



2019-20 **ANNUAL** REPORT

PSL LIMITED

Shri Nitin Jain	Resolution Professional/Liquidator
<u>BOARD OF DIRECTORS</u>	
Shri Ashok Punj	Managing Director
Shri R. K. Bahri	Non-Executive Director
Shri C. K. Goel	Non-Executive Director
Mrs. Manjula N. Bhatia	Non-Executive Director
Shri N. C. Sharma	Independent Director
Shri Ashok Sharma	Independent Director
Shri Harry H. Shourie	Independent Director
Shri Harsh Pateria	Independent Director
*The powers of the Board of directors were suspended vide NCLT order 15th February. 2019	

<u>COMPANY'S EXISTENCE</u>
Registered Office: Kachigam, Daman, Union Territory of Daman & Diu 396210
Corporate Office: PSL Towers, 615, Makwana Road, Marol, Andheri (E), Mumbai-400059
Legal & Secretarial Office: 3rd Floor, Punj House, M-13A, Connaught Circus, New Delhi-110001
Marketing Offices: PSL Towers, 615, Makwana Road, Marol, Andheri (E), Mumbai-400059

Registrar and Share Transfer Agents
KFin Technologies Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032
Statutory Auditors
V. Praekh & Associates
Chartered Accountants, 37, Hamam Street, Fort,
Mumbai-400001

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NOTICE

To,
The Members of
PSL LIMITED

Notice is hereby given that **Thirty Second (32nd) Annual General Meeting** of the Company(in Liquidation) is scheduled to be held on Wednesday the **30th day of December 2020 at 10:30 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") , to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2020 including audited Balance Sheet as on even date and the audited statement of Profit & Loss for the period ended on that date, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company duly consolidated with those of Company's various subsidiaries for the Financial Year ended on 31st March, 2020, together with the Report of the Auditors thereon.

Regd. Office: -
Kachigam, Daman
Union Territory of –
Daman & Diu - 396 210
CIN: L67120DD1987PLC002395
Dated: 13 November, 2020

For PSL LIMITED

Sd/-

Nitin Jain
Liquidator
(Registration No.: IBBI/IPA-001/IP-P-
01562/2019-2020/12462)

NOTES:

1. General instructions for accessing and participating in the 32nd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a. In view of the outbreak of COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA / SEBI Circulars since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for 32nd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in 32nd AGM through VC/OAVM Facility and e-Voting during 32nd AGM. In line with the MCA Circulars and SEBI Circular, the Notice of 32nd AGM will be available on the website of the Company at www.pslimited.com, on the website of BSE Limited at www.bseindia.com, on website of National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

Members may join 32nd AGM through VC/ OAVM Facility 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Members may note that the VC/OAVM Facility, allows participation of upto 1,000 Members on a first-come-first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit and Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend 32nd AGM without any restriction on account of

first-come-first-served principle.

Attendance of the Members participating in 32nd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 32nd AGM and facility for those Members participating in 32nd AGM to cast vote through e-Voting system during 32nd AGM.

2. Instructions for Members for Remote e-Voting are as under:-

- a. Remote e-Voting period will commence on **Sunday, 27th December, 2020 (9:00 am IST)** and end on **Tuesday, 29th December, 2020 (5:00 pm IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 23rd December, 2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. **The details of the process and manner for remote e-Voting are explained herein below:**

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

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

Details on Step 1 is mentioned below:

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

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS as login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

IV. Your User ID details are given below :

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

V. Your password details are given below:

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

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

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

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

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self

attested scanned copy of Aadhar Card) by email to pslltdlegal@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pslltdlegal@gmail.com.
- 5. Instructions for Members for participating at 32nd AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at pslltdlegal@gmail.com.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pslltdlegal@gmail.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

6. Instructions for Members for e-Voting during the 32nd AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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

7. Other Guidelines for Members

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date of 23rd December, 2020.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- e. M/s. Avi Sangal & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
- f. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions

will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.pslimited.com and on the website of NSDL; such results will also be forwarded to the National Stock Exchange of India Limited, BSE Limited, where the Company's shares are listed.

8. Pursuant to the MCA Circulars and SEBI Circular, in view of prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of 32nd AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 32nd AGM and Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered alongwith scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address pslltdlegal@gmail.com.
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Notice of 32nd AGM and Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year, will be available on the website of the Company at www.pslimited.com and the website of Stock Exchanges at BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice of 32nd AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members

holding shares in electronic form are, therefore, requested to submit 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.

10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 25th December, 2020 to 30th December, 2020 (both days inclusive).
12. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market, members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ KFin Technologies Private Limited ('Karvy').
13. In accordance with provisions of section 124 of the Companies Act, 2013, such dividend amounts which remain unpaid or unclaimed for a period of 7 years with respect to two different dividends as per details stated at para no. VIII (i) of Corporate Governance Report annexed to the Director's Report will be transferred to IEPF. It may also be noted that once the unpaid/unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the IEPF in respect of such amount by the Member.
14. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website – www.pslimited.com.

For PSL LIMITED

Sd/-

Nitin Jain
Liquidator

(Registration No.: IBBI/IPA-001/IP-P-01562/2019-2020/12462)

Regd. Office: -
Kachigam, Daman
Union Territory of –
Daman & Diu - 396 210
CIN: L67120DD1987PLC002395
Dated: 13 November, 2020

DIRECTOR'S REPORT

To,
The Members of
PSL LIMITED

The Liquidator hereby presents this Thirty Second (32nd) Annual Report along with Audited Statements of Accounts of the Company for the Financial Year 2019-20.

Financial Performance:

The financial performance of the Company for the financial year ended on 31st March, 2020 is summarized below:

(Rs. in Crore)

Particulars	Standalone		Consolidated	
	31/03/2020	31/03/2019	31/03/2020	31/03/2019
Revenue from operations	69.93	80.12	225.09	215.93
Other Income	7.72	12.11	8.49	12.76
Total Income	77.65	92.23	233.58	228.69
Profit/(Loss) Before Depreciation, Finance Cost, Exceptional items, Extraordinary items & Tax	(13.99)	(1.29)	6.60	11.23
Less: Depreciation and Finance Cost	82.83	96.79	140.49	180.70
Less: Exceptional items				
Less: Extraordinary Items				
Profit/(Loss) Before Taxation Provisions	(96.82)	(98.08)	(133.89)	(169.47)
Less: Current Tax	-	-	3.40	2.08
Less : Deferred Tax	-	-	0.0051	(0.0036)
Profit / (Loss) After Tax	(96.82)	(98.08)	(137.29)	(171.56)
Balance Carried to Balance Sheet	(96.82)	(98.08)	(137.29)	(171.56)

Consolidated Financial Statements:

The Consolidated Financial Statements of your Company for the financial year 2019-20 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued there under, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). These statements have been prepared on the basis of audited financial statements of your Company and of, its subsidiaries as approved by their respective Board of Directors.

Dividend:

As the Financial Year under review witness losses no dividend could be considered for distribution to the members.

Transfer to Reserves:

Consequent upon company having suffered losses during the year under review, no amount was transferred to general

reserve account of the company.

Development regarding Corporate Insolvency Resolution Process(CIRP) culminating into initiation Of company's Liquidation

Members may recall that they were well informed about various developments pertaining to Corporate Insolvency Resolution Process(CIRP) formally commenced on 15th February, 2019, after passing of an order to that effect by Ahmedabad Bench of NCLT on company's application filed with it earlier.

Since no Resolution Plan could succeed the said Hon'ble Bench of NCLT while disposing of an application filed by Resolution Professional in compliance of a decision of Committee of Creditors has vide its order dated 11th September, 2020 order for liquidation of the Company as a going concern.

To carry out the liquidation process of the company Hon'ble NCLT has appointed Mr. Nitin Jain as Liquidator.

Business Performance:

Although CIRP has commenced on 15th February, 2019 i.e. in the preceding Financial Year 2019-20 itself, your company took a cautious decision of continuing its manufacturing operations to the maximum possible extent. Such continued operation served many purposes such as ensuring smooth functioning of company's valuable plant and machinery, generating of employment for competent technical workforce at the plant level and meeting fixed cost of the company from the profit so generated even by limited operations.

As a direct result of sustained effort put in by company's senior management the total income which was Rs.92 Crores in previous Financial Year ended on 31st March, 2019 got marginally reduced to Rs.78 Crores.

The aforesaid sustained efforts of the management also showed reasonably good results as far as company's performance on consolidated basis is concerned. Since the consolidated turnover which was Rs.228 Crores in the preceding Financial Year 2018-19 got enhanced to Rs.234 Crores in the year under review.

Status of OA filed by Creditors against the company in Debt Recovery Tribunal:

Members may note that prior to the admission of Company's reference by Hon'ble NCLT various secured creditors of the company through M/s Edelweiss Assets Reconstruction Co. Ltd. filed an OA before the Debt Recovery Tribunal in New Delhi with an objective of procuring a recovery order from the said Court for the different amounts payable by the company to different secured creditors. Similarly another creditor of the company namely Indian Bank has also filed an OA before the Debt Recovery Tribunal (DRT) for recovery of its debt. While after the said filing of two OAs, regular hearings in the DRT Court were being held, the company informed the said DRT Court about the admission of company's application under Section 10 of Insolvency and Bankruptcy Code by Ahmedabad bench of NCLT. As a direct result of commencement of

moratorium period both the aforesaid proceedings in the DRT Court against the company have been stayed. However, both the matter will proceed against the other defendants. Now since the Company has been ordered to be liquidated, the said moratorium has ceased to operate. The above stated OAs are currently pending before the DRT, Delhi.

Performance of Subsidiary Companies:

Presently your company has four direct subsidiaries and one step down subsidiary, two of the direct four subsidiary namely PSL Gas Distribution Pvt. Ltd. and PSL Infrastructure and Ports Pvt. Ltd. have not been in an active operation and therefore, no revenue was generated in them. The other two subsidiary namely PSL Corrosion Control Services Ltd., and Pipelines Systems Ltd. including step down subsidiary PSL FZE had performed reasonably well during Financial Year under review. Since the former recorded turnover of Rs. 11914.51 lacs and net profit of 827.66 lacs while the latter registered turnover of Rs. 3621.81 lacs and net loss of Rs. 4866.56 lacs.

As a direct result of the moderate performance of the said two subsidiaries the consolidated total income of your company could reach Turnover of Rs. 22509 lacs .

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 the Company has prepared consolidated financial statement of the Company which forms part of this Annual Report. Further, a statement containing salient features of Financial Statements of subsidiaries (excluding the two subsidiaries in USA) in the prescribed format AOC-1 is appended to the financial statements of the Company.

Further pursuant to the provisions of section 136 of the Companies Act, 2013 the Audited Financial Statement, Consolidated Financial Statement along with relevant documents and separate audit accounts in respect of subsidiaries are available on the website of the Company.

Directorate:

Your Board comprised of total of 8 Directors which includes 4 Independent Directors. Although consequent upon commencement of CIRP on 15th February, 2019, the powers of the Board got ceased in accordance with the relevant provisions of Insolvency and Bankruptcy Code , 2016 however in order to discharge their statutory responsibilities Directors held total of 5 Board Meeting during the year under review.

Directors' Responsibility Statement:

Pursuant to the provisions contained in Section 134(3)(c) of the Companies Act, 2013 and subject to disclosures in the Annual Accounts, your Directors state as under:

- a) While preparing the annual accounts of the financial year ended on March 31, 2020, the applicable accounting standards have been followed and there are no material departures.
- b) That the Directors have selected appropriate accounting policies in consultation with Statutory Auditors and applied them consistently to give a true and fair view of the state of affairs of the Company at the end of financial year under review

and Profit & Loss Account of the period under report.

c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) Annual Accounts have been prepared on a going concern basis.

e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Board Diversity:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure us retain our competitive advantage. The Board has adopted the Board Diversity policy which sets out the approach to diversity of the Board of Directors.

Number of Meetings of the Board:

Consequent upon commencement of CIRP on 15th February, 2019, the powers of the Board got ceased in compliance of relevant provisions of Insolvency and Bankruptcy Code , 2016 , however in order to discharge their statutory responsibilities Directors held total of 5 Board Meeting during the year under review, the details of which are given in the Corporate Governance Report that is annexed to this Report as Annexure – VI.

Declaration by Independent Directors:

Pursuant to provision of section 149(7) of the companies Act, 2013 the Company has received necessary declaration from each Independent Directors that he meets the criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and Regulations 25 of SEBI (LODR) Regulations, 2015.

Policy on Director's appointment, remuneration and other details:

Your Company has constituted a Nomination and Remuneration Committee which is empowered to nominate the number of members of the Board and various standing committees based on their different experience levels, knowledge and educational qualifications in different Sectors and discipline relating to the Company's business.

The remunerations paid to Executive Directors are in accordance with the recommendation of the Nomination & Remuneration Committee as well as by the prescribed law. Due care is also taken to ensure that the remuneration package is consistent with the recommended best practices in the country.

Board Committees:

For assisting the Board of Directors in discharging its responsibilities in various fields effectively & efficiently, various Standing and Non-standing Committees are constituted by the Board from time to time. The detail of all standing committees along with their composition and meeting held during the year under review are given in the Report of Corporate Governance which forms part of this Report.

Risk Management:

Your Company has constituted a Risk Management Committee as a measure of good governance, although not mandatory on our Company. The details of the Committee and its terms of reference are set out in the Corporate Governance Report.

Your Company has adopted a Risk Management Policy, pursuant to the provisions of Section 134 of the Act, to identify and evaluate business risks and opportunities for mitigation of the same. This framework seeks to create transparency, minimize adverse impact on business objective and enhance your Company's competitive advantage. The risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

Performance Evaluation of the Board:

Since the powers of the Board of Directors have been suspended w.e.f. 15th February, 2019 pursuant to the orders of Hon'ble National Company Law Tribunal (NCLT) dated 15th February, 2019, evaluation of the Board has not taken place.

Internal Control and Adequacy:

Your Company has a proper and adequate system of Internal Control for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Internal Control System is supplemented by an extensive audit conducted by well structured Internal Audit Department of the Company. The said audit is by and large conducted on quarterly basis to review the adequacy and effectiveness of internal controls and to suggest improvement for strengthening them. Proper reviews are carried out to ensure follow-up on the audit observations.

Corporate Governance Report:

The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

The requisite certificate from M/s. V Parekh & Associates, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Schedule V is attached to the Report on Corporate Governance.

Management Discussion and Analysis Report:

The Management Discussion and Analysis Report as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this report and gives details of the overall industry structure & development, opportunities & threats, internal controls systems and their adequacy, financial performance with respect to operational performance, etc.

Contracts or Arrangements with related parties under Section 188(1) of the Companies Act, 2013:

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. Further, there were no transactions with related parties which qualify as material transactions under the SEBI Listing Regulations. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required.

The details of the related party transactions as per Accounting Standard 18 are set out in Note 35 to the Standalone Financial Statements forming part of this report.

The Company has also formulated a policy on Related Party Transactions as approved by the Board of Directors which has been uploaded on the website of the Company.

Auditors:

1. Statutory Auditors and Auditors' Report

M/s V. Parekh & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 29th September, 2017 for a continuous period of 5 years commencing from Financial Year 2017-18. So M/s V. Parekh & Associates would continue to act as Statutory Auditors for the Financial Year 2020-21 also.

The notes to the accounts referred to in Auditor's Report are self-explanatory and therefore do not call for any further comments by the Board of Directors. Auditor's Adverse Observations and Management Response to Auditor's Adverse Observations are given in the Annexure-I forming part of this Report.

2. Secretarial Auditor:

A firm of Practising Company Secretary namely "AviSangal & Associates" was appointed to undertake the Secretarial Audit of the Company for the year ended March 31, 2020 as required under Section 204 of the Companies Act, 2013 read with rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith which form a part of this Report as Annexure-II.