



49th
ANNUAL REPORT
2021 - 2022

BOARD OF DIRECTORS	: Mr. Ashok Malhotra Mr. Amal Dhru Mr. Milan Shah Mr. Samir Parikh Ms. Suchita Shah Mr. Kalpesh Parmar	- Chairman & Managing Director - Independent Director - Independent Director - Independent Director - Director - Director
CHIEF FINANCIAL OFFICER	: Mr. Nilesh Shah	
COMPANY SECRETARY	: Mr. Deepak Nagar	
STATUTORY AUDITORS	: M/s CNK & Associates, LLP Chartered Accountants Vadodara.	
BANKERS	: State Bank of India	
REGISTERED OFFICE	: GIDC Industrial Estate, Kalol - 389 330 Dist. Panchmahals, Gujarat. Phone : +91 2676 230777 Fax : +91 2676 230889 Email : shares@panchmahalsteel.co.in website : www.panchmahalsteel.co.in CIN : L27104GJ1972PLC002153	
CORPORATE OFFICE	: "Landmark", 7th Floor, Race Course Circle, Vadodara - 390 007.	
REGISTRAR & TRANSFER AGENT	: M/s MCS Share Transfer Agent Limited Neelam Apartment, 88, Sampatrao Colony, Above Chhapanbhog Sweet, Alkapuri, Vadodara-390 007. Tel Nos.: 0265-2314757, 2350490, Fax No.: 0265-2341639 E-mail : mcsltdbaroda@gmail.com	

**49th Annual General Meeting to be held on
Friday, the 23rd September, 2022 at
11.00 a.m. through Video Conferencing ("VC") /
Other Audio Visual Means ("OAVM")**

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NOTICE

Notice is hereby given that the **49th Annual General Meeting** of the Members of Panchmahal Steel Limited will be held on **Friday, the 23rd day of September, 2022 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Video Means ("OAVM")** to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of Board of Directors' and the Auditors' thereon.

2. Declaration of Dividend.

To declare a Dividend on Equity Shares @ 40% i.e. Rs.4/- per Equity Share for the Financial Year ended March 31, 2022.

3. Appointment of a Director retiring by rotation.

To appoint a Director in place of Mr. Kalpesh J. Parmar (DIN: 00230588), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the recommendation of the Audit Committee of the Board of Directors, the remuneration of Rs.1,75,000/- and reimbursement of travelling and other out of pocket expenses plus taxes as applicable, to be paid to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (Firm Registration No. 00025) for conducting the audit of cost records of the Company for the financial year ending March 31, 2023, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER that the Board of Directors of the Company (including its Committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

Regd. Office :

GIDC Industrial Estate,
Kalol - 389 330,
Dist. Panchmahals (Gujarat)
CIN : L27104GJ1972PLC002153,
E-mail: shares@panchmahalsteel.co.in

Vadodara, 10th August, 2022

By order of the Board of Directors

Deepak Nagar
GM (Legal) & Company Secretary
Membership No. ACS 7960

NOTES:

1. In view of continuing social distancing norm due to Covid-19, the Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, the latest being 02/2022 dated May 5, 2022 and Securities & Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 all other relevant circulars issued from time to time (collectively referred to as "MCA & SEBI Circulars") in this regard, have allowed the companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") till 31st December, 2022 without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA/SEBI Circulars, the 49th AGM of the Company shall be conducted through VC / OAVM. The deemed venue of the 49th AGM shall be the Registered Office of the Company.
2. In compliance with the Circulars issued by MCA and SEBI, the Notice of the 49th AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DPs). Physical copy of the Notice of the 49th AGM along with Annual Report for financial year 2021-22 shall be sent to those shareholders who request for the same. Members may note that the Notice and Annual Report will also be available on the Company's website www.panchmahalsteel.co.in , website of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services Limited at www.evotingindia.com respectively.
3. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under the provisions of the Act.
4. Since this AGM is being held pursuant to MCA/SEBI Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. **Accordingly, the facility to appoint proxies by the Members will not be available for this AGM and hence the Proxy Form & Attendance Slip including Route map are not annexed to this Notice.**
However, Institutional / Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the 49th AGM are annexed hereto as Annexure - A to the Notice which forms part of the Explanatory Statement.
7. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of AGM and Explanatory Statement on the date of AGM in electronic mode can send an e-mail to shares@panchmahalsteel.co.in.
8. **Book Closure:**
Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, 16th September, 2022 to Friday, 23rd September, 2022 (both days inclusive)** for the purpose of payment of dividend is approved at the ensuing AGM.
9. **Cut-off Date for remote e-voting:**
The Company has fixed **Thursday, 15th September, 2022** as the Cut-off Date for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares

held by them as at close of business hours on the Cut-off Date i.e. Thursday, 15th September, 2022 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

10. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Registrar and Share Transfer Agent's Email Id at mcsltbaroda@gmail.com.

DIVIDEND RELATED INFORMATION:

11. The dividend as recommended by the Board of Directors for the financial year ended 31st March, 2022, if approved at the AGM, will be payable to those Members of the Company who hold shares as under:
- To all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as of the close of business hours on **Thursday, 15th September, 2022**.
 - To all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company / Registrar and Transfer Agent as of the close of business hours on **Thursday, 15th September, 2022**.

The dividend shall be payable on or after 28th September, 2022.

12. Members holding shares in demat mode are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat mode are requested to intimate any change in their address and/or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.
13. Members holding shares in physical form are requested to intimate any change of address and/ or bank mandate to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 at Neelam Apartment, 88 Sampatrao Colony, Above Chhapanbhog Sweet, Alkapuri, Vadodara-390 007 or by email to from their registered email id. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of bank mandate, the Company shall dispatch the dividend warrant to such shareholder by post in due course.
14. Members may note that as per the Income Tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

- A. For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2022-23, subject to PAN details registered/updated by the Member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed Rs.5,000 (Rupees Five Thousand Only).

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

Notwithstanding the above, in case PAN of any Member falls under the category of 'Specified Person', the Company shall deduct TDS @ 20% as per Section 206AB of the Income Tax Act 1961.

- B. **For Non-Resident Members:** Tax at source shall be deducted under Section 195 of the Income-tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident Members. As per Section 90 of the Income Tax Act, 1961, Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA). To avail the Tax Treaty benefits, the non-resident Member will have to provide the following:
- i. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident.
 - ii. Self- declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - iii. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
 - iv. Self-declaration, certifying the following points:
 - a) Member is and will continue to remain a tax resident of the country of its residence during the financial year 2022-23;
 - b) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - c) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - d) Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - e) Member does not have a taxable presence or a permanent establishment in India during the financial year 2022-23.
15. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', Member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for financial year 2022-23. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate referred above.
16. The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Member.
17. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable:
- a) A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to tax@panchmahalsteel.co.in and to mcsLtdbaroda@gmail.com latest by 11:59 p.m. (IST) on **Thursday, the 15th day of September, 2022**.
 - b) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tax@panchmahalsteel.co.in and to mcsLtdbaroda@gmail.com The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. (IST) **Thursday, the 15th day of September, 2022**.
- Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible.
18. In accordance with the provisions of the Income Tax Act, 1961, TDS certificates can be made available to the Members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.

19. The Company had sent a separate e- mail communication on 18th August, 2022, informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act, 1961.
20. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividend amount and shares transferred to IEPF Authority are available on the Company's website at www.panchmahalsteel.co.in and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link (www.iepf.gov.in).

No claim could be made in respect thereof with the Company. The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 to the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited ("MCS"). It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited ("MCS") for assistance in this regard.
23. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a) For shares held in electronic form: to their Depository Participants (DPs)
 - b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR - 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

The Company has sent communication to shareholders in this regard

24. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
25. Members desirous of making a nomination in respect of their shareholding, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH-13 (Nomination Form) & SH-14 (Cancellation or Variation of Nomination) accordingly to the Company or to the office of the Registrar & Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

26. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their respective Depository Participants in case the shares are held by them in electronic form and with our RTA, namely, M/s MCS Share Transfer Agent Limited in case the shares are held by them in physical form.

27. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING AND E-VOTING DURING AGM

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

INFORMATION AND OTHER INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Thursday, the 20th September, 2022 (9.00 a.m. IST)** and ends on **Thursday, the 22nd September, 2022 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **15th September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

Type of shareholders	Login Method
	launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for **Physical Shareholders and shareholders other than individual holding in Demat Form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat Form.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN i.e. **220812007** of the Company "PANCHMAHAL STEEL LIMITED" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non-Individual Shareholders and Custodians - for Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csneerajtrivedi@gmail.com and shares@panchmahalsteel.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance between 12th September, 2022 to 16th September, 2022 mentioning their name, demat account number/folio number, email id, mobile number at e-mail Id - shares@panchmahalsteel.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance between the above mentioned dates, mentioning their name, demat account number/folio number, email id, mobile number at e-mail Id shares@panchmahalsteel.co.in. These queries will be replied to by the company suitably.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders:-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to our RTA namely, MCS Share Transfer Agent Limited on their e-mail Id : mcsltbaroda@gmail.com.
2. **For Demat shareholders:-** Please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Other Instructions:

- i. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 15th September, 2022.
- ii. Mr. Niraj Trivedi, Practicing Company Secretary (Membership No. 3844 and CP No. 3123) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iii. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.panchmahalsteel.co.in and on the website of CDSL immediately after declaration of results by the Chairman or a person authorized by him in writing. The result will simultaneously be communicated to the Stock Exchanges.

The Resolutions shall deemed to be passed on the date of the Annual General Meeting of the Company, subject to the same being passed with requisite majority.

Regd. Office :

GIDC Industrial Estate,
Kalol - 389 330,
Dist. Panchmahals (Gujarat)
CIN : L27104GJ1972PLC002153,
E-mail: shares@panchmahalsteel.co.in

Vadodara, 10th August, 2022

By order of the Board of Directors

Deepak Nagar
GM (Legal) & Company Secretary
Membership No. ACS 7960

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

Item No. 4:

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 16, 2022, appointed M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (Firm Registration No. 00025), as Cost Auditor of the Company for conducting the Cost Audit for the Financial Year ending March 31, 2023.

Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, requires that the remuneration payable to Cost Auditor be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2022-23 as set out in the resolution for aforesaid services to be rendered by him.

The Directors recommend that the remuneration payable to the Cost Auditors in terms of the resolution set out at Item No. 4 of this Notice be ratified by the members.

None of the other Directors or Key Managerial Personnel of the Company and their respective relative(s) is concerned or interested, financially or otherwise, in this resolution.

Regd. Office :

GIDC Industrial Estate,
Kalol - 389 330,
Dist. Panchmahals (Gujarat)
CIN : L27104GJ1972PLC002153,
E-mail: shares@panchmahalsteel.co.in

Vadodara, 10th August, 2022

By order of the Board of Directors

Deepak Nagar
GM (Legal) & Company Secretary
Membership No. ACS 7960

ANNEXURE - A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Kalpesh J. Parmar
Designation	Non-Executive Non-Independent Director
DIN	00230588
Date of Birth & Age	08.11.1971 (50 years)
Date of first appointment on the Board	14.02.2020
Educational Qualification	B.Com., FCA
Experience & Expertise	Mr. Kalpesh J. Parmar is having a professional experience of over 20 years. He is one of the lead partner of M/s JHS & Associates, LLP, Chartered Accountants, Vadodara and has rich experience across range of service domains including Assurance, Taxation, Governance, Risk Consulting, Outsourced Accounting, Profit improvement and Foreign Exchange Management.
Terms and conditions of re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Details of remuneration sought to be paid	N.A.
Number of Meetings of the Board attended during the year.	4 of 4
List of Directorship/ Membership / Chairmanship of Committees of other Companies.	<u>Directorship</u> - Honeyvick Enterprises (P) Ltd.
Shareholding in the Company as at 31.03.2022	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company.	None

DIRECTORS' REPORT

To,

The Members

Your Company's Directors are pleased to present the 49th Annual Report of the Company together with the Statement of Audited Accounts for the financial year ended 31st March, 2022.

FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Revenue from Operations	57359.90	33898.11
Operating Expenses	49756.63	31588.18
Operating Profit before Interest, Tax, Depreciation & Amortization	7603.27	2309.93
Depreciation & Amortization Expense	759.46	745.27
Finance Costs	589.79	1017.73
Other Income	401.04	434.07
Profit before Tax	6655.06	981.00
Tax Expense (including Deferred Tax)	796.84	-
Profit for the year	5858.22	981.00
Other Comprehensive Income	(28.31)	11.65
Total Comprehensive Income for the year	5829.91	992.65
Earnings per Share (in Rupees)	30.71	5.14

REVIEW OF OPERATIONS & FUTURE OUTLOOK

The Company recorded total income of Rs.577.61 crores as compared to Rs.343.32 crores in the previous year. The Company achieved a Profit after Tax for the year of Rs.58.58 crores as against Rs.9.81 crores in the previous year.

The future outlook of the Company looks good. The demand for stainless steel continues to grow. However, there are challenging business environment on account of global energy crisis, inflation and geopolitical tensions between nations. These situations create uncertainties which needs to be managed as per the prevailing conditions. Your Directors are confident that the Company is capable of facing such challenges and of continuous growth.

REPORT ON COVID-19 PANDEMIC

The COVID-19 situation in the country is well under control and there were no significant disruptions to the operations of the Company.

DIVIDEND

The Board of Directors have recommended a Dividend of Rs.4/- per share (previous year: Nil) on face value of Rs.10/- each for the financial year ended March 31, 2022.

Pursuant to Regulation 43(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company does not fall under top 1000 Listed Companies by market capitalisation as on 31st March, 2022 and hence the requirement for adopting the Dividend Distribution Policy is not applicable to the Company.

TRANSFER TO RESERVES

The Board of Directors have decided to retain the entire amount of profit for FY 2021-22 appearing in the Statement of Profit and Loss.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

There are no material changes and commitments affecting the financial position and business operations of the Company for the financial year ended 31st March, 2022 to the date of signing of the Directors' Report.

SHARE CAPITAL

During the year under review, 10,700 nos. of forfeited equity shares of the Company were duly cancelled as approved by the members of the Company and the same have been reduced from the issued, subscribed and paid-up capital of the Company.

The paid-up Equity Share Capital of your Company as on March 31, 2022 stood at Rs.19.08 crores comprising of 1,90,78,329 equity shares of Rs.10/- each. The Company has not issued shares with differential voting rights/Bonus Shares nor has granted stock options/sweat equity and has not bought back any of its securities during the year under review.

FIXED DEPOSITS

The Company does not have 'Deposits' as contemplated under Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Further, the Company has not invited or accepted any such deposit during the financial year ended 31st March, 2022.

CREDIT RATING

The Rating Agency, India Ratings and Research (Ind-Ra) vide its letter dtd. 2nd August, 2022 has revised / upgraded the ratings of various credit facilities of the Company as stated below:

Instrument Type	Rating Type	Rated Limits (million)	Rating
Issuer Rating Long Term	-	-	IND BBB/Stable
Fund-based working capital limit	Long Term	INR 900.00	IND BBB/Stable/ IND A3+
Non-fund-based working capital limit	Short Term	INR 1320.00	IND A3+

DIRECTORS' RESPONSIBILITY STATEMENT

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

- in preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a 'going concern' basis;
- they 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
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE AND MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Company is committed to maintain the highest standards of corporate governance and has complied with the Corporate Governance requirements under the Companies Act and SEBI Listing Regulations. A report on Corporate Governance together with the certificate of the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of SEBI (LODR) Regulations, 2015 is annexed thereto as integral part of this report.

Pursuant to Regulation 34 (2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of sub-section (9) of Section 135, the functions of CSR committee are duly discharged by the Board of Directors of the Company. The Board has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The CSR Policy may be accessed on the Company's website at www.panchmahalsteel.co.in

As per the relevant provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, there was no CSR obligation for the financial year 2021-22 in view of aggregate losses as calculated in accordance with Sections 135 and 198 of the Companies Act, 2013 during the three immediate preceding financial years. The statutory disclosures with respect to CSR is annexed hereto as "Annexure-A", which is forming a part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not directly or indirectly:

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials if any,
- b) given any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquired by way of subscription purchase or otherwise, the securities of any other body corporate exceeding sixty percent, of its paid-up share capital, free reserve and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

RELATED PARTY TRANSACTIONS

All Related Party Transactions, that were entered into during the Financial Year under review, were on an arm's length basis, and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations. The related party transactions entered into by the Company are disclosed in Notes forming part of the financial statements of the Company for the year ended 31st March, 2022.

There were no materially significant related party transactions with the Company's promoters, directors, management or their relatives, which could have had a potential conflict with the interests of the Company at large or which is required to be reported in Form AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, as amended.

The Company has laid down policies and process/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules. The Related Party Transaction Policy as approved by the Board is posted on the website of the Company and available at www.panchmahalsteel.co.in.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment / Re-appointments

Mr. Ashok R. Malhotra has been re-appointed as Managing Director of the Company for a period of three years effective from 1st April, 2021 and the same was approved by the members at the 48th Annual General Meeting of the Company held on 27th September, 2021.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and Rules made thereunder, Mr. Kalpesh J. Parmar, Non-Executive Director of the Company retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) read with Schedule IV to the Act and Regulations 16(1)(b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no change in the circumstances which could have affect their status as Independent Director during the financial year.

In terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have enrolled themselves on the Independent Directors Databank.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of Board Committees viz. Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee. The details of Board evaluation process have been provided under the Corporate Governance Report.

Familiarization Programme for Independent Directors

All Independent Directors are familiarized with the Company, their roles, rights and responsibilities, nature of the industry and operations of your Company. The Independent Directors were regularly updated on the industry and market trends, plant processes and the operational performance of the Company through presentations.

In compliance with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization program for Independent Directors. The details of familiarization programs are explained in the Corporate Governance Report.

Nomination & Remuneration Policy

The Company's policy for appointment of Directors, Key Management Personnel and Senior Management employees and their remuneration and other matters provided in Section 178(3) of the Act is available on the website of the Company at www.panchmahalsteel.co.in. The details of Nomination & Remuneration Policy form part of the Corporate Governance Report of this Annual Report.

Number of Meetings of the Board and its committees

During the year under review, 4 (four) meetings of the Board of Directors of the Company were convened and held. The detailed information on the meeting of the Board and its various Meetings are included in the Corporate Governance Report forming part of this report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Committees of the Board

The Board of Directors has the following Committees:

1. Audit Committee
2. Remuneration and Nomination Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

Key Management Personnel

Pursuant to the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with Rules framed thereunder, the following persons have been designated as Key Management Personnel of the Company:

1. Mr. Ashok Malhotra, Chairman & Managing Director
2. Mr. Nilesh Shah, Chief Financial Officer
3. Mr. Deepak Nagar, GM (Legal) & Company Secretary.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

In terms of provisions of the Companies Act, 2013, at the 46th Annual General Meeting (28.09.2019) of the Company, M/s CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W), Vadodara, were appointed as statutory auditors of the Company to hold the office from the conclusion of the 46th annual general meeting till the conclusion of 51st annual general meeting to be held in the year 2024. They have confirmed that they are not disqualified from continuing as auditors of the company.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark, or disclaimer.

No fraud has been reported by the Auditor under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

Internal Auditors

Your Company has re-appointed M/s Keyur Patel & Co., Chartered Accountants, Vadodara as Internal Auditors of the Company to carry out the internal audit of various operational areas of the Company for the financial year 2022-23.

Cost Auditors

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company.

M/s. Kiran J. Mehta & Co., Cost Accountants, (FRN: 000025) Ahmedabad, the Cost Auditors of the Company have carried out the audit of cost records for steel Plant of the Company during the year.

The Board after considering the recommendations of its Audit Committee, appointed the aforesaid firm as cost auditors for the financial year 2022-23. As required under the Companies Act, 2013, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting for their ratification.

The Cost Audit Report for the financial year ended 31st March, 2021 was filed with the Ministry of Corporate Affairs on 11th September, 2021.

Secretarial Auditor

Your Board has appointed Mr. Niraj Trivedi, Practising Company Secretary, Vadodara, as Secretarial Auditor of the Company for the financial year 2022-23.

The Secretarial Audit Report as issued by the Secretarial Auditor in Form No. MR-3 for the financial year 2021-22 is annexed herewith as "Annexure-B" and forms integral part of this Annual Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The Company has complied with applicable Secretarial Standard during the year.

ANNUAL RETURN

As required under Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website on www.panchmahalsteel.co.in.

AUDIT COMMITTEE

During the year, the Board has accepted all recommendations of Audit Committee and accordingly no disclosure is required to be made in respect of non-acceptance of the recommendation of the Audit Committee by the Board. The composition of Audit Committee and other details are given in the Corporate Governance Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

RISK MANAGEMENT POLICY

The Company has a Risk Management Policy to ensure appropriate risk management within its systems and culture. The Board of Directors and the Audit Committee of the Company periodically reviews the Risk Management Policy of the Company. The provisions of Regulation 21 of SEBI (LODR) Regulations, 2015 relating to Risk Management Committee are not applicable to the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of the audit activity is broadly guided by the annual audit plan approved by the top management and audit committee. The Internal Auditors routinely test these systems and significant audit observations, if any, and follow up actions thereon are reported to the Audit Committee.

The Company has in place adequate internal financial controls with reference to financial statements.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure-C" to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendments Rules, 2016, as amended from time to time, in respect of Directors / employees of the Company is set out in "Annexure-D" to this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency & Bankruptcy Code, 2016.

SUBSIDIARY, JOINT VENTURES OR ASSOCIATE COMPANY

Honeyvick Enterprises Private Limited continues to be a holding company, holding 55.12% Equity Share Capital of the Company. The Company neither has any subsidiary/ associate/ joint venture company nor any other company has become subsidiary/ associate/ joint venture company of the Company during the year.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has in place an Anti-Sexual Harassment Policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the year under review, the Company has not received any complaint on sexual harassment and hence no complaints remain pending as of March 31, 2022.

APPRECIATION

Your Directors thank the Banks, Central and State Government Authorities, Shareholders, Customers, Suppliers and other business associates for their co-operation and support to the Company. The Directors express their sincere appreciation for the dedication and commitment of all its employees.

For and on behalf of the Board of Directors

Place : Vadodara
Date : 10th August, 2022

Ashok Malhotra
Chairman & Managing Director
DIN : 00120198

Annexure - "A" to Directors' Report

Annual Report on CSR Initiatives for the FY 2021-22

1. Brief outline on CSR Policy of the Company

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder. The CSR Policy, inter-alia, covers the concept (CSR philosophy, activities to be undertaken and applicability, scope / area / localities to be covered), resources, identification and approval process (resources / fund allocation, identification process and approval process) modalities of execution and implementation and monitoring.

2. Composition of CSR Committee:*

Sr. No.	Name of Director	Designations/Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
		Not Applicable		

* In terms of sub-section (9) of Section 135 of the Companies Act, 2013, the Company has not constituted the Corporate Social Responsibility Committee and the functions of such Committee have been duly discharged by the Board of Directors of the Company.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

There is no CSR Obligation for the year 2021-22 and accordingly no CSR projects were approved by the Board. The CSR Policy of the Company is available at the link : <http://panchmahalsteel.co.in/Corporate%20Social%20Responsibility%20Policy.pdf>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

- Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
		Not Applicable	

6. Average net profit of the Company as per section 135(5): Rs. (139.81) lacs

7. (a) Two percent of average net profit of the company as per section 135(5): Not Applicable

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

(c) Amount required to be set off for the financial year, if any: Not Applicable

(d) Total CSR obligation for the financial year (7a+7b-7c): Nil

8. (a) CSR amount spent or unspent for the financial year: Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable

(d) Amount spent in Administrative Overheads: Not Applicable

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Not Applicable

(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in Rs. Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	Not Applicable
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in Rs. Lacs)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed /Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

- Date of creation or acquisition of the capital asset(s): **None**
- Amount of CSR spent for creation or acquisition of capital asset.: **Nil**
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

In view of the aggregate losses as calculated in accordance with Section 135 and 198 of the Companies Act, 2013 during the three preceding financial years, no funds were set aside and spent by the Company towards CSR activities during the year under review.

For & on behalf of Board of Directors

Date : 10th August, 2022
Place: Vadodara

Ashok Malhotra
Chairman & Managing Director
DIN : 00120198

Kalpesh Parmar
Director
DIN : 00230588

Annexure - B to Directors' Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

M/s. PANCHMAHAL STEEL LIMITED

(CIN: L27104GJ1972PLC002153)

GIDC Industrial Estate, Kalol-389 330,

Dist. Panchmahals, Gujarat.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s PANCHMAHAL STEEL LTD (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, 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:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 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, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable to the Company during the Audit Period;**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company during the Audit Period;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company during the Audit Period; and**
 - (h) The Securities and Exchange Board of India (Buy - Back of Securities) Regulations, 2018 - **Not applicable to the Company during the Audit Period.**
- (vi) Other applicable Laws - Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company,

in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non - Executive Directors and Independent Directors. 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 provision of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were carried through on the basis of majority and there were no dissenting views.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period, the following events/actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards referred to above have taken place etc.

The Members at the Annual General Meeting held on 27th September 2021:

Approved the alteration of Article of Association by inserting of new Article 57(A) after Article 57 as follow:

"57(A) - Cancellation of Forfeited Shares

Authorised to cancelled 10,700 Equity Shares issued out of the authorised share capital of the Company, Which were forfeited by the Company, which have neither been re-issued nor have been taken up or agreed to be taken up by any person and the amount of issued/subscribed share capital diminished by an amount of Rs. 47,900/- the amount paid up on the forfeited shares so cancelled.

Signature : Sd/-
Name of PCS : NIRAJ TRIVEDI
FCS No. : 3844
C. P. No. : 3123
PR : 1014/2020
UDIN : F003844D000770698

Place : Vadodara

Date : 10th August, 2022

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

"Annexure - A"

To,
The Members
M/s. PANCHMAHAL STEEL LIMITED
(CIN: L27104GJ1972PLC002153)
GIDC Industrial Estate,
Kalol - 389 330, Dist. Panchmahals,
Gujarat.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management. Our 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 : Vadodara
Date : 10th August, 2022

Signature : Sd/-
Name of PCS : NIRAJ TRIVEDI
FCS No. : 3844
C. P. No. : 3123
PR : 1014/2020
UDIN : F003844D000770698

"Annexure - C" to Directors' Report

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required under the Companies (Accounts) Rules, 2014.

A) Conservation of Energy and Technology Absorption

The Management is perusing energy conservation with considerable focus and commitment. Optimal utilization of various energy resources like power, fuel and oil is ensured by ongoing measures/steps that improve power factor and other consumption.

The Company has processes to measure, monitor and improve environmental performance through various initiatives focusing on energy, water and waste. Further the absorption and adaption of technology is an ongoing process in the Company.

The Company has not imported any technology during the year under review.

B) Foreign Exchange Earnings and Outgo

(Rs. in Lacs)

	Particulars	2021-22	2020-21
i.	Foreign Exchange Earnings	14026.53	5387.15
ii.	CIF Value of Imports	26073.42	18276.33
iii.	Expenditure in Foreign Currency	22.88	18.94

For and on behalf of the Board of Directors

Place : Vadodara
Date : 10th August, 2022

Ashok Malhotra
Chairman & Managing Director
DIN : 00120198

"Annexure - D" to Directors' Report

Statement of Disclosure of Remuneration under Section 197 (12) of Companies Act, 2013, Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies (Appointment and Remuneration of managerial Personnel) Amendments Rules, 2016 .

	Particulars	
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year. *	Mr. Ashok Malhotra, CMD: 136.77 : 1
2.	The % increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manger, if any of the Financial Year. *	Mr. Ashok Malhotra, CMD : 87.56% Mr. Nilesh Shah, CFO : Nil Mr. Deepak Nagar, CS : Nil
3.	The % increase in the median remuneration of employees in the financial year.	In the F.Y. 2021-22, there was an increase of 19.25% in the median remuneration of employees.
4.	The number of permanent employees on the roll of the Company.	535 Employees as on March 31, 2022
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The increase in the remuneration of Chairman & Managing Director is due to the variable net profit based commission payable to him in line with his terms of appointment duly approved by the members of the Company.
6.	The key parameters for any variable component of remuneration availed by the directors.	Not Applicable
7.	Affirmation that the remuneration is as per the remuneration policy of the Company.	We affirm that the remuneration paid to the Directors and Key Management Personnel and other employees in accordance with Remuneration Policy of the Company.

*Since Non-executive directors received no remuneration, except sitting fees for attending Board/Committee meetings, the required details are not

The information required under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members in electronic mode. Shareholders may write to the Company at shares@panchmahalsteel.co.in in that regard, by mentioning "Request for Inspection" in the subject of the email.

For and on behalf of the Board of Directors

Place : Vadodara
Date : 10th August, 2022

Ashok Malhotra
Chairman & Managing Director
DIN : 00120198

Report on Corporate Governance

The Board of Directors present the Company's Report on Corporate Governance for the financial year ended 31st March, 2022 as hereunder, in terms of Regulation 34(3) read with Schedule V(C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

1. Corporate Governance Philosophy

Your Company's philosophy on Corporate Governance encompasses the active observance of fair and ethical business practices ensuring transparency, accountability, integrity and the statutory compliance of various laws with the primary objective of enhancing the value of all its stakeholders. The Company is committed to good corporate governance by creating an environment based on professionalism, entrepreneurship and pursuit for excellence.

During the year under review, the Board continued its pursuit of achieving these objectives through the adoption of corporate strategies, prudent business plan and ensuring that the Company peruses policies and procedures to satisfying its legal and ethical responsibilities.

2. Board of Directors

Composition of the Board

The Composition of Board is in conformity with Regulation 17(1)(B) & 17(1)(c) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which stipulates that at least half of the Board should comprise of Independent Directors if the Chairman of the Board is an Executive Chairman and that the Board of Directors of the top 2000 listed entities shall comprise of not less than six directors. The Board at present consists of six (6) Directors, including Executive Chairman. Out of these directors, three (3) are Independent Directors.

The Directors are eminent industrialists/professionals with optimal mix of knowledge and experience and bring with them the reputation of independent judgement and experience, which they exercise and also satisfy the criteria of independence.

The composition of the Board as at 31st March, 2022 stood as under:

Name of Director	Category	Number of position held in other Companies		
		Directorships*	Committee Chairmanship@	Committee@ Memberships
Mr. Ashok Malhotra	Promoter & Non-Independent Executive Director	1	Nil	Nil
Mr. Amal D. Dhru	Independent Director	2	Nil	Nil
Mr. Milan P. Shah	Independent Director	4	Nil	Nil
Ms. Suchita Shah	Non-Independent Non-Executive Director	1	Nil	Nil
Mr. Samir M. Parikh	Independent Director	2	Nil	Nil
Mr. Kalpesh J. Parmar	Non-Independent Non-Executive Director	1	Nil	Nil

* includes directorships in private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 and excludes that of your Company.

@ only Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted Public Limited companies has been considered, excluding that in your Company.

As mandated by Regulation 26(1) of the Listing Regulations, none of the Directors is a member of more than ten Board Level Committees (considering only Audit Committee and Stakeholders Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a Director. Further all Directors have informed about their Directorships, Committee memberships/ Chairmanships including any changes in their positions.

Directorship in other listed companies as on March 31, 2022

None of the Director of the Company is holding directorship in any other listed company.

Board Meetings and Attendance of Directors

The Board meeting is conducted at least once in every quarter to consider amongst other businesses, the performance of the Company and Quarterly Financial Results. The Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereof are circulated well in advance to the Board of Directors of the Company.

During the year under review, 4 (Four) Board Meetings were held on 31st May, 2021, 6th August, 2021, 30th October, 2021 & 10th February, 2022. The 48th Annual General Meeting was held on 27th September, 2021 through Video Conferencing (VC). The maximum gap between two Board Meetings was always less than one hundred and twenty days as prescribed under Regulation 17(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under:

Sr. No.	Name of the Director	No. of Board Meeting held during the year	No. of Board Meetings attended	Attendance at the AGM held on 27.09.2021
1.	Mr. Ashok R. Malhotra	4	4	Yes
2.	Mr. Amal D. Dhru	4	4	Yes
3.	Mr. Milan P. Shah	4	4	No
4.	Ms. Suchita Shah	4	4	Yes
5.	Mr. Samir M. Parikh	4	3	Yes
6.	Mr. Kalpesh J. Parmar	4	4	Yes

Independent Directors' Meeting

During the year under review, the Independent Directors met on February 10, 2022, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; &
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meeting.

Disclosure of Relationships between Directors inter-se

None of the Directors of the Company are related to each other.

Details of Equity Shares held by Non-Executive/Independent Directors as on 31st March, 2022

Name of the Non-Executive Directors	No. of Shares held
Mr. Amal D. Dhru	Nil
Mr. Milan P. Shah	200
Ms. Suchita Shah	1900
Mr. Samir M. Parikh	Nil
Mr. Kalpesh J. Parmar	Nil

Familiarization Program for Independent Directors

The Company has formulated a Program for Familiarization of Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the company operates and its business model etc.

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal induction & familiarization program. The new Directors are given an orientation on the products of the business and group structure, Board constitution and procedures, matters reserved for the Board, major risks and risk management strategy of the Company. Visits to plant are organised for the new Directors to enable them to understand the business better.

During the year under review, there was no change in the nature of business of the Company and its business vertical/structure/operational strategy etc. which would have necessitated a fresh familiarization program for the Independent Directors. The Company's Policy of conducting the Familiarization Program has been disclosed on the website of the Company at www.panchmahalsteel.co.in.

Skills / Expertise / Competencies of the Board of Directors

The List of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business are as follows:-

- i) Knowledge on Company's business, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- iv) Financial and Management skills, knowledge of law, Insurance, Project management, human resource management, CSR etc.
- v) Technical / Professional skills and specialized knowledge in relation to Company's business.

In the opinion of the Board, these skills are available with the board and the following chart/ matrix depicts the aforesaid skills/expertise/competence possessed by the board.

	Areas of Skills/ Expertise/Competence						
	Industry knowledge/experience	Leadership & Strategy	Operations/ Technology	Finance/ Management	Governance	Government/ Regulatory Affairs	Behavioural Competencies
Mr. Ashok R. Malhotra	3	3	3	3	3	3	3
Mr. Amal D. Dhru	3	3	-	3	3	3	3
Mr. Milan P. Shah	3	3	-	3	3	3	3
Ms. Suchita Shah	3	3	-	3	3	3	3
Mr. Samir M. Parikh	3	3	-	3	3	3	3
Mr. Kalpesh J. Parmar	3	3	-	3	3	3	3

Confirmation regarding Independent Directors:

Based on annual declaration of independence received from Independent Directors, all the independent directors of the Company meet the conditions specified in SEBI Listing Regulations 2015 and are independent of the management.

In terms of the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have enrolled themselves on the Independent Directors Databank.

3. COMMITTEES OF THE BOARD

The Board has constituted various Committees with specific terms of reference in line with the provisions of the Listing Regulations, Companies Act, 2013 and the Rules issued thereunder.

The Company currently has the following Committees of the Board viz.

- (i) Audit Committee
- (ii) Nomination & Remuneration Committee
- (iii) Stakeholders Relationship Committee

The Board is responsible for the constitution, co-opting and determining the terms of reference of these Committees from time to time. The Meetings of these Committees are convened by the respective Committee Chairman/ Company Secretary. At each Board Meeting, minutes of these Committees are placed before the Directors for their perusal and noting.

In terms of the provisions of Section 135(9) of the Companies Act, 2013, the Company has not constituted Corporate Social Responsibility Committee and all the functions of such committee under this section shall be discharged by the Board of Directors of the Company. The CSR policy duly adopted by the Board of Directors is uploaded on the website of the Company.

(A) Audit Committee

The Company has an Audit Committee at the Board level with the powers and the role that are in accordance with the requirements of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Composition:

The Audit Committee of the Company comprises of Four (4) members, 3 of them are Independent Directors. All the members of the Audit Committee are qualified and having insight to interpret and understand financial statements. The Composition of the Committee as at 31st March, 2022 was as under:

Sr. No.	Name of Member	Status	Category
1.	Mr. Amal D. Dhru	Chairman	Non-Executive Independent Director
2.	Mr. Milan P. Shah	Member	Non-Executive Independent Director
3.	Mr. Samir M. Parikh	Member	Non-Executive Independent Director
4.	Mr. Kalpesh J. Parmar	Member	Non-Executive Non-Independent Director

Terms of Reference

The role and terms of reference of the Audit Committee covers the matters specified under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. Besides having access to all the required information from the Company, the committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorized to select and establish accounting policies, review reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters.

Apart from considering un-audited and/or audited financial results for the relevant quarters and for the year prior to adoption/ approval by the Board, the Committee focused its attention on key areas impacting the overall performance of the Company, Operations of Plants, Cost Audit, Review of Internal Control System, Energy Conservation/Saving and Cost Control measures, I.T. Security and Management Information System, Major Accounting Policies and Practices, Current Assets Management, Performance Reviews, Related Party transactions, Annual Budget and Annual Internal Audit plan. Based on the Committee's discussions and review of the observations of the reports submitted by the Company's Internal Auditors on Systems and Controls, Cost Control measures and Statutory Compliance in various functional areas, the Audit Committee advises the management on areas where greater internal control and internal audit focus is needed and on new areas to be taken up for audit.

All the recommendations of the Audit Committee have been accepted by the Board of Directors during the year. The minutes of the Meeting of the Audit Committee are discussed and taken note of by the Board of Directors.

Meeting & Attendance during the year

During the year, 4 (four) Audit Committee Meetings were held on 31st May, 2021, 6th August, 2021, 30th October, 2021 & 10th February, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	No. of Meetings	
		Held	Attended
1.	Mr. Amal D. Dhru, Chairman	4	4
2.	Mr. Milan P. Shah, Member	4	4
3.	Mr. Samir M. Parikh, Member	4	3
4.	Mr. Kalpesh J. Parmar, Member	4	4

The Company Secretary functions as the Secretary of the Committee.

As per Regulation 18(1)(d) of the Listing Regulations, the Chairman of the Audit Committee had attended the AGM of the Company held on September 27, 2021 through Video Conferencing.

(B) Nomination & Remuneration Committee

The role, powers and broad terms of reference of the Nomination & Remuneration Committee covers the area as contemplated under Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 (1) of the Companies Act, 2013.

Composition:

The Composition of the Nomination & Remuneration Committee as at 31st March, 2022 was as under:

Sr.No.	Name of Member	Status	Category
1.	Mr. Amal D. Dhru	Chairman	Non-Executive Independent Director
2.	Mr. Milan P. Shah	Member	Non-Executive Independent Director
3.	Ms. Suchita Shah	Member	Non-Executive Non-Independent Director

Meetings and Attendance during the year

During the year under review, 1 (one) meeting of the Nomination & Remuneration Committee were held on 10th February, 2022. The attendance of Members at meeting was as under:

Sr. No.	Name of Member	Status	No. of Meetings	
			Held	Attended
1.	Mr. Amal D. Dhru	Chairman	1	1
2.	Mr. Milan P. Shah	Member	1	1
3.	Ms. Suchita Shah	Member	1	1

The Company Secretary functions as the Secretary of the Committee.

The minutes of the Meeting of the Nomination and Remuneration Committee are discussed and taken note of by the Board of Directors.

The previous Annual General Meeting of the Company held on 27th September, 2021 through Video Conferencing was duly attended by the Chairman of the Nomination & Remuneration Committee.

Annual Performance Evaluation

The Board evaluated the effectiveness of its functioning, of the Committees and of individual Directors, pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation, which reflected the overall engagement of the Board and its Committees with the Company.

Remuneration Policy for Directors, Key Managerial Personnel & other Employees

The Company has formulated Nomination & Remuneration Policy for implementation by the Committee, which is available on the website of the Company. The brief summary of a remuneration policy for Directors, Key Management Personnel and other employees of the Company, inter-alia, is as follows:

Non-Executive Directors:

Non-Executive Directors are paid a sitting fee of Rs.10,000/- for every meeting of the Board or Committee thereof attended by them as member.

The Company has no stock options plans and no payment by way of bonus, pension, incentives etc. shall be made to Non-Executive Directors.

Managing Directors, Key Managerial Personnel & Other Employees:

The objective of the Remuneration Policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to whole-time Directors and Key Management Personnel shall take into account the Company's overall performance, their contribution for the same and trends in the industry in general, in a manner which will ensure and support a high-performance culture. The remuneration structure to other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmark so as to reward and retain talent.

The details of remuneration of Mr. Ashok R. Malhotra - Chairman & Managing Director for FY: 2021-22 is as follows:

(Rs. in lacs)	
Remuneration Package	Mr. Ashok R. Malhotra
Salary & Allowances	147.00
Perquisites	11.92
Contribution to PF & other Funds	12.96
Commission	131.74
Total	303.62

The Chairman & Managing Director has been appointed for a period of 3 years with effect from 01.04.2021, which can be terminated by giving 3 months' notice in writing. There is no provision for severance fees in the employment contract of the Managing Director of the Company. The Company does not pay any remuneration to the Non-executive Directors of the Company including, Independent Directors.

The Company has no stock options plans and hence such instruments do not form part of the remuneration package.

Details of sitting fees paid to the Non-executive Directors during the year and the shares of the Company held by them as on March 31, 2022 is as under: -

(Rs. in lacs)			
Sr. No.	Name of Director	Sitting Fee	No. of shares held
1.	Mr. Amal D. Dhru	1.00	-
2.	Mr. Milan P. Shah	1.40	200
3.	Ms. Suchita Shah	0.90	1900
4.	Mr. Samir M. Parikh	0.70	-
5.	Mr. Kalpesh J. Parmar	0.80	-

(C) Stakeholders Relationship Committee

In compliance with Regulation 20 of SEBI (LODR) and Section 178(5) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has constituted the Stakeholders Relationship Committee.

Composition

The composition of the Stakeholders Relationship Committee as on 31st March, 2022 was as under:

Sr.No.	Name of the Member	Status	Category
1.	Mr. Milan P. Shah	Chairman	Non-Executive Independent Director
2.	Ms. Suchita Shah	Member	Non-Executive Non-Independent Director
3.	Mr. Ashok R. Malhotra	Member	Executive Director

Terms of Reference

The role, powers and broad terms of reference of the Nomination & Remuneration Committee covers the area as contemplated under Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 (5) of the Companies Act, 2013.

The Committee also reviews matters pursuant to the IEPF Rules.

Meetings and Attendance during the year

During the year, 4 Stakeholders Relationship Committee Meetings were held on 31st May, 2021, 6th August, 2021, 30th October, 2021 & 10th February, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1.	Mr. Milan P. Shah, Chairman	4	4
2.	Ms. Suchita Shah, Member	4	4
3.	Mr. Ashok Malhotra, Member	4	4

The name & designation of Compliance Officer is Mr. Deepak Nagar, G.M. (Legal) & Company Secretary.

The Chairman of Stakeholders Relationship Committee was not able to attend the previous annual general meeting, therefore Mr. Ashok Malhotra, CMD was authorised to answer queries of the security holders, if any.

The minutes of the Meeting of the Stakeholders Relationship Committee are discussed and taken note of by the Board of Directors. At each Meeting of the Stakeholders Relationship Committee, all matters pertaining to investors including their grievances and redressal are reported. The Registrars and Transfer Agent under the supervision of the Secretarial Department of the Company look after the investors' grievances, routine complaints relating to non-receipt of annual report, payment of dividends, transfer of shares, dematerialisation of shares, issue of duplicate share certificate, request for change of address, revalidation of divided warrants etc. were attended generally within a prescribed time.

Details of Shareholders Complaints received and attended during the year 2021-22 were as under:-

Nature of Complaints	As on 1st April, 2021	Received during the year	Redressed during the year	As on 31st March, 2022
From Investors/Shareholders	-	-	-	-
From Stock Exchange/SEBI/DPs	-	-	-	-

4. General Body Meetings

(i) The details of General Body Meetings for the last three years are as under:

Date	Time	Type of Meeting	Venue	No of Special Resolutions passed
22.09.2019	10.00 a.m.	AGM	GIDC Industrial Estate, Kalol-389 330, Dist.Panchmahals (Gujarat)	2*
30.09.2020	11.00 a.m.	AGM	Meeting conducted through VC / OAVM pursuant to the MCA Circular.	--
27.09.2021	11.00 a.m.	AGM	Meeting conducted through VC / OAVM pursuant to the MCA Circular.	2**

* Special Resolution were passed was for the approval for Re-appointment of Mr. Amal D. Dhru & Mr. Milan P. Shah as an Independent Directors to hold their office for the second term of 5 consecutive years commencing from the conclusion of the said AGM and upto the conclusion of the 51st AGM of the Company in the calendar year 2024.

** Special Resolutions were passed for the approval of alteration of Article of Association of the Company and for the approval for Re-appointment and remuneration payable to Mr. Ashok Malhotra as Managing Director of the Company for a further period of 3 years w.e.f. 1st April, 2021.

- (ii) Whether any Special Resolution passed last year through postal ballot and details of voting pattern - **No special resolution was passed through postal ballot in the last year.**
- (iii) Person who conducted the postal ballot exercise - **Not Applicable**
- (iv) Whether any special resolution is proposed to be conducted through postal ballot - **No**
- (v) Procedure for Postal Ballot - **Not Applicable**

5. Means of Communication

- (i) The Company's Financial Results are generally published in leading financial newspapers as well as copies of the same are also being sent to all the Stock Exchanges where the Shares of the Company are listed. These results are simultaneously displayed on the Company's website. The Company has also complied with e-filing submissions through BSE Listing Centre.

Financial Results are published normally in Indian Express, Business Standard and in Financial Express & Loksatta (Gujarati). These results were also placed on the website of the Company viz. www.panchmahalsteel.co.in

- (ii) No presentations were made to the Institutional Investors or to the analysts during the financial year 2021-22 and no official news were released for the same except routine publication of financial results as aforesaid.

6. General Information for Shareholders

(i)	Day, Date, Time & Venue of the 49th Annual General Meeting (AGM)	Friday, the 23rd September, 2022 at 11.00 a.m. <u>Venue</u> : The Company will conduct the meeting through VC/OAVM. The deemed venue of the 49th AGM shall be the Registered Office of the Company.										
(ii)	Financial Year of the Company	The financial year of the Company begins from 1st April every year and ends on 31st March of every subsequent year.										
	Tentative Financial Reporting :	<table border="0"> <tr> <td>UFR for the quarter ending 30.06.2022</td> <td>on or before 14th Aug, 2022</td> </tr> <tr> <td>UFR for the quarter ending 30.09.2022</td> <td>on or before 14th Nov, 2022</td> </tr> <tr> <td>UFR for the quarter ending 31.12.2022</td> <td>on or before 14th Feb, 2023</td> </tr> <tr> <td>UFR for the quarter ending 31.03.2023</td> <td>on or before 15th May, 2023</td> </tr> <tr> <td>In case Company takes Audited Results for the whole Financial Year</td> <td>on or before 30th May, 2023</td> </tr> </table>	UFR for the quarter ending 30.06.2022	on or before 14th Aug, 2022	UFR for the quarter ending 30.09.2022	on or before 14th Nov, 2022	UFR for the quarter ending 31.12.2022	on or before 14th Feb, 2023	UFR for the quarter ending 31.03.2023	on or before 15th May, 2023	In case Company takes Audited Results for the whole Financial Year	on or before 30th May, 2023
UFR for the quarter ending 30.06.2022	on or before 14th Aug, 2022											
UFR for the quarter ending 30.09.2022	on or before 14th Nov, 2022											
UFR for the quarter ending 31.12.2022	on or before 14th Feb, 2023											
UFR for the quarter ending 31.03.2023	on or before 15th May, 2023											
In case Company takes Audited Results for the whole Financial Year	on or before 30th May, 2023											
(iii)	Date of Book Closure	Friday, the 16th September, 2022 to Friday, the 23rd September, 2022 (both days inclusive) for the purpose of AGM and dividend. if declared at the ensuing AGM.										
(iv)	Dividend Payment Date	The Board of Directors at its meeting held on May 16, 2022, recommended final dividend @ 40% i.e. Rs.4/- per equity share of Rs.10/- each for F.Y. 2021-22 subject to approval of the shareholders at the ensuing AGM. The dividend shall be paid to the members whose names appear on the Company's Register of Members as of the close of business hours on Thursday, 15th September, 2022 in respect of physical shareholders and whose name appear in the list of Beneficial Owner as of the close of business hours on Thursday, 15th September, 2022 furnished by NSDL and CDSL for this purpose. The final dividend if declared at the Annual General Meeting shall be paid on or after 28th September, 2022.										
(v)	Name & Address of Stock Exchange(s) where the securities are listed.	BSE Limited P. J. Towers, Dalal Street, Mumbai-400 001 The Company has paid Listing Fees for the year 2022-23 to the Stock Exchange.										
(vi)	Stock Code	BSE - 513511										
(vii)	ISIN for NSDL & CDSL	INE 798F01010										
(viii)	CIN	L27104GJ1972PLC002153										

(ix)	Registrar & Share Transfer Agent (RTA)	M/s MCS Share Transfer Agent Limited 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chhapanbhog Sweet, Alkapuri, Vadodara-390 007. Tel Nos.: 0265- 2314757, 2350490 Fax No.: 0265-2341639 Email : mcsltbaroda@gmail.com
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(x) Share Transfer System

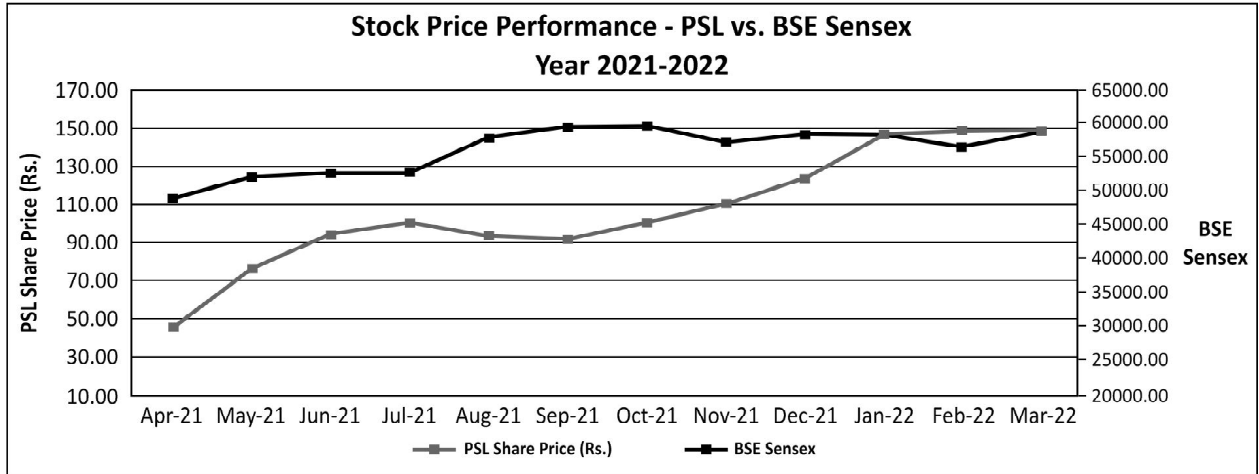
As per SEBI LODR and directions issued by SEBI, effective from 1st April, 2019, the securities of listed companies can only be transferred in dematerialised form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was lodged prior 1st April, 2019 and returned due to deficiency in the document. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants. Shareholders are advised to dematerialise their shares held by them in physical form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. NSDL and CDSL within the statutory time limit, from the date of receipt of documents complete in all respects along with the share certificates.

Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates, on half-yearly basis (now amended as on financial year basis), have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

(xi) Market Price Data

The high and low prices recorded on the Bombay Stock Exchange Limited are as under :-

Month	Share Price (Rs.)		Quantity Traded
	High	Low	(No. of Shares)
April, 2021	48.80	34.40	1,35,026
May, 2021	80.20	45.00	4,93,996
June, 2021	111.75	68.50	6,18,134
July, 2021	104.70	84.35	2,35,474
August, 2021	107.90	87.45	2,95,894
September, 2021	95.95	84.00	1,06,383
October, 2021	109.00	80.05	2,14,327
November, 2021	146.70	102.00	4,50,680
December, 2021	136.00	100.05	4,13,772
January, 2022	174.75	117.05	7,27,228
February, 2022	162.70	121.10	2,57,751
March, 2022	174.00	145.00	2,85,379

(xii) Share Price performance in comparison to broad based indices - BSE Sensex(xiii) Distribution of Shareholding as at 31.03.2022

No. of Equity Shares held	Shareholders		Shares	
	Number	% to Total Shareholders	Number	% to Total Capital
1 - 500	3551	89.94	398384	2.09
501 - 1000	186	4.71	151960	0.79
1001 - 2000	90	2.28	134857	0.71
2001 - 3000	27	0.69	64792	0.34
3001 - 4000	15	0.38	53313	0.28
4001 - 5000	12	0.31	54217	0.28
5001 - 10000	23	0.58	183070	0.96
10001 & above	44	1.11	18037736	94.55
Total	3948	100.00	19078329	100.00

(xiv) Category of Shareholding as at 31.03.2022

Category	Number of Shareholders	Shares	
		Number	% to Total Capital
Promoter & Promoter Group	6	14289879	74.90
<u>Institutional Investors :</u>			
- Banks, Financial Institutions,	2	750429	3.94
- Government - IEPF Authority	1	98355	0.52
<u>Non-Institutional Investors :</u>			
- Bodies Corporate	49	251326	1.32
- Non Resident Indians	27	24349	0.13
- HUF	64	102005	0.53
- Public	3799	3561986	18.66
Total	3948	19078329	100.00

(xv) Dematerialisation of Shares

The Equity Shares of the Company are compulsorily traded in dematerialized form. The Company has established connectivity with both the depositories - NSDL and CDSL for dematerialization of shares and the same are available in electronic segment under ISIN INE798F01010. As on March 31, 2022, total 1,89,92,424 Equity Shares of the Company representing 99.55% of the Share Capital were in electronic form.

	Shares	% to Total Issued Capital
No. of Shares held in dematerialized form in NSDL	1,53,02,272	80.21
No. of Shares held in dematerialized form in CDSL	36,90,152	19.34
No. of Shares held in physical form	85,905	0.45
Total	1,90,78,329	100.00

As per Notification issued by SEBI with effect from July 24, 2000, the trading in the Equity Shares of the Company is permitted only in dematerialised form. The Company has entered into agreements, with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through M/s MCS Share Transfer Agent Limited to facilitate the members to demat their shares with any of the depositories.

Furnishing of PAN, KYC details and Nomination by holders of physical securities:

SEBI, vide circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/PCIR/2021/655 dated November 3, 2021, has made it mandatory to furnish PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the said document / details are not available or of after April 01, 2023, shall be frozen and shareholder will not be eligible to lodge grievance or avail service request from the RTA and will not be eligible for receipt of dividend in physical mode. Further, shareholders holding shares in physical mode were to link their PAN with Aadhaar by March 31, 2022 or any other date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio. Further, as per the above circular of SEBI, the frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025. Keeping the above statutory requirements in view, members holding shares in physical form are requested to furnish valid PAN, KYC and Nomination details immediately to the RTA / Company in the required attached forms (as detailed below), to ensure that, their folios are not frozen on or after April 1, 2023. The Company had sent individual communication letters to concerned shareholders.

(xvi) Outstanding GDRs/ADRs/ Warrants or any convertible instruments - Not Applicable**(xvii) Commodity Price Risk or foreign exchange risk & hedging activities**

The Company faces commodity price risks such as foreign currency fluctuations, volatility in product/ raw-material prices etc. The Company has no hedging activities for commodities.

During the year 2021-22, the Company has done hedging for repayment of Foreign Currency Demand Loan (FCNRB-DL).

(xviii) Plant Location

Plot No.117, GIDC Industrial Estate, Kalol-389 330, Dist. Panchmahals (Gujarat).

(xix) Address for Correspondence

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrars and Transfer Agents of the Company:

Panchmahal Steel Limited Landmark, 7th Floor, Race Course Circle, Vadodara-390 007. Tel Nos.: 0265- 2317777 Fax No. : 0265- 2317705 E-mail : dnagar@panchmahalsteel.co.in shares@panchmahalsteel.co.in	M/s MCS Share Transfer Agent Limited 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweets, Alkapuri, Vadodara-390 007. Tel Nos.: 0265- 2314757, 2350490 Fax No.: 0265-2341639 Email : mcsltbaroda@gmail.com
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(xx) Credit Rating

The Company does not have any long term debt instrument or any fixed deposit program or any scheme or proposal involving mobilization of funds in India or abroad. Hence, no credit rating is obtained in relation to the same. However, for the working capital facilities that the Company utilizes from its banker, a general credit rating has been obtained by the Company. Accordingly, Rating Agency viz., India Ratings & Research (Ind-RA) has assigned the rating on the Bank facilities of the Company as follows:

Instrument Type	Size of Issue (million)	Rating/Outlook
Long Term Issuer rating	-	IND BBB/Stable
Fund-based working capital limit	INR 900.00	IND BBB /Stable /IND A3+
Non-fund-based working capital limit	INR 1320.00	IND A3+

7. Other Disclosures:**(a) Related Party Disclosures:**

During the financial year 2021-22, there were no materially significant transactions with related party i.e. transactions of the Company of material nature with its Promoters, Directors or the management, their subsidiaries, associates companies or relatives etc. which may have potential conflict with the interests of the Company at large. The details of Related Party Transactions are disclosed in Note No. 36 forming part of the Financial Statements for the year ended 31.03.2022. The Policy on Related Party Transactions is posted on the website of the Company on following web link <http://www.panchmahalsteel.co.in/policies3.html>

(b) Details of non-compliance:

There were no non-compliance matters related to capital markets by the Company during the last three years, nor did the Company attract any penalties or strictures passed by the stock exchanges, SEBI or any other statutory authority.

(c) Vigil Mechanism & Whistle Blower Policy:

The Company has established a vigil mechanism to provide for the safeguards against victimization of Directors and employees who follow such mechanism and to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Board has adopted a Whistle Blower Policy for establishment of vigil mechanism pursuant to the provisions of the Act and Regulation 22 of the Listing Regulations as may be applicable. As per the said Policy, the director/employee will address the complaint to any member of the Enforcement Committee along with the available details and evidence to the extent possible. In case, the complaint is received by a person, other than an enforcement committee member, the same is required to be forwarded by him to the Enforcement Committee.

The Whistle Blower will be protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.

The Enforcement Committee will investigate and decide the case and recommend action within four weeks to the Chairman & Managing Director. The final action to be taken will be decided by the Chairman & Managing Director. The Whistle Blower Policy has been put on the website of the Company.

The Director in all cases and employee in appropriate or exceptional cases will have direct access with the Chairman of the Audit Committee of the Board of Directors of the Company. The Enforcement Committee will report to the Chairman & Managing Director. During the year under review, no personnel have been denied access to the Audit Committee.

(d) The Company is in full compliance with the mandatory requirements as contained in the Listing Regulations.**(e) To determine 'material subsidiary', the Company has adopted a Policy on Determination of Material Subsidiary and the same is available on the website of the Company on following web link <http://www.panchmahalsteel.co.in/policies3.html>**

- (f) During the year under report, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (LODR) Regulations, 2015.

(g) Secretarial Compliance Report

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial Compliance Audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The Company has obtained and filed the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022 with the Stock Exchange within the stipulated time.

The Company has engaged the services of Mr. Niraj Trivedi (CP No. 3123), Practicing Company Secretary and Secretarial Auditor of the Company for providing this certification.

(h) Certificate on non-disqualification of Directors

A Certificate as required under Regulation 34(3) and Part C of Schedule V of Listing Regulations has been obtained from Mr. Niraj Trivedi (CP No. 3123), Practicing Company Secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is forming part of this Annual Report.

- (i) During the year under report, there is no incident /occasion where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required.

- (j) The details of total fee paid during the F.Y. 2021-22 for all the services rendered by the statutory auditors to the Company and all entities in the network firm / network entity of which the Statutory Auditor is a part, are stated below :

(Rs. in lacs)

Firm Name	Nature of Service	Total Fee
M/s. CNK & Associates LLP Chartered Accountants, Vadodara	Audit, Limited Review & Certification	7.55
	Reimbursement of Expense	0.04
	Total	7.59

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

The Company has complied with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, No Sexual Harassment complaints were filed or pending for disposal with Company during the year under review.

- (l) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Para C, with reasons:- N.A.

(m) Discretionary requirements as per Regulation 27(1) of SEBI Listing Regulations (Part-E of Schedule II)

(i) The Board - The Company does not maintain a separate office for the non-executive chairperson.

(ii) Audit Qualification - There has been no audit qualification /modified opinions in the audit report by the Auditors for the financial year 2021-22.

(iii) Reporting of Internal Auditor - The Internal Auditors of the Company submits report to the Audit Committee regularly.

- (n) The Company has complied with the Corporate Governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

(o) Code of Conduct for Directors and Senior Management Personnel

In compliance with Regulation 26(3) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and the Companies Act, 2013, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been

posted on the website of the Company on following web link <http://www.panchmahalsteel.co.in/policies3.html>. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code and forms part of this Report.

(p) Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:

The Company has adopted a Code of Conduct to Regulate, Monitor and Report trading by Designated Persons (Insider Trading Code) under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations) as amended from time to time.

In accordance with the said amendments to the SEBI Insider Trading Regulations, the revised code of Conduct to Regulate, Monitor and Report trading by Designated Persons; Code of Conduct for Prohibition of Insider Trading and the code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) were approved and adopted by the Board of Directors of the Company, duly affecting the changes / amendments made under SEBI (Prohibition of Insider Trading) Regulations, 2015

The aforesaid Code and Policies have been uploaded on website of the Company and can be accessed through the following link: <http://www.panchmahalsteel.co.in/policies3.html>

8. CEO/CFO Certificate

In terms of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Chairman & Managing Director and CFO of the Company have furnished the requisite certificate to the Board of Directors of the Company. The certificate forms part of this Report.

9. Management Discussion and Analysis Report

The Management Discussion and Analysis Report prepared by the management & forming part of Annual Report is separately attached.

10. Certificate on Corporate Governance

The Company has obtained a certificate from Mr. Niraj Trivedi, Practicing Company Secretary, Vadodara regarding compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations and forms part of this Report.

Declaration by the Chairman & Managing Director

To,
The Members of
Panchmahal Steel Limited

Sub : Compliance with Code of Conduct - Pursuant to Regulation 26(3) of SEBI
(Listing Obligations & Disclosure Requirement) Regulations, 2015.

I hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct as applicable to them in respect of the financial year 2021-22.

Place : Vadodara
Date : 10th August, 2022

Ashok Malhotra
Chairman & Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34 (3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

Panchmahal Steel Limited

(CIN: L27104GJ1972PLC002153)

GIDC Industrial Estate, Kalol - 389 330,

Dist. Panchmahal, Gujarat.

Dear Sir / Madam,

We have examined the compliance of the conditions of Corporate Governance by Panchmahal Steel Limited, CIN: L27104GJ1972PLC002153, having Registered Office at GIDC Industrial Estate, Kalol - 389 330, Dist. Panchmahal, Gujarat (hereinafter referred to as "the Company"), for the Financial Year ended on 31st March, 2022, as stipulated in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, collectively referred to as "SEBI Listing Regulations, 2015".

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance.

It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representation made by the management and considering the relaxation granted by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015 for the year ended on March 31, 2022.

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

Place : Vadodara

Date : 10th August, 2022

Signature : Sd/-
 Name of PCS : NIRAJ TRIVEDI
 FCS No. : 3844
 C. P. No. : 3123
 PR : 1014/2020
 UDIN : F003844D000770687

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to the Regulation 34 (3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
PANCHMAHAL STEEL LIMITED
(CIN: L27104GJ1972PLC002153)
GIDC Industrial Estate,
Kalol- 389 330, Dist. Panchmahal, Gujarat.

Dear Sir / Madam,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Panchmahal Steel Ltd, CIN:L27104GJ1972PLC002153, having Registered Office situated at GIDC Industrial Estate, Kalol - 389 330, Dist. Panchmahal, Gujarat (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C Clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (Including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID - 19 pandemic, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022, have been debarred or disqualified from being appointed or continuing as the Directors of the Companies, by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority:-

Sr. No.	Name of Directors	DIN	Date of Appointment in Company
1	Amal Dattkumar Dhru	00165145	30/01/2004
2	Milan Pravinchandra Shah	00012088	01/09/2006
3	Ashok Ramlubhaya Malhotra	00120198	14/11/2014 #
4	Suchita Bhavik Shah	00427169	31/03/2015
5	Samir Madhusudan Parikh	01646819	04/02/2019
6	Kalpesh Janaksinh Parmar	00230588	14/02/2020

Ashok Ramlubhaya Malhotra is associated as a Director of the Company since 1976 and he has been reappointed as a Managing Director of the Company, from time to time and continue as a Managing Director of the Company.

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

Place : Vadodara
Date : 10th August, 2022

Signature : Sd/-
Name of PCS : NIRAJ TRIVEDI
FCS No. : 3844
C. P. No. : 3123
UDIN : F003844D000770687

Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

We have reviewed the attached Financial Statements and the Cash Flow Statement of PANCHMAHAL STEEL LIMITED for the year ended 31st March 2022, and certify that:

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

Place : Vadodara
Date : 16th May, 2022

Ashok Malhotra
Chairman & Managing Director
DIN : 00120198

Nilesh Shah
Chief Financial Officer

Management Discussion and Analysis Report

Industry Structure, Developments

The Company is primarily engaged in the manufacture of stainless steel long products in the form of wire rods, bars and wires, which find application in a wide range of applications in engineering, construction and infrastructure, automotive and railways, consumer durables, food processing and dairy industry, housing and pharmaceuticals. The infrastructure development in India is steadily increasing the demand of stainless steel usage.

Performance

The Company recorded total income of Rs.577.61 crores as compared to Rs.343.32 crores in the previous year. The Company achieved a Profit after Tax for the year of Rs.58.58 crores as against Rs.9.81 crores in the previous year.

Opportunities, Threats, Risk & Concerns

The Company is an established and recognised producer of stainless steel long products with customers around the world. The Company's philosophy of focussing on value added products and expanding the customer base provides the necessary resilience to successfully overcome challenges through different parts of the business cycle. The Company is confident of high quality and sustainable growth and profitability.

Increasing awareness on the benefits of stainless steel is leading to substantial increase of its usage in railways, public transport systems, automobiles, process industries, building & construction, FMCG etc.

Risk is inherent in every business. The steel industry is deeply connected to the global economy. Changes in the demand and supply scenario can cause disruptions in the global markets. Volatility in the raw materials prices can also be cause for concern. However, the company is capable of responding to the changing situations appropriately.

Outlook for the year 2022-23

The future outlook of the Company looks good. The demand for stainless steel continues to grow. However, there are challenging business environment on account of global energy crisis, inflation and geopolitical tensions between nations. These situations create uncertainties which needs to be managed as per the prevailing conditions. Your Directors are confident that the Company is capable of facing such challenges and of continuous growth.

Changes in Key Financial Ratios

The change in the key financial ratios as compared to previous year is stated below:

Name of Ratio	F.Y. 2021-22	F.Y. 2020-21	Change %	Reason for variation
Current Ratio (No. of times)	1.70	1.19	43%	On account of reduction in Borrowing and Payables.
Debt-Equity Ratio (No. of times)	0.18	0.54	-67%	On account of repayment of Term Loan & reduction in Bank Borrowing.
Debt Service Coverage Ratio (No. of times)	24.95	3.74	567%	On account of increasing Operating Profit & reduction in Borrowing.
Return on Equity	44.78%	10.14%	341%	On account of increase in Turnover and reduction in Finance Cost.
Inventory Turnover Ratio (No. of times)	3.65	2.42	-50%	On account of increase in Turnover and better Operating performance.

Trade Receivable Turnover Ratio (No. of times)	15.42	11.60	33%	On account of better performance
Trade Payable Turnover Ratio (No. of times)	4.77	3.23	48%	On account of better performance.
Net Capital Turnover Ratio (No. of times)	6.33	10.74	-41%	On account of increase in Sales in current year and reduction in Working Capital requirements.
Operating Profit Margin Ratio (excluding other income)	13.25	6.81	95%	On account of better operational performance
Net Profit Ratio	10.14%	2.86%	-255%	On account of increase in Turnover and reduction in Finance Cost.
Return on Capital Employed	36.99%	10.16%	-264%	On account of increase in Turnover and reduction in Finance Cost.

Internal Control Systems

The Company has proper and adequate systems of internal control ensuring efficiency of operations, statutory compliances, reporting and recording of transactions. The system is supported by management and internal audit.

Human Resources

The Company's human resource policy lays stress on motivating and training people for better work culture and environment and continuous improvement in productivity, efficiency and quality.

For and on behalf of the Board of Directors

Place : Vadodara

Date : 10th August, 2021

Ashok Malhotra
Chairman & Managing Director
DIN : 00120198

INDEPENDENT AUDITOR'S REPORT

To

The Members of
PANCHMAHAL STEEL LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of PANCHMAHAL STEEL LIMITED ("the Company"), which comprises the Balance Sheet as at 31st March 2022, 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 then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Sr. No.	Key Audit Matter	How the matter was addressed in our audit:
1.	<p>Evaluation of uncertain tax positions and litigations</p> <p>The company has on-going legal matters relating to direct tax, Indirect tax and other matters which requires significant management judgement to determine the likely outcome.</p> <p>Refer Note 32 (i)(a) and (b) to the Financial Statements.</p>	<p>In assessing the potential exposure of the on-going litigation, we have performed the following procedures:</p> <ul style="list-style-type: none"> • Obtaining from the management details of all completed / pending tax assessments and other litigations upto 31st March 2022; • Understanding the status of pending tax demands and potential liability for the other pending litigations; • Involved our internal tax teams and discussing with the company's legal advisors to confirm the management's underlying assumptions and judgement for determining the potential liability and provisions and the possible outcome of the litigation.

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.

Information other than the Financial Statement and Auditor's Report thereon

The Company's Board of Directors is responsible preparation the other information. The other information comprises the information included in the Management discussion and analysis, board's report including Annexure to Board's Report, Corporate Governance and Shareholder's information, but does not include the financial statements and our auditor's report thereon. The Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information are expected to be made available to us after the date of this auditor's report. Any Material misstatement thereon pertaining to it, will be reported thereon.

Our opinion on the financial statements does not cover the other information and we will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

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

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

- " Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- " Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls

system in place and the operating effectiveness of such controls;

- " Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- " Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- " Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

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

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

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

From the matters communicated with those charged with governance, we determine those matters 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with 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; and

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer 32 (i)(a) and (b) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2022.
 - iv.
 - i. The Management has represented that , to the best of its knowledge and belief, as disclosed in note no. 41(c)(v) to the accounts , no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - ii. The Management has represented that , to the best of it's knowledge and belief, as disclosed in note no. 41(c)(vi) to the accounts, that no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
 - v. As stated in Note 43 to the financial statements, the board of Directors of the company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

For CNK & Associates, LLP
Chartered Accountants,
Firm Registration No. 101961W/W-100036

Place : Vadodara
Date : 16th May, 2022

(Pareen Shah)
Partner
Membership No. 125011
UDIN: 22125011AJBHFS6704

Annexure-A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipments;
- (B) The Company has maintained proper records showing full particulars of Intangible Assets;
- (b) The company has a phased programme of physical verification of its Property, plant and equipments so as to cover all assets once in three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. In accordance with this programme, certain Property, plant and equipments were verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements, are held in the name of the Company as at the Balance Sheet date except following:

(Rs. in lakhs)

SN	Description of item of property	Gross carrying value as on 31.03.22	Title deeds held in the name of	Title deed holder	Property held since which date	Reason for not being held in the name of the company**
1	Land at PLOT NO-42 - Charotar CHSL	1.68	Late. Mr. Ramlubhaya Malhotra	Promoter	20/01/1984	As per by laws of the society, Corporate cannot become member so properties are in the name of promoter/relative of promoter.
2	Land at PLOT NO-43 - Charotar CHSL	1.71	Mr. Ashok R. Malhotra	Promoter	20/01/1984	
3	Land at PLOT NO-44 - Charotar CHSL	3.00	Mr. Ravi R. Malhotra	Relative of Promoter	23/10/1986	
4	Land at Plot Nos.C-1/B-102	2.21	M/S. Precision Engineering Company	-	11/04/2007	Company has executed MOU and agreement to sale with the seller. Company has paid total consideration and taken possession from seller. Sale deed could not be executed.

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- (ii) (a) As per the information and explanations given to us, the inventories held by the company have been physically verified by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable and no discrepancies of 10% or more in aggregate for each class of inventory were noticed on physical verification;
- (b) Based on our examination of the records provided by the management, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis

of security of current assets and the quarterly returns and statements filed by the company with such banks are in agreement with the books of account of the company;

- (iii) The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence the requirements of paragraph 3(iii) of the Companies (Auditor's Report) Order, 2020 ("the Order") are not applicable to the Company;
- (iv) Based on our verification of the documents provided to us and according to the information and explanations given by the Management, in respect of loans, investments, guarantees, and security, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013;
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and other relevant provisions of the Act and rules made thereunder;
- (vi) We have broadly reviewed the cost records maintained by the Company as prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained by the company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- (vii) (a) In our opinion, the company is generally regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employee state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues as applicable to the appropriate authorities. There were no undisputed amounts payable with respect to above statutory dues in arrears as at March 31, 2022 for a period of six months from the date they became payable;
- (b) According to the information and explanations given to us and the records examined by us, the particulars of statutory dues as at March 31, 2022 which have not been deposited on account of a dispute are as follows:

Name of the Statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Custom Act, 1962	Custom Duty (including penalty)	40.74	2014 to 2015	CESTAT, Mumbai
Central Excise Act, 1944	Excise Duty (including penalty)	1566.63	2005 to 2015	CESTAT, Ahmedabad
Income Tax Act, 1961	Income Tax (including penalty)	1219.58	2010 to 2011	Commissioner (Appeals), Vadodara
Gujarat Value Added Tax, 2003	Value Added Tax (including interest)	229.94	2010 to 2011	GVAT Tribunal Ahmedabad
Note:- Amounts paid under protest and not charged to profit and loss statement have not been included above.				

- (viii) There were no transactions which were not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix) (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b) The company is not declared as wilful defaulter by any bank or financial institution or other lender;
- (c) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;

- (e) According to the information and explanations given to us, and the records examined by us, the company has no subsidiaries, associates or joint ventures. Accordingly, reporting under the clause 3 (ix) (e) and (f) is not applicable;
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable;
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable;
- (xi) (a) During the course of our examination of the books of account and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the company noticed or reported during the year, nor we have been informed of any such case by the management;
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us, and based on our examination of the records, Company has not received any whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable;
- (xiii) In our opinion, all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
- (xiv) (a) In our opinion and the records examined by us, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures;
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of the Companies Act, 2013 are not applicable;
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) As informed to us, there is not more than one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016);
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year
- (xviii) There has been no resignation of the statutory auditors during the year;
- (xix) Based on our examination of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, knowledge of the Board of Directors and management plans, there is no material uncertainty exists as on the date of the audit report that that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor

any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;

- (xx) According to the information and explanations provided, the company is not required to spend any amount on CSR activities during the current year;
- (xxi) According to the information and explanations provided by the management, the company has no subsidiary, associates or joint venture and the company is not required to prepare Consolidated Financial Statements as per the section 129 of the Companies Act. Accordingly reporting under clause 3(xxii) is not applicable to the Company.

For CNK & Associates, LLP
Chartered Accountants,
Firm Registration No. 101961W/W-100036

Place : Vadodara
Date : 16th May, 2022

(Pareen Shah)
Partner
Membership No. 125011
UDIN: 22125011AJBHFS6704

Annexure-B to the Independent Auditor's 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 PANCHMAHAL STEEL LIMITED ("the Company") as of 31st March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements of the company 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 internal financial controls with reference to financial statements of the company were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements of the company and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, 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 CNK & Associates, LLP
Chartered Accountants,
Firm Registration No. 101961W/W-100036

Place : Vadodara
Date : 16th May, 2022

(Pareen Shah)
Partner
Membership No. 125011
UDIN: 22125011AJBHFS6704

BALANCE SHEET AS AT 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars	Note No.	As at 31st March 2022	As at 31st March 2021
I. ASSETS			
Non-Current Assets			
a. Property, Plant and Equipment	3	7,313.99	7,485.43
b. Capital work-in-progress	3	-	1.99
c. Financial Assets			
i) Investments	4	0.02	0.02
ii) Other Financial Assets	5	1.41	1.41
d. Other Non-Current Assets	6	476.63	448.30
Total Non-Current Assets		7,792.05	7,937.15
Current Assets			
a. Inventories	7	16,574.60	14,873.27
b. Financial Assets			
i) Trade Receivables	8	4,118.45	3,319.76
ii) Cash and Cash Equivalents	9	308.25	82.54
iii) Bank Balances other than (ii) above	10	736.52	704.49
iv) Other Financial Assets	11	17.94	17.28
c. Other Current Assets	12	318.99	765.75
d. Assets held for sale	13	0.00	36.04
Total Current Assets		22,074.75	19,799.13
TOTAL ASSETS		29,866.80	27,736.28
II. EQUITY AND LIABILITIES			
Equity			
a. Equity Share Capital	14	1,907.83	1,908.31
b. Other Equity	15	14,088.27	8,257.88
Total Equity		15,996.10	10,166.19
Liabilities			
Non-Current Liabilities			
a. Financial Liabilities			
i) Borrowings	16	-	855.00
b. Provisions	17	71.33	71.65
c. Deferred Tax Liabilities(Net)	18	787.32	-
Total Non-Current Liabilities		858.65	926.65
Current Liabilities			
a. Financial Liabilities			
i) Borrowings	19	2,821.14	4,608.42
ii) Trade Payables	20		
a) Total Outstanding dues of Micro Enterprises and Small "Enterprises"		154.92	124.86
b) Total Outstanding Dues other than Micro and Small enterprises		9,071.67	11,290.04
iii) Other Financial Liabilities	21	85.16	106.61
b. Other Current Liabilities	22	723.52	454.82
c. Provisions	23	155.63	58.69
Total Current Liabilities		13,012.05	16,643.44
TOTAL EQUITY AND LIABILITIES		29,866.80	27,736.28

See accompanying notes forming part of the financial statements.

For and on behalf of the Board of Directors
Panchmahal Steel Limited

As per our Report of even date.
For CNK & Associates LLP.
Chartered Accountants
Firm Reg. No. 101961W/W-100036

Kalpesh Parmar
Director
(DIN: 00230588)

Ashok Malhotra
Chairman & Managing Director
(DIN: 00120198)

Pareen Shah
Partner
Membership No. 125011
Vadodara, 16th May, 2022

Nilesh Shah
Chief Financial Officer

Deepak Nagar
GM (Legal) & Company Secretary
Vadodara, 16th May, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
I. Revenue from Operations	24	57,359.90	33,898.11
II. Other Income	25	401.04	434.07
III. Total Income (I + II)		57,760.94	34,332.18
IV. Expenses:			
Cost of Materials Consumed	26	40,451.63	23,642.29
Change in Inventory of Finished Goods	27	(2,421.84)	(719.92)
Employee Benefits Expenses	28	2,205.45	1,606.33
Finance Costs	29	589.79	1,017.73
Depreciation and Amortization Expenses	3	759.46	745.27
Other Expenses	30	9,521.40	7,059.48
Total Expenses		51,105.88	33,351.18
V. Profit Before Tax (III- IV)		6,655.06	981.00
VI. Tax Expense:			
Current Tax	31	-	-
Deferred Tax		796.84	-
		796.84	-
VII. Profit for the year (V-VI)		5,858.22	981.00
VIII. Other Comprehensive Income			
(i) Items that will not be reclassified to Profit or Loss			
- Remeasurement of Defined Benefit Plans		(37.83)	11.65
Income tax relating to items that will not be reclassified to Profit or Loss			
- Remeasurement of Defined Benefit Plans		9.52	-
Total Other Comprehensive Income		(28.31)	11.65
IX. Total Comprehensive Income for the period (VII+VIII)		5,829.91	992.65
X. Earnings per Equity Share	34		
(1) Basic		30.71	5.14
(1) Diluted		30.71	5.14

See accompanying notes forming part of the financial statements.

For and on behalf of the Board of Directors
Panchmahal Steel Limited

As per our Report of even date.
For CNK & Associates LLP.
Chartered Accountants
Firm Reg. No. 101961W/W-100036

Kalpesh Parmar
Director
(DIN: 00230588)

Ashok Malhotra
Chairman & Managing Director
(DIN: 00120198)

Pareen Shah
Partner
Membership No. 125011
Vadodara, 16th May, 2022

Nilesh Shah
Chief Financial Officer

Deepak Nagar
GM (Legal) & Company Secretary
Vadodara, 16th May, 2022

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in lacs)

PARTICULARS	For the Year ended 31.03.2022	For the Year ended 31.03.2021
A. Cash Flow from Operating Activities		
Profit Before Tax :	6,655.06	981.00
Adjustments for :		
Remeasurement of Defined Benefit Plans	(37.83)	11.65
Depreciation and Amortization Expenses	759.46	745.27
Finance Cost	589.79	1,017.73
Loss/(Profit) on sale/disposal of Property, Plant and Equipment	(226.03)	(162.13)
Interest Income	(37.22)	(31.29)
Reversal for provision of Doubtful Debt	-	(15.97)
Provision of Doubtful Debt	25.41	-
Net unrealised Foreign Exchange (Gain)/Loss	20.30	(2.43)
Operating Profit before Working Capital Changes :	7,748.94	2,543.83
Adjustments for (increase) / decrease in Operating Assets :		
Inventories	(1,701.33)	(1,787.49)
Trade Receivables	(832.49)	(778.38)
Other Current Assets	446.77	(272.76)
Other Non Current Assets	-	(53.51)
Adjustments for increase / (decrease) in Operating Liabilities :		
Trade Payables	(2,200.21)	3,243.53
Other Financial Liabilities	(12.58)	4.94
Other Current Liabilities	268.70	23.49
Provisions	96.63	8.98
Cash Generated from Operation	3,814.43	2,932.64
Direct Taxes (Payment) / Refund	(28.33)	(8.70)
Net Cash From Operating Activities ...A	3,786.10	2,923.94
B. Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment	(591.72)	(49.33)
Sale / disposal of Property, Plant and Equipment	267.77	221.47
Bank Deposit	(32.03)	(229.50)
Interest Received	36.57	32.90
Net Cash (Used in) / from Investing Activities ...B	(319.41)	(24.46)
C. Cash Flow from Financing Activities		
Repayment of Long Term Borrowings	(855.00)	-
Net increase / (decrease) in Short Term Borrowings (net)	(1,787.31)	(1,756.39)
Finance Cost	(598.67)	(1,070.60)
Net Cash (Used in)/ from Financing Activities ...C	(3,240.98)	(2,826.99)
Net increase/(decrease) in Cash & Cash Equivalents (A+B+C)	225.71	72.49
Cash and Cash equivalents at the beginning of the year :		
Cash on Hand	3.01	1.85
Balance with Banks in Current Account	79.53	8.20
Cash and Cash equivalents as per Note - 9	82.54	10.05
Cash and Cash equivalents at the closing of the year :		
Cash on Hand	2.25	3.01
Balance with Banks in Current Account	306.00	79.53
Cash and Cash equivalents as per Note - 9	308.25	82.54
Net increase/(decrease) as disclosed above	225.71	72.49

For and on behalf of the Board of Directors
Panchmahal Steel LimitedAs per our Report of even date.
For CNK & Associates LLP.
Chartered Accountants
Firm Reg. No. 101961W/W-100036Pareen Shah
Partner
Membership No. 125011
Vadodara, 16th May, 2022Kalpesh Parmar
Director
(DIN: 00230588)Nilesh Shah
Chief Financial OfficerAshok Malhotra
Chairman & Managing Director
(DIN: 00120198)Deepak Nagar
GM (Legal) & Company Secretary
Vadodara, 16th May, 2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022
A. EQUITY SHARE CAPITAL

(Rupees in Lakhs)

Particulars	Note No.	Amount
Balance as at the 1st April, 2020		1,908.31
Changes in equity share capital during the year	14	-
Balance as at the 31st March, 2021		1,908.31
Changes in equity share capital during the year	14	(0.48)
Balance as at the 31st March, 2022		1,907.83

B. OTHER EQUITY

(Rupees in Lakhs)

Particulars	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Total Other Equity
As at April 1, 2020	175.23	7,712.71	300.00	(922.72)	7,265.22
Profit for the year	-	-	-	981.00	981.00
Remeasurements of post-employment benefit obligation, net of tax	-	-	-	11.65	11.65
Other Comprehensive income for the year	-	-	-	-	-
As at March 31, 2021	175.23	7,712.71	300.00	69.94	8,257.88
As at April 1, 2021	175.23	7,712.71	300.00	69.94	8,257.88
Addition during the year	0.48	-	-	-	0.48
Profit for the year	-	-	-	5,858.22	5,858.22
Remeasurements of post-employment benefit obligation, net of tax	-	-	-	(28.31)	(28.31)
Other Comprehensive income for the year	-	-	-	-	-
Balance as at March 31, 2022	175.71	7,712.71	300.00	5,899.85	14,088.27

See accompanying notes forming part of the financial statement

For and on behalf of the Board of Directors
Panchmahal Steel Limited

As per our Report of even date.
For CNK & Associates LLP.
Chartered Accountants
Firm Reg. No. 101961W/W-100036

Pareen Shah
Partner
Membership No. 125011
Vadodara, 16th May, 2022

Kalpesh Parmar
Director
(DIN: 00230588)

Nilesh Shah
Chief Financial Officer

Ashok Malhotra
Chairman & Managing Director
(DIN: 00120198)

Deepak Nagar
GM (Legal) & Company Secretary
Vadodara, 16th May, 2022

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES:

1. Corporate Information:

Panchmahal Steel Limited ("PSL" or the "Company") is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed with Bombay Stock Exchange (BSE). The registered office of the Company is located at GIDC Industrial Estate, Kalol-389 330, Dist. Panchmahal, Gujarat. The Company is principally engaged in manufacturing of Stainless Steel Long Products viz., Bars, Rods and Wires.

The financial statements are approved by the Company's Board of Directors on 16th May, 2022.

2.1 Statement of compliance

The Company has prepared financial statements for the year ended March 31, 2022 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2021.

2.2 Basis of preparation of financial statements:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements for the year ended 31st March 2022 are prepared in accordance with Ind AS.

2.3 Composition of Financial Statements

The financial statements are drawn up in Indian Rupees, the functional currency of the Company, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in Equity
- Statement of Cash Flow
- Notes to Financial Statements

2.4 Significant Accounting Policies

A. Key Accounting Estimates, Assumptions and Management Judgments:

In preparing the financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Any revision to such estimates is recognized in the period in which the same is determined.

Estimates and assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standard.

B. Historical cost convention:

The financial statements have been prepared on a historical cost basis, except the following:

- " Certain financial assets and liabilities that are measured at fair value;
- " Defined benefit plans- measured at fair value

C. Functional and presentation currency:

These financial statements are presented in Indian Rupees, which is the Company's functional currency.

D. Current and Non-Current classification:

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

An asset as current when it is:

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

A liability is current when:

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

All other liabilities are classified as non-current.

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

E. Property, Plant and Equipment:

Recognition and measurement

Property, plant and equipment are recorded at cost of acquisition/construction less accumulated depreciation and impairment losses, if any. Cost comprise of purchase price including non-refundable purchase taxes and any directly attributable cost of bringing the assets to its working condition and location for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment. Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

Subsequent Expenditure

Subsequent expenditure on major maintenance or repairs includes the cost of the replacement of parts of assets and overhaul costs. Where an asset or part of an asset is replaced and it is probable that future economic benefits associated with the item will be available to the Company, the expenditure is capitalized and the carrying amount of the item replaced is derecognized. Similarly, overhaul cost associated with major maintenance are capitalized and depreciated over their useful lives where it is probable that future economic benefits will be available and any remaining carrying amount of the cost of previous overhauls are derecognized. All other costs are expensed as incurred.

Depreciation

Depreciation on property, plant and equipment is provided on straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

De-Recognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of that asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and loss.

Capital Work-in-Progress

Project under commissioning and/or construction wherein assets are not ready for use in the manner intended by the management are carried at cost. At the point when an asset is operating at management's intended use, the cost of construction and/or commissioning is transferred to the appropriate category of property, plant and equipment.

F. Impairment of Assets:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss

G. Non-Current Assets held for sale:

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The nature of Asset held for sale is in form of Land; therefore, it is estimated at cost.

H. Inventories:

Inventories are stated at the lower of cost and net realisable value. Cost is ascertained on a weighted average basis. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

Provisions are made to cover slow-moving and obsolete items based on historical experience of utilisation on a product category basis, which involves individual businesses considering their product lines and market conditions.

I. Trade receivables:

Trade receivables are carried at original invoice amount less any provisions for doubtful debts based on expected credit loss calculation. Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade receivable is determined to be uncollectable it is written off, firstly against any provision available and then to the Statement of Profit and Loss.

J. Financial instruments:

Financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument.

i) Financial Assets:**Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e, the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in three categories:

a) Amortized Cost:

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

Financial assets at amortized cost includes loans receivable, trade and other receivable and other financial assets that are held with the object of collecting contractual cash flows. After initial measurement at fair value, the financial assets are measured at amortized cost using the effective interest rate (EIR) method less impairment.

b) Fair Value through Other Comprehensive Income:

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

Movements in the carrying amount are taken through other comprehensive income, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss.

c) Fair Value through Profit or Loss:

Financial assets, which are not classified in any of the above categories, are subsequently fair valued through profit or loss.

d) De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

e) Impairment

The Company recognizes loss allowance using the expected credit loss (ECL) model for the financial assets, which are not fair valued through profit or loss/OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. Trade receivables are of short duration, normally less than twelve months and hence the loss allowance measured as lifetime ECL does not differ from that measured as twelve months ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve months ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

ii) Financial Liabilities:

Initial recognition and measurement

The financial liabilities are classified at initial recognition as at fair value through profit or loss or as those measured at amortized cost. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as under:

a) Fair Value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit or loss.

b) Amortized Cost:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method.

c) De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the Effective Interest rate (EIR) amortization process.

K. Cash and Cash equivalents:

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Cash Flow Statement:

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

L. Foreign Currencies:**Initial Recognition**

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

Conversion

Transactions in foreign currencies are initially recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into functional currency at the rates prevailing on the reporting date.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

M. Revenue Recognition:

The company has applied Ind AS 115 'Revenue from contracts with customers'. Ind AS 115 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognised when or as those performance obligations are satisfied.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Sale of Goods

With regard to sale of goods revenue is recognized when significant control connected with the ownership have been transferred to the Customers. This usually occurs upon dispatch after the price has been determined. The company does not provide any extended warranties or maintenance contract to its customers. Sales are stated net of returns, trade discounts, and other applicable taxes or duties collected on behalf of the government.

Income from operations includes revenue earned on account of job work income which is accounted as per the terms agreed with the customers.

N. Other Income:**Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis and is included in other income in the Statement of Profit and Loss.

Export Incentives

Export incentives available under prevalent schemes are recognized as income in the year of exports and when there is reasonable assurance that the Company will comply with the conditions and the incentives will be received.

The benefits accrued under the duty drawback scheme and Merchandise Export from India Scheme (MEIS) as per the Import and export Policy in respect of exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the company will comply with

all attached conditions. The above benefit has been included under the head 'Export Incentives.'

O. Employee Benefits:

A liability is recognized in respect of short-term employee benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Contribution towards defined benefit contribution schemes

Company's contribution to Provident Fund, Superannuation Fund, Employee State Insurance and other funds are determined under the relevant schemes and/or statute and charged to revenue.

Defined Benefit Obligation Plans:

Gratuity

The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund held with Life Insurance of India.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

The service cost and the net interest cost are charged to the Statement of Profit and Loss. Actuarial gains and losses arise due to re-measurement as result of the actual experience and the assumed parameters and changes in the assumptions used for valuation are recognized in the Other Comprehensive Income (OCI).

Compensated absences

The Company has a policy to allow accumulation of leave by employees up to certain days. The excess leave will be encashed. Accordingly, the excess leave liability is discharged by the Company. Remaining accumulated leave liability as at the year end is provided.

P. Borrowing Costs:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowing Costs directly attributable to acquisition or construction of qualifying fixed assets are capitalized as part of cost of such assets. 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 account in the year in which they are incurred.

Q. Taxation:

Current Income Tax

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in Other Comprehensive Income. Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is

realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

R. Provisions, Contingent Liabilities and Contingent Assets:

Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent Liabilities:

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) 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:

Contingent Assets are not recognised but are disclosed in the notes to the financial statements.

The Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

S. Earnings Per Share:

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

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.

2.5. Recent pronouncements

The following standards / amendments to standards have been issued and will be effective from 1st April 2022. The Company is evaluating the requirements of these standards, improvements and amendments and has not yet determined the impact on the financial statements.

Indian Accounting Standard (Ind AS) 103 - Business Combinations - Qualifications prescribed for recognition of the identifiable assets acquired and liabilities assumed, as part of applying the acquisition method - should meet the definition of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework) issued by the ICAI at the acquisition date.

Modification to the exceptions to recognition principle relating to contingent liabilities and contingent assets acquired in a business combination at the acquisition date.

Indian Accounting Standard (Ind AS) 109 - Financial Instruments - Modification in accounting treatment of certain costs incurred on derecognition of financial liabilities

Indian Accounting Standard (Ind AS) 16 - Property, Plant and Equipment - Modification in treatment of excess of net sale proceeds of items produced over the cost of testing as part of cost of an item of property, plant, and equipment.

Indian Accounting Standard (Ind AS) 37 - Provisions, Contingent Liabilities and Contingent Assets - Modifications in application of recognition and measurement principles relating to onerous contracts.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022
NOTE NO. : 3
Property, Plant and Equipment :

(Rupees in Lakhs)

Particular	Land-Lease Hold	Land-Free Hold	Factory Building	Other Building	Plant & Equipments	Furniture & Fixtures	Office Equipments	EDP Equipments	Vehicles	Total
Gross Carrying Amount As at 01-04-2021	91.65	40.79	107.77	436.68	10,211.93	38.92	54.89	156.00	54.45	11,193.07
Additions	-	-	-	-	298.71	-	3.61	8.41	282.99	593.72
Disposals	-	-	-	-	6.30	-	-	-	-	6.30
Transfer to asset held for disposal									-	
Gross Carrying Amount As at 31-03-2022	91.65	40.79	107.77	436.68	10,504.34	38.92	58.50	164.41	337.44	11,780.49
Accumulated Depreciation As at 01-04-2021	7.21	-	65.10	45.21	3,433.56	18.02	33.01	80.62	24.91	3,707.62
Depreciation charge for the year	1.44	-	8.56	9.04	695.83	3.29	4.74	20.27	16.27	759.46
On Disposals	-	-	-	-	0.61	-	-	-	-	0.61
Closing Accumulated Depreciation As at 31-03-2022	8.65	-	73.66	54.25	4,128.79	21.31	37.75	100.89	41.18	4,466.49
Net Carrying Amount:										
As at 31-03-2022	83.00	40.79	34.11	382.43	6,375.55	17.61	20.75	63.52	296.24	7,313.99
As at 31-03-2021	84.44	40.79	42.67	391.48	6,778.37	20.90	21.88	75.38	29.53	7,485.43
Particulars	Land-Lease Hold	Land-Free Hold	Factory Building	Other Building	Plant & Equipments	Furniture & Fixtures	Office Equipments	EDP Equipments	Vehicles	Total
Gross Carrying Amount As at 01-04-2020	91.65	49.12	107.77	436.68	10,171.62	38.92	54.63	149.22	108.49	11,208.11
Additions	-	-	-	-	40.31	-	0.25	6.78	-	47.34
Disposals	-	-	-	-	-	-	-	-	54.05	54.05
Transfer to asset held for disposal		8.33								8.33
Gross Carrying Amount As at 31-03-2021	91.65	40.79	107.77	436.68	10,211.93	38.92	54.89	156.00	54.45	11,193.07
Accumulated Depreciation As at 01-04-2020	5.76	-	56.44	36.16	2,742.02	14.73	28.31	60.39	37.86	2,981.67
Depreciation charge for the year	1.44	-	8.66	9.04	691.54	3.29	4.70	20.23	6.37	745.27
On Disposals	-	-	-	-	-	-	-	-	19.32	19.32
Closing Accumulated Depreciation As at 31-03-2021	7.21	-	65.10	45.21	3,433.56	18.02	33.01	80.62	24.91	3,707.62
Net Carrying Amount:										
As at 31-03-2021	84.44	40.79	42.67	391.48	6,778.37	20.90	21.88	75.38	29.53	7,485.43
As at 31-03-2020	85.88	49.12	51.33	400.52	7,429.60	24.19	26.32	88.83	70.63	8,226.42

Capital Work-in-Progress

(Rs. in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Capital Work in Progress	-	1.99

AGEING OF CAPITAL WORK-IN-PROGRESS

Capital Work-In-Progress	Amount in CWIP / Intangible Assets under development for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
As at 31st March 2022 Projects in progress	-	-	-	-	-
As at 31st March 2021 Projects in progress	1.99	-	-	-	1.99

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
NOTE NO. : 4 : INVESTMENT Investments in Equity Instrument (Unquoted) (At Ammortised cost)				
Investment in Equity Instruments (Unquoted - Fully Paid) - Landmark Premises Co.-Op. Services Society Ltd 40 (40) Shares of Rs.50 Each		0.02		0.02
TOTAL		0.02		0.02
NOTE NO. : 5 : OTHER FINANCIAL ASSETS UNSECURED, CONSIDERED GOOD				
Security Deposits		1.41		1.41
TOTAL		1.41		1.41
NOTE NO. : 6 : OTHER NON-CURRENT ASSETS UNSECURED, CONSIDERED GOOD				
<u>Balance With Government Authorities</u>				
Taxes paid in Advance (net of provisions)	313.33		285.00	
Pre-Deposit - Central Excise	73.17		73.17	
VAT recoverable	90.13		90.13	
TOTAL		476.63		448.30
TOTAL		476.63		448.30
NOTE NO. : 7 : INVENTORIES (At lower of cost and net realizable value)				
Raw Materials		3,238.04		2,426.25
Raw Material in Transit		602.89		2,122.52
Production Materials		361.35		282.32
Stores & Spares		459.07		550.77
Finished Goods		11,913.25		9,491.41
TOTAL		16,574.60		14,873.27
NOTE NO. : 8 : TRADE RECEIVABLES				
Trade Receivables considered Good - Secured		4,164.69		3,340.59
Trade Receivables considered Good - Unsecured		-		-
Trade Receivables which have significant increase in credit risk		-		-
Trade Receivables credit impaired		(46.23)		(20.83)
Less : Loss allowance		(46.23)		(20.83)
TOTAL		4,118.45		3,319.76
Note : Trade Receivables are net off bills discounted with the banks				

TRADE RECEIVABLES AGEING

Particulars	Outstanding for following periods from due date of payment as on 31.03.2022					
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 31st March 2022						
(i) Undisputed Trade Receivable - Considered Good	3,930.92	0.44	27.89	3.33	202.11	4,164.69
(ii) Undisputed Trade Receivable - which have significant increase in credit risk						
(iii) Undisputed Trade Receivable - credit impaired						
(iv) Disputed Trade Receivable - Considered Good						
(v) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - credit impaired						
Total						
Less: Provision for Expected Credit Loss (ECL)						(46.23)
Total Trade Receivable - 31.03.22	3,930.92	0.44	27.89	3.33	202.11	4,118.45

Particulars	Outstanding for following periods from due date of payment as on 31.03.2021					
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 Years	More than 3 Years	Total
As at 31st March 2021						
(i) Undisputed Trade Receivable - Considered Good	2,906.33	39.35	5.50	7.71	381.70	3,340.59
(ii) Undisputed Trade Receivable - which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable - credit impaired						-
(iv) Disputed Trade Receivable - Considered Good						-
(v) Disputed Trade Receivable - which have significant increase in credit risk						-
(vi) Disputed Trade Receivable - credit impaired						-
Total						
Less: Expected Credit Loss (ECL)						20.83
Total Trade Receivable - 31.03.21	2,906.33	39.35	5.50	7.71	381.70	3,319.76

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
NOTE NO. : 9 : CASH AND CASH EQUIVALENTS		
Balances with Banks		
a) In Current Accounts	306.00	79.53
Cash in Hand	2.25	3.01
TOTAL	308.25	82.54
NOTE NO. : 10 : BANK BALANCES OTHER THAN ABOVE		
Other Bank Balances		
Balances held as Margin Money against Bank Guarantee issued by Bank	736.52	704.49
	736.52	704.49
NOTE NO. : 11 : OTHER FINANCIAL ASSETS		
Interest accrued on Deposits	17.94	17.28
TOTAL	17.94	17.28
NOTE NO. : 12 : OTHER CURRENT ASSETS		
Unsecured, Considered Good		
Balance with Government Authorities	216.87	440.09
Advance to Suppliers	33.79	255.65
Gratuity Fund (Refer Note. 35)	-	6.65
Expenses paid in advance	68.33	63.35
TOTAL	318.99	765.75
NOTE NO. : 13 : ASSETS HELD FOR SALE		
Free Hold Land(*)	0.00	36.04
TOTAL	0.00	36.04
(*) Free hold land is classified as held for sale asset based on resolution passed by the Board of Directors during the year to sell the above land.		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
NOTE NO. : 14 : EQUITY SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
4,00,00,000 (4,00,00,000) Equity Shares of Rs. 10/- each	4,000.00	4,000.00
ISSUED AND SUBSCRIBED SHARE CAPITAL		
1,90,89,029 (1,90,89,029) Equity Shares of Rs. 10/- each fully paid-up	1,908.90	1,908.90
PAID-UP SHARE CAPITAL		
1,90,78,329 (1,90,78,329) Equity Shares of Rs. 10/- each fully paid-up	1,907.83	1,907.83
Add: Forfeited Equity Shares of Rs.10/- each		
5,600 Forfeited Equity Shares of Rs.3/- each Paid		0.17
4,600 Forfeited Equity Shares of Rs.6/- each Paid		0.28
500 Forfeited Equity Shares of Rs.7/- each Paid		0.04
		0.48
TOTAL	1,907.83	1,908.31

Shares in the Company held by each Shareholder more than of 5% of Equity Shares :

Particulars	As at 31.03.2022		As at 31.03.2021	
	No. of Shares	% Holding in Shares	No. of Shares	% Holding in Shares
Mr. Ashok Malhotra	2,895,804.00	15.18	2,459,940.00	12.89
Honeyvick Enterprises Pvt.Ltd	10,516,005.00	55.12	10,516,005.00	55.12
Dimple Kamlesh Kanungo	1,448,536.00	7.59	1,414,903.00	7.42

Details of Shareholding of Promoters

Shares held by Promoters at the end of the year March 2022	No. of Shares	% held	% Change during the year
Honeyvick Enterprises Pvt.Ltd	10,516,005	55.12	0.00
Mr. Ashok Malhotra	2,895,804	15.18	2.29
Mr. Hanish Malhotra	453,850	2.38	0.00
Mr. Ashok Ramlubhaya Malhotra HUF	256,000	1.34	0.00
Mrs. Neelkamal Malhotra	160,000	0.84	0.84
Mr. Vikas Malhotra	8,220	0.04	-0.84
Shares held by Promoters at the end of the year March 2021	No. of Shares	% held	% Change during the year
Honeyvick Enterprises Pvt.Ltd	10,516,005	55.12	0.00
Mr. Ashok Malhotra	2,459,940	12.89	0.00
Mr. Hanish Malhotra	454,900	2.38	0.00
Mr. Ashok Ramlubhaya Malhotra HUF	256,000	1.34	0.00
Mr. Vikas Malhotra	168,220	0.88	0.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
NOTE NO. : 15 : OTHER EQUITY RESERVES AND SURPLUS				
Capital Reserve				
Subsidy	27.83		27.83	
Sales Tax Incentive	69.63		69.63	
Transfer from Debenture Redemption Reserve	77.78		77.78	
Transfer from forfeited Equity Shares	0.48		-	
Opening/Closing Balance		175.71		175.23
Securities Premium (Excess of face value of the equity shares)				
Opening/closing Balance		7,712.71		7,712.71
[including Rs.4,26,100/- of Forfeited Shares]				
General Reserve (transfer of a portion of the net profit)				
Opening/closing Balance		300.00		300.00
Other Comprehensive Income				
Retained Earnings				
Opening Balance	69.94		(922.72)	
Add : Net Profit for the year	5,858.22		981.00	
Add : Remeasurement of the net defined benefit liability/asset	(28.31)		11.65	
Closing Balance		5,899.85		69.94
		-		-
TOTAL		14,088.27		8,257.88
NOTE NO. : 16 : BORROWINGS				
Unsecured - at amortized cost				
Inter Corporate Deposits (Refer below note (i))		-		855.00
TOTAL		-		855.00
(i) Inter corporate Deposit received from Holding Company. The interest rate for the same is 12.00%. The above loan is repayable at the option of the company at any time during the year.				
NOTE NO. : 17 : PROVISIONS				
Provision for Employee Benefits				
Provision for Compensated Absences(Refer Note. 35)		71.33		71.65
TOTAL		71.33		71.65

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
NOTE NO. : 18 : DEFERRED TAX ASSETS / LIABILITIES (NET)				
Deferred Tax - Assets on account of :				
Unabsorbed Depreciation (recognised to the extent of deferred tax liability)	27.15		740.55	
Unabsorbed Business Loss	-		145.91	
Disallowances under section 43B of the Income Tax, Act 1961	57.25		20.07	
		84.40		906.52
Less : Deferred Tax - Liabilities on account of: Related to Property, Plant and Equipment		871.72		906.52
TOTAL		787.32		-
NOTE NO. : 19 : BORROWINGS				
Secured - at amortized cost				
Loans repayable on demand (Refer below note (i))	2,821.14		4,436.63	
Cash Credit		2,821.14		4,436.63
Unsecured - at amortized cost				
Inter Corporate Deposit (Refer below note (ii))		-		171.79
TOTAL		2,821.14		4,608.42

Note :

- (i) The Working Capital Advances from State Bank of India are secured by first charge over the inventories, receivables and other chargeable current assets; and over the immovable properties situated at Plot No.117 GIDC Industrial Estate Kalol, Dist. Panchmahal and is further guaranteed by Chairman and Managing Director of the Company.
- (ii) Inter corporate Deposit received from Holding Company. The interest rate for the same is 12.00%. The above loan is repayable at the option of the company at any time during the year.

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
NOTE NO. : 20 : TRADE PAYABLES				
For Supply/Services				
a) Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer Note. 33)	154.92		124.86	
b) Total Outstanding Dues of creditors Other than Micro Enterprise and Small Enterprises	3,593.97		3,686.01	
		3,748.89		3,810.87
Bills Payable		5,477.71		7,604.03
TOTAL		9,226.59		11,414.90

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
As at 31st March 2022					
MSME	154.92	-	-	-	154.92
Others	9,054.48	17.05	0.14	-	9,071.67
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
As at 31st March 2021					
MSME	124.86	-	-	-	124.86
Others	11,289.72	0.29	0.03	-	11,290.04
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
NOTE NO. : 21 : OTHER FINANCIAL LIABILITIES				
Interest accrued and due on Borrowings		-		8.88
Payable for Capital Goods		13.08		26.04
Payable for Expenses		72.08		71.69
TOTAL		85.16		106.61
NOTE NO. : 22 : OTHER CURRENT LIABILITIES				
Advances received from Customers		314.27		302.49
Statutory Liabilities		160.07		42.94
Salary and Wages Payable		249.18		109.39
TOTAL		723.52		454.82
NOTE NO. : 23 : CURRENT PROVISIONS				
Provision for Employee Benefits				
Provision for Compensated Absences (Refer Note. 35)		10.35		8.09
Provision for Gratuity (Refer Note. 35)		46.60		-
Provision for Bonus		98.68		50.60
TOTAL		155.63		58.69
NOTE NO. : 24 : REVENUE FROM OPERATIONS				
Sale of Manufactured Goods				
a) Domestic Sales	42,518.18		28,070.02	
b) Export Sales	14,603.20		5,530.01	
		57,121.37		33,600.02
Sale of Services				
Income from Jobwork		12.29		119.89
Other Operating Revenue				
Export Incentives		226.24		178.20
TOTAL		57,359.90		33,898.11

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
NOTE NO. : 25 : OTHER INCOME				
Miscellaneous Sales		59.91		49.97
Other Income		0.08		7.52
Insurance claim Received		-		5.76
Interest Income		37.22		31.29
Gain on foreign currency transactions/translations(Net)		77.80		161.41
Profit on sale of Property, Plant & Equipment		226.03		162.13
Reversal for provision of Doubtful debt		-		15.97
TOTAL		401.04		434.07
NOTE NO. : 26 : COST OF MATERIALS CONSUMED				
a) Raw Materials Consumed				
Opening Stock of Raw Materials	4,548.77		3,570.04	
Add : Purchases	39,743.78		24,621.02	
Less : Closing Stock of Raw Materials	3,840.92		4,548.77	
		40,451.63		23,642.29
TOTAL		40,451.63		23,642.29
NOTE NO. : 27 : CHANGE IN INVENTORY OF FINISHED GOODS				
Opening Stock		9,491.41		8,771.49
Less : Closing Stock		11,913.25		9,491.41
TOTAL		(2,421.84)		(719.92)
NOTE NO. : 28 : EMPLOYEE BENEFITS EXPENSES				
Managerial Remuneration		288.41		150.00
Salaries, Wages and Bonus		1,649.60		1,223.70
Contribution/Provisions for Provident and other Funds		236.66		207.01
Staff welfare Expense		30.78		25.62
TOTAL		2,205.45		1,606.33
NOTE NO. : 29 : FINANCE COSTS				
Interest on Borrowings		305.85		606.88
Other Interest		3.76		23.17
Bank Charges		280.18		387.67
TOTAL		589.79		1,017.73
NOTE NO. : 30 : OTHER EXPENSES				
I. Manufacturing Expenses				
Consumption of Prod. Materials, Gen. Stores and Spares		3,047.51		2,147.77
Power and Fuel		5,120.29		4,112.12
<u>Repairs and Maintenance:</u>				
Buildings		6.95		5.87
Plant & Machineries		117.41		91.44
Other Manufacturing Expenses		89.84		102.56
TOTAL (I)		8,382.01		6,459.75

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lakhs)

Particulars		As at 31st March 2022		As at 31st March 2021
II. Administrative and General Expenses				
Travelling, Conveyance & Vehicle Expenses		31.70		28.81
Printing and Stationery		3.52		3.34
Communication Cost		8.39		8.75
Auditor's Remuneration				
a) As Auditor	7.55		6.50	
b) For Certification Fees	0.04	7.59	0.14	6.64
Repairs and Maintenance to Other Assets		36.86		41.45
Legal and Professional charges		81.89		78.15
Directors Sitting Fees		4.80		5.30
Insurance Expenses		45.98		41.79
Rates and Taxes		44.26		44.41
Miscellaneous Expenses		32.92		30.13
Bad Debts Written Off		-		27.49
Provision for Expected credit loss		25.41		-
TOTAL (II)		323.33		316.26
III. Selling Expenses				
Carriage Outward		756.27		256.84
Commission on Sales		15.04		13.51
Discount and Claims		0.50		1.40
Marine and ECGC Insurance		27.44		5.82
Other Selling Expenses		16.80		5.90
TOTAL (III)		816.05		283.47
TOTAL (I + II + III)		9,521.40		7,059.48

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022
31. Tax Reconciliation

(Rupees in Lakhs)

	Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
(a)	Income Tax Expense		
	(i) Current Tax on profit for the year	-	-
		-	-
	(ii) Deferred Tax	796.84	-
		796.84	-
	Total Income Tax Expenses (i + ii)	796.84	-
(b)	Reconciliation of Tax Expense and the Accounting Profit multiplied by India's tax rate		
	Profit before income tax expense	6,655.06	981.00
	Tax at the Indian tax rate of 25.17% (2020 - 2021 – 25.17%)	1,675.08	246.92
	Non deductible expenses(such as MSME Interest and other disallowances)	0.41	
	Unabsorbed depreciation and tax losses	(878.65)	(246.92)
	Income Tax Expense	(796.84)	-

32. Contingent Liabilities

(Rupees in Lakhs)

Sr. No.	Particulars	As at 31st March 2022	As at 31st March 2021
(i)	Contingent liabilities		
	a) Liabilities Disputed		
	- Income Tax	1481.81	841.33
	- Disputed Excise, Custom & Service Tax Liabilities	1677.24	1677.24
	- Disputed VAT & CST liabilities	320.07	320.07
	b) Claims against the Company not acknowledged as debt"	131.07	131.07
	c) Bank Guarantees	428.97	444.47
	Total	4,039.16	3,414.18
(ii)	Estimated amount of contracts remaining to be executed on capital account and not provided for:	-	-

33. Disclosure related to Micro, Small and Medium Enterprises:

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

	Particulars	As at 31st March 2022	As at 31st March 2021
(a)	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;		
	i) Principle Amount	154.92	124.86
	ii) Interest Due thereon	0.21	1.45

(b)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	396.32	361.39
(c)	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	6.89	3.81
(e)	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.	-	-

34. Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

i. Profit attributable to Equity holders of Company

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit attributable to equity holders of the Company for basic and diluted earnings per share	5,858.22	981.00

ii. Weighted average number of Ordinary Shares

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Issued Ordinary Shares (in Nos)	19,078,329	19,078,329
Weighted average number of shares at 31st March for Basic and Diluted Earnings Per Share	19,078,329	19,078,329
Basic Earnings Per Share	30.71	5.14

35 Disclosure as required under Ind AS 19 - Employee Benefits

[A] Defined Benefit Plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded. The following tables summaries the components of net benefit expense recognized in the Statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

Risks associated with Defined Benefit Plan

Interest rate risk: A fall in the discount rate which is linked to the Government securities rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan has a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

Characteristics of Defined Benefit Plans

During the year, there were no plan amendments, curtailments and settlements.

The Company makes annual contributions to Panchmahal Steel Limited Employees' Gratuity Fund managed by LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31st March, 2022

Defined Benefit Plans

a) Reconciliation in present value of obligations (PVO) - Defined Benefit Obligation:

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Present value of Benefit Obligations at the beginning of the period	711.09	722.96
Current Service Cost	48.73	48.51
Interest Cost	48.78	49.45
Past Service Cost	0	0
Actuarial (Gains)/Losses on obligations- Due to Change in Demographic Assumption	(0.48)	-
Actuarial (Gains)/Losses on obligations- Due to Change in Financial Assumption	(19.84)	(0.98)
Actuarial (Gains)/Losses on obligations- Due to Experience	61.71	(4.38)
Benefits Paid	(42.26)	(104.47)
Accrued Payment		
Present value of Benefit Obligations at the end of the period	807.72	711.09

b) Change in fair value of plan assets:

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Fair value of Plan assets at the beginning of the year	717.73	741.27
Interest Income	49.24	50.70
Return on plan assets, Excluding Interest Income	3.56	6.30
Contributions by Employer	32.85	23.93
Benefits paid	(42.26)	(104.47)
Fair value of Plan assets at the end of the year	761.11	717.73

c) Reconciliation of PVO and fair value of plan assets:

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Present value of Benefit Obligations at the end of the period	807.72	711.09
Fair value of Plan assets at the end of the year	761.11	717.73
Net (Asset) / Liability recognised in Balance sheet	46.60	(6.64)

d) Net Interest Cost for Current Period

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Present Value of Benefit Obligation at the Beginning of the Period	711.09	722.96
(Fair Value of Plan Assets at the Beginning of the Period)	717.73	741.27
Net Liability / (Asset) at the Beginning	(6.64)	(18.31)
Interest cost	48.78	49.45
(Interest Income)	(49.24)	(50.70)
Net Interest Cost for Current Period	(0.46)	(1.25)

e) Net Expenses recognised in the statement of Profit and Loss accounts

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Current Service Cost	48.73	48.51
Net Interest Cost	(0.46)	(1.25)
Total	48.27	47.26

f) Expense recognised in Other comprehensive Income for Current Period

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Actuarial (Gains) Losses on Obligation for the Period	41.39	(5.36)
Return on Plan Assets, Excluding Interest Income	(3.56)	(6.30)
Net (Income) / Expense For the Period Recognized in OCI	37.83	(11.66)

g) Balance Sheet Reconciliation

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Opening Net Liability	(6.65)	(18.32)
Expense Recognized in Statement of Profit Or Loss	48.27	47.26
Expense Recognized in OCI	37.83	(11.66)
(Employer's Contribution)	(32.85)	(23.93)
Net Liability (Assets) Recognized in the Balance Sheet	46.60	(6.65)

h) Category of Assets

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Insurance Fund	761.11	717.73
Total	761.11	717.73

i) Other Details

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
No of Active Members	535	441
Per Month Salary for Active Members	80.38	62.79
Weighted Average Duration of the Projected Benefit Obligation	8.00	8.00
Average Expected Future Service	13.00	11.00
Projected Benefit Obligation	807.72	711.09
Prescribed Contribution for Next Year (12 Months)	80.38	42.08

j) Net Interest Cost for Next Year

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Present Value of Benefit Obligation at the End of the Period	807.72	711.09
(Fair Value of Plan Assets at the End of the Period)	(761.11)	(717.73)
Net Liability / (Asset) at the End of the Period	46.61	(6.64)
Interest Cost	58.40	48.78
(Interest Income)	(55.03)	(49.23)
Net Interest Cost for Next Year	3.37	(0.45)

k) Expenses Recognized in the statement of "Profit or Loss for Next Year

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Current Service Cost	58.97	48.72
Net Interest	3.37	(0.45)
Expenses Recognized	62.34	48.27

l) Major category of assets as at:

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Insurer Managed funds	761.11	717.73

m) Assumptions used in the accounting for the gratuity plan:

Particulars	Gratuity Funded as on	
	31st March, 2022	31st March, 2021
Expected return on plan assets (%)	7.23%	6.86%
Rate of Discounting	7.23%	6.86%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	2.00%	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14	Indian Assured Lives Mortality 2006-08

Note 1: Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistent with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increase takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Note 3: 100% of the plan assets are invested in group gratuity scheme offered by LIC of India.

Maturity Analysis of the Benefit Payments : From the Fund

Particulars	31st March, 2022	31st March, 2021
1st Following Year	73.18	55.59
2nd Following Year	65.11	54.56
3rd Following Year	63.09	58.46
4th Following Year	103.50	57.06
5th Following Year	70.39	88.81
Sum of Years 6 to 10	462.95	381.57
Sum of Years 11 and above	615.58	574.58

Sensitivity Analysis

Particulars	Gratuity Funded as on 31st March, 2022	Gratuity Funded as on 31st March, 2021
Projected Benefit Obligation on Current Assumptions	807.72	711.08
+1.00% Change in Rate of Discounting	(49.42)	(45.91)
-1.00% Change in Rate of Discounting	55.77	51.98
+1.00% Change in Rate of Salary escalation	56.46	52.43
-1.00% Change in Rate of Salary escalation	(50.86)	(47.09)
+1.00% Change in Rate of Employee Turnover	8.13	5.96
-1.00% Change in Rate of Employee Turnover	(8.99)	(6.64)

The sensitivity analysis has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the

present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	31st March, 2022	31st March, 2021
Total employee benefit liabilities		
Non-current	-	-
Current	46.60	(6.65)

[B] Other long term Benefit:

The Company's Long Term benefits includes Leave Encashment payable at the time of retirement subject to, policy of maximum leave accumulation of company. The scheme is not funded.

Changes in the value of the obligation in respect of leave encashment

Particulars	31st March, 2022	31st March, 2021
Obligation at the year beginning	79.74	81.97
(gains) / losses on obligation	1.95	(2.23)
Obligation at the year end	81.69	79.74

(C) Defined Contribution plans:

Amounts recognized as expense for the period towards contribution to the following funds:

Particulars	31st March, 2022	31st March, 2021
Employers contribution to:		
- Provident Fund	92.18	68.81
- Employee State Insurance Fund	26.79	25.03
- Pension fund	58.48	55.41
- Superannuation Fund	2.37	2.34
Total Compensation	179.82	151.59

36. Related Party Disclosures

a) Name of the related party and nature of relationship:-

Sr. No.	Particulars	Relationship
I	Holding Company Honeyvick Enterprises Private Limited	Holding Company of Panchmahal Steel Ltd
II	Key Managerial Personnel: Mr. Ashok R. Malhotra Mr. Nilesh S. Shah Mr. Deepak R. Nagar	Managing Director Chief Financial Officer GM (Legal) & Company Secretary
III	Directors Mr. Amal D. Dhru Mr. Milan P. Shah Mr. Samir M. Parikh Ms. Suchita Shah Mr. Kalpesh J. Parmar	Independent Director Independent Director Independent Director Non Independent Director Non Independent Director
IV	Enterprise owned or significantly influenced by key Management personal or Directors Naman Integrated Management Services Naman Staffing	

b) Key Managerial Personnel Compensation

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Short-term employee benefits	330.97
Post Employment Benefits	16.20	14.83
Total Compensation	347.17	201.38

c) Transactions with Related Parties:

During the year, the following transactions were carried out with related parties and relative of Key Managerial Personnel in the ordinary course of the business.

Sr. No.	Key Managerial Personnel and their relatives	Name of Parties	Nature of Transaction	For the year ended 31st March, 2022	For the year ended 31st March, 2021
1	Holding Company	Honeyvick Enterprises Private Limited	Interest Expenses	96.78	121.23
			Inter Corporate Deposit Received	43.00	
			Repayment of Inter corporate deposit	1069.79	0
2	Key Managerial Personnel	Mr. Ashok R. Malhotra	Remuneration	171.89	161.88
		Mr. Deepak R. Nagar	Remuneration	19.25	18.49
		Mr. Nilesh S. Shah	Remuneration	24.29	21.01
		Mr. Ashok R. Malhotra	Commission	131.74	-

4	Enterprise owned or significantly influenced by Key Management personal or Directors	Naman Integrated Management Services	Managerial Training	16.70	-
		Naman Staffing	Recruitment Fees	1.66	-
5	Other Directors		Sitting fees	4.80	5.30

d) Outstanding Balances

Sr. No.	Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
1	Holding Company	0.00	1,026.79
2	Key Managerial Personnel and relatives	149.53	14.30

37. Operating Segments

The Company is engaged in a single segment of manufacture and sale of Stainless Steel Long Products.

The analysis of geographical information is based on the geographical location of the customers. The geographical information considered for disclosure are as follows:

Geographical Information

Revenue by Geography

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Within India	42,518.18	28,070.02
Outside India	14,603.20	5,530.01

Carrying value of segment assets

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Within India	29,387.82	27,326.41
Outside India	478.98	409.87

Property, Plant and Equipment(PPE) by Geographical Locations

The Company has common PPE for producing goods for domestic as well as overseas market. There are no PPE situated outside India. Hence, additional segment-wise information for PPE / additions to PPE has not been furnished.

Disclosure related to Revenue from Major Customers

There is one customer revenue from whom constitutes more than 10% of total revenue i.e 14.24% of total sales.

38. Fair Value Measurements

Financial Instruments by category

Particulars	For the year ended 31st March, 2022			For the year ended 31st March, 2021		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investments						
- Equity Instruments	-			-	-	
- Other	-		0.02	-	-	0.02
Deposits	-		1.41	-	-	1.41
Trade Receivables	-		4,118.45	-	-	3,319.76
Cash and Cash Equivalents	-		308.25	-	-	82.54
Bank Balances other than above	-		736.52	-	-	704.49
Other Financial Assets	-	-	17.94	-	-	17.28
Total Financial Assets	-	-	5,182.59	-	-	4,125.51
Financial Liabilities						
Borrowings	-		2,821.14	-	-	5,463.42
Other current financial Liabilities	-		85.16	-	-	106.61
Trade payables	-		9,226.59	-	-	11,414.90
Total Financial Liabilities	-	-	12,132.89	-	-	16,984.93

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2022	Notes	Level 1	Level 2	Level 3	Total
Financial Assets at amortized cost					
Investments	4		0.02		0.02
Deposits	5	-	1.41	-	1.41
Total Financial Assets		-	1.43	-	1.43
Financial Liabilities at amortized cost					
Borrowings (Non Current)		-	-	-	-
Total Financial Liabilities		-	-	-	-

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2021	Notes	Level 1	Level 2	Level 3	Total
Financial Assets at amortized cost					
Investments	4		0.02		0.02
Deposits	5	-	1.41	-	1.41
Total Financial Assets		-	1.43	-	1.43
Financial Liabilities at amortized cost					
Borrowings (Non Current)	16	-	855.00	-	855.00
Total Financial Liabilities		-	855.00	-	855.00

Level 1: Hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis (if any).

39 Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(A) Credit Risk

Credit risk is the risk of incurring a loss that may arise from a borrower or customer failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the

reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business;
- ii) Actual or expected significant changes in the operating results of the counterparty;
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
- iv) Significant increase in credit risk on other financial instruments of the same counterparty;
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

(i) Trade Receivables

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognized from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit Losses (ECL), the Company considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

(ii) The Reconciliation of ECL is as follows:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balance at the beginning of the year	20.83	36.80
Provision made/(reversed) during the year	25.41	(15.97)
Balance at the end	46.23	20.83

(iii) Cash and Cash Equivalents

As at the year end, the company held cash and cash equivalents of Rs. 308.25 lakhs (31.03.2021 Rs. 82.54 lakhs). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

(iv) Other Financial Assets

Others Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

(B) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of Financial Liabilities

The tables herewith analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual Maturities of Financial Liabilities

Particulars	Less than 1 Year	More than 1 Year	Total
As at 31st March, 2022			
Non-derivatives			
Borrowings	2,821.14	-	2,821.14
Trade payables	9,226.59	-	9,226.59
Other financial liabilities	85.16	-	85.16
Total Non-derivative liabilities	12,132.89	-	12,132.89
As at 31st March, 2021			
Non-derivatives			
Borrowings	4,608.42	855.00	5,463.42
Trade payables	11,414.90	-	11,414.90
Other financial liabilities	106.61	-	106.61
Total Non-derivative liabilities	16,129.93	855.00	16,984.93

(C) Market Risk

Currency Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The risk is measured through a forecast of foreign currency for the Company's operations.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in Indian Rupee, are as follows:

(i) Trade Receivable and Other Receivable

Currency	As at 31st March, 2022		
	Trade Receivable and other Receivable	Hedges available	Net exposure to Foreign Currency risk
USD (in lakhs)	6.32	-	6.32
Equivalent INR (in lakhs)	478.98	-	478.98
EURO (in lakhs)	-	-	-
Equivalent INR (in lakhs)	-	-	-
Currency	As at 31st March, 2021		
	Trade Receivable and other Receivable	Hedges available	Net exposure to Foreign Currency risk
USD (in lakhs)	4.89	-	4.89
Equivalent INR (in lakhs)	357.54	-	357.54
EURO (in lakhs)	0.61	-	0.61
Equivalent INR (in lakhs)	52.33	-	52.33

(ii) Trade Payable and Other Payable

Currency	As at 31st March, 2022		
	Trade Payable and other Payable	Hedges available	Net exposure to Foreign Currency risk
USD (in lakhs)	65.52	-	65.52
Equivalent INR (in lakhs)	4,966.55	-	4,966.55
Currency	As at 31st March, 2021		
	Trade Payable and other Payable	Hedges available	Net exposure to Foreign Currency risk
USD (in lakhs)	99.73	-	99.73
Equivalent INR (in lakhs)	7,291.62	-	7,291.62
EURO D (in lakhs)	-	-	-
Equivalent INR (in lakhs) - EURO	-	-	-

The sensitivity of profit or loss to changes in the exchange rates arises mainly in USD sensitivity from unhedged foreign currency denominated financial instruments.

Currency	Impact on profit after tax	
	31st March, 2022	31st March, 2021
USD sensitivity		
INR/USD increases by 5%	(224.36)	(346.71)
INR/USD decreases by 5%	224.36	346.71
EURO sensitivity		
INR/EURO increases by 5%	-	2.61
INR/EURO decreases by 5%	-	(2.61)

40 Capital Management

For the purpose of the company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The Company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value. The Company funds its operation through long term and short term borrowings from holding company and cash credit and other working capital facilities from the bankers. The management and Board of Directors monitor the return on capital.

41 Additional Regulatory Information to be disclosed as per Schedule III of the Companies Act, 2013

(a) The company holds all the title deeds of immovable property in its name except following properties.

SN	Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value as on 31.03.22	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company**
	PPE						As per by laws of the society, Corporate can not become member so properties are in the name of promoter/relative of promoter.
1	PLOT NO-42 - Charotar CHSL	Land	1.68	Late. Mr. Ramlubhaya Malhotra	Promoter	1/20/1984	
2	PLOT NO-43 - Charotar CHSL	Land	1.71	Mr. Ashok R. Malhotra	Promoter	1/20/1984	
3	PLOT NO-44 - Charotar CHSL	Land	3.00	Mr.Ravi R. Malhotra	Relative of Promoter	10/23/1986	
4	Plot Nos.C-1/ B-102	Lease hold Land	2.21	M/S Precision Engineering Company	-	4/11/2007	Company has executed MOU and agreement to sale with the seller. Company has paid total consideration and taken possession from seller. Sale Deed could not be executed.

(b) The company does not have any transactions with companies struck off except following transactions, as per the information available with the company.

SN	Name of the Stuck off Companies	Nature of transactions with struck off company	Balance outstanding/ Nominal share value	Relationship with the struck off company, if any
1	Arihant Capital Markets Limited	Investments in securities - 31 shares - Demat	310.00	Equity shareholder
2	Varun Finvest Limited - Status not available	Investments in securities - 100 shares - Physical	1,000.00	Equity shareholder

(c) Others:

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The quarterly returns and statement of current assets filled by the company with Banks are generally in agreement with the books of account.
- (iii) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (vi) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

42 Disclosures related to various Ratios :

Name of Ratio	Formula	F.Y. 2021-22		F.Y. 2020-21		% of change	Reason for variation if change is more than 25% +/- as compared to previous year
Current Ratio (No. of times)	Current Assets	20,074.75	1.70	19,799.31	1.19	43%	On account of reduction in borrowing and payables
	Current Liabilities	13,012.05		16,643.44			
Debt Equity Ratio (No. of times)	Short Term Debt + Long Debt	2,821.14	0.18	5,463.42	0.54	-67%	On account of repayment of Term Loan & reduction in bank borrowing
	Share holder's Equity	15,996.10		10,166.19			
Debt Service Coverage Ratio (No. of times)	Earnings available for Debt Service	7,724.13	24.95	2,356.33	3.74	567%	On account of increasing Operating Profit & reduction in borrowing
	Debt Service	309.61		630.06			
Return on Equity	Net Profit After Tax	5,858.22	44.78%	981.00	10.14%	341%	On account of increase in Turnover & reduction in Finance Cost
	Average Shareholder's Equity	13,081.15		9,669.86			
Inventory Turnover Ratio (No. of times)	Sales	57,359.90	3.65	33898.11	2.42	-50%	On account of increase in Turnover and better operating performance
	Average Inventory	15,723.93		13,979.52			
Trade Receivable Turnover Ratio (No. of times)	Net Sales	57,359.90	15.42	33,898.11	11.60	33%	On account of better operating performance
	Average Trade Receivables	3,719.11		2,921.94			
Trade Payable Turnover Ratio (No. of times)	Net Purchase / Services	49,265.18	4.77	31,680.50	3.23	48%	On account of better operating performance
	Average Trade Payables	10,320.75		9,793.70			
Net Capital Turnover Ratio (No. of times)	Net Sales	57,359.90	6.33	33,898.11	10.74	-41%	On account of increase in sales in current year and reduction in working capital requirement.
	Working Capital	9,062.71		3,155.69			
Net Profit Ratio	Net Profit After Tax	5,858.22	10.14%	981.00	2.86%	-255%	On account of increase in Turnover & reduction in Finance Cost
	Total Sales	57,760.94		34,332.18			
Return on Capital Employed	Earning Before Interest and Tax	6,960.91	36.99%	1,587.89	10.16%	-264%	On account of increase in Turnover & reduction in Finance Cost
	Capital Employed	18817.24		15,629.61			
Return on Investment	Income generated from Invested funds	-		-		NA	
	Average Invested funds in Treasury Investment	-		-			

43 Event after the reporting period

Proposed dividend on Equity Shares

Amt. (Rs. in lakh)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Proposed dividend on Equity Shares :		
Proposed dividend for the year ended 31st March, 2022 :	763.13	-
(Current Year Rs.4.00 Per Share Previous year Rs.Nil Per Share)	763.13	-

44 These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 16th May, 2022.

45 The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.

The accompanying notes are an integral part of the financial statement

For and on behalf of the Board of Directors
Panchmahal Steel Limited

As per our Report of even date.

For CNK & Associates LLP.
Chartered Accountants
Firm Reg. No. 101961W/W-100036

Kalpesh Parmar
Director
(DIN: 00230588)

Ashok Malhotra
Chairman & Managing Director
(DIN: 00120198)

Pareen Shah
Partner
Membership No. 125011
Vadodara, 16th May, 2022

Nilesh Shah
Chief Financial Officer

Deepak Nagar
GM (Legal) & Company Secretary
Vadodara, 16th May, 2022

Registered Book - Post / Courier



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