



# **ASHIANA ISPAT LIMITED**

*Manufacturer: Kamdhenu TMT Bars*



**2022-23**  
**31st Annual Report**



## Corporate Information

### BOARD OF DIRECTORS

Ms. Ashita Jain	-	Chairman
Mr. Naresh Chand	-	Wholetime Director
Mr. Puneet Jain	-	Managing Director
Mr. Rajesh Kumar Pal	-	Independent Director
Ms. Anu Bansal	-	Wholetime Director
Ms. Shruti Jain	-	Independent Director

#### STATUTORY AUDITORS

M/s S. Singhal & Company  
Chartered Accountants  
E-127, Industrial Area,  
Bhiwadi-301019, Distt. Alwar (Rajasthan)

#### INTERNAL AUDITOR

Ms. Ashita Jain

#### COST AUDITOR

M/s Mithlesh Gupta & Co.

#### SECRETARIAL AUDITOR

M/s Bir Shankar & Co.  
G-3/5 & 6, III Floor, Sec - 16, Rohini,  
New Delhi - 110089

#### BANKERS

State Bank of India  
G -29 TO G-34, PLOT NO. 1,2,3 NDM-II,  
NETAJI SUBHASH PLACE  
PITAMPURA, NEW DELHI-110034

Yes Bank  
Ground Floor, C-66,  
Kirti Nagar, New Delhi- 110015

#### CORPORATE OFFICE

908-910, Pearl Best Height-II,  
Netaji Subhash Place,  
Pitampura, New Delhi- 110034

#### COMPANY SECRETARY & COMPLIANCE OFFICER

Harun Rashid Ansari

#### REGISTERED OFFICE & WORK

A-1116, Phase-III, RIICO Industrial  
Area, Bhiwadi-301019, Distt. Alwar  
(Rajasthan) E-mail : [ail@ashianaipat.in](mailto:ail@ashianaipat.in)

#### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Ltd.  
Noble Heights, 1st floor,  
Plot No NH-2, C-1 Block, LSC,  
Near Savitri Market, Janakpuri,  
New Delhi - 110058  
Tel : 011 - 4141 0592/93/94

CONTENT	PAGE NO.
MANAGING DIRECTOR SPEECH	1
NOTICE	3
DIRECTORS' REPORT	27
ANNEXURE TO DIRECTORS' REPORT	37
CORPORATE GOVERNANCE	44
SECRETARIAL AUDIT REPORT	63
MANAGEMENT DISCUSSION & ANALYSIS	69
INDEPENDENT AUDITORS' REPORT	72
BALANCE SHEET	88
STATEMENT OF PROFIT & LOSS	90
CASH FLOW STATEMENT	92



## MANAGING DIRECTOR'S SPEECH

To,

**Shareowners,**

It gives me immense pleasure to extend a warm welcome to you all to the 31st Annual General Meeting of your company.

In view of the Circulars issued by the Ministry of Corporate Affairs, AGM is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Before I speak to you about the performance of your company, let me briefly highlight the economic scenario in which your Company is operating.

The Steel Sector plays a pivotal role in crucial sectors such as construction, infrastructure, engineering, and defence sector. Over the years the steel sector has witnessed tremendous growth. The country is now a global force in steel production and the 2nd largest crude steel producer in the world.

Hon'ble Finance Minister in Budget 2022-23 focused on giving the necessary push to the economy by investing in various infrastructure projects. For Infrastructure development Rs.10.00 Lakh has been allocated in the Budget 2022-23. This allocated limit is 3% of the GDP and the amount is three times more from 2019. Similarly, The Ministry of Road Transport and Highways saw a 36% growth in its budget to about Rs.2.70 Lakh crore. It is assumed that in the upcoming Budget, the infrastructure sector will receive a similar amount to reach India's goal of becoming a USD 5 trillion economy by 2025.

With the rising demand for steel in modern architectures, the growth of the global TMT steel bar market is expected to grow significantly in the forecast period. Our performance has also been satisfactory and we reported attractive growth - as Overall revenues increased 6.06 % to Rs 46554.01 Lakh, profit after tax strengthened 195.83 percent to Rs.299.71 Lakh. EBIDTA margin has also been improved to 21.57 % to Rs.1280.34 Lakh indicating the sustainable robustness of the business model. The improvement in our performance during the year under review was not as much the result of a short-term increase in steel realisations as much as a conscious focus on business sustainability.

There is some concern before the company. Overall greater collection periods has decreased the liquidity and reduces the cash flow. But we are committed and determined to minimize average collection period and make the Company once again more profitable, competitive and capable to achieve even greater success in the future.

**Infusion of capital:**

With the aim of bringing cash liquidity in the business operations and creating more opportunities, the Company is planning to infuse fresh funds of upto Rs. 28 Crore in the form of preferential issue of Equity shares to boost the liquidity of the Company which will be accompanied by financial reforms to improve the overall cash flows and to generate more profits. This infusion of capital will be made in accordance with SEBI (ICDR) Regulations, 2015. This investment is a reflection of my conviction that it will create a longer term positive impact on the overall growth of the Company which will ultimately build the confidence of our stakeholders.

With the rising demand for steel in modern architectures, the growth of the TMT steel bar market is expected to grow significantly in the coming period and we are fully equipped with the renovated plant to encash the opportunity.

I would like to express my sincere appreciation to our shareholders for the support and confidence reposed in us, and all other stakeholders and government agencies, our bankers for the continuing commitment and support in your Company.

I look forward to seeing you in person at the next year AGM.

Thank you and Jai Hind!

**Puneet Jain**  
**Managing Director**  
**DIN: 00814312**

**NOTICE**

Notice is hereby given that the 31<sup>st</sup> Annual General meeting of the shareholders of Ashiana Ispat Limited ('AIL' or the 'Company') will be held on Thursday, 28<sup>th</sup> day of September 2023 at 11.00 a.m. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following:

**ORDINARY BUSINESS:**

1. To consider and adopt the standalone financial statements of the Company for the financial year ended 31st March 2023, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Puneet Jain (DIN: 00814312), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No. 3. Appointment of Mr. Manoj Kumar (DIN: 00906104) independent Director for a period of 5 (Five) years effective from August 29, 2023**

**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, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Schedule IV of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) -Regulations, 2015 (as amended), Mr. Manoj Kumar (DIN 00906104), who was appointed by the Board of Directors as an Additional Director (in the category of Independent Director) of the Company with effect from August 29, 2023 pursuant to Section 161 of the Act and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom a notice in writing under Section 160 of the Act has been received by the Company from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five years i.e., up to August 28, 2028 and shall not be liable to retire by rotation during such term.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Sh. Manoj Kumar 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".



**Item No. 4. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.**

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 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, the authorized share capital of the Company be and is hereby increased from Rs.15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One crore fifty lacs) Equity Shares of Rs.10/- (Rupees Ten only) to Rs.18,00,00,000 (Rupees Eighteen Crores only) divided into 1,80,00,000 (One crore Eighty Lakhs) Equity shares of Rs. 10/- each by creating an additional 30,00,000 (Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company).

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General Meeting, for substituting Clause V of the Memorandum of Association of the Company with the following clause.

**V. The Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore) divided into 1,80,00,000 (One crore Eighty Lakhs) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each.**

**“RESOLVED FURTHER THAT** Mr. Naresh Chand, Director or any other Director/ Company Secretary of the Company be and is hereby severally authorized to do such acts, deeds, matters, and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company.”

**5. ISSUANCE OF EQUITY SHARES OF THE COMPANY TO CERTAIN IDENTIFIED PERSONS/ENTITIES BELONGING TO THE “PROMOTERS” AND ‘NON-PROMOTER’ CATEGORY ON PREFERENTIAL BASIS:**



**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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed {“Stock Exchange(s)”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 87,50,000 (Eighty-seven Lakh Fifty thousand) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of Rs. 32/- (Rupees Thirty-two Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs.28,00,00,000/- (Rupees Twenty eight Crores Only), on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons (“Proposed Allottee(s)”):



<b>Sr. No</b>	<b>Name of the Allottee(s)</b>	<b>Number of Equity Shares up to 8750000</b>	<b>Category</b>
<b>1</b>	Naresh Chand	365000	Promoter
<b>2</b>	Puneet Jain	365000	Promoter
<b>3</b>	Uma Jain	365000	Promoter
<b>4</b>	Swati Jain	365000	Promoter
<b>5</b>	Naresh Chand HUF	362500	Promoter
<b>6</b>	Ashiana Fincap Pvt. Ltd.	365000	Promoter
<b>7</b>	Avinash Anant Joiel	3125000	Non-promoter
<b>8</b>	Palpandian Cheliya Thevar	3437500	Non-promoter
	<b>Total</b>	<b>8750000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above-mentioned allottees shall be Tuesday, August 29, 2023, i.e., being the date 30 days prior to the date Annual General Meeting scheduled to be held on Thursday, September 28, 2023.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided that the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.





- (e) Board of Directors or any committee thereof constituted for this purpose, will allot up to 8750000 (Eighty-Seven lacs Fifty thousand) equity shares to the proposed allottees or such other no. of shares as per in-principal approval granted by The Bombay Stock Exchange in terms of compliance with SEBI ICDR Regulations and SEBI (SAST) Regulations 2011 without further obtaining approval of shareholders of the issuer.
- (f) Allotment of Equity Shares shall only be made in dematerialized form.
- (g) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or any Committee of the Board and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters, and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, and signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors or any Committee of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers, and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**6. Ratification of M/s. Mithlesh Gupta & Co., Cost Auditors' remuneration**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) the consent of the Company be and is hereby accorded for payment of remuneration of Rs.40,000/- (Rupees Forty thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the financial year 2023-24 as may be applicable to the Company to M/s. Mithlesh Gupta & Co., Cost Accountants who were appointed as Cost Auditors of the Company by the Board of Directors at its meeting held on August 29, **2023**”.

Registered Office:  
A-1116, Phase-III, RIICO Industrial Area,  
Bhiwadi-301019, District- Alwar, Rajasthan  
Date: August 29, 2023

By Order of the Board

Ashita Jain  
Chairperson  
DIN: 09802051

Notes: 1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020, 13 April 2020 and further extended by MCA vide circular dated May 05, 2022 which is further extended by General Circular No. 10/2022 dated December 28, 2022(collectively referred to as 'MCA Circulars') permitted to hold the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue till September 30, 2023. Further, the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 has granted relaxation in respect of sending physical copies of annual report to members. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 31st AGM of the Company is being conducted through VC/OAVM, hereinafter called as 'e- AGM'.

2. The deemed venue for the 31<sup>st</sup> e-AGM shall be the registered office of the Company

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available