



ADITYA ISPAT LIMITED

CIN NO. L27109TG1990PLC012099

Registered Office: Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad – 500 055, India
Website : www.adityaispat.com | Email: info@adityaispat.com |
Phone: +91 40 23773675, Fax: +91 40 23746169

Dear Member,

Sub : Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, Aditya Ispat Limited ('ADITYA' or 'the Company') is offering e-voting facility to its members to cast vote in respect of the business to be transacted at the 28th Annual General Meeting scheduled to be held on Monday, September 30, 2019 at 10.30A.M.

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

The e-voting particulars are set out below :

Electronic Voting Sequence No. (EVSN)	190905028
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The voting period begins on 27th September 2019 (9.00 am) and ends on 29th September 2019 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 23rd September 2019 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The detailed procedure for e-voting is given in Point No. 21 of the "Notes" in the Notice convening the 28th Annual General Meeting. The Notice of the Annual General Meeting and this communications are also available on the website of the company at www.adityaispat.com.

For Aditya Ispat Limited

Sd/-

Jyoti Kabra Singi

Company Secretary



ADITYA ISPAT LIMITED

Regd. Office : Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055.

28th
ANNUAL REPORT
2018 - 2019

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Board of Directors :

Shri Satya Bhagwan Chachan
Shri H.M. Dugar
Shri Sanjay Solanki
Shri Swamy S.B. Das
Smt. Usha Chachan
Shri S.K. Kabra
Shri S.K. Chirania

Chairman & Managing Director (DIN : 00080463)
Director (DIN : 00572246)
Director (DIN : 02378551)
Director (DIN : 01932558)
Director (DIN : 02304178)
Director (DIN : 01280980)
Director (DIN : 08555301)

Chief Financial Officer :

Smt. Alphonsa Domingo

Company Secretary :

Smt. Jyoti Kabra Singi

Auditors :

M/s. D.C.M. & Co.
Chartered Accountants
5-5-89/40, 1st Floor,
Sara Iron Market,
Ranigunj, Secunderabad - 500 003.

Registered Office & Works :

Plot No. 20, Phase V,
IDA, Jeedimetla,
Hyderabad - 500 055.
e-mail : info@adityaispat.com
Website : www.adityaispat.com
CIN : L27109TG1990PLC012099
ISIN No. : INE570B01012

Bankers :

City Union Bank Ltd.
Ameerpet Branch, Hyderabad - 500 016.

Registrar & Share Transfer Agents :

M/s. XL Softech Systems Limited
3 Sagar Society, Road No. 2, Hyderabad - 500 034.
Tel : 040-23545913/14/15, Fax : 040-23553214
E-mail : xlfield@gmail.com
ISIN NO. INE037E01016



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Phone: +914023773675, Fax: +914023746169

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Shareholders of the Company will be held at Rajasthani Graduates Association, Snatak Bhavan, 5-4-790/1, 1st Floor, Abids, Hyderabad – 500 001 on Monday, 30th September, 2019 at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Usha Chachan (DIN:02304178), who retires by rotation, and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. Reappointment of Mr Sanjay Solanki as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mr. Sanjay Solanki (DIN:02378551), holding office as an Independent Director upto 30th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in the Act along with Rules framed thereunder and Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years with effect from 1st October, 2019 upto 30th September 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Solanki be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution.

4. Reappointment of Mr. Swamy S B Das as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other

applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time , Mr. Swamy S B Das (DIN:01932558), holding office as an Independent Director upto 30th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in the Act along with Rules framed thereunder and Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of five consecutive years with effect from 1st October,2019 upto 30th September 2024 and also to continue to hold the position of Non-Executive Independent Director beyond 75 years of age

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Swami S B Das be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution.

5. **Appointment of Mr S K Chirania as an Independent Director**

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

"RESOLVED that pursuant to the provisions of Section 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mr. Shiv Kumar Chirania (DIN 08555301), who was appointed by the Board of Directors as an additional director of the Director of the Company with effect from 14th August,2019,and who holds office upto the date of forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act,2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a terms of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September 2019."

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S K Chirania be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the

extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution.

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

“RESOLVED that pursuant to the provisions of applicable regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the approval of the Company be and is hereby accorded for the continuation of Mr S.K. Kabra (DIN:01280980),aged 75 years as Non- Executive Director of the Company, who is liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S K Kabra be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this Resolution

By order of the Board
Sd/-

(Mrs. Jyoti Kabra Singi)
Company Secretary & Compliance Officer

Place: Hyderabad
Dated : 14.08.2019

NOTES:

1. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, to vote instead of himself/herself. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be accompanied by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted at the 28th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on Saturdays, Sundays and Public holidays up to and including the date of the Annual General Meeting and also at the Meeting
3. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2018-2019 are sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

4. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to the E-voting are given in the Notice under Note No. 21. Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of AGM.
6. Information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure in terms of Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2]; and the explanatory statement under section 102 of the Act, are annexed as Annexure 1. The Company has received the consents / declarations for their appointments / re-appointments under the Companies Act, 2013 and the rules thereunder.
7. Members holding shares in electronic mode:
 - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering the nomination.
 - (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically
8. Accordingly, the Company/XL SOFTECH SYSTEMS Limited has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
9. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for the ease of portfolio management.
10. The Securities & Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company to invgreivance@adityaispat.com or xlfield@gmail.com or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent –XL Softech Systems Limited for the same.
13. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to the Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copies of the said documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.