduct.pdf">http://www.spsl.com/downloads/policies/Code-of-Conduct.pdf</a>
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC / FITTC/ Cir-16/2002 dated December 31, 2002.	A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized	<a href="http://www.spsl.com/downloads/policies/Archival-Policy-SPSL.pdf">http://www.spsl.com/downloads/policies/Archival-Policy-SPSL.pdf</a>



Policy on archival and preservation of documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a policy on archival and preservation of documents.	<a href="http://www.spsl.com/downloads/policies/Policy-for-det-Material-events-SPSL.pdf">http://www.spsl.com/downloads/policies/Policy-for-det-Material-events-SPSL.pdf</a>
Policy on determination of materiality for disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted a policy on determination of materiality for disclosures.	<a href="http://www.spsl.com/downloads/policies/Policy-for-det-Material-events-SPSL.pdf">http://www.spsl.com/downloads/policies/Policy-for-det-Material-events-SPSL.pdf</a>
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.	<a href="http://www.spsl.com/downloads/policies/Whistle%20Blower%20Policy.pdf">http://www.spsl.com/downloads/policies/Whistle%20Blower%20Policy.pdf</a>
Details of Non-Compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V(C) 10(b) to the SEBI Listing Regulations	NIL	-
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year. The Board's approved policy for related party transactions is uploaded on the website of the Company.	<a href="http://www.spsl.com/downloads/policies/RPT%20policy.pdf">http://www.spsl.com/downloads/policies/RPT%20policy.pdf</a>
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	-	The Company did not have any women/Female employee during the financial year 2020-21. Hence the requirement is not applicable.	-

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# SHREE PRECOATED STEELS LIMITED

## 6. MEANS OF COMMUNICATION:

### i. Financial results

The Company has regularly furnished quarterly, half-yearly and yearly financial results of the Company, through electronic filing systems to the stock exchange where the shares of the Company are listed within Thirty (30) minutes (as applicable under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), from conclusion of the Board meeting.

Quarterly, half yearly and Annual financial results are also published in English, in 'Financial Express' and other regional (Marathi) newspaper, in **Mumbai Lakshadeep**.

### ii. Website

General Information on the company, official news releases and presentations to analysts & institutional investors are also posted on the company's website.

The Company's website **www.spsl.com** contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Annual Report of the Company is also available on the website in a user friendly and downloadable form.

## 7. GENERAL SHAREHOLDER'S INFORMATION:

### 7.1 Annual General Meeting:

Day & Date : 29<sup>th</sup> September, 2021

Time : 3:30 P.M

Venue : The Company is conducting meeting through VC / OAVM pursuant to the MCA / SEBI Circular and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

### 7.2 Financial Calendar:

Publication of unaudited results for the quarter ending June 2021 -

Publication of unaudited results for the quarter ending June 2021 -	-	July / August 2021
Publication of unaudited results for the quarter ending Sep 2021 -	-	October / November 2021
Publication of unaudited results for the quarter ending Dec 2021 -	-	January / February 2022
Publication of audited results for the year ending 31 <sup>st</sup> March 2022	-	April / May 2022
Annual General Meeting for the financial year ending 2022	-	June to September 2022

Book Closure : As mention in the Notice of this AGM

### 7.3 Stock Codes/Symbol:

A	Equity Shares Listed on	Bombay Stock Exchange Limited
B	Stock Code	533110
C	ISIN Code	INE318K01025
D	Corporate Identity Number (CIN)	L70109MH2007PLC174206

**Listing Fees as applicable have been paid.**

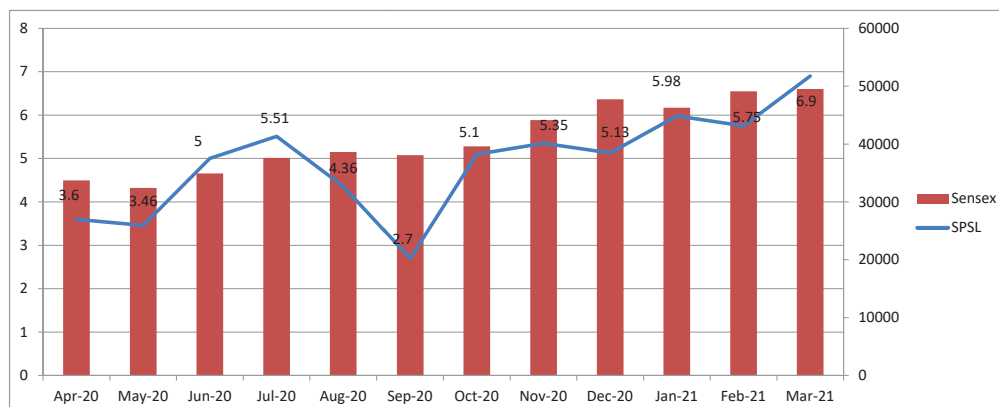
### 7.4 Market Price Data:

The high / low market price of the shares for each month during the Financial Year 2020 - 21 on the Bombay Stock Exchange Limited are as mentioned below:

Month	Bombay Stock Exchange			S & P BSE SENSEX (Closing)
	High	Low	Close	
Apr-20	4.97	3.60	3.60	33717.62
May-20	3.46	3.25	3.46	32424.10
Jun-20	5.46	3.30	5.00	34915.80
Jul-20	5.51	4.75	5.51	37606.89
Aug-20	5.51	4.36	4.36	38628.29
Sept-20	4.15	2.70	2.70	38067.93
Oct-20	5.10	2.83	5.10	39614.07
Nov-20	5.35	5.35	5.35	44149.72
Dec-20	5.41	4.89	5.13	47751.33
Jan-21	6.30	4.65	5.98	46285.77
Feb-21	6.35	5.70	5.75	49099.99
Mar-21	6.90	5.80	6.90	49509.15



## 7.5 Performance of the share price of the company in comparison to the BSE Sensex



## 7.6 Registrars and Transfer Agents:

Name and Address : Link Intime India Pvt. Ltd C 101, 247 Park,  
L B S Marg, Mumbai, Maharashtra 400083

Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

Telephone : +91 22 4918 6000

Fax : +91 22 4918 6060

## 7.7 Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 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 authorised by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

## 7.8 Distribution of Shareholding as on 31<sup>st</sup> March, 2021:

### a. Distribution of shareholding by size:

No. of Equity sharesa	Shareholders		Shares held in each class	
	Number	%	Number	%
Up to 100	15405	92.384	211334	5.105
101 to 200	535	3.208	78015	1.884
201 to 500	427	2.561	137635	3.325
501 to 1,000	143	0.858	101431	2.450
1,001 to 5,000	104	0.624	216033	5.218
5,001 to 10,000	12	0.072	86274	2.084
10,001 to 1,00,000	41	0.246	2090744	50.502
1,00,001 & above	8	0.048	1218436	29.432
<b>Total</b>	<b>16675</b>	<b>100</b>	<b>4139902</b>	<b>100</b>



## SHREE PRECOATED STEELS LIMITED

### b. Distribution of Shareholding by category:

Sr. No.	Category	No of Shares	% of Shareholding
1	Promoter	2603722	62.890
2	Residential Individual	1114595	26.923
3	Private Corporate Bodies	369245	8.919
4	Financial Institutions/ Banks and Mutual Funds	37	0.001
5	Venture Capital Funds	-	-
6	NRI's and OCB	49585	1.198
7	Clearing Member	2718	0.66
	<b>TOTAL</b>	<b>4139902</b>	<b>100</b>

### Top ten equity shareholders of the company as on March 31, 2021:

Sr. No	Name of the Shareholders	No. of Shares	% of holding
1	Shailesh B Ajmera	111242	2.687
2	Ashwin B Ajmera	111153	2.685
3	Bandish B Ajmera	110821	2.677
4	Nimish S Ajmera	85551	2.067
5	Twishal N Ajmera	48731	1.177
6	Manojkumar Bramhbhatt	32581	0.787
7	Minaxi Balvantrai Shah	13500	0.326
8	Rajiv K. Mehta	12250	0.296
9	Kishor Pravinchandra Parikh	11605	0.280
10	Jayesh J Mehta	10150	0.245

### 7.9 Dematerialisation of Shares:

The Company's shares are compulsorily traded in dematerialised form on BSE. Equity shares of the Company representing 99.89% of the Company's equity share capital are dematerialised as on March 31, 2021. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE318K01025**.

Particulars of Shares	Equity Shares of ₹10/- each	
	Number	% of total Issued Capital
Dematerialized Form		
NSDL	1066279	25.76
CDSL	3068714	74.13
<b>Sub – Total-(A)</b>	<b>4134993</b>	<b>99.89</b>
Physical Form	4909	0.12
<b>Sub-Total-(B)</b>	<b>4909</b>	<b>0.12</b>
<b>TOTAL: (A) + (B)</b>	<b>4139902</b>	<b>100</b>

### Address for Correspondence:

(a) Registered Office : The Compliance Officer,  
1, Ground Floor, Citi Mall,  
New Link Road, Andheri (West),  
Mumbai: - 400 053.  
Tel. No.: +91 7208182677



#### 7.11 Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2021, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

#### 7.12 Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

#### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors including the code for Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2021, received from the members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Personnel means the Chief Financial Officer, Asst. Company Secretary as on March 31, 2021.

Date: 18<sup>th</sup> June, 2021  
Place: Mumbai

**Harsh L. Mehta**  
**Managing Director**  
**DIN: 01738989**

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## ANNEXURE-A

### Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C Sub clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of

**Shree Precoated Steels Limited,**

1, Ground Floor, Citi Mall, Link Road, Andheri (W) Mumbai 400053

I have examined following documents for the purpose of issuing this Certificate-

- Declaration of non-disqualification as required under section 164 of the Companies Act, 2013 ("Act"); and
- Disclosure of concern and/or interests as required under section 184 of the Act (hereinafter referred as "**the relevant documents**") of **Shree Precoated Steels Limited**, bearing CIN: L70109MH2007PLC174206, having its registered office at 1, Ground Floor, Citi Mall, Link Road, Andheri (W) Mumbai 400053 (hereinafter referred as "**the Company**") to the Board of Directors of the Company ('the Board') **for the Financial Year 2020-21** and relevant registers, records, forms and returns maintained by the Company and as made available for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. I have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act and ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification.

Based on the verification and examination of aforesaid documents including Directors Identification Number (DIN) status at the Ministry of Corporate Affairs (MCA) portal [www.mca.gov.in](http://www.mca.gov.in) and the List of disqualified Directors published by the MCA, in my opinion and to the best of my information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, I hereby certify that during the Financial Year ended 31<sup>st</sup> March 2021, none of the Directors on the Board of the Company, as listed hereunder have been debarred or disqualified from being appointed or continuing to act as Directors of Companies by Securities and Exchange Board of India/ MCA or any such statutory authority.

Sr. no.	Name of the Directors	DIN	Date of appointment*
1	Harsh Mehta	01738989	24/05/2016
2	Nilesh Harshadrai Sarvaiya	00799636	30/01/2010
3	Ambalal Chhitabhai Patel	00037870	30/04/2009
4	Aarti Mahesh Ramani	06941013	12/08/2014

\*the date of appointment is as per the MCA Portal

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31<sup>st</sup> March 2021.

Place: Mumbai

Date: 6<sup>th</sup> August, 2021

**Haresh Sanghvi**  
**Practicing Company Secretary**  
**FCS No.: 2259/CoP No.: 3675**  
**UDIN: F002259C000749601**



## MD & CFO Certification

### We hereby certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year 2020-21 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. To the best of our knowledge and belief, there are no transactions entered into by the company during the financial year 2020-21 which are fraudulent, illegal or violative of the companies code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- d. We have indicated to the Auditors and the Audit Committee –
  - Significant changes in internal control over the financial reporting during the financial year 2020-21.
  - Significant changes in accounting policies during the year 2020-21 and that the same have been disclosed in the notes to financial statements; and
  - There was no fraud of which we become aware of the management or an employee having a significant role in the company's internal control system over the financial reporting.

**Harsh L. Mehta**  
**Managing Director**  
**Place: Mumbai**  
**Date : 18<sup>th</sup> June 2021**

**Suresh N Pitale**  
**Chief Financial Officer**  
**Place: Mumbai**  
**Date : 18<sup>th</sup> June, 2021**





## **INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

The Members,

### **SHREE PRECOATED STEELS LIMITED**

1. The Corporate Governance Report prepared by SHREE PRECOATED STEELS LIMITED (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2021 as required by the Company for annual submission to the Stock exchange and to be sent to the Stakeholders of the Company.

### **Management's Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### **Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2021.
9. We 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 MANESH MEHTA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REGN NO. 115832W  
MANESH P MEHTA  
PARTNER

PLACE : VADODARA,  
DATED : 9TH AUGUST, 2021.

MEMBERSHIP NO. 36032  
UDIN: - 21036032AAAADS3412



## INDEPENDENT AUDITOR'S REPORT

The Members,  
**SHREE PRECOATED STEELS LIMITED**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **SHREE PRECOATED STEELS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, 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 that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Accounting Standards specified under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2021 and its profit and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### 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. The Company has material matters under dispute which involves significant judgement to determine the possible outcome of these disputes (Refer Note No. 24 to the Financial

Statements). We obtained the details of the disputes with their present status and documents. We made an in-depth analysis of the disputes. We also considered legal procedures and other rulings in evaluating management's position on these disputes to evaluate whether any change was required to management's position on these disputes.

#### Information Other than the Financial statements and Auditor's Report Thereon

The Company's Board of Directors is 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 Annexures to Board's 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 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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as



applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's Financial reporting process.

## Auditor's Responsibility for the Audit of the Financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 standalone 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.

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

## Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government in terms of sub-section (11) of section 143 of the act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2 As required by Section 143 (3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, if any, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR MANESH MEHTA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
 FIRM REGN NO. 115832W

**MANESH P MEHTA PARTNER**  
 MEMBERSHIP NO. 36032  
 UDIN:21036032AAAADB6772

PLACE : VADODARA  
 DATED : 18<sup>TH</sup> JUNE, 2021



## ANNEXURE-A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31<sup>st</sup> March, 2021, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets i.e Property, Plant and Equipment("PPE").
- (b) These fixed assets have been physically verified by the management at reasonable intervals. Discrepancies noticed during the course of such verification are dealt with adequately in the books of accounts.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the immovable properties as a fixed asset are held in the name of the Company.
- (ii) During the year, the Company does not have any inventory.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) In our opinion and according to information and explanation given to us, the requirement of maintaining the Cost Records under Section 148 of the Act is not applicable to the Company.
- (vii) a. The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees state insurance, income tax, goods and service tax and other statutory dues to the extent applicable to it. There is no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no dues of Income Tax or Sales Tax or Wealth Tax or Service Tax, goods and service tax and duty of customs or cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax and service tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount (in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Block Assessment Demand	1639.38	A.Y.1988-89 to 1992-93	The Application of the company is pending with Hon'ble High Court, Mumbai.
Service Tax	Input Service Tax Credit	7.00	FY 2007-2008	Custom Excise & Service Tax Appellate Tribunal

- (viii) In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (xii) In our opinion and according to the information and explanations given to us, The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance



with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly reporting under clause 3 (xv) of the Order is not applicable to the Company.

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

**FOR MANESH MEHTA & ASSOCIATES**

CHARTERED ACCOUNTANTS

FIRM REGN NO. 115832W

**MANESH P MEHTA PARTNER**

MEMBERSHIP NO. 36032

UDIN:- 21036032AAAADB6772

PLACE : VADODARA

DATED : 18<sup>TH</sup> JUNE, 2021

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## Annexure - B to the 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 **SHREE PRECOATED STEELS LIMITED** ("the company") as of 31<sup>st</sup> March 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal

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

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

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

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

#### Inherent Limitations of Internal Financial Controls 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 31<sup>st</sup> March 2021, based on the internal control over financial reporting criteria established by the Company considering

the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### FOR MANESH MEHTA & ASSOCIATES

CHARTERED ACCOUNTANTS

FIRM REGN NO. 115832W

### MANESH P MEHTA PARTNER

MEMBERSHIP NO. 36032

PLACE : VADODARA

UDIN:- 21036032AAAADB6772

DATED : 18<sup>TH</sup> JUNE, 2021

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# SHREE PRECOATED STEELS LIMITED

## BALANCE SHEET AS AT 31ST MARCH 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant And Equipment	3	3.45	3.45
<b>Financial Assets</b>			
Trade Receivables	4	123.38	123.46
Loans	5	0.51	0.51
<b>Others Financial Assets</b>			
Other Non-Current Assets	6	362.71	339.65
<b>Total Non-Current Assets</b>		<b>490.05</b>	<b>467.07</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
Cash And Cash Equivalents	7	2.92	4.40
Other Financial Assets	8	0.59	0.07
Current Tax Assets (Net)	9	47.28	47.27
Other Current Assets	10	1.76	26.86
<b>Total Current Assets</b>		<b>52.55</b>	<b>78.60</b>
<b>TOTAL ASSETS</b>		<b>542.60</b>	<b>545.67</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	413.99	413.99
Other Equity	12	(407.91)	(418.72)
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	13	266.93	266.93
Provisions	14	105.07	167.16
Other Non-Current Liabilities	15	-	-
<b>Total Non Current Liabilities</b>		<b>378.08</b>	<b>429.36</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	16	0.55	1.28
Other Financial Liabilities	17	161.93	113.92
Other Current Liabilities	18	0.24	1.04
Provisions	19	1.80	0.07
<b>Total Current Liabilities</b>		<b>164.52</b>	<b>116.31</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>542.60</b>	<b>545.67</b>
Significant Accounting policies and notes to the Financial Statements		2	

As per our report of even date  
For **MANESH MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 115832W

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

**MANESH MEHTA**  
**PARTNER**  
Membership No. 36032  
UDIN: 21036032AAAADB6772

**A .C. PATEL**  
**CHAIRMAN**  
DIN:00037870

**HARSH L MEHTA**  
**MANAGING DIRECTOR**  
DIN:01738989

**SURESH N. PITALE**  
**CHIEF FINANCIAL OFFICER**  
Place : Mumbai  
Dated :18th June 2021

**RAJ Y. SHAH**  
**ASST.COMPANY SECRETARY**

Place : Vadodara  
Dated :18th June 2021



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Lakhs)

Particulars	Note No.	Year ended 31st March, 2021	Year ended 31st March, 2020
Other Income	20	55.00	26.00
<b>Total Income</b>		<b>55.00</b>	<b>26.00</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	21	21.68	33.13
Other Expenses	22	25.91	23.89
<b>Total Expenses</b>		<b>47.59</b>	<b>57.02</b>
<b>Profit/(Loss) Before Exceptional Items And Tax</b>		<b>7.41</b>	<b>(31.02)</b>
Exceptional Items		-	-
<b>Profit/(Loss) Before Tax Expenses</b>		<b>7.41</b>	<b>(31.02)</b>
<b>Tax Expenses:</b>			
Current Tax		-	-
<b>Profit/(Loss) for the year</b>		<b>7.41</b>	<b>(31.02)</b>
<b>Other Comprehensive Income:</b>			
Gain on Fair Value of defined benefit plans As per actuarial valuation		3.40	1.15
<b>Total Comprehensive Income for the year (Comprising Profit/ (Loss) and Other Comprehensive Income for the year</b>		<b>10.81</b>	<b>(29.87)</b>
<b>Earnings per equity share of Nominal Value Rs.10/-:</b>	23		
(1) Basic in Rupees		0.26	(0.72)
(2) Diluted in Rupees		0.26	(0.72)
Significant Accounting policies and notes to the Financial Statements	2		

As per our report of even date  
For **MANESH MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 115832W

**MANESH MEHTA**  
**PARTNER**  
Membership No. 36032  
UDIN: 21036032AAAAADB6772

Place : Vadodara  
Dated : 18th June 2021

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

**A .C. PATEL**  
CHAIRMAN  
DIN:00037870

**SURESH N. PITALE**  
CHIEF FINANCIAL OFFICER  
Place : Mumbai  
Dated : 18th June 2021

**HARSH L MEHTA**  
MANAGING DIRECTOR  
DIN:01738989

**RAJ Y. SHAH**  
ASST.COMPANY SECRETARY

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# SHREE PRECOATED STEELS LIMITED

## STATEMENT OF CHANGES IN EQUITY

(₹ in Lakhs)

### (a) EQUITY SHARE CAPITAL

	Note	As at			
		March 31,2021		March 31,2020	
		No. of shares	Amount (₹ in Lakhs)	No. of shares	Amount (₹ in Lakhs)
Balance at the beginning of reporting period	11	41,39,902	413.99	41,39,902	413.99
<b>Balance at the end of the reporting period</b>	<b>11</b>	<b>41,39,902</b>	<b>413.99</b>	<b>41,39,902</b>	<b>413.99</b>

### (b) OTHER EQUITY

		Reserves and Surplus				
		Capital Reserve	Securities Premium	General Reserve	Surplus/ (deficit) in the statement of profit and loss	Total
<b>Balance as at April 1, 2019</b>		-	-	-	(388.85)	(388.85)
<b>Add:</b>						
Transfer from Profit & Loss		-	-	-	-	-
Loss for the Year		-	-	-	(29.87)	(29.87)
<b>Balance as at March 31, 2020</b>	<b>12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(418.72)</b>	<b>(418.72)</b>
<b>Add:</b>						
Transfer from Profit & Loss		-	-	-	-	-
Profit for the Year		-	-	-	10.81	10.81
<b>Balance as at March 31, 2021</b>	<b>12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(407.91)</b>	<b>(407.91)</b>

As per our report of even date  
For **MANESH MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 115832W

**MANESH MEHTA**  
**PARTNER**  
Membership No. 36032  
UDIN: 21036032AAAADB6772

Place : Vadodara  
Dated :18th June 2021

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

**A .C. PATEL**  
CHAIRMAN  
DIN:00037870

**SURESH N. PITALE**  
CHIEF FINANCIAL OFFICER  
Place : Mumbai  
Dated :18th June 2021

**HARSH L MEHTA**  
MANAGING DIRECTOR  
DIN:01738989

**RAJ Y. SHAH**  
ASST.COMPANY SECRETARY



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
<b>Cash Flow From Operating Activities:</b>		
<b>Profit/(Loss) before tax as per Statement of Profit and Loss</b>	10.81	(29.87)
<b>Adjustments for:</b>		
Depreciation and amortisation	-	-
Interest Income(including fair value change in financial instruments)	-	-
Interest expenses(including fair value change in financial instruments)	-	-
Re-Measurement gains/(losses) on defined benefit plans	-	-
Dividend Income	-	-
Loss / (profit) on sale of investments (net)	-	-
Loss / (gain) from foreign exchange fluctuation (net)	-	-
(Gain) / Loss on sale / discarding of investment properties (net)	-	-
(Gain) / Loss on sale / discarding of property, plant and equipment (net)	-	-
Sundry balances written off / (back)	-	-
<b>Operating Profit/(Loss) before working capital changes</b>	<b>10.81</b>	<b>(29.87)</b>
<b>Movements in working capital:</b>		
Increase/(decrease) in trade payables	(0.72)	(0.67)
Increase/(decrease) in Other Liabilities	47.21	65.93
Increase/(decrease) in provisions	(60.38)	(32.49)
Increase/(decrease) in loans and advances	-	-
Decrease/(increase) in trade receivables	0.08	-
Decrease/(increase) in inventories	-	-
<b>Cash generated from/(used in) operating activities</b>	<b>(3.00)</b>	<b>2.90</b>
Direct taxes paid	-	-
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>(3.00)</b>	<b>2.90</b>
<b>Cash flow from Investing activities:</b>		
(Acquisition) / (adjustments) / sale of property, plant and equipment, investment properties, intangible assets / addition to capital work in progress (net)	-	-
(Increase) / decrease in other assets	1.51	(3.65)
<b>Net cash flow from/(used in) investing activities (B)</b>	<b>1.51</b>	<b>(3.65)</b>
<b>Cash flow from financing activities:</b>		
Repayment of borrowings	-	-
Interest paid	-	-
Dividend paid (including dividend distribution tax)	-	-
<b>Net cash flow from/(used in) financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents (A) + (B) + (C)</b>	<b>(1.48)</b>	<b>(0.76)</b>
Add: Cash and cash equivalents at the beginning of the year	4.40	5.16
<b>Cash and cash equivalents at the end of the year</b>	<b>2.92</b>	<b>4.40</b>

As per our report of even date  
For **MANESH MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 115832W

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

**MANESH MEHTA**  
**PARTNER**  
Membership No. 36032  
UDIN: 21036032AAAADB6772

**A .C. PATEL**  
**CHAIRMAN**  
DIN:00037870

**HARSH L MEHTA**  
**MANAGING DIRECTOR**  
DIN:01738989

**SURESH N. PITALE**  
**CHIEF FINANCIAL OFFICER**  
Place : Mumbai  
Dated :18th June 2021

**RAJ Y. SHAH**  
**ASST.COMPANY SECRETARY**

Place : Vadodara  
Dated :18th June 2021

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Notes to Financial Statements for the year ended 31st March 2021  
Note 3: Property, Plant and Equipment (PPE)

(₹ in Lakhs)

Sr. No	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		As at 01.04.2020	Additions	Deductions	As at 31.03.2021	As at 01.04.2020	Additions	Deductions	As at 31.03.2021
	Land	3.45	-	-	3.45	-	-	-	3.45
	<b>TOTAL</b>	<b>3.45</b>	<b>-</b>	<b>-</b>	<b>3.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.45</b>

Sr. No	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		As at 01.04.2019	Additions	Deductions	As at 31.03.2020	As at 01.04.2019	Additions	Deductions	As at 31.03.2020
	Land	3.45	-	-	3.45	-	-	-	3.45
	<b>TOTAL</b>	<b>3.45</b>	<b>-</b>	<b>-</b>	<b>3.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.45</b>



## Notes to Financial Statements for the Year ended 31st March 2021

(₹ in Lakhs)

Sr. No	Particulars	31st March, 2021	31st March, 2021
4	<b>Trade Receivables</b>		
	<b>Unsecured</b>		
	<b>Over six months from the date they were due for payment</b>		
	(i) Considered good	123.38	123.46
	Less : Allowance for credit loss	-	-
		<b>123.38</b>	<b>123.46</b>
	<b>Others</b>		
	(i) Considered good	-	-
	Less : Allowance for credit loss	-	-
		-	-
	<b>Total</b>	<b>123.38</b>	<b>123.46</b>
	<b><u>Movement in allowance for credit loss</u></b>		
	<b>Particulars</b>		
	<b>Opening Balance</b>	-	-
5	(+) Provided during the year	-	-
	(-) Reversal during the year	-	-
	<b>Closing Balance</b>	-	-
6	<b>Loans</b>		
	<b>Security deposits</b>		
	Unsecured, considered good	0.51	0.51
	Doubtful	-	-
	<b>Total</b>	<b>0.51</b>	<b>0.51</b>
7	<b>Other Non Current Assets</b>		
	<b>Other Receivables</b>	<b>342.56</b>	<b>339.65</b>
	<b>Advances to Suppliers- - Unsecured</b>	<b>20.15</b>	-
	<b>Total</b>	<b>362.71</b>	<b>339.65</b>
8	<b>Cash and Bank Balances</b>		
	Cash and cash equivalents		
	(i) Balances with banks		
	- In current accounts	2.92	4.40
	(ii) Cash in hand	-	-
	<b>Total</b>	<b>2.92</b>	<b>4.40</b>
9	<b>Other Financial Assets</b>		
	Others	0.59	0.07
	<b>Total</b>	<b>0.59</b>	<b>0.07</b>
10	<b>Current Tax Assets(Net)</b>		
	Advance Tax (net of Provisions)	47.28	47.27
	<b>Total</b>	<b>47.28</b>	<b>47.27</b>
11	<b>Other Current Assets</b>		
	Balance with Government Authorities		
	Advances to Suppliers- - Unsecured	1.76	26.86
	Other Current Assets	-	-
	<b>Total</b>	<b>1.76</b>	<b>26.86</b>

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# SHREE PRECOATED STEELS LIMITED

## Notes to Financial Statements for the Year ended 31st March 2021

(₹ in Lakhs)

Sr. No	Particulars	31st March, 2021	31st March, 2020
11	<b>EQUITY SHARE CAPITAL</b>		
	<b>Authorised</b>		
	8,50,00,000 (Previous year 8,50,00,000 ) Equity Shares of Rs. 10/- each	8,500.00	8,500.00
	<b>ISSUED SUBSCRIBED AND PAID UP</b>		
	41,39,902 (Previous Year 41,39,902) Equity Shares of Rs.10/- each fully paid up.	413.99	413.99
	<b>Total</b>	413.99	413.99

### a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	31st March, 2021		31st March, 2020	
Equity shares	Nos.	Amount in Lakhs	Nos.	Amount in Lakhs
At the beginning of the Year	41,39,902	413.99	41,39,902	413.99
Outstanding at the end of the period	41,39,902	413.99	41,39,902	413.99

### b. Term/rights attached

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31<sup>st</sup> March, 2021, the amount of per share dividend recognised as distributions to equity shareholders was Rs. NIL (Previous Year Rs. NIL).

### c. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	31st March, 2021	31st March, 2020
	No. of Shares	No. of Shares
	-	-

### d. Aggregate numbers of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

	31st March, 2021	31st March, 2020
	No. of shares	No. of shares
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium.	Nil	Nil
Equity shares allotted as fully paid-up pursuant to contracts for considerations other than cash.	Nil	Nil
Equity shares bought back by the company	Nil	Nil

### For the period of five years starting from preceding date

	No. of shares	No. of shares
F.Y. 2019-2020	Nil	Nil
F.Y. 2018-2019	Nil	Nil
F.Y. 2017-2018	Nil	Nil
F.Y. 2016-2017	Nil	Nil
F.Y. 2015-2016	Nil	Nil



## Notes to Financial Statements for the Year ended 31st March 2021

### e. Details of shareholders holding more than 5% shares in the company

	Nos.	% holding	Nos.	% holding
Equity shares of Rs. 10 each fully paid				
Fahrenheit Fun and Games Private Limited	291666	7.05	291666	7.05

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(₹ in Lakhs)

SR. No.	Particulars		31st March, 2021	31st March, 2020
<b>12</b>	<b>OTHER EQUITY</b>			
	<b>Capital Reserve</b>			
	Balance as per last financial statements		-	-
	<b>Closing Balance</b>	(A)	-	-
	<b>General Reserve</b>			
	Balance as per last financial statements		-	-
	<b>Closing Balance</b>	(B)	-	-
	<b>Surplus/(Deficit) in the Statement of Profit and Loss</b>			
	Balance as per last financial statements		(418.72)	(388.85)
	Add: Surplus/(Deficit) for the Year		10.81	(29.87)
	<b>Closing Balance</b>	(C)	<b>(407.91)</b>	<b>(418.72)</b>
	<b>Total</b>	(A+B+C)	<b>(407.91)</b>	<b>(418.72)</b>
<b>13</b>	<b>TRADE PAYABLES</b>			
	Due to Micro and Small Enterprises (refer note. No.31)		-	-
	Others		266.93	266.93
	<b>Total</b>		<b>266.93</b>	<b>266.93</b>
<b>14</b>	<b>PROVISIONS</b>			
	<b>Provision for Employee Benefits</b>			
	Provision for Gratuity		3.75	6.15
	Provision for Leave Benefits		0.32	1.41
	<b>Others</b>		<b>101.00</b>	<b>159.60</b>
	<b>Total</b>		<b>105.07</b>	<b>167.16</b>
<b>15</b>	<b>OTHER NON CURRENT LIABILITIES</b>			
	Advance from Customers		-	-
	<b>Total</b>		<b>-</b>	<b>-</b>
<b>16</b>	<b>TRADE PAYABLES</b>			
	Due to Micro and Small Enterprises (refer note. No.31)		-	-
	Others		0.55	1.28
	<b>Total</b>		<b>0.55</b>	<b>1.28</b>

Notice

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# SHREE PRECOATED STEELS LIMITED

## Notes to Financial Statements for the Year ended 31st March 2021

(₹ in Lakhs)

SR. No.	Particulars		31st March, 2021	31st March, 2020
<b>17</b>	<b>OTHER FINANCIAL LIABILITIES</b>			
	Others		161.93	113.92
	<b>Total</b>		<b>161.93</b>	<b>113.92</b>
<b>18</b>	<b>Others current liabilities</b>			
	Statutory Dues		0.24	1.04
	Others		-	-
	<b>Total</b>		<b>0.24</b>	<b>1.04</b>
<b>19</b>	<b>Provisions</b>			
	<b>Provision for Employee Benefits</b>			
	Provision for Gratuity		0.04	0.06
	Provision for Leave benefits		-	0.01
	Provision for Expenses		1.76	-
	<b>Total</b>		<b>1.80</b>	<b>0.07</b>
<b>20</b>	<b>OTHER INCOME</b>			
	Other Income		55.00	26.00
	<b>Total</b>		<b>55.00</b>	<b>26.00</b>
<b>21</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>			
	Salaries, wages and bonus		20.70	31.03
	Gratuity expenses		0.98	2.04
	Staff welfare expenses		-	0.06
	<b>Total</b>		<b>21.68</b>	<b>33.13</b>
<b>22</b>	<b>OTHER EXPENSES</b>			
	Advertising and sales promotions		1.49	1.36
	Travelling and Conveyance		2.17	0.14
	Payment to Auditors		0.50	0.50
	Miscellaneous Expenses		0.16	0.08
	Communication Expenses		0.01	0.01
	Legal & Professional Fees		3.01	1.17
	Share Transfer & Mailing Expenses		6.53	3.43
	Listing Fees		3.00	3.00
	Filing Fees		-	3.82
	Membership and Subscription		1.26	2.38
	Bank charges		0.20	0.14
	Postage & Courier		1.07	-
	Rent		1.20	1.20
	Printing & Stationery expenses		1.38	2.20
	Service Tax & GST Unutilised		2.88	2.68
	Audit Sitting Fees		0.40	0.75
	Review Meeting Fees		0.10	0.10
	Board Meeting Fees		0.55	0.80
	Annual General Meeting Expenses		-	0.13
	<b>Total</b>		<b>25.91</b>	<b>23.89</b>



## Notes to Financial Statements for the Year ended 31st March 2021

SR. No.	Particulars	31st March, 2021	31st March, 2020
23	<b>Earning per Share (EPS)</b> The following reflects the profit and share data used in the basic and diluted EPS computations.		
	Surplus/(Loss) for the year(in Rupees)	10,81,394	(29,86,875)
	Weighted average number of equity shares outstanding during the period	41,39,902	41,39,902
	<b>Earning per share (EPS)</b>		
	Basic in Rupees	0.26	(0.72)
	Diluted in Rupees	0.26	(0.72)

### 24. Contingent liabilities not provided for in respect of:

Name of the statute	Nature of dues	Amount (in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Service Tax	Input Service Credit	7.00	2007-2008	Custom Excise & Service Tax Appellate Tribunal
Income Tax Act	Demand	1639.38	1988-1989 1992-1993	Hon'ble High Court, Mumbai

Any Adjustment required would be accounted in the year in which final order will be received.

### 25. Sitting Fees paid to Directors other than managing / whole time directors:

(₹ in Lakhs)

Particulars	2020-2021	2019-2020
Sitting Fees	1.05	1.65
<b>Total</b>	<b>1.05</b>	<b>1.65</b>

### 26. Details of Auditor's remuneration :

(₹ in Lakhs)

Particulars	2020-2021	2019-2020
Audit Fees	0.50	0.50
<b>Total</b>	<b>0.50</b>	<b>0.50</b>

### 27. Deferred Taxation:

- During the Year, the Company has not made any provision for income tax including Minimum Alternate Tax(MAT) on account of accumulated losses as per Income Tax Act as well as under Companies Act.
- The Company has, on account of substantial unabsorbed Depreciation and Business Loss as per Income Tax Act 1961. However, as a prudent policy, the said Deferred Tax Asset has not been recognized, which is in accordance with Ind AS 12.





# SHREE PRECOATED STEELS LIMITED

## Notes to Financial Statements for the Year ended 31st March 2021

### 28. Employee Benefit

Consequent to Ind AS 19 “Employee Benefits”, the company has reviewed and revised its accounting policy in respect of employee benefits.

(₹ in Lakhs)

Sr. No.	Particulars	as on 31.03.2021		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
[I]	Reconciliation in Present Value of Obligation (PVO) - defined benefits			
	Current Service Cost	0.56	(0.61)	(0.05)
		1.31	(4.55)	(3.24)
	Interest Cost	0.42	0.09	0.51
		0.72	0.73	1.45
	Actuarial (gain)/ losses	(3.39)	(0.35)	3.74
		(1.15)	(0.25)	1.40
	Benefits Paid	-	-	-
		-	-	-
	Past service cost	-	-	-
		-	-	-
	PVO at the beginning of the year	6.21	1.42	7.63
		9.31	9.41	18.72
	PVO at end of the year	3.79	0.33	4.12
		6.21	1.42	7.63
[II]	Change in fair value of plan assets :			
	Expected Return on plan assets	-	-	-
		-	-	-
	Actuarial (gain)/ losses	-	-	-
		-	-	-
	Contribution by employers	-	-	-
	Benefits Paid	-	-	-
	Fair value of plan assets at the beginning of the year	-	-	-
	Fair value of plan assets at end of the year	-	-	-
[III]	Reconciliation of PVO and fair value of plan assets :			
	PVO at end of year	3.79	0.33	4.12
		6.21	1.42	7.63
	Fair value of plan assets at end of the year			
	Funded status	NIL	NIL	NIL
		NIL	NIL	NIL
	Unrecognised actuarial (gain)/ losses			
	Net assets/(liability) recognised in the balance sheet	3.79	0.33	4.12
		6.21	1.42	7.63



## Notes to Financial Statements for the Year ended 31st March 2021

(₹ in Lakhs)

<b>[IV]</b>	Net cost for the year ended March 31, 2021			
	Current Service Cost	<b>0.56</b>	<b>(0.61)</b>	<b>(0.05)</b>
		1.31	(4.55)	(3.24)
	Interest Cost	<b>0.42</b>	<b>0.09</b>	<b>0.51</b>
		0.72	0.73	1.45
	Expected Return on plan assets			
	<b>Actuarial (gain)/ losses</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
		NIL	NIL	NIL
	<b>Net Cost</b>			
<b>[V]</b>	<b>Category of assets as at March 31, 2021</b>	-	-	-
<b>[VI]</b>	<b>Actual return of plan assets</b>	-	-	-
<b>[VII]</b>	<b>Assumption used in accounting for the Grauity &amp; Leave Salary plan:</b>			
	<b>Discount rate (%)</b>	<b>6.75%</b>	<b>6.75%</b>	
		6.75%	6.75%	
	<b>Salary escalation rate(%)</b>	<b>9.00%</b>	<b>9.00%</b>	
		9.00%	9.00%	
	<b>Expected amount of return on plan assets</b>	-	-	-

Figures in Bold represents current financial year & others represents for previous year.

**29. The Company primarily deals in the business of Real Estate and hence there is no Primary reportable segment in the context of Ind AS 108.**

**30. Related Party Disclosures:**

The related party and relationships, as identified by the Management and relied upon by the Auditors, with whom transactions have taken place during the year ended are :

**a. Directors and their relatives:**

<b>Name of the Party</b>	<b>Relationship</b>
Mr. Harsh L. Mehta	Managing Director
Mr. Lalit J. Mehta	Relative
Mrs. Amish H. Mehta	Relative
Mrs. Kumud L. Mehta	Relative
Mr. Akshar H. Mehta	Relative
Mr. Nilesh H. Sarvaiya	Non-Executive Director
Mrs. Bhaumi N. Sarvaiya	Relative
Mr. Harshadrai M. Sarvaiya	Relative
Mrs. Madhu H. Sarvaiya	Relative
Ms. Khushali N. Sarvaiya	Relative
Ms. Mehak N. Sarvaiya	Relative



## SHREE PRECOATED STEELS LIMITED

### Notes to Financial Statements for the Year ended 31st March 2021

#### b. Key Managerial Personnel:

Sr. No.	Key Managerial Personnel	Relative of Key Managerial Personnel
1	Mr. Harsh L. Mehta (Managing Director)	Mr. Lalit J. Mehta Mrs. Amish H. Mehta Mrs. Kumud L. Mehta Mr. Akshar H. Mehta
2	Mr. Akshay R. Sharma (Asst. Company Secretary) upto 08 <sup>th</sup> February 2021.	Mr. Rajkumar G. Sharma Mrs. Savita R. Sharma
3	Mr. Suresh N. Pitale (Chief Financial Officer)	Mrs. Geeta S. Pitale
4	Mr. Raj Yagnesh Shah (Asst. Company Secretary w.e.f 08 <sup>th</sup> February 2021)	Mr. Yagnesh S. Shah Mrs. Beena Y. Shah

#### c. Disclosure in respect of material transactions with related parties

Nature of Transactions	Name of related Parties	(Amt in Lakhs)
Remuneration Paid to Directors / Key Managerial Personnel	Mr. Harsh Mehta (Managing Director)	13.54
	Mr. Akshay Sharma (Asst. Company Secretary) upto 08 <sup>th</sup> February 2021	4.18
	Mr. Suresh N. Pitale (Chief Financial Officer)	6.72
	Mr. Raj Yagnesh Shah w.e.f 08 <sup>th</sup> February 2021	0.89

#### 31. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

- The principal amount Rs. NIL (Previous Year NIL) and the interest due thereon is NIL (Previous Year NIL) remaining unpaid to any supplier at the end of each accounting year 2020-21.
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.
- The amount of Interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006
- The amount of Interest accrued and remaining unpaid at the end of each accounting year Nil
- The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is Nil

The above information and that given in note no.13 & 16 –“Trade Payables” regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of available with the company. This has been relied upon by the auditors.



## Notes to Financial Statements for the Year ended 31st March 2021

32. The Company has re – assessed the useful life of assets for the purpose of determination of depreciation in the manner prescribed under the Schedule II of the Companies Act, 2013.

### 33. Capital Management Policy

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

(₹ in Lakhs)

Particulars	31.03.2021	31.03.2020
<b>Net Debt</b>		
(-) Cash and Cash Equivalent	(2.92)	(4.40)
<b>Total</b>	<b>(2.92)</b>	<b>(4.40)</b>
<b>Total Equity</b>		
Equity Share Capital	413.99	413.99
Other Equity	(407.91)	(418.72)
<b>Total</b>	<b>6.08</b>	<b>(4.73)</b>
<b>Debt to Equity Ratio</b>	<b>0.48</b>	<b>(0.93)</b>

### 34. Financial Risk Management: Disclosure of Financial Instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

(₹ in Lakhs)

Particulars	31.03.2021			31.03.2020		
	FVTPL	FVOCI	AMORTISED COST	FVTPL	FVOCI	AMORTISED COST
<b>Financial Assets</b>						
Other loans and Advances	-	-	0.51	-	-	0.51
<b>Other financial assets</b>	-	-	363.30	-	-	339.72
Trade Receivables	-	-	123.38	-	-	123.46
Cash & Cash Equivalent	-	-	2.92	-	-	4.40
	-	-	<b>489.52</b>	-	-	<b>468.01</b>
<b>Financial Liabilities</b>	-	-				
Trade Payables	-	-	269.28	-	-	268.20
Other Financial Liabilities	-	-	267.00	-	-	281.08



## Notes to Financial Statements for the Year ended 31st March 2021

### Types of Risk and its management

The Group's activities expose it to market risk, liquidity risk and credit risk. Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

#### a. Credit Risk

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

#### b. Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

#### c. Foreign Currency Risk

The Group has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognized assets and liabilities denominated in a currency that is not the Group's functional currency.

#### 35. Capital and other commitments

Capital and other commitments on account of revenue as well as capital nature is Rs. NIL (Previous Year NIL)

#### 36. Earnings & Expenditure in Foreign Currency (accrual basis): - Expenses: Rs. NIL(Previous Year Rs. Rs. NIL)

#### 37. The Balance in Debtors, Creditors, few Bank Accounts balances and Advances accounts are subject to confirmation and reconciliation, if any. However as per management opinion no material impact on financial statements out of such reconciliation is anticipated.

#### 38. Subsequent events

There is not any subsequent event reported after the date of financial statements.

#### 39. The code on Social security, 2020 relating to employee benefits has been approved by the Parliament and has also been published in Official Gazette of India. However, the date on which it comes into effect has not been notified and the rules are yet to be framed. The Company will complete its evaluation and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules are published.

#### 40. Regrouping of Previous Year Figures.

The company has regrouped / rearranged and reclassified previous year figures to conform to current year's classification.

As per our report of even date  
For **MANESH MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 115832W

For & on behalf of Board Of Directors of  
**SHREE PRECOATED STEELS LIMITED**

**MANESH MEHTA**  
**PARTNER**  
Membership No. 36032  
UDIN: 21036032AAAADB6772

**A .C. PATEL**  
**CHAIRMAN**  
DIN:00037870

**HARSH L MEHTA**  
**MANAGING DIRECTOR**  
DIN:01738989

**SURESH N. PITALE**  
**CHIEF FINANCIAL OFFICER**  
Place : Mumbai  
Dated :18th June 2021

**RAJ Y. SHAH**  
**ASST.COMPANY SECRETARY**

Place : Vadodara  
Dated :18th June 2021