



**SHREE PRECOATED STEELS LIMITED**

**11<sup>th</sup>**

**ANNUAL REPORT  
2018-19**



# SHREE PRECOATED STEELS LIMITED

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## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

**MR. AMBALAL C. PATEL**  
(DIN: 00037870)

CHAIRMAN NON-EXECUTIVE INDEPENDENT DIRECTOR

**MR. HARSH L. MEHTA**  
(DIN: 01738989)

MANAGING DIRECTOR

**MR. JAGDISH J. DOSHI\***  
(DIN: 00065162 )

INDEPENDENT DIRECTOR

**MS. AARTI M. RAMANI**  
(DIN: 06941013)

INDEPENDENT DIRECTOR

**MR. NILESH H. SARVAIYA**  
(DIN: 00799636)

NON-EXECUTIVE PROFESSIONAL DIRECTOR

\*Ceased to be Director due to his sad demise on 14<sup>th</sup> August, 2018

### **CHIEF FINANCIAL OFFICER**

MR. HARISH G. TAPARIA\*

MR. SURESH N. PITALE\*\*

\* Resigned on 5<sup>th</sup> July, 2019

\*\* Appointed on 9<sup>th</sup> August, 2019

### **REGISTERED OFFICE**

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

**CORPORATE IDENTITY NUMBER (CIN)**  
L70109MH2007PLC174206

### **AUDITORS**

M/s. V.Parekh & Associates,  
Chartered Accountants,  
37, Hanuman Street, 2<sup>nd</sup> Floor,  
Fort, Mumbai: 400 001

### **BOOK CLOSURE DATE:**

From Monday, 16<sup>th</sup> December, 2019 to  
Friday, 20<sup>th</sup> December, 2019  
(Both days inclusive)

### **COMPANY SECRETARY & COMPLAINT OFFICER**

MR. AKSHAY R. SHARMA

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

Sharex Dynamic (India) Private Limited  
C 101, 247 Park, L B S Marg,  
Mumbai - 400083  
Tel: 022 28515606, Fax: 022 28512885  
Email: support@sharexindia.com  
Website: www.sharexindia.com

### **ELEVENTH ANNUAL GENERAL MEETING**

Date : 20<sup>th</sup> December, 2019

Day : Friday

Time : 04:00 P.M.

Place : 3<sup>rd</sup> Floor, Citi Mall, New Link Road Andheri (W)  
Mumbai: 400 053



## Notice

**NOTICE** is hereby given that the 11<sup>th</sup> Annual General Meeting of the Shareholders of the Shree Precoated Steels Limited will be held on Friday, the 20<sup>th</sup> day of December, 2019 at 4:00 PM at "3<sup>rd</sup> Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 400053, to transact the following Business:-

### ORDINARY BUSINESS:

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

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

**"RESOLVED THAT** the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Statement of Profit & Loss 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 re-appoint Mr. Nilesh H Sarvaiya (DIN No. 00799636), who retires by rotation and being eligible, offers himself for appointment as a Director and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nilesh H Sarvaiya (DIN: 00799636), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### Item No.3 :To appoint statutory auditors and fix their remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. V. Parekh & Associates, Chartered Accountants (Firm

Registration No 107488W), to hold office from the conclusion of this 11<sup>th</sup> Annual General Meeting until the conclusion of the 16<sup>th</sup> Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

### SPECIAL BUSINESS:

#### Item No. 4: 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

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors in their respective meeting held on 27<sup>th</sup> March 2019 and 17<sup>th</sup> May 2019 and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and Regulation 17 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Ambalal C. Patel (DIN:00037870) who was appointed as an Independent Director for a term of five (5) consecutive years commencing from 13<sup>th</sup> May, 2014 to 12<sup>th</sup> May, 2019 and who has attained the age of 75 years, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and Regulation 16(1) (b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director (Category: Non-Executive) of the Company whose term shall not be subject to retire by rotation, to hold office for the second term of five (5) consecutive years with effect from May 13, 2019 to May 12, 2024, on the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file



the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies (ROC), Stock Exchanges, National Securities Depositories Limited (NSDL), Central Securities Depositories Limited (CDSL), Share Transfer Agent (RTA), etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per Listing Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

**Item No:5: 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**

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

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors in their respective meeting held on 27<sup>th</sup> March 2019 and 17<sup>th</sup> May 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Aarti M. Ramani (DIN:06941013), whose current term of office is expiring on 11<sup>th</sup> August, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act, read with the Regulation 16(1)(b) Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as Non- Executive- Independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office for five (5) consecutive years on the Board of the Company for a

term w.e.f. 12<sup>th</sup> August, 2019 upto 11<sup>th</sup> August, 2024.

**RESOLVED FURTHER THAT** the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies (ROC), Stock Exchanges, National Securities Depositories Limited (NSDL), Central Securities Depositories Limited (CDSL), Registrar & Transfer Agent (RTA), etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per Listing Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

**Item No. 6: Revision in terms of remuneration of Mr. Harsh L Mehta, (DIN: 01738989) Managing Director of the Company**

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

"**RESOLVED THAT** further to the resolutions passed at the 8<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> August, 2016 for remuneration payable to Mr. Harsh L Mehta, Managing Director (DIN: 01738989), and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Harsh L Mehta, Managing Director of the Company with effect from 1<sup>st</sup> April, 2019 for the remaining period of his present term of appointment upto 23<sup>rd</sup> May, 2021, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out the 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 remuneration as it may deem fit and as may be acceptable to Mr. Harsh L Mehta, Managing Director, subject to the same not exceeding the limits



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specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

**RESOLVED FURTHER THAT** all other terms and conditions in relation to the appointment of Mr. Harsh L Mehta as Managing Director shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution."

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

**Ambalal C Patel  
Chairman  
DIN: 00037870**

**Place : Mumbai**

**Date : 24<sup>th</sup> October, 2019**

**CIN: L70109MH2007PLC174206**

**Registered Office:**

1, Ground Floor, "Citi Mall",  
New Link Road, Andheri (W),  
Mumbai – 400 053, Maharashtra,  
Tel.: +91-7208182677,  
Email Id: spsl.investors@gmail.com  
Website:www.spsl.com

### NOTES:

#### Voting and Proxy:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/ PROXIES NEED NOT TO BE MEMBERS OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Further, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

The instrument of proxy, in order to be effective should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ letter of authority, as applicable.

- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representatives to attend and to vote on their behalf at the meeting.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 3 to 6 above is annexed hereto and forms part of the Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from December 16, 2019 to December 20, 2019 (both days inclusive) for the purpose of AGM.
- All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during up to the date of the AGM.
- Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents (RTA), M/s. Sharex Dynamic India Private Limited immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.
- Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFSC code) and Permanent Account Number (PAN) with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical





form are requested to submit their PAN details to the Company's RTA as the same is mandated by the Securities and Exchange Board of India.

8. Queries on accounts may please be sent to the Company, 10 (Ten) days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
9. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail addresses to the M/s Sharex Dynamic India Private Limited (RTA) sending an e-mail at support@sharexindia.com or to the Company at spsl.investors@gmail.com
10. Copies of the Annual Report 2018-19 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent by the permitted mode. Members may also note that the Notice of the 11<sup>th</sup> AGM and the Annual Report 2018-19 will be available on the Company's website viz. www.spsl.com
11. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members are requested to bring their copy of the Annual Report and the duly completed attendance slip to the AGM.
13. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
14. The matters set out in the Notice will be transacted inter alia through electronic voting

system and the Company is providing facility inter-alia for e- voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to M/s Sharex Dynamic India Private Limited, Registrar and Share Transfer Agents, at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra.
16. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the AGM, is furnished as an Annexure-I to this Notice.
17. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) may write to the Company/ Registrar for this facility. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
18. The route map showing directions to reach the venue of the Eleventh AGM is annexed.
19. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
20. Voting through electronic means:-  
  
In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services



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provided by NSDL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below :-

- (a) The Board of Directors has appointed Haresh Sanghvi (Membership No. FCS 2259), Practicing Company Secretary) as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
  - (b) The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
  - (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - (d) A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
4. Your User ID details are given below:

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

### 5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password',

- (e) The details of the process and manner for remote e-voting are explained herein below:

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

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

### Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

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





you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in 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, your 'initial password' would have been communicated to you on your postal address.
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 <https://www.evoting.nsdl.com>
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com>

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.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

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

#### Details on Step 2 are mentioned below:

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

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

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to [spsl.investors@gmail.com](mailto:spsl.investors@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



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available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries, you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Other Instructions

- i. The e-voting period commences on Tuesday, December 17, 2019 (9:00 a.m. IST) and ends on Thursday, December 19, 2019 (5:00 p.m. IST). Members holding shares either in physical form or in dematerialized form, as on Friday, December 13, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting

or voting at the AGM through electronic voting system or poll paper.

- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, who shall countersign the same.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.spsl.com](http://www.spsl.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Notice

Director's Report

Corporate Governance  
Report

Financial Statements

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned

### Item No. 3:

M/s. V Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W) were appointed as the statutory auditors of the Company at 6<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2014 for a term of five years till the conclusion of this Annual General Meeting. M/s. V Parekh & Associates have been auditors for two terms of five consecutive years.

As per provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as Auditor for more than two terms of five consecutive years.

In view of the above, M/s. V Parekh & Associates, Chartered Accountants can continue as the Auditors of the Company only up to the conclusion of this Annual general Meeting, having completed their term as per the provision of Section 139 of the act.

The Board of Directors has, based on the recommendation of the Audit Committee, as its meeting held on 17<sup>th</sup> May 2019, proposed the appointment of M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) as the Statutory Auditors of the Company for a period of 5 years, to hold the office from the conclusion of this Annual General Meeting till conclusion of the 16<sup>th</sup> Annual General Meeting.

M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board re-commends the Ordinary Resolution set out at item No 3 of the Notice for approval by the members.

None of the Director or Key Managerial Personal of the Company or their relative is, in way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

### Item No. 4 :

At the 6<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014, the members of the Company had approved appointment of Mr. Ambalal C Patel as an Independent Director of the Company for a term of five (5) consecutive years commencing from 13<sup>th</sup> May, 2014 to 12<sup>th</sup> May, 2019 Thus his tenure expired on May 12, 2019.

In terms of Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 years unless a Special Resolution is passed to that effect.

Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of five (5) consecutive years on the board of directors of a company, but shall be eligible for re- appointment for another term of upto five (5) consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Ambalal C Patel have already attained the age of seventy five years. Thus as per said amendment in the Listing Regulations and pursuant to the provisions of the Act, re-appointment of Mr. Ambalal C Patel (DIN:00037870) as an Independent Director (Category : Non-Executive) of the Company for the second term of 5 ( five) consecutive years commencing from 13<sup>th</sup> May, 2019 to 12<sup>th</sup> May, 2024 will require approval of the members of the Company by way of special resolution.

The Board, based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association



## SHREE PRECOATED STEELS LIMITED

of Mr. Ambalal C Patel would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director and hence approved his re-appointment as an Independent director for a second term of five (5) consecutive years.

The Board has received declaration from Mr. Ambalal C. Patel and is also of opinion that he fulfills the conditions specified under section 149 (6) of the Companies Act, 2013 read with rules made hereunder and Regulation 16 (1) (b) of Listing Regulations for re-appointment as an Independent Director (Category: Non-Executive) and he is independent of the management. He has also given his consent to continue to act as a Director of the Company, if so appointed by the members.

The required details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the Annexure-I to the Notice. Your Directors recommend the resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

The terms and conditions of re-appointment of the Independent Director shall be open for inspection by the members at the registered office during normal working business hours on any working days of the Company till the conclusion of the AGM with prior notice.

Except Mr. Ambalal C Patel, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mr. Ambalal C Patel is not related to any Director of the Company.

### Item No. 5:

Mrs. Aarti M Ramani (DIN: 06941013) was appointed as an Independent Non-Executive Director of the Company by the members at the 6<sup>th</sup> AGM of the Company held on 27<sup>th</sup> September, 2014 for a period of five (5) consecutive years commencing from 12<sup>th</sup> August, 2014 upto 11<sup>th</sup> August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulation" Mrs. Aarti M. Ramani, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five (5) consecutive years from 12<sup>th</sup> August, 2019 upto 11<sup>th</sup> August, 2024.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The Board has received declaration from Mrs. Aarti M. Ramani and is also of opinion that she fulfills the conditions specified under Section 149 (6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulation for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Aarti M. Ramani as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, except Saturday, upto and including the date of AGM of the Company with prior notice. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

The required details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the Annexure-I to the Notice. Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Except Mrs. Aarti M Ramani, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and her relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice of the AGM. Mrs. Aarti M Ramani is not related to any Director of the Company

**Item No. 6:**

The members of the Company at the 8<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> August, 2014, had approved the appointment of Mr. Harsh L Mehta as Managing Director of the Company and the terms of remuneration payable to him for a period of Five Years commencing from 24<sup>th</sup> May 2016.

The members had inter alia approved, salary in the scale of ₹1,00,000 to ₹3,00,000 per month with the authority to the Board to fix the salary within the said scale from time to time.

The Tenure of appointment shall be for a period of 5 (five) years with effect from May 24, 2016 up to May 23, 2021.

The details of remuneration payable to Mr. Harsh L. Mehta and the terms and conditions of the appointment are given below:

**a. Basic Salary**

₹ 1,00,000/- per month in the scale of ₹ 1,00,000/- to ₹ 3,00,000/- per month with effect from 1<sup>st</sup> April 2019.

With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

**b. Perquisites**

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 Managing 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. Amendments thereto 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 not be included in the computation of perquisites for the purpose of calculating the said ceiling

**c. 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.

**d. 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 Managing Director by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V of the Act.

This may be treated as an abstract of the terms of remuneration between the Company and Mr. Harsh L Mehta under and pursuant to Section 197 of the Companies, Act, 2013. This explanatory statement may also be regarded as a disclosure under regulation of SEBI (Listing and Obligations Disclosure Requirement) Regulation, 2015.



## SHREE PRECOATED STEELS LIMITED

Details of remuneration paid to Mr. Harsh L Mehta during the Financial Year 2018-19 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Harsh L Mehta, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

### 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 the Director	Mr. Nilesh H Sarvaiya	Mr. Ambalal C Patel	Mrs. Aarti M Ramani	Mr. Harsh L Mehta
Director identification Number (DIN)	00799636	00037870	06941013	01738989
Date of Birth	07/04/1969	01/04/1944	12/08/1960	21/10/1981
Date of first Appointment	30/01/2010	30/04/2009	12/08/2014	24/05/2016
Qualifications	B.Com, DBM Mumbai	Bachelor of Engineering (Metallurgy)	Architect	B.Sc., M.Sc.
Expertise in specific Functional area	Trading in Electrical Equipment	Vast experience in advising regarding financial matters and project appraisal.	Vast experience in environmental clearance.	Over Eleven years of experience in the fields of Project Management, Finance & Legal.
Number of Board meetings of the Company attended during the year	Kindly refer Corporate Governance Report for this information			
Directorships in other Listed Companies (excluding foreign Companies and Section 8 companies). as on 24 <sup>th</sup> October 2019	Nil	i. Ajmera Realty & Infra India Limited ii. SAL Steels Limited iii. Sumeru Industries Limited iv. Jindal Hotels Limited	i. Ajmera Realty & Infra India Limited	Nil





Name of the Director	Mr. Nilesh H Sarvaiya	Mr. Ambalal C Patel	Mrs. Aarti M Ramani	Mr. Harsh L Mehta
Membership / Chairmanship of Committees of other Boards as on 24 <sup>th</sup> October 2019.#	Nil	<b>Audit Committee</b> i. Ajmera Realty & Infra India Ltd ii. Jindal Hotels Limited iii. SAL Steels Limited iv. Sumeru Industries Limited <b>Stakeholders Committee</b> i. SAL Steels Limited <b>Nomination and Remuneration Committee</b> i. Ajmera Realty & Infra India Ltd ii. Jindal Hotels Limited iii. SAL Steels Limited iv. Sumeru Industries Limited <b>Corporate Social Responsibility Committee</b> i. Ajmera Realty & Infra India Limited ii. SAL Industries Limited*	<b>Audit Committee</b> i. Ajmera Realty & Infra India Limited <b>Stakeholders Committee</b> i. Ajmera Realty & Infra India Limited* <b>Nomination and Remuneration Committee</b> i. Ajmera Realty & Infra India Limited*	NIL
Owned Shareholding directly in the Company as on the date of appointment / reappointment as required under Regulation 36(3)(e)	NIL	4	NIL	NIL

# Only Committee details of listed entities are taken in to consideration.

\* Chairman of the Committee.

For other details such as the number of meetings of the board attended during the year, Remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

Notice

Director's Report

Corporate Governance Report

Financial Statements



## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION ANALYSIS

To,  
The Members,  
**Shree Precoated Steels Limited**

Your Directors are pleased to present the 11<sup>th</sup> Annual Report on the business and operations of the Company, together with the Audited Financial Statement for the year ended 31 March, 2019.

### FINANCIAL HIGHLIGHTS:

(₹ in lakhs)

Key Financial Indicators	2018-2019	2017-2018
Revenue from Operations	-	-
Other Income	113.90	58.91
Total Income	<b>113.90</b>	<b>58.91</b>
Total Expenditure	126.52	93.89
(Loss)/Profit before Tax	(12.62)	(34.98)
Tax Expenses	-	-
(Loss)/Profit after Tax	(12.62)	(34.98)
Other Comprehensive Income/(Loss)	(1.21)	4.10
(Loss) for the year after Comprehensive Income/(Loss)	(13.83)	(30.88)
Opening balance in Statement of Reserves and Surplus	(14574.34)	(14543.46)
Amount available for appropriation	-	-
Less: reduction of share capital and reserves as per NCLT order dated 28 <sup>th</sup> August, 2019	14199.32	-
Closing Balance in the Statement of Reserves & Surplus	(388.85)	(14574.34)

### OPERATIONAL REVIEW:

Your Company posted Net Revenues of ₹113.90 Lakhs and Net Loss of ₹ 13.83 Lakhs for F.Y. 2018-19. The Net Revenues and Net Loss for F.Y. 2017-18 was ₹58.91 Lakhs and ₹30.88 Lakhs respectively. Since the Company has incurred a loss, no amount is available for appropriation.

### SHARE CAPITAL OF THE COMPANY:

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

The Order of Reduction and consolidation of Equity share capital of the company was passed by Hon'ble NCLT, Mumbai bench on 28<sup>th</sup> August, 2019. Its appointed date is 1<sup>st</sup> April, 2018 and effective date is 17<sup>th</sup> October, 2019. The shareholders holding 20 Equity shares of ₹10/- each shall be allotted 1 Equity share of ₹10/- each and any shareholder entitled to fractional shares shall be distributed the sale proceeds. The Total Paid up Share Capital of

the Company is reduce from ₹ 82,79,80,420/- to ₹ 4,13,99,020 divided into 4139902 Equity shares of ₹ 10/- each fully paid.

### DIVIDEND:

Your Directors regret their inability to recommend any dividend since the Company has suffered loss during the current financial year.

### SUBSIDIARIES & ASSOCIATE COMPANIES:

The Company does not have any Subsidiary or Associate Company.

### TRANSFER TO RESERVES:

No amount was transferred to the reserves during the financial year ended 31<sup>st</sup> March, 2019.

### 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.



## 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.

## DEPOSITS:

In terms of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the financial year 2018-19, your Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

## FRAUD REPORTING:

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.

## 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) 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\\_POLICY-spsl.pdf](http://www.spsl.com/downloads/policies/RPT_POLICY-spsl.pdf)

## DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

Pursuant to order passed by Hon'ble NCLT, Mumbai, the Paid up Equity Capital of the Company is reduced from ₹ 82,79,80,420/- to ₹4,13,99,020/- comprising of 41,39,902 no. of shares of ₹10/- each.

No other 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.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has complied with the provisions of section 185 & 186 of the Act to the extent applicable, with respect to the loans and investments made.

## CORPORATE GOVERNANCE:

Our corporate governance practices area 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 trust of our stakeholders at all times. In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this Annual Report.

## SECRETARIAL STANDARDS:

The Secretarial Standards i.e SS1 & SS2 relating to the Meetings of the Board of Directors and General Meetings, respectively have been duly followed by the Company.

## BOARD OF DIRECTORS:

The composition of the Board as on 31<sup>st</sup> March, 2019 consist of 1 (one) Executive Director, 2 (two) Non-Executive Independent Directors and 1 (one) Non-Executive Professional Director.

## Change in Composition of Board of Directors:

During the year Mr. Jagdish J. Doshi, ceased to be Non-Executive Independent Director of the Company on 14<sup>th</sup> August, 2018.

## Directors and Key Managerial Personnel:

Mr. Nilesh H. Sarvaiya, Director retires by rotation at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment. Approval of the members is being sought at the ensuing Annual General Meeting for his re-appointment and the requisite details in this connection is contained in the Notice convening the meeting.

The first term of office of Mr. Ambalal C Patel as an Independent Director (Category: Non Executive) expires on 12<sup>th</sup> May 2019. Pursuant to the recommendation of Nomination and Remuneration



## SHREE PRECOATED STEELS LIMITED

Committee and the approval of Board of Directors in their respective meeting held on 27<sup>th</sup> March 2019 and 17<sup>th</sup> May 2019, the Board has recommended re-appointment of Mr. Ambalal C Patel for a second term up to 12<sup>th</sup> May 2024 (being the age limit of 75 years) as an Independent Director (Category: Non Executive) of the Company.

Further Pursuant to the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors in their respective meeting held on 27<sup>th</sup> March 2019 and 17<sup>th</sup> May 2019, the Board has recommended re-appointment of Mrs. Aarti M Ramani for a second term up to 11<sup>th</sup> August 2024 as an Independent Director (Category: Non Executive) of the Company.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations, and the Secretarial Standard are given in the Notice of AGM, forming part of the Annual Report and Schedule V of the SEBI Listing Regulations are given in the Corporate Governance Report, forming part of the Annual Report. Attention of the Members is also invited to the relevant items in the Notice of the AGM.

Mr. Harsh L. Mehta, Managing Director, Mr. Akshay R. Sharma, Company Secretary continued to function as Key Managerial Personnel.

During the year Mr. Harish G. Taparia, Chief Financial Officer (Key Managerial Personnel) of the Company has resigned w.e.f 5<sup>th</sup> July, 2019 & Mr. Suresh N. Pitale has appointed as a Chief Financial Officer (Key Managerial Personnel) w.e.f 9<sup>th</sup> August, 2019.

### **Independent Director's Declaration:**

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors 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.

### **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.

Of 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>)

### **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.

### **Number of Meetings of the Board:**

The Board of Directors of the Company met Four times during the financial year 2018-19. 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, SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015.

### **Board Committees:**

The Company had the following three Committees of the Board during the year 2018-19:

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.

### **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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).



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**”.

### **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 [www.spsl.com](http://www.spsl.com).

### **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 19<sup>th</sup> March, 2019. The Directors expressed their satisfaction with the evaluation process.

### **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, 2019, 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, 2019 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.

## 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, Mr. A.C. Patel and Mr. Nilesh Sarvaiya. Mr. Akshay Sharma acts as a Company Secretary to the Audit Committee. During the year under review Mr. Jagdish J. Doshi who was the chairman of the committee expired and his place was taken by Mrs. Aarti Ramani.

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

## AUDITOR AND AUDITOR'S REPORT:

### Statutory Auditor:

M/s. V. Parekh & Associates, Chartered Accountants (Firm Registration No.107488W) were appointed as Statutory Auditors of the Company at the 6<sup>th</sup> AGM till conclusion of 11<sup>th</sup> Annual General Meeting.

The Auditor's report for the financial year ended 31<sup>st</sup> March, 2019, 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, 2019 does not contain any qualification, reservation or adverse remark.

The Board has recommended the appointment of M/s. Manesh Mehta & Associates, Chartered Accountants (Firm No. 115832W) as the Statutory Auditors of the Company in their place, for a term of five consecutive years, from the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company, based on the recommendation of the Audit Committee.

### Secretarial Auditor:

The Board of Directors of the Company has appointed Mr. Haresh Sanghvi, Practising Company

Secretary as the Secretarial Auditor to conduct an audit of Secretarial records for the financial year 2018-19.

The Company has received consent from Mr. Haresh Sanghvi to act as the auditor for conducting audit of Secretarial records for the financial year ending 31<sup>st</sup> March, 2019.

The Secretarial Audit Report along with the Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2019 is set out in **Annexure III** to this Report. The Secretarial Compliance Report contains one observation for the name of the Company not in line with business activities carried out by the company in terms of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

## Internal Auditor

Pursuant to section 138(1) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, Mr. Hitesh Panchal, a qualified Chartered Accountant is appointed as Internal Auditor of the Company. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board quarterly.

## MANAGEMENT DISCUSSION ANALYSIS:

### • Market Review :

India was the world's third-largest steel producer in 2017. The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

The Indian steel industry is very modern with state-of-the-art steel mills. It has always strived for continuous modernization and up-gradation of older plants and higher energy efficiency levels.

Indian steel industries are classified into three categories such as major producers, main producers and secondary producers.

### • Company Overview:

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.

The Company has currently traded in Development rights and is exploring opportunities in real estate development and redevelopment projects. The company is focusing on projects related to trading of flats, development rights and investment in real estate, if right opportunity exists.

• **Opportunities:**

India is expected to overtake Japan to become the world's second largest steel producer soon, and has envisaged achieving 300 MT of annual steel production capacity by 2030. Steel consumption is expected to grow 5.7 per cent year-on-year to 92.1 MT in 2018.

India is expected to become the second largest steel producer in the world by 2018, based on increased capacity addition in anticipation of upcoming demand, and the new steel policy, that has been approved by the Union Cabinet in May 2017, is expected to boost India's steel production. Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

• **Challenge:**

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges in Steel and Real Estate Industry as followed:

1. **Regulatory Framework :** The need to have a regulatory framework Authority in centre arose in 2015 .The RERA Act, is now expected to bring transparency in the sector .This will also help check delay in delayed possessions and unfair practices;
2. **Lending Rate:** With the rate of interest being high and unchanged for a long period of time and also cost of living increasing, not many buyers were able to take the step ahead and own a house.

3. **Slow approvals:** Streamlining the approval process is another issue faced by the Authorities. Delayed approval continue to pose lot of challenges for the developer community .Delays cost increase in prices, loss of confidence of investors and more pilation of stock. Single Window Clearance is long awaited and much anticipated for ease of Industry.
4. **Land cost :** In order to implement affordable housing for all, Government should offer land at subsidized rates. Further, the success of "Housing for ALL by 2022 "requires a close coordination between Government and Private bodies .
5. **Increased cost of finance:** The overall sentiment remain subdued due to lack of Investment support in the market. Insufficient funds posed a tough challenge for the developers.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure IV.**

**CORPORATE SOCIAL RESPONSIBILITY:**

The company does not have net profits in any financial year as per Section 135 of the Companies Act, 2013. Hence the Company is not required to undertake any activity under CSR rules. The details are given in **Annexure V.**

**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF COMPANY:**

Post conclusion of Financial year, the Hon'ble NCLT, Mumbai Bench passed the Order of Capital Reduction and Consolidation having appointed date as 1<sup>st</sup> April, 2018 and effective date as 17<sup>th</sup> October, 2019. On account of capital reduction the Paid up capital of the Company has been reduced to ₹4,13,99,020/- comprising of 41,39,902 no. of shares of ₹10/- each. Pursuant to Order of Capital Reduction on every 20 Equity shares of ₹10/- each , 1 Equity of ₹10/- each will be allotted. The shareholders who are entitled to Fractional Shares shall be distributed sale proceeds of Fractional shares.

During the year Mr. Harish G. Taparia, Chief Financial Officer (Key Managerial Personnel) of the Company has resigned w.e.f 5<sup>th</sup> July, 2019 & Mr. Suresh N.



## SHREE PRECOATED STEELS LIMITED

Pitale has appointed as a Chief Financial Officer (Key Managerial Personnel) w.e.f 9<sup>th</sup> August, 2019.

### **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.

### **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.

### **VIGIL MECHANISM:**

A "Vigil Mechanism Policy" for Directors and employees of the Company is constituted, to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on rising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. The policy for Vigil Mechanism is also placed on the website of the company under <http://www.spsl.com/downloads/policies/Whistle%20Blower%20Policy.pdf>

### **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 VI**.

### **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.

### **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.

### **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 2018-19.
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. Your Directors further state that your company has constituted an Internal Complaint Committee



pursuant to provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and during the year under review, there were no cases filed thereunder.

support and the confidence reposed in the Company and its management.

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

#### **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, co-operation 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

**Place : Mumbai**

**Date : 24<sup>th</sup> October, 2019**

**CIN: L70109MH2007PLC174206**

#### **Registered Office:**

1, Ground Floor, "Citi Mall",  
New Link Road, Andheri (W),  
Mumbai – 400 053, Maharashtra,  
Tel.: +91-7208182677,  
Email Id: spsl.investors@gmail.com  
Website: www.spsl.com

**Ambalal C Patel**

**Chairman**

**DIN: 00037870**

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**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 :-

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Ratio of remuneration to the Median remuneration of the employees</b>
1	Harsh L. Mehta	(100)

- (II) The percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary, if any, in the financial year 2018-19:-

<b>S r. No.</b>	<b>Name of Director/KMP</b>	<b>% increase over last FY 2018-19</b>
1	Harsh L. Mehta	15%
2	Harish G. Taparia	18%
3	Akshay R. Sharma	18%

- (III) The percentage increase in the median remuneration of employees in the financial year 2018-19 :- 15%
- (IV) The number of permanent employees on the rolls of company as on 31<sup>st</sup> March, 2019 :- 4
- (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 :- on an Average between 15% to 18%.

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: 24<sup>th</sup> October, 2019**

**Mr. 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 2018-19:- NIL
- (a) Name of the employees who were employed throughout the FY 2018-19 and were in receipt of remuneration in FY 2018-19, in the aggregate, was not less than one crore and two lakh rupees :-NIL
  - (b) Name of the employees who were employed for a part of FY 2018-19 and were in receipt of remuneration in any part of FY 2018-19, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:-NIL
  - (c) Name of employees who were employed throughout the FY 2018-19 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:- NIL

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**Annexure III  
Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019**

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

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, 2019. 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 2019, 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 and made available to me at its Registered office for the financial year ended on 31<sup>st</sup> March 2019, 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) 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) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (effective from 3<sup>rd</sup> October, 2018); and
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:

- (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (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, 1998;
- (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 year under review;
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 Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review 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:

Regulation 45 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with the provisions as applicable to the change of Name prescribed under Companies Act, 2013 as the Name of the Company is not in line with the activities carried by the Company.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

**I further report that** during the year under review, following events/actions 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:

Filing of Scheme of Reduction of Capital under Section 66 and other relevant provisions of the Companies Act, 2013 with National Company Law Tribunal, Mumbai Bench after the receipt of 'No Objection' from BSE Limited.

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

**Place: Mumbai**

**Date: 10<sup>th</sup> May, 2019**

**Note:** This report is to be read with our letter of even date which is annexed as **ANNEXURE-A**, 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 major events during the audit period.
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: 10<sup>th</sup> May, 2019**

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



## Secretarial Compliance Report of Shree Precoated Steels Limited for the year ended 31<sup>st</sup> March, 2019

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I, Haresh Sanghvi have examined:-

- (a) all the documents and records made available to me and explanation provided by M/s. Shree Precoated Steels Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Ltd.,
- (c) website of the listed entity,
- (d) all other books, papers, minute books and other records maintained by the Company and made available to me at the Company's Registered office which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (effective from 3<sup>rd</sup> October, 2018). and circulars/ guidelines issued thereunder;

There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and

based on the above examination, I hereby report that, during the Period under review:

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

S r . No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulations 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Name of the Company is not in line with business activities carried out by the Company.	Regulation 45 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 as the Name of the Company is not in line with the business activities carried out by the Company



## SHREE PRECOATED STEELS LIMITED

- (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 issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) Since the reporting requirement under Annual secretarial compliance report was made applicable for the first time for the financial year 2018-19, no reporting is required to be made on the action taken by the listed entities to comply with the observations made in previous reports.

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

**Place: Mumbai**  
**Date: 10<sup>th</sup> May, 2019**



## Annexure IV

### MGT-9

### EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2019

[Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

#### A. REGISTRATION AND OTHER DETAILS:

<b>CIN:-</b>	L70109MH2007PLC174206
<b>Registration Date:</b>	17 <sup>th</sup> September, 2007
<b>Name of the Company:</b>	Shree Precoated Steels Limited
<b>Category / Sub-Category of the Company</b>	Company Limited by Shares and Indian Non-Government Company
<b>Address of the Registered office and contact details:</b>	1, Ground Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 400053 Tel: +91 7208182677
<b>Whether listed company</b>	Listed
<b>Name, Address and Contact details of Registrar and Transfer Agent.</b>	Sharex Dynamic (India) Private Limited C 101, 247 Park, L B S Marg, Mumbai – 400083 Email : support@sharexindia.com Website : www.sharexindia.com Tel: +91 22 28515606/44

#### B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Real Estate Activities	6810 & 6820	100

#### C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held
NA				



# SHREE PRECOATED STEELS LIMITED

## D. SHARE HOLDING PATTERN

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
(a). Individual	44034876	0	44034876	53.183	45540578	0	45540578	55.002	1.819
(b). Central Govt.	0	0	0	0	0	0	0	0	0
(c). State Govt(s).	0	0	0	0	0	0	0	0	0
(d). Bodies Corpp.	8039906	0	8039906	9.710	6534204	0	6534204	7.892	-1.818
(e). FIINS / BANKS.	0	0	0	0	0	0	0	0	0
(f). Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>52074782</b>	<b>0</b>	<b>52074782</b>	<b>62.893</b>	<b>52074782</b>	<b>0</b>	<b>52074782</b>	<b>62.894</b>	<b>0.001</b>
<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FI	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>52074782</b>	<b>0</b>	<b>52074782</b>	<b>62.893</b>	<b>52074782</b>	<b>0</b>	<b>52074782</b>	<b>62.894</b>	<b>0.001</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds	504	0	504	0.001	504	0	504	0.001	0.000
(b). Banks / FI	217	0	217	0.000	268	0	268	0.000	0.000
(c). Central Govt.	0	0	0	0	0	0	0	0	0
(d). State Govt.	0	0	0	0	0	0	0	0	0
(e). Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f). Insurance Companies	0	0	0	0	0	0	0	0	0
(g). FIs	0	0	0	0	0	0	0	0	0
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i). Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>721</b>	<b>0</b>	<b>721</b>	<b>0.001</b>	<b>772</b>	<b>0</b>	<b>772</b>	<b>0.001</b>	<b>0</b>





Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	1044927	854	1045781	1.263	913595	854	914449	1.104	-0.159
(ii). Overseas	0	0	0	0	0	0	0	0	0
<b>(b). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	8498876	256830	8755706	10.575	8566313	253240	8819553	10.652	0.077
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	19448117	0	19448117	23.489	19848720	0	19848720	23.972	0.483
<b>(c). Other (specify)</b>									
Non Resident Indians	1103158	4788	1107946	1.338	1000670	4648	1005318	1.214	-0.124
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	364989	0	364989	0.441	134448	0	134448	0.162	-0.279
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>30460067</b>	<b>262472</b>	<b>30722539</b>	<b>37.106</b>	<b>30463746</b>	<b>258742</b>	<b>30722488</b>	<b>37.104</b>	<b>-0.002</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>30460788</b>	<b>262472</b>	<b>30723260</b>	<b>37.107</b>	<b>30464518</b>	<b>258742</b>	<b>30723260</b>	<b>37.105</b>	<b>-0.002</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>82535570</b>	<b>262472</b>	<b>82798042</b>	<b>100.00</b>	<b>82539300</b>	<b>258742</b>	<b>82798042</b>	<b>100.00</b>	<b>0</b>

## ii. Shareholding of promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% changes in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	FAHRENHEIT FUN AND GAMES PRIVATE LTD	5833333	7.045	0.000	5833333	7.045	0.000	0.000
2	VIMLABEN B AJMERA	3683253	4.448	0.000	3975361	4.801	0.000	0.353
3	CHHOTALAL S AJMERA	3433304	4.147	0.000	3433304	4.147	0.000	0.000
4	RAJNIKANT S AJMERA	2096909	2.533	0.000	2351372	2.840	0.000	0.307
5	RAJNIKANT S AJMERA . HUF	2111074	2.550	0.000	2111074	2.550	0.000	0.000
6	SANJAY C AJMERA	1686472	2.037	0.000	1885225	2.277	0.000	0.240
7	DHAVAL R AJMERA	1839910	2.222	0.000	1839910	2.222	0.000	0.000



## SHREE PRECOATED STEELS LIMITED

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% changes in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
8	CHHOTALAL S AJMERA HUF	1773002	2.141	0.000	1773002	2.141	0.000	0.000
9	MANOJ I AJMERA	1751655	2.116	0.000	1751655	2.116	0.000	0.000
10	SHASHIKANT SHAMALJI AJMERA	1694152	2.046	0.000	1694152	2.046	0.000	0.000
11	BHAVANA S AJMERA	1642233	1.983	0.000	1687404	2.038	0.000	0.055
12	KOKILABEN SHASHIKANT AJMERA	1421817	1.717	0.000	1651436	1.995	0.000	0.278
13	BHARTI R AJMERA	1644615	1.986	0.000	1644615	1.986	0.000	0.000
14	AJMERA CEMENTS PRIVATE LTD	1505702	1.819	0.000	0	0.000	0.000	-1.819
15	MAYUR S AJMERA	1496908	1.808	0.000	1496908	1.808	0.000	0.000
16	MUMUKSHU A AJMERA	1496182	1.807	0.000	1496182	1.807	0.000	0.000
17	PRACHI DHAVAL AJMERA	1412051	1.705	0.000	1412051	1.705	0.000	0.000
18	ATUL C AJMERA	1251586	1.512	0.000	1251586	1.512	0.000	0.000
19	SONALI A AJMERA	1001423	1.209	0.000	1200176	1.450	0.000	0.241
20	BHANUMATI CHHAGANLAL AJMERA	1149969	1.389	0.000	1195140	1.443	0.000	0.054
21	RUSHI M AJMERA	1150940	1.390	0.000	1150940	1.390	0.000	0.000
22	NATWARLAL S AJMERA	1059077	1.279	0.000	1104248	1.334	0.000	0.055
23	HETAL S AJMERA	1059182	1.279	0.000	1059182	1.279	0.000	0.000
24	RUPAL M AJMERA	940956	1.136	0.000	1041838	1.258	0.000	0.122
25	ISHWARLAL S AJMERA HUF	1037027	1.252	0.000	1037027	1.252	0.000	0.000
26	HENALI JAYANT AJMERA	932227	1.126	0.000	1002994	1.211	0.000	0.085
27	CHARMI PARAS PAREKH	938940	1.134	0.000	938940	1.134	0.000	0.000
28	JYOTIBEN N AJMERA	921713	1.113	0.000	921713	1.113	0.000	0.000
29	SANJAY C AJMERA HUF	906108	1.094	0.000	906108	1.094	0.000	0.000
30	AAGNA S AJMERA	836108	1.010	0.000	836108	1.010	0.000	0.000
31	ATUL C AJMERA HUF	776608	0.938	0.000	776608	0.938	0.000	0.000
32	RUSHABH INVESTMENT PRIVATE LIMITED	700000	0.845	0.845	700000	0.845	0.845	0.000
33	CHHAGANLAL S AJMERA	479461	0.579	0.000	479461	0.579	0.000	0.000
34	TANVI M AJMERA	311775	0.377	0.000	311775	0.377	0.000	0.000
35	AASHISH ATUL AJMERA	77777	0.094	0.000	77777	0.094	0.000	0.000
36	ISHWARLAL S. AJMERA TRUST THROUGH REPRESENTATIVE MANOJ ISHWARLAL AJMERA	0	0.000	0.000	24844	0.030	0.000	0.000
37	SONAL BIMAL MEHTA	9490	0.011	0.000	9490	0.011	0.000	0.000
38	MEGHA S AJMERA	8043	0.010	0.000	8043	0.010	0.000	0.000
39	BIMAL ANANTRAI MEHTA	2100	0.003	0.000	2100	0.003	0.000	0.000
40	CHAITALI INVESTMENT PVT LTD	871	0.001	0.000	871	0.001	0.000	0.000
41	RITA MITUL MEHTA	805	0.001	0.000	805	0.001	0.000	0.000
42	HARSHADRAI MULJI SARVAIYA	24	0.000	0.000	24	0.000	0.000	0.000



## iii. Change in Promoter's Shareholding(Please specify,if there is no change)

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	
1	VIMLABEN B AJMERA	3683253	4.448	01-04-2018				
				07-09-2018	292108	Buy	3975361	4.801
	-Closing Balance			31-03-2019			3975361	4.801
2	RAJNIKANT S AJMERA	2096909	2.533	01-04-2018				
				07-09-2018	254463	Buy	2351372	2.840
	-Closing Balance			31-03-2019			2351372	2.840
3	SANJAY C AJMERA	1686472	2.037	01-04-2018				
				07-09-2018	198753	Buy	1885225	2.277
	-Closing Balance			31-03-2019			1885225	2.277
4	BHAVANA S AJMERA	1642233	1.983	01-04-2018				
				07-09-2018	45171	Buy	1687404	2.038
	-Closing Balance			31-03-2019			1687404	2.038
5	KOKILABEN SHASHIKANT AJMERA	1421817	1.717	01-04-2018				
				07-09-2018	229619	Buy	1651436	1.995
	-Closing Balance			31-03-2019			1651436	1.995
6	SONALI A AJMERA	1001423	1.209	01-04-2018				
				07-09-2018	198753	Buy	1200176	1.450
	-Closing Balance			31-03-2019			1200176	1.450
7	BHANUMATI CHHAGANLAL AJMERA	1149969	1.389	01-04-2018				
				07-09-2018	45171	Buy	1195140	1.443
	-Closing Balance			31-03-2019			1195140	1.443
8	NATWARLAL S AJMERA	1059077	1.279	01-04-2018				
				07-09-2018	45171	Buy	1104248	1.334
	-Closing Balance			31-03-2019			1104248	1.334
9	RUPAL M AJMERA	940956	1.136	01-04-2018				
				07-09-2018	100882	Buy	1041838	1.258
	-Closing Balance			31-03-2019			1041838	1.258
10	HENALI JAYANT AJMERA	932227	1.126	01-04-2018				
				07-09-2018	70767	Buy	1002994	1.211
	-Closing Balance			31-03-2019			1002994	1.211
11	AJMERA CEMENTS PRIVATE LTD	1505702	1.819	01-04-2018				
				25-08-2018	-1505702	Sold	0	0.000
	-Closing Balance			31-03-2019			0	0.000
12	ISHWARLAL S. AJMERA TRUST THROUGH REPRESENTATIVE MANOJ ISHWARLAL AJMERA	0	0	4/1/2018				
				07-09-2018	24844	Buy	24844	0.030
	-Closing Balance			3/31/2019	24844		24844	0.030



## SHREE PRECOATED STEELS LIMITED

### iv. Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

S r . No	Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	SHAILESH B AJMERA	2224854	2.687	01-04-2018				
	-Closing Balance			31-03-2019		No Change	2224854	2.687
2	ASHWIN B AJMERA	2223072	2.685	01-04-2018				
	-Closing Balance			31-03-2019		No Change	2223072	2.685
3	BANDISH B AJMERA	2216436	2.677	01-04-2018				
	-Closing Balance			31-03-2019		No Change	2216436	2.677
4	NIMISH S AJMERA	1711022	2.067	01-04-2018				
	-Closing Balance			31-03-2019		No Change	1711022	2.067
5	TWISHAL N AJMERA	974625	1.177	01-04-2018				
	-Closing Balance			31-03-2019		No Change	974625	1.177
6	NIMISH S AJMERA . HUF	883127	1.067	01-04-2018				
	-Closing Balance			31-03-2019		No Change	883127	1.067
7	MANOJKUMAR BRAHMBHATT	651636	0.787	01-04-2018				
	-Closing Balance			31-03-2019		No Change	651636	0.787
8	ANIL KUMAR MISRA	476865	0.576	01-04-2018				
				21-12-2018	153021	Buy	629886	0.761
				08-03-2019	-2500	Sold	627386	0.758
	-Closing Balance			31-03-2019			627386	0.758
9	SHASHIKANT S AJMERA HUF	598416	0.723	01-04-2018				
	-Closing Balance			31-03-2019		No Change	598416	0.723
10	CHHAGANLAL S AJMERA HUF	525279	0.634	01-04-2018				
	-Closing Balance			31-03-2019		No Change	525279	0.634
11	NATWARLAL S AJMERA HUF	483012	0.583	01-04-2018				
	-Closing Balance			31-03-2019		No Change	483012	0.583



## v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name	Shareholding at the beginning of the year			Cumulative Shareholding at the end of the year			% of total Shares of the company
		No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	
1	HARSH L. MEHTA	0	0	4/1/2018				
	-Closing Balance			31-03-2019		No Change	0	0
2	AMBALAL C. PATEL	4	0	4/1/2018				
	-Closing Balance			31-03-2019		No Change	4	0
3	AARTI M. RAMANI	0	0	4/1/2018				
	-Closing Balance			31-03-2019		No Change	0	0
4	NILESH H. SARVAIYA	0	0	4/1/2018				
	-Closing Balance			31-03-2019		No Change	0	0
5	HARISH G. TAPARIA	0	0	4/1/2018				
	-Closing Balance			31-03-2019		No Change	0	0
6	AKSHAY SHARMA	0	0	4/1/2018				
	-Closing Balance			31-03-2019		No Change	0	0

## vi. INDEBTEDNESS:

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

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



## SHREE PRECOATED STEELS LIMITED

### vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(In ₹)

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Harsh L. Mehta (Managing Director)	
1	Gross salary	1,495,000	1,495,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>1,495,000</b>	<b>1,495,000</b>
	Ceiling as per the Act	Within the limit as approved by the shareholders	

#### B. Remuneration to other directors:

(In ₹)

Sr. No.	Particulars of Remuneration	Name of Directors Manager			Total Amount
		Mr. Jagdish J. Doshi (Expired on 14 <sup>th</sup> August, 2018)	Mr. Ambalal C. Patel	Mrs. Aarti M. Ramani	
1	<b>Independent Directors</b>				
	• Fee for attending board / committee meetings	20,000	45,000	30000	95000.000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>20,000</b>	<b>45,000</b>	<b>30000</b>	<b>95000.000</b>
2	<b>Other Non-Executive Directors</b>	<b>Mr. Nilesh H. Sarvaiya</b>			
	• Fee for attending board / committee meetings	30,000			30,000
	• Commission	-			-
	• Others, please specify	-			-
	<b>Total (2)</b>	<b>30,000</b>			<b>30,000</b>
	<b>Total (1+2) = (B)</b>				<b>125,000</b>
	<b>Total Managerial Remuneration (A+B)</b>				<b>1,620,000</b>
	Overall Ceiling as per the Act	NA			



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

(In ₹)

Sr No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Harish G. Taparia (CFO)	Mr. Akshay R. Sharma (Company Secretary)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,994,330	536,900	2,531,230
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
	Others, please specify	-	-	-
	<b>Total</b>	<b>1,994,330</b>	<b>536,900</b>	<b>2,531,230</b>

**viii. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty	<b>NA</b>				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

Notice

Director's Report

Corporate Governance Report

Financial Statements

**Annexure V****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

[As per Section 135 of the Companies Act, 2013 and Companies  
(Corporate Social Responsibility) Rules, 2014]

1	A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and a reference to the web- link to the CSR Policy and projects or programs	The company does not come under any of the three criteria mentioned in Section 135 of the Companies Act, 2013, the Company is not required to spend any amount towards CSR
2	The Composition of the CSR Committee	Not Required
3	Average net Profits for last three years (In Lakhs)	(401.82)
4	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) (Amount in lakhs)	NA
5	Details of CSR spent during the Financial year	N.A
a.	Total amount spent for the financial year	N.A
b.	Amount unspent,if any	N.A.

For **SHREE PRECOATED STEELS LTD.**

**Place: Mumbai**  
**Date: 24<sup>th</sup> October,2019**

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



## ANNEXURE-VI

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: NA

### (II) 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

#### 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 (₹ In Lakhs)	Previous Year (₹ In Lakhs)
Total Foreign exchange inflow and outflow	Inflow	NA	NA
	Outflow	NA	NA
Total		NA	NA

For SHREE PRECOATED STEELS LTD.

Place: Mumbai  
Date: 24<sup>th</sup> October, 2019

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 organisation, 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, 2019, the Company has Four Directors. 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, 2019 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. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.
- d. Four Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on: w24<sup>th</sup> May, 2018; 26<sup>th</sup> July, 2018; 5<sup>th</sup> November, 2018 and 4<sup>th</sup> February, 2019.

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) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2019 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. 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 Companies	Directorship in other Public Company	Position on committees of board of other Indian Company as	
							Chairman	Member
1	Mr. Ambalal C. Patel	Non-Executive Independent Director	4	Yes	3	3	1	3
2	Mrs. Aarti Ramani	Independent Women Director	4	Yes	1	1	2	1
3	Mr. Jagdish Doshi*	Independent Director	2	NA	-	-	-	-
4	Mr. Nilesh Sarvaiya	Non-Executive Professional Director	3	Yes	4	2	-	-
5	Mr. Harsh L. Mehta	Executive Director	4	Yes	3	-	-	-

\*Ceased to be Director due to his sad demise on 14<sup>th</sup> August, 2018

- f. During the year 2018-19, 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 2018-19, one meeting of the Independent Directors were held on March 19, 2019. 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, 2019 are given below:

Name of Director	Designation	No. of Equity Shares
Mr. Ambalal C. Patel	Non-Executive Independent Director (Chairman)	4
Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	NIL
Mr. Harsh L. Mehta	Managing Director	NIL
Mrs. Aarti M. Ramani	Non-Executive Independent 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:

Global Business	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

- k. Certification from Company Secretary in Practice

Haresh Sanghvi, Practicing Company Secretary, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as **Annexure A**.



## I. CEO & 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 & 1 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	<p>Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act.</p> <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 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>	<b>Name</b>	<b>Category</b>	<ul style="list-style-type: none"><li>Four 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 21, 2018 and was attended by all the members of the Audit Committee.</li></ul>
		Mr. Jagdish J. Doshi *(Chairman)	Independent Director	
		Mr. Ambalal C. Patel	Independent Director	
		Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	
		Mrs. Aarti M. Ramani ** (Chairman)	Independent Director	
		* Ceased to be Director due to his sad demise on 14 <sup>th</sup> August, 2018.		
		** Appointed as a Chairman w.e.f. 5 <sup>th</sup> November, 2018		



<b>Nomination and Remuneration Committee</b>	<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>	<table><tr><th>Name</th><th>Category</th></tr><tr><td>Mr. Jagdish J. Doshi* (Chairman)</td><td>Independent Director</td></tr><tr><td>Mr. Ambalal C. Patel</td><td>Independent Director</td></tr><tr><td>Mr. Nilesh H. Sarvaiya</td><td>Non-Executive Professional Director</td></tr><tr><td>Mrs. Aarti M. Ramani** (Chairman)</td><td>Independent Director</td></tr></table> <p>* Ceased to be Director due to his sad demise on 14<sup>th</sup> August, 2018.</p> <p>** Appointed as a Chairman w.e.f. 5<sup>th</sup> November, 2018</p>	Name	Category	Mr. Jagdish J. Doshi* (Chairman)	Independent Director	Mr. Ambalal C. Patel	Independent Director	Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	Mrs. Aarti M. Ramani** (Chairman)	Independent Director	<ul style="list-style-type: none"><li>One 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>
Name	Category												
Mr. Jagdish J. Doshi* (Chairman)	Independent Director												
Mr. Ambalal C. Patel	Independent Director												
Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director												
Mrs. Aarti M. Ramani** (Chairman)	Independent Director												
<b>Stakeholders Relationship Committee</b>	<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>	<table><tr><th>Name</th><th>Category</th></tr><tr><td>Mr. Jagdish J. Doshi* (Chairman)</td><td>Independent Director</td></tr><tr><td>Mr. Harsh L. Mehta</td><td>Managing Director</td></tr><tr><td>Mr. Nilesh H. Sarvaiya*</td><td>Non- Executive Director</td></tr></table> <p>* Ceased to be Director due to his sad demise on 14<sup>th</sup> August, 2018.</p> <p>** Appointed as a Chairman w.e.f. 5<sup>th</sup> November, 2018</p>	Name	Category	Mr. Jagdish J. Doshi* (Chairman)	Independent Director	Mr. Harsh L. Mehta	Managing Director	Mr. Nilesh H. Sarvaiya*	Non- Executive Director	<ul style="list-style-type: none"><li>Five 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>		
Name	Category												
Mr. Jagdish J. Doshi* (Chairman)	Independent Director												
Mr. Harsh L. Mehta	Managing Director												
Mr. Nilesh H. Sarvaiya*	Non- Executive Director												





Committee of Independent Director	i. Reviewing the performance of non-independent directors and the Board as a whole;	<b>Name</b>	<b>Category</b>	<ul style="list-style-type: none"> <li>One (1) meeting of Independent Directors was held on 19<sup>th</sup> March, 2019.</li> </ul>
	ii. Reviewing the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;	Mr. Jagdish J. Doshi* (Chairman)	Independent Director	
		Mr. Ambalal C. Patel	Independent Director	
		Mr. Nilesh H. Sarvaiya	Non-Executive Professional Director	
		Mrs. Aarti M. Ramani** (Chairman)	Independent Director	
	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;	* Ceased to be Director due to his sad demise on 14 <sup>th</sup> August, 2018. ** Appointed as a Chairman w.e.f. 5 <sup>th</sup> November, 2018		
	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. Stakeholders' Relationship Committee – other details:

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

Mr. Akshay R. Sharma,  
 Company Secretary & Compliance Officer can be contacted at:-  
 Shree Precoated Steels Limited  
 1, Ground Floor, Citi Mall, New Link Road  
 Andheri (W) Mumbai: 401105  
 Tel: +91 7208182677  
 Email: spsl.investors@gmail.com

### ii. Details of investor complaints received and redressed during the year 2018-19 are as follows:

Opening Balance	Received during the year	Resolved during the Year	Closing Balance
Nil	12	11	1*

\*The Complaint is received on the 30<sup>th</sup> March, 2019 later it has been resolved by the Company.



### 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 ₹ 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, 2019:

Sr. No.	Name of the Director	Remuneration	Sitting Fees	Perquisites	Bonus	Total
1	Mr. Jagdish Doshi*	NA	20,000	-	-	20,000
2	Mr. Ambalal C. Patel	NA	45,000	-	-	45,000
3	Mrs. Aarti Ramani	NA	30,000	-	-	30,000
4	Mr. Nilesh Sarvaiya	NA	30,000	-	-	30,000
5	Mr. Harsh L. Mehta	13,80,000	NA	-	1,15,000	14,95,000

\* Ceased to be Director due to his sad demise on 14<sup>th</sup> August, 2018.

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

	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee
<b>No. of Meeting</b>	4	1	4
<b>Dates of meeting</b>	24 <sup>th</sup> May, 2018; 26 <sup>th</sup> August, 2018; 5 <sup>th</sup> November, 2018; 4 <sup>th</sup> February, 2019	27 <sup>th</sup> March, 2019	7 <sup>th</sup> April, 2018; 7 <sup>th</sup> July, 2018; 7 <sup>th</sup> October, 2018; 5 <sup>th</sup> November, 2018; 7 <sup>th</sup> January, 2019
<b>No. of Meetings Attended</b>			
<b>Name of Member</b>			
Mr. Jagdish J. Doshi	2*	-	2
Mr. Ambalal C. Patel	4	1	-
Mr. Nilesh H. Sarvaiya	3	1	2#
Mr. Harsh L. Mehta	-	-	5
Mrs. Aarti M. Ramani	2**	1	-
Whether quorum was present for all the meetings	The necessary quorum was present for all the above committee meetings		

\* Ceased to be Director due to his sad demise on 14<sup>th</sup> August, 2018.

\*\* Appointed w.e.f. 5<sup>th</sup> November, 2018

# Appointed w.e.f. 5<sup>th</sup> November 2018



## 4. GENERAL BODY MEETINGS:

### 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
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.
2016-17	9 <sup>th</sup> AGM was conducted on Friday, 29 <sup>th</sup> September, 2017 at 11:00 a.m. at Activity Hall, Gr. Floor, Juhu Vile Parle Gymkhana Club, JVPD Scheme, Vile Parle (W), Mumbai - 400 049	No special resolutions passed by the Company's Shareholders in Annual General Meeting..
2015-16	8 <sup>th</sup> AGM was conducted on Friday, 26 <sup>th</sup> August, 2016 at 12.30 p.m. at Activity Hall, Gr. Floor, Juhu Vile Parle Gymkhana Club, JVPD Scheme, Vile Parle (W), Mumbai - 400 049	1. To Appoint Mr. Harsh L. Mehta as a Managing Director. 2. Revision in terms of remuneration of Mr. Dhaval R. Ajmera 3. To adopt new set of Articles of Association.

### Postal Ballot:-

For the year ended March 31, 2019 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

## 5. OTHER DISCLOSURES:

Particulars	Legal Requirement	Details	Website Link for details/policy
Familiarization Programme for Independent Directors	Regulations 25(7) and 46 of SEBI Listing Regulations	Details of familiarization programme imparted to Independent Directors are available on the Company's website.	<a href="http://spsl.com/downloads/familiarisation-of-ID-of-SPSL.pdf">http://spsl.com/downloads/familiarisation-of-ID-of-SPSL.pdf</a>
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment of Independent Directors are available on the Company's website.	<a href="http://spsl.com/downloads/policies/Draft-letter-containing-terms-and-conditions-of-ID.pdf">http://spsl.com/downloads/policies/Draft-letter-containing-terms-and-conditions-of-ID.pdf</a>
Code of Conduct	Regulation 17 of SEBI Listing Regulations	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, 2019. 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://spsl.com/downloads/policies/Code-of-Conduct.pdf">http://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 shares held with NSDL and CDSL.	<a href="http://spsl.com/stock-exchange-intimation.php">http://spsl.com/stock-exchange-intimation.php</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://spsl.com/downloads/policies/archival-policy-SPSL.pdf">http://spsl.com/downloads/policies/archival-policy-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://spsl.com/downloads/policies/basis-of-materiality-for-disclosure-to-stk-exchanges-spsl.pdf">http://spsl.com/downloads/policies/basis-of-materiality-for-disclosure-to-stk-exchanges-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://spsl.com/downloads/policies/whistle-blower-policy-spsl.pdf">http://spsl.com/downloads/policies/whistle-blower-policy-spsl.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	There were no cases of non-compliance during the last three financial years 2015-16, 2016-17 and 2017-18.	
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 that have conflict with the interest of the Company. The Board's approved policy for related party transactions is uploaded on the website of the Company.	<a href="http://spsl.com/downloads/policies/RPT_POLICY-spsl.pdf">http://spsl.com/downloads/policies/RPT_POLICY-spsl.pdf</a>



Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018		<p>The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal</p> <p>Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.</p> <p>There has been no complaints receive by the Company for the Financial year 2018-19.</p>	
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## 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](http://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 : Friday & 20<sup>th</sup> December, 2019.

Time : 04:00 P.M.

Venue : Third Floor, Citi Mall, New Link Road Andheri (W), Mumbai - 400 053.

### 7.2 Financial Calendar:

Year ending : March 31

AGM in : September

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	INE318K01017
D	Corporate Identity Number (CIN)	L70109MH2007PLC174206

Listing Fees as applicable have been paid.

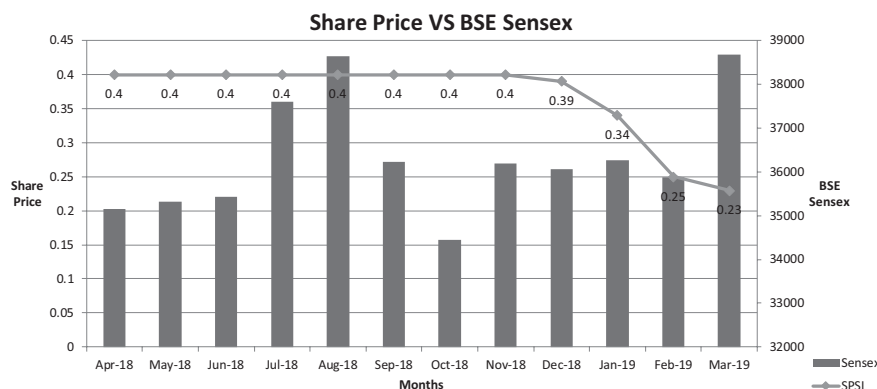


#### 7.4 Market Price Data:

The high / low market price of the shares for each month during the Financial Year 2018 - 19 on the Bombay Stock Exchange Limited are as mentioned below:

Month	Bombay Stock Exchange			S & P BSE SENSEX
	High	Low	Close	(Closing)
Apr-18	0.4	0.4	0.4	35160.36
May-18	0.4	0.4	0.4	35322.38
Jun-18	0.4	0.4	0.4	35423.48
Jul-18	0.4	0.42	0.4	37606.58
Aug-18	0.4	0.42	0.4	38645.07
Sept-18	0.4	0.42	0.4	36227.14
Oct-18	0.42	0.42	0.4	34442.05
Nov-18	0.4	0.4	0.4	36194.3
Dec-18	0.39	0.39	0.39	36068.33
Jan-19	0.38	0.39	0.34	36256.69
Feb-19	0.35	0.36	0.25	35867.44
Mar-19	0.25	0.63	0.23	38672.91

#### 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	:	Sharex Dynamics (India) Private Limited C 101, 247 Park, L B S Marg, Mumbai – 400083
Email	:	support@sharexindia.com
Website	:	www.sharexindia.com
Telephone	:	+9122 2851 5606 +9122 2851 5644
Fax	:	+9122 2851 2885

#### 7.7 Share Transfer System:

The Board of Directors have delegated powers to the Registrar and Share Transfer Agents for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, rematerialization and dematerialization etc., as and when such requests are received. Shares held in dematerialized form are traded electronically in the Depositories.

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements. The audit reports for the financial year have been filed with the stock exchanges within one month of the end of each quarter.



## SHREE PRECOATED STEELS LIMITED

### 7.8 Distribution of Shareholding as on 31<sup>st</sup> March, 2019:

#### a. Distribution of shareholding by size:

No. of Equity shares	Shareholders		Shares held in each class	
	Number	%	Number	%
Up to 100	32702	78.93	617731	0.75
101 to 200	2272	5.48	348361	0.42
201 to 500	2656	6.41	962706	1.17
501 to 1,000	1586	3.82	1307005	1.58
1,001 to 5,000	1618	3.90	3753259	4.53
5,001 to 10,000	292	0.70	2158995	2.60
10,001 to 1,00,000	245	0.59	6129235	7.40
1,00,001 & above	58	0.14	67520750	81.55
<b>Total</b>	<b>41429</b>	<b>100.00</b>	<b>82798042</b>	<b>100.00</b>

#### b. Distribution of Shareholding by category:

Sr. No.	Category	No of Shares	% of Shareholding
1	Promoter	52074782	62.894
2	Residential Individual	28937169	34.625
3	Private Corporate Bodies	914449	1.104
4	Financial Institutions/ Banks and Mutual Funds	772	0.001
5	Venture Capital Funds	-	-
6	NRI's and OCB	1005318	1.214
7	Clearing Member	134448	0.162
	<b>TOTAL</b>	<b>82798042</b>	<b>100</b>

#### c. Top ten equity shareholders of the company as on March 31, 2019:

S r. No	Name of the Shareholders	No. of Shares	% of holding
1	Shailesh B Ajmera	2224854	2.687
2	Ashwin B Ajmera	2223072	2.685
3	Bandish B Ajmera	2216436	2.677
4	Nimish S Ajmera	1711022	2.067
5	Twishal N Ajmera	974625	1.177
6	Nimish S Ajmera . HUF	883127	1.067
7	Manojkumar Brahmbhatt	651636	0.787
8	Anil Kumar Misra	627386	0.758
9	Shashikant S Ajmera HUF	598416	0.723
10	Chhaganlal S Ajmera HUF	525279	0.634





## 7.9 Dematerialisation of Shares:

The Company's shares are compulsorily traded in dematerialised form on BSE. Equity shares of the Company representing 99.68% of the Company's equity share capital are dematerialised as on March 31, 2019. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE318K01017**.

Particulars of Shares	Equity Shares of ₹10/- each	
	Number	% of total Issued Capital
Dematerialized Form		
NSDL	2,09,43,507	25.29
CDSL	6,15,95,793	74.39
<b>Sub – Total-(A)</b>	<b>8,25,35,570</b>	<b>99.68</b>
Physical Form	2,58,742	0.32
<b>Sub-Total-(B)</b>	<b>2,58,742</b>	<b>0.32</b>
<b>TOTAL: (A)+(B)</b>	<b>82798042</b>	<b>100.00</b>

## 7.10 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 Mandatory requirement of PAN:

SEBI vide its circular dated 7<sup>th</sup> January, 2010 has made it mandatory to furnish PAN copy in the following cases:

- Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders;
- Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.
- Transposition of shares – in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

## 7.12 COMPULSORY DEMATERIALIATION

Pursuant to SEBI'S press release on 3<sup>rd</sup> December, 2018, SEBI has extended the last date for transfer of shares in physical mode till 1<sup>st</sup> April, 2019. Now, after 1<sup>st</sup> April, 2019 any investor who is desirous of transferring shares can do so only after the shares are dematerialized.

**Date: 24<sup>th</sup> October, 2019**  
**Place: Mumbai**

**Harsh L. Mehta**  
**Managing Director**



## SHREE PRECOATED STEELS LIMITED

### 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, 2019, 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, 2019.

Date: 17<sup>th</sup> May, 2019

Place: Mumbai

**Harsh L. Mehta**  
Managing Director



**Annexure - A**  
**Certificate of Non-Disqualification of Directors**  
[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
**Shree Precoated Steels Limited,**  
CIN: L70109MH2007PLC174206  
1, Ground Floor, Citi Mall,  
Link Road, Andheri (W)  
Mumbai 400053

I have examined the List of disqualified Directors published by the Ministry of Corporate Affairs ("MCA"); Declaration from all the Directors self-certifying their non-disqualification as on 1<sup>st</sup> April, 2019 as required under section 164 of the Companies Act, 2013 ("Act"); and Disclosure of Directors' concern/interests as on April 1, 2019 as required under section 184 of the Act (hereinafter referred as "the relevant documents") of Shree Precoated Steels Limited, bearing Corporate Identification Number (CIN) - L70109MH2007PLC174206, having its registered office at 1, Ground Floor, Citi Mall, Link Road, Andheri (W) Mumbai 400053 (hereinafter referred as "the Company") for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10 (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide notification no SEBI/LAD/NRO/GN/2018/10 dated 9<sup>th</sup> May 2018 issued by SEBI.

Based on my examination as well as on information and explanations furnished provided by the officers, agents and authorised representatives of the Company, I hereby certify that none of the Directors of the Company stated below who are on the Board of the Company as on 31<sup>st</sup> March 2019, have been debarred or disqualified from being appointed or continuing to act as Directors of the Company by Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such other statutory authority.

S r . 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

I further state that such compliance 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, 2019.

**Place: Mumbai**  
**Date: 9<sup>th</sup> August, 2019**

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

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**MD & CEO/CFO Certification**

We hereby certify that:

a. We have reviewed the financial statements and the cash flow statement for the financial year 2018 - 19 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 2018-19 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 2018-19.
- Significant changes in accounting policies during the year 2018-19 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: 24<sup>th</sup> October, 2019**

**Suresh N. Pitale**  
**Chief Financial Officer**  
**Place: Mumbai**  
**Date: 24<sup>th</sup> October, 2019**



## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**The Members,  
SHREE PRECOATED STEELS LIMITED  
MUMBAI,**

We have examined the compliance of conditions of Corporate Governance by **SHREE PRECOATED STEELS LIMITED** ("the Company"), for the year ended on 31 March 2019, as per regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

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.

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.

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.

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.

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 March 31, 2019.

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 V. PAREKH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 107488W**

**MUMBAI,  
DATED : 24TH OCTOBER, 2019**

**RASESH V. PAREKH PARTNER  
MEMBERSHIP NO. 38615  
UDIN: - 19038615AAAARV4243**

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## INDEPENDENT AUDITOR'S REPORT

The Members,  
**SHREE PRECOATED STEELS LIMITED**  
MUMBAI,

### Report on the Financial Statements

#### Opinion

We have audited the accompanying revised financial statements of **SHREE PRECOATED STEELS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, 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, 2019 and its loss 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 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, and the Cash Flow Statement 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 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our

separate Report in "Annexure B". 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.

The Financial Statement have been revised on account of the Order of the Hon'ble NCLT Mumbai Bench dated 28<sup>th</sup> August, 2019 approving reduction of Share capital and reserves of the company with effect from 1<sup>st</sup> April 2018, the paid-up capital and reserves are adjusted and set off against the accumulated losses.

**FOR V. PAREKH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN. NO. 107488W**

**RASESH V. PAREKH**  
**PARTNER**

**MEMBERSHIP NO. 38615**

**PLACE: MUMBAI UDIN :- 19038615AAAAARX3455**

**DATED: 24TH OCTOBER, 2019**



## 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, 2019, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (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, does not have any immovable properties as a fixed asset.
- (ii) During the year, the Company does not have any fixed asset.
- (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, sales tax, 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. Except the following: -

Name of the statute	Nature of dues	Amount (in Lakhs)	Period to which the amount relates
Goods and Service Tax	Tax Liability	0.27	FY 2018-19

- 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 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 sales 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



## SHREE PRECOATED STEELS LIMITED

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 give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year.
- (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 give 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 V. PAREKH & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 107488W

**RASESH V. PAREKH**  
PARTNER

MEMBERSHIP NO. 38615

PLACE: MUMBAI UDIN :- 19038615AAAAARX3455  
DATED: 24TH OCTOBER, 2019



## 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 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR V. PAREKH & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 107488W

**RASESH V. PAREKH**  
PARTNER

MEMBERSHIP NO. 38615

PLACE: MUMBAI UDIN :- 19038615AAAAARX3455  
DATED: 24TH OCTOBER, 2019



# SHREE PRECOATED STEELS LIMITED

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2019

Particulars	Note No.	As at 31 <sup>st</sup> March, 2019 (₹ in lakhs)	As at 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant And Equipment	3	3.45	3.45
<b>Financial Assets</b>			
Trade Receivables	4	123.46	123.46
Loans	5	0.51	0.51
<b>Others Financial Assets</b>			
Other Non-Current Assets	6	339.65	339.65
<b>Total Non-Current Assets</b>		<b>467.07</b>	<b>467.07</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
Cash And Cash Equivalents	7	5.16	8.09
Other Financial Assets	8	9.40	6.49
Current Tax Assets (Net)	9	47.28	12.61
Other Current Assets	10	13.86	85.78
<b>Total Current Assets</b>		<b>75.70</b>	<b>112.97</b>
<b>TOTAL ASSETS</b>		<b>542.77</b>	<b>580.04</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	413.99	8,279.80
Other Equity	12	(388.85)	(8,240.83)
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	13	266.93	305.23
Provisions	14	199.54	194.01
Other Non-Current Liabilities	15	-	6.93
<b>Total Non Current Liabilities</b>		<b>491.61</b>	<b>545.14</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	16	1.95	0.45
Other Financial Liabilities	17	47.98	29.51
Other Current Liabilities	18	1.05	4.80
Provisions	19	0.18	0.14
<b>Total Current Liabilities</b>		<b>51.16</b>	<b>34.90</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>542.77</b>	<b>580.04</b>
Significant Accounting policies and notes to the Financial Statements	2		

As per our report of even date  
**For V. PAREKH & ASSOCIATES**  
*Chartered Accountants*  
 Firm Reg. No. 107488W

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

**RASESH V. PAREKH**  
 PARTNER  
 Membership No. 38615  
 UDIN: 19038615AAAARX3455

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

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

**SURESH N. PITALE**  
 CHIEF FINANCIAL OFFICER  
 Place : Mumbai  
 Dated : 24<sup>th</sup> October 2019

**AKSHAY R. SHARMA**  
 ASST. COMPANY SECRETARY



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	Year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
Other Income	20	113.90	58.91
<b>Total Income</b>		<b>113.90</b>	<b>58.91</b>
<b>EXPENSES</b>			
Employee Benefits Expenses	21	54.57	48.44
Other Expenses	22	71.95	45.45
<b>Total Expenses</b>		<b>126.52</b>	<b>93.89</b>
<b>(Loss) Before Exceptional Items And Tax</b>		<b>(12.62)</b>	<b>(34.98)</b>
Exceptional Items		-	-
<b>(Loss) Before Tax Expenses</b>		<b>(12.62)</b>	<b>(34.98)</b>
<b>Tax Expenses:</b>			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
<b>(Loss) for the year</b>		<b>(12.62)</b>	<b>(34.98)</b>
<b>Other Comprehensive Income:</b>			
- Gain on Fair Value of defined benefit plans As per actuarial valuation		(1.21)	4.10
<b>Total Comprehensive Income for the year (Comprising Profit/ (Loss) and Other Comprehensive Income for the year)</b>		<b>(13.83)</b>	<b>(30.88)</b>
<b>Earnings per equity share of Nominal Value ₹10/-:</b>	23		
(1) Basic in Rupees		(0.33)	(0.04)
(2) Diluted in Rupees		(0.33)	(0.04)
Significant Accounting policies and notes to the Financial Statements	2		

As per our report of even date  
**For V. PAREKH & ASSOCIATES**  
 Chartered Accountants  
 Firm Reg. No. 107488W

**RASESH V. PAREKH**  
 PARTNER  
 Membership No. 38615  
 UDIN: 19038615AAAARX3455

Place : Mumbai  
 Dated : 24<sup>th</sup> October 2019

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 : 24<sup>th</sup> October 2019

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

**AKSHAY R. SHARMA**  
 ASST. COMPANY SECRETARY





# SHREE PRECOATED STEELS LIMITED

## STATEMENT OF CHANGES IN EQUITY

### (a) EQUITY SHARE CAPITAL

	Note	As at			
		March 31, 2019		March 31, 2018	
		No. of shares	Amount (₹ in lakhs)	No. of shares	Amount (₹ in lakhs)
<b>Balance at the beginnig of reporting period</b>	11	82,798,042	8,279.80	82,798,042	8,279.80
Less: Reduction of Share Capital as per NCLT Order dated 28 <sup>th</sup> August 2019(Refer Note 40)		78,658,140	7,865.81	-	-
<b>Balance at the end of the reporting period</b>	11	4,139,902	413.99	82,798,042	8,279.80

### (b) OTHER EQUITY

(₹ in lakhs)

		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, 2017</b>		30.00	-	6,303.51	(14,543.46)	(8,209.95)
Add:						
Transfer from Profit & Loss		-	-	-	(30.88)	(30.88)
Loss for the Year		-	-	-	-	-
<b>Balance as at March 31, 2018</b>	12	30.00	-	6,303.51	(14,574.34)	(8,240.83)
Add:						
Transfer from Profit & Loss		-	-	-	(13.83)	(13.83)
Loss for the Year		(30.00)	-	(6,303.51)	6,333.51	-
Transfer to statement of Profit and loss		-	-	-	7,865.81	7,865.81
Reduction of Share Capital as per NCLT Order dated 28 <sup>th</sup> August 2019 (Refer Note 40)		-	-	-	-	-
<b>Balance as at March 31, 2019</b>	12	-	-	-	(388.85)	(388.85)

As per our report of even date  
**For V. PAREKH & ASSOCIATES**  
*Chartered Accountants*  
 Firm Reg. No. 107488W

For & on behalf of Board Of Directors of  
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 ASST. COMPANY SECRETARY

Place : Mumbai  
 Dated : 24<sup>th</sup> October 2019





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

Particulars	Year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	Year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>Cash Flow From Operating Activities:</b>		
<b>Loss before tax as per Statement of Profit and Loss</b>	<b>(13.83)</b>	<b>(30.88)</b>
<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 ains/(losses)on defined benefit plans	-	-
Dividend Income	-	-
Loss / (profit) on sale of investments (net)	-	-
Loss / (gain) from foregin 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>(13.83)</b>	<b>(30.88)</b>
<b>Movements in working capital:</b>		
Increase/(decrease) in trade payables	(36.80)	(68.76)
Increase/(decrease) in Other Liabilities	7.79	6.80
Increase/(decrease) in provisions	5.57	0.68
Increase/(decrease) in loans and advances	-	45.55
Decrease/(increase) in trade receivables	-	6.81
Decrease/(increase) in inventories	-	-
<b>Cash generated from/(used in) operating activities</b>	<b>(37.27)</b>	<b>(39.80)</b>
Direct taxes paid	-	-
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>(37.27)</b>	<b>(39.80)</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	34.34	3.93
<b>Net cash flow from/(used in) investing activities (B)</b>	<b>34.34</b>	<b>3.93</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>(2.93)</b>	<b>(35.87)</b>
Add: Cash and cash equivalents at the beginning of the year	8.09	43.96
<b>Cash and cash equivalents at the end of the year</b>	<b>5.16</b>	<b>8.09</b>
Significant Accounting policies and notes to the Financial Statements		

As per our report of even date  
**For V. PAREKH & ASSOCIATES**  
*Chartered Accountants*  
 Firm Reg. No. 107488W

**RASESH V. PAREKH**  
 PARTNER  
 Membership No. 38615  
 UDIN: 19038615AAAARX3455

Place : Mumbai  
 Dated : 24<sup>th</sup> October 2019

For & on behalf of Board Of Directors of  
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**HARSH L MEHTA**  
 MANAGING DIRECTOR  
 DIN:01738989

**AKSHAY R. SHARMA**  
 ASST. COMPANY SECRETARY

Notice

Director's Report

Corporate Governance  
 Report

Financial Statements



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### NOTES TO ACCOUNTS

#### 1. Corporate Information

Shree Precoated Steels Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on one stock exchanges in India. The company engaged in the Manufacturing, Processing, Trading of Steel Products and Real Estate business.

#### 2. Significant Accounting Policy

##### 2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of of The Companies Act, 2013 Read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015 by Ministry of Corporate Affairs ('MCA') as amended by the Companies (Indian Accounting Standards) rules, 2016.

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in Accounting Policies below.

##### 2.2 Current and Non Current Classification

An asset/liabilities is classified as current when it satisfies any of the following criteria :

- i. It is expected to be realized/ settled, or is intended for sale or consumption, In the companies normal operating cycle or
- ii. It is held primarily for the purpose of being traded or
- iii. It is expected to be realized/ due to be settled within 12 months after the reporting date or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date or
- v. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets and liabilities are classified as non current

##### 2.3 Plant, Property and Equipment

###### Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized instatement of profit or loss as incurred.

###### Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (asset-out below) prescribed in Schedule II to the Act:

Asset Category	Estimated Useful Life
Plant & Equipments	15 Years



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Furniture & fixtures	10 Years
Vehicles	8 Years
Office equipments	5 Years
Computer Hardware	3 Years

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

### De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

## 2.4 Intangible Assets

### Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

### Subsequent measurement (amortisation)

The cost of capitalized software is amortized over a period of 6 years from the date of its acquisition.

## 2.5 Borrowing cost

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

## 2.6 Investments

Investment in equity instruments of subsidiaries, joint ventures and associates

Investment in equity instruments of subsidiaries, joint ventures and associates are stated at cost as per Ind AS 27 'Separate Financial Statements'

## 2.7 Inventories:

Direct expenditure relating to construction activity is inventorised. Other expenditure (including borrowing costs) during construction period is inventorised to the extent the expenditure is directly attributable cost of bringing the asset to its working condition for its intended use. Other expenditure (including borrowing costs) incurred during the construction period which is not directly attributable for bringing the asset to its working condition for its intended use is charged to the statement of profit and loss. Direct and other expenditure is determined based on specific identification to the construction and real estate activity. Cost incurred/items purchased specifically for projects are taken as consumed as and when incurred/ received.

Work-in-progress - Contractual: Cost of work yet to be certified/ billed, as it pertains to contract costs that relate to future activity on the contract, are recognised as contract work-in-progress provided it is probable that they will be recovered. Contractual work-in-progress is valued at lower of cost and net realisable value.



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Work-in-progress - Real estate projects (including land inventory): Represents cost incurred in respect of unsold area of the real estate development projects or cost incurred on projects where the revenue is yet to be recognised. Real estate work-in-progress is valued at lower of cost and net realisable value.

Finished goods - Flats: Valued at lower of cost and net realisable value.

Building materials purchased, not identified with any specific project are valued at lower of cost and net realisable value. Cost is determined based on a weighted average basis.

Land inventory: Valued at lower of cost and net realisable value.

### 2.8 Revenue Recognition

Effective April 1, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application. The impact of adoption of the standard on the financial statements of the company is insignificant.

Revenue is recognised upon transfer of control of promised inventory to customers in an amount that reflects the consideration which the company expects to receive in exchange. Revenue is recognised over the period of time when control is transferred to the customer on satisfaction of performance obligation, based on contracts with customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

- i. Revenue from Real estate projects is recognized when it is reasonably certain that the ultimate collection will be made and that there is buyers commitment to make the complete payment.

Revenue from real estate under development is recognized upon transfer of all significant risks and rewards of ownership of such real estate, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreement, except for the contracts where the company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards. In such cases, the revenue is recognized on percentage of completion method, when the stage of completion of each project reaches a reasonable level of progress. The revenue is recognized in proportion that the contract cost incurred for work performed up to the reporting date bear to the estimated total contract cost.

Revenue from real estate projects including revenue from sale of undivided share of land [group housing] is recognised upon transfer of all significant risks and rewards of ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, project revenue (including from sale of undivided share of land) and project costs associated with the real estate project should be recognised as revenue and expenses by reference to the stage of completion of the project activity at the reporting date arrived at with reference to the entire project costs incurred (including land costs). Revenue is recognized on execution of either an agreement or a letter of allotment



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### ii. Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

### iii. Dividend Income

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.

### iv. Other Income

Other Income is accounted on accrual basis.

## 2.9 Unbilled Revenue

Revenue recognized based on policy on revenue, over and above the amount due as per the payment plans agreed with the customers.

## 2.10 Cost of revenue

Cost of constructed properties includes cost of land (including cost of development rights/land under agreements to purchase), estimated internal development costs, external development charges, borrowing costs, overheads, construction costs and development/construction materials, which is charged to the statement of profit and loss based on the revenue recognized as explained in accounting policy for revenue from real estate projects above, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the specific project.

## 2.11 Foreign Currency Transactions

Functional and Presentation Currency

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

Transactions and balances

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

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

## 2.12 Employee Benefit Expenses

### Provident Fund

The Company makes contribution to statutory provident funding accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

### Gratuity

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to market yields on government bonds that have terms to maturity approximating the terms of the related liability. Service cost on the Company's defined benefit plan is included in employee benefits expense. Net interest expense on the net defined benefit liability is included in finance costs. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

### Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of discounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

### Short-term employee benefits

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

## 2.13 Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Minimum alternate tax ('MAT') credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the

Specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for

Taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant on-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

### 2.14 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

### 2.15 Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### 2.16 Trade Receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

### 2.17 Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

### 2.18 Cash and Cash Equivalent

Cash and cash equivalents comprise cash in hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.





## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### 2.19 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

#### Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

### 2.20 Operating leases

Leases in which the lesser does not transfer substantially all the risks and rewards of ownership of an asset to the lessee are classified as operating leases.

#### Company as a lessee

Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensates the lessor for expected inflationary costs.

#### Company as a lessor

Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the Company with expected inflationary costs.

### 2.21 Financial Instruments

#### Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair

Value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

#### Subsequent measurement of Financial Assets

- i) Financial assets carried at amortised cost – a financial asset is measured at the amortised cost, if both the following conditions are met:
  - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
  - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii) Investments in equity instruments of subsidiaries, joint ventures and associates – Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### De-recognition of financial assets

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

### Subsequent measurement of Financial Assets

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

### De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the

Same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

## 2.22 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

## 2.23 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

### Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Revenue and inventories – The Company recognizes revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgements to be made on changes in work scopes, claims (compensation, rebates etc.) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, the



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Company used the available Contractual and historical information.

Useful lives of depreciable/ amortisable assets –Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Group used valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input i.e. significant to the fair value measurement as a whole.;

Level 1. Quoted prices(unadjusted) in active markets for identical assets and liabilities

Level 2. Input other than quoted prices included within level 1 that are observable for the assets or liabilities either directly(i.e. as prices) or indirectly (i.e. derived from prices)

Level 3. Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs)



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### Note 3: Property, Plant and Equipment (PPE)

(₹ In Lakhs)

Sr. No	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		As at 01.04.2018	Additions	Deductions	As at 31.03.2019	As at 01.04.2018	Additions	Deductions	As at 31.03.2019
	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 01.04.2017	Additions	Deductions	As at 31.03.2018	As at 01.04.2017	Additions	Deductions	As at 31.03.2018
	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 forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019**

Sr. No	Particulars	31 <sup>st</sup> March, 2019 (₹ in lakhs)	31 <sup>st</sup> March, 2018 (₹ in lakhs)
4	<b>Trade Receivables</b>		
	<b>Unsecured</b>		
	<b>Over six months from the date they were due for payment</b>		
	(i) Considered good	120.44	120.44
	Less: Allowance for credit loss	-	-
	<b>a</b>	<b>120.44</b>	<b>120.44</b>
	<b>Others</b>		
	(i) Considered good	3.02	3.02
	Less : Allowance for credit loss	-	-
	<b>b</b>	<b>3.02</b>	<b>3.02</b>
	<b>Total</b>	<b>123.46</b>	<b>123.46</b>
	Movement in allowance for credit loss		
	<b>Particulars</b>		
	Opening Balance	-	-
	(+) Provided during the year	-	-
	(-) Reversal during the year	-	-
	Closing Balance	-	-
5	<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>
6	<b>Other Non Current Assets</b>		
	Other Receivables	339.65	339.65
	<b>Total</b>	<b>339.65</b>	<b>339.65</b>
7	<b>Cash and Bank Balances</b>		
	Cash and cash equivalents		
	(i) Balances with banks		
	- In current accounts	3.73	6.63
	(ii) Cash in hand	1.43	1.46
	<b>Total</b>	<b>5.16</b>	<b>8.09</b>
8	<b>Other Financial Assets</b>		
	Others	9.40	6.49
	<b>Total</b>	<b>9.40</b>	<b>6.49</b>



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Sr. No	Particulars	31 <sup>st</sup> March, 2019 (₹ in lakhs)	31 <sup>st</sup> March, 2018 (₹ in lakhs)
9	<b>Current Tax Assets(Net)</b>		
	Advance Tax (net of Provisions)	47.28	12.61
	<b>Total</b>	<b>47.28</b>	<b>12.61</b>
10	<b>Other Current Assets</b>		
	Balance with Government Authorities	-	31.76
	Advances to Suppliers- - Unsecured	13.86	17.00
	Other Current Assets	-	37.02
	<b>Total</b>	<b>13.86</b>	<b>85.78</b>
11	<b>EQUITY SHARE CAPITAL</b>		
	<b>Authorised</b>		
	8,50,00,000 (Previous year 8,50,00,000 ) Equity Shares of ₹ 10/- each	8,500.00	8,500.00
	<b>ISSUED SUBSCRIBED AND PAID UP</b>		
	8,27,98,042 (Previous Year 8,27,98,042) Equity Shares of ₹10/- each fully paid up.	8,279.80	8,279.80
	Less: Reduction of Share Capital as per NCLT Order dated 28 <sup>th</sup> August 2019(Refer Note 40) (41,39,902 Equity Shares of ₹ 10/-each fully paid up	7,865.81	-
	<b>Total</b>	<b>413.99</b>	<b>8,279.80</b>

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

	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
Equity shares	Nos.	Amount in Lakhs	Nos.	Amount in Lakhs
At the beginning of the Year	82,798,042	8,279.80	82,798,042	8,279.80
Less: Reduction of Share Capital as per NCLT Order dated 28 <sup>th</sup> August 2019 (Refer Note 40)	78,658,140	7865.81	-	-
Outstanding at the end of the period	<b>4,139,902</b>	<b>413.99</b>	<b>82,798,042</b>	<b>8,279.80</b>

### b. Term/rights attached

The company has only one class of equity shares having a par value of ₹ 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, 2019, the amount of per share dividend recognised as distributions to equity shareholders was ₹ NIL (Previous Year ₹ NIL).



## SHREE PRECOATED STEELS LIMITED

### Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

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

	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
	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:

	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
	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

	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
	No. of shares	No. of shares
F.Y. 2017-2018	NIL	NIL
F.Y. 2016-2017	NIL	NIL
F.Y. 2015-2016	NIL	NIL
F.Y. 2014-2015	NIL	NIL
F.Y. 2013-2014	NIL	NIL

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

	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
	Nos.	% holding	Nos.	% holding
Equity shares of ₹ 10 each fully paid Fahrenheit Fun and Games Private Limited	291,666	7.05	5,833,333	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.

Sr. No	Particulars		31 <sup>st</sup> March, 2019 (₹ in lakhs)	31 <sup>st</sup> March, 2018 (₹ in lakhs)
12	<b>OTHER EQUITY</b>			
	<b>Reserves and Surplus</b>			
	<b>Capital Reserve</b>			
	Balance as per last financial statements		30.00	30.00
	Less: Transferred to the statement of profit and loss(Refer Note 40)		30.00	-
	<b>Closing Balance</b>	(A)	-	30.00





## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Sr. No	Particulars		31 <sup>st</sup> March, 2019 (₹ in lakhs)	31 <sup>st</sup> March, 2018 (₹ in lakhs)
	<b>General Reserve</b>			
	Balance as per last financial statements		6,303.51	6,303.51
	Less: Transferred to the statement of Profit and Loss (Refer Note 40)		6,303.51	-
	<b>Closing Balance</b>	<b>(B)</b>	<b>-</b>	<b>6,303.51</b>
	<b>Surplus/(Deficit) in the Statement of Profit and Loss</b>			
	Balance as per last financial statements		(14,574.34)	(14,543.46)
	Add: (Deficit) for the Year		(13.83)	(30.88)
	<b>Closing Balance</b>		<b>(14,588.17)</b>	<b>(14,574.34)</b>
	<b>Less:</b>			
	Transferred from Capital Reserve(Refer Note 40)		30.00	-
	Transferred from General Reserve(Refer Note 40)		6,303.51	-
	Reduction of Share Capital as per NCLT Order dated 28 <sup>th</sup> August 2019 (Refer Note 40)		7,865.81	-
		<b>(C)</b>	<b>(388.85)</b>	<b>(14,574.34)</b>
	<b>Total</b>	<b>(A+B+C)</b>	<b>(388.85)</b>	<b>(8,240.83)</b>
<b>13</b>	<b>TRADE PAYABLES</b>			
	Due to micro and small enterprises (refer note. No.31)		-	-
	Others		266.93	305.23
	<b>Total</b>		<b>266.93</b>	<b>305.23</b>
<b>14</b>	<b>PROVISIONS</b>			
	<b>Provision for Employee Benefits</b>			
	Provision for Gratuity		9.22	5.90
	Provision for Leave Benefits		9.32	7.11
	<b>Others</b>		<b>181.00</b>	<b>181.00</b>
	<b>Total</b>		<b>199.54</b>	<b>194.01</b>
<b>15</b>	<b>OTHER NON CURRENT LIABILITIES</b>			
	Advance from Customers		-	6.93
	<b>Total</b>		<b>-</b>	<b>6.93</b>


**Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019**

Sr. No	Particulars	31 <sup>st</sup> March, 2019 (₹ in lakhs)	31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>16</b>	<b>TRADE PAYABLES</b>		
	Due to micro and small enterprises (refer note. No.31)	-	-
	Others	1.95	0.45
	<b>Total</b>	<b>1.95</b>	<b>0.45</b>
<b>17</b>	<b>OTHER FINANCIAL LIABILITIES</b>		
	Others	47.98	29.51
	<b>Total</b>	<b>47.98</b>	<b>29.51</b>
<b>18</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Statutory Dues	1.02	0.71
	Others	0.03	4.09
	<b>Total</b>	<b>1.05</b>	<b>4.80</b>
<b>19</b>	<b>PROVISIONS</b>		
	<b>Provision for Employee Benefits</b>		
	Provision for Gratuity	0.09	0.07
	Provision for Leave benefits	0.09	0.07
	<b>Total</b>	<b>0.18</b>	<b>0.14</b>

Sr. No	Particulars	Year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	Year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>20</b>	<b>OTHER INCOME</b>		
	Other Income	113.90	58.91
	<b>Total</b>	<b>113.90</b>	<b>58.91</b>
<b>21</b>	<b>EMPLOYEE BENEFIT EXPENSES</b>		
	Salaries, wages and bonus	54.28	46.24
	Gratuity expense	-	1.66
	Staff welfare expenses	0.29	0.54
	<b>Total</b>	<b>54.57</b>	<b>48.44</b>



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Sr. No	Particulars	Year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	Year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
<b>22</b>	<b>OTHER EXPENSES</b>		
	Advertising and sales promotions	0.73	0.54
	Travelling and Conveyance	0.57	0.70
	Payment to Auditors	0.50	0.50
	Miscellaneous Expenses	0.15	7.34
	Communication Expenses	0.03	0.66
	Legal & Professional Fees	3.29	6.07
	Share Transfer & Mailing Expenses	8.69	3.41
	Listing Fees	2.50	9.30
	Membership and Subscription	2.30	2.77
	Bank charges	0.01	0.33
	Postage & Courier	6.45	5.42
	Rent	1.20	1.20
	Printing & Stationery expenses	6.97	5.66
	Service Tax & GST Unutilised	36.89	-
	Audit Sitting Fees	0.50	0.50
	Review Meeting Fees	0.10	-
	Board Meeting Fees	0.65	1.05
	Annual General Meeting Expenses	0.42	-
	<b>Total</b>	<b>71.95</b>	<b>45.45</b>
<b>23</b>	<b>Earning per Share (EPS)</b>		
	The following reflects the profit and share data used in the basic and diluted EPS computations.		
	(Loss) for the year	(1,382,950)	(3,087,758)
	Weighted average number of equity shares outstanding during the period	4,139,902	82,798,042
	<b>Earning per share (EPS)</b>		
	Basic in Rupees	(0.33)	(0.04)
	Diluted in Rupees	(0.33)	(0.04)

Notice

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**Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019**

**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	2018-2019	2017-2018
Sitting Fees	1.25	1.65
<b>Total</b>	<b>1.25</b>	<b>1.65</b>

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

(₹ in lakhs)

Particulars	2018-2019	2017-18
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 .

**28. Employee Benefit**

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

Sr. No.	Particulars	(₹ in lakhs)		
		as on 31.03.2019		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
[I]	Reconciliation in Present Value of Obligation (PVO) - defined benefits			
	Current Service Cost	1.67	0.33	2.00
		1.29	2.55	3.84
	Interest Cost	0.46	0.56	1.02
		0.37	0.57	0.94
	Actuarial (gain)/ losses	1.21	1.34	2.55
		(0.61)	(3.50)	(4.11)
	Benefits Paid	-	-	-



# Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

Sr. No.	Particulars	(₹ in lakhs)		
		as on 31.03.2019		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
		-	-	-
	Past service cost	-	-	-
		-	-	-
	PVO at the beginning of the year	5.96	7.19	13.15
		4.91	7.56	12.47
	PVO at end of the year	9.31	9.41	18.72
		5.96	7.19	13.15
<b>[II]</b>	<b>Change in fair value of plan assets :</b>			
	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	-	-	-
		-	-	-
<b>[III]</b>	<b>Reconciliation of PVO and fair value of plan assets :</b>			
	PVO at end of year	9.31	9.41	18.72
		5.96	7.19	13.15
	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	(9.31)	(9.41)	(18.72)
		(5.96)	(7.19)	(13.15)
<b>[IV]</b>	<b>Net cost for the year ended March 31, 2019</b>			
	Current Service Cost	1.68	0.33	2.01
		1.29	2.55	3.84
	Interest Cost	0.46	0.56	1.02
		0.37	0.57	0.94
	Expected Return on plan assets	-	-	-
		-	-	-


**Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019**

Sr. No.	Particulars	(₹ in lakhs)		
		as on 31.03.2019		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
	Actuarial (gain)/ losses	NIL	NIL	NIL
		NIL	NIL	NIL
	Net Cost	-	-	-
		-	-	-
<b>[V]</b>	<b>Category of assets as at March 31, 2019</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>			
	Discount rate (%)	<b>7.75%</b>	<b>7.75%</b>	
		7.75%	7.75%	
	Salary escalation rate(%)	<b>9.00%</b>	<b>9.00%</b>	
		8.50%	8.50%	
	Expected amount of return on plan assets	-	-	-
		-	-	-

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:**

Name of the Party	Relationship
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



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### b. Key Managerial Personnel:

S r . 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. Harish G. Taparia (Chief Financial Officer) upto 5 <sup>th</sup> July, 2019	Mrs. Madhubala H. Taparia
3	Mr. Akshay R. Sharma (Asst. Company Secretary)	Mr. Rajkumar G. Sharma Mrs. Savita R. Sharma
4	Mr. Suresh N. Pitale (Chief Financial Officer) appointed w.e.f. 09 <sup>th</sup> August, 2019	Mrs. Geeta S. Pitale

### 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)	14.95
	Mr. Harish Taparia (Chief Financial Officer)	19.94
	Mr. Akshay Sharma (Asst. Company Secretary)	5.37

Name of Related Party	Relationship	Advance Paid	Advance Received	Maximum O/S during the Period
Ajmera Housing Corporation – Bangalore	Associates	-	-	-
		165.65	433.36	347.00

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

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

- The principal amount ₹ 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 2018-19
- 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 forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

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	31.03.2019	31.03.2018
Net Debt		
(-) Cash and Cash Equivalent	(5.16)	(8.09)
<b>Total</b>	<b>(5.16)</b>	<b>(8.09)</b>
Total Equity		
Equity Share Capital	413.99	8,279.80
Other Equity	(388.84 )	(8,240.83)
<b>Total</b>	<b>25.15</b>	<b>38.97</b>
Debt to Equity Ratio	(0.21)	(0.21)

### 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)

	31.03.2019			31.03.2018		
	FVTPL	FVOCI	AMORTISED COST	FVTPL	FVOCI	AMORTISED COST
<b>Financial Assets</b>						
Other loans	-	-	0.51	-	-	0.51
Other financial assets	-	-	339.65	-	-	339.65
Trade Receivables	-	-	123.46	-	-	123.46
Cash & Cash Equivalent	-	-	5.16	-	-	8.09
	-	-	<b>468.78</b>	-	-	<b>471.71</b>
<b>Financial Liabilities</b>						
Trade Payables	-	-	268.88	-	-	305.68
Other Financial Liabilities	-	-	47.98	-	-	29.51

### 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.



## Notes forming part of Financial Statements for the Year ended 31<sup>st</sup> March, 2019

### 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 ₹ NIL (Previous Year NIL)

### 36. Earnings & Expenditure in Foreign Currency (accrual basis): - Expenses: ₹ NIL (Previous Year ₹ 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. Regrouping of Previous Year Figures.

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

40. Pursuant to the Order of Hon'ble NCLT Mumbai Bench dated 28<sup>th</sup> August, 2019 approving reduction of Share Capital and reserves of the Company with effect from 1<sup>st</sup> April 2018, the paid up capital and reserves are adjusted and set off against the accumulated losses, amounting to ₹ 14199.32 lakhs. The Capital Reduction order was received post the statutory due date of conducting Annual General Meeting. Hence, the Company had applied and sought approval from Registrar of Companies vide its letter dated 16<sup>th</sup> August, 2019 to hold the Annual General Meeting within 3 months from the conclusion of statutory due date.

As per our report of even date  
**For V. PAREKH & ASSOCIATES**  
 Chartered Accountants  
 Firm Reg. No. 107488W

**RASESH V. PAREKH**  
 PARTNER  
 Membership No. 38615  
 UDIN: 19038615AAAAARX3455

Place : Mumbai  
 Dated : 24<sup>th</sup> October 2019

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 : 24<sup>th</sup> October 2019

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

**AKSHAY R. SHARMA**  
 ASST. COMPANY SECRETARY



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**Form No. SH-13**

**Nomination Form**

**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies  
(Share Capital and Debentures) Rules 2014]**

To,

**Shree Precoated Steels Limited  
1, Ground Floor, Citi Mall, New Link Road,  
Andheri - West Mumbai-400053**

I/We \_\_\_\_\_, the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

<b>Nature of Securities</b>	<b>Folio No</b>	<b>No. of Securities</b>	<b>Certificates No</b>	<b>Distinctive No.</b>

(2) PARTICULARS OF NOMINEE/S —

- (a) Name :
- (b) Date of Birth :
- (c) Father's/Mother's/Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id :
- (h) Relationship with the security holder :

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

(a) Name :

(b) Date of Birth :

(c) Father's/Mother's/Spouse's name: :

(d) Occupation :

(e) Nationality :

(f) Address :

(g) E-mail id :

(h) Relationship with the security holder :

(i) Relationship with the minor nominee :

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Name of the Security Holder(s) : \_\_\_\_\_

Signature : \_\_\_\_\_

Witness with name and address : \_\_\_\_\_

## SHREE PRECOATED STEELS LIMITED

CIN : L70109MH2007PLC174206

Registered office :1, Ground Floor Citi Mall, New Link Road, Andheri (West ), Mumbai – 400053.

Tel. No. :+91-7208182677 | Email Id: investors.spsl@gmail.com | Website: www.spsl.com

### ATTENDANCE SLIP

(To be presented at the entrance)

11<sup>th</sup> Annual General Meeting of the Company held on Friday, 20<sup>th</sup> December, 2019 at 4.00 p.m. at 3<sup>rd</sup> Floor, Citi mall, New Link Road Andheri (W) Mumbai: 400 053.

Folio No \_\_\_\_\_ DPID No. \_\_\_\_\_ Client ID No \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

## SHREE PRECOATED STEELS LIMITED

CIN : L70109MH2007PLC174206

Registered office: 1, Ground Floor Citi Mall, New Link Road, Andheri (West ), Mumbai – 400053.

Tel. No. :+91-7208182677 | Email Id: investors.spsl@gmail.com | Website: www.spsl.com

**Form No. MGT 11**

### PROXY FORM

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

Name of the Member(s) \_\_\_\_\_

Registered Address : \_\_\_\_\_

\_\_\_\_\_ Email ID \_\_\_\_\_

Folio No/Client ID No \_\_\_\_\_ DP/ID No \_\_\_\_\_

I/We, being the member(s) of .....number shares of Shree Precoated Steels Ltd, hereby appoint:-

1 Name \_\_\_\_\_  
Address \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_

of falling him/her

2 Name \_\_\_\_\_  
Address \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_

of falling him/her

1 Name \_\_\_\_\_  
Address \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll ) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the company, to be held on Friday, 20<sup>th</sup> December, 2019 at 4.00 P.M. at 3<sup>rd</sup> Floor, Citi Mall, New Link Road Andheri (W) Mumbai: 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:-

\* I wish my above proxy to vote as indicated in the box below:

Sr. No.	Resolution	For	Against
1	To Consider and adopt Audited Financial Statements for the year ended March 31, 2019 together with the Reports of Auditors thereon..		
2	To appoint Statutory Auditor.		
3	To appoint a Director in place of Mr. Nilesh H. Sarvaiya (DIN: 00799636), Non-Executive Director, who retires by rotation and being eligible, offers himself for reappointment.		
4	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		
5	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		
6	Revision in terms of remuneration of Mr. Harsh L Mehta, (DIN: 01738989) Managing Director of the Company		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2019

Revenue  
stamp

Signature of Shareholder(s) \_\_\_\_\_

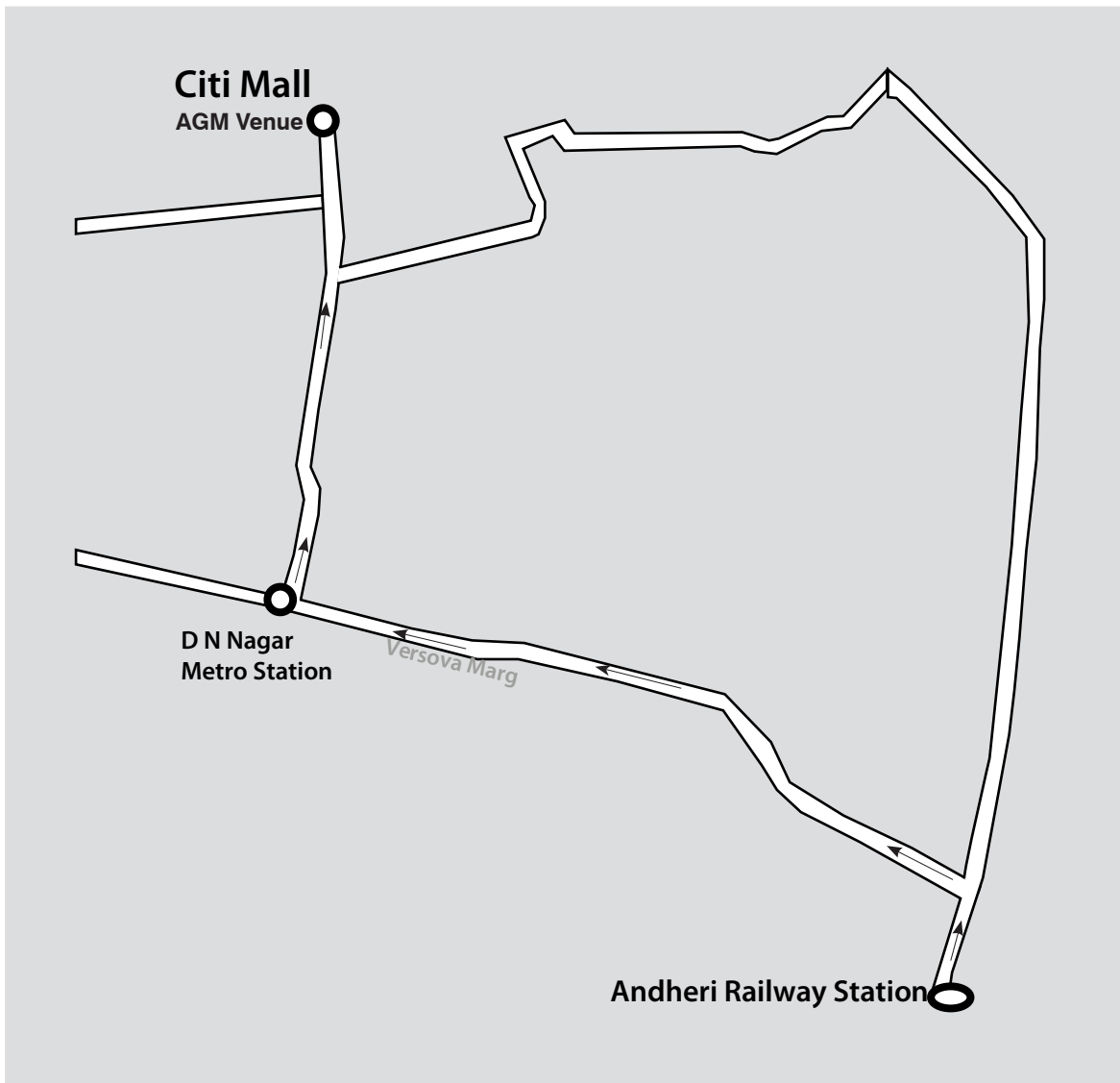
Signature of Proxy holder(s) (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A proxy need not to be a member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 6) \* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



# AGM Route Map



**REGISTERED POST / COURIER**

**STAMP**

**If undelivered please return to:**

Sharex Dynamic (India) Private Limited  
C 101, 247 Park, L B S Marg,  
Mumbai - 400083