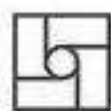


57th
Annual
REPORT

2017-2018

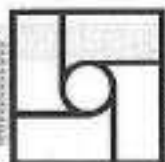


SHARDA ISPAT LIMITED
NAGPUR



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SHARDA ISPAT LIMITED, Nagpur

BOARD OF DIRECTORS

SHRI. NANDKISHORE SARDA : Chairman & Managing Director

SMT. POONAM SARDA : Whole Time Director & CFO

SHRI. H. K. DASS : Independent Director

SHRI. R. P. MOHANKA : Independent Director

SHRI. RAMESH MANTRI : Independent Director

Company Secretary &

Compliance Officer

: SHRI. AMIT B. MUNDADA

Secretarial Auditors

: M/S. SUNIL KUMAR SHARMA & ASSOCIATES

Practicing Company Secretaries

2nd Floor, Samarth Building, Sona Restaurant

Square, C.A Road, Gandhibagh, Nagpur - 440002.

Statutory Auditor

: M/s. SUBHASH CHAND JAIN

ANURAG & ASSOCIATES

Chartered Accountants,

Flat No. 203, Tower F, Godrej Anandam, World City,

Model Mill Compound, Ganeshpeth, Nagpur-18

Internal Auditor

: M/s. R.S. JAIN & ASSOCIATES

Chartered Accountants,

Sadar, Nagpur - 440001.

Bankers

: NAGPUR NAGARIK SAHAKARI BANK LTD.

Registered Office

: Kamptee Road, Nagpur - 440026

Phone No. 0712-2640071

E-mail : shardaispat.ngp@gmail.com

Corporate Office

: 'DA-ROCK', Plot No. 230, 6th Floor,

Hill Road, Shivaji Nagar, Nagpur-440010

Plant

: Kamptee Road, Nagpur - 440026

Address For

: M/s. Adroit Corporate Services Pvt. Ltd.

Correspondence to

17 - 20, Jaferbhoy Industrial Estate,

Share Department

Makwana Road, Marol Naka,

Marol, Andheri (E), Mumbai - 400059

Website

: www.shardaispat.com

**COMMITTEES:****1. Audit Committee**

Sr.No.	Name of the Members	Position
1.	Shri. R.P. Mohanka	Chairman
2.	Shri. Ramesh Mantri	Member
3.	Shri. H. K. Dass	Member

2. Nomination and Remuneration Committee

Sr.No.	Name of the Members	Position
1.	Shri. R.P. Mohanka	Chairman
2.	Shri. Ramesh Mantri	Member
3.	Shri. H. K. Dass	Member

3. Stakeholders Relationship Committee

Sr.No.	Name of the Members	Position
1.	Shri. H.K. Dass	Chairman
2.	Shri. Nandkishore Sarda	Member
3.	Smt. Poonam Sarda	Member

**SHARDA ISPAT LIMITED**

(CIN: L74210MH1960FLC011836)

Regd Office : Kamptee Road, Nagpur 440 026 Ph.: 0712- 2640071, 72
e-mail: shardaispat.ngp@gmail.com, website : www.shardaispat.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 57th Annual General Meeting of the Members of Sharda Ispat Limited will be held on Saturday, the 22nd day of September, 2018 at 10.00 a.m. (I.S.T), at the Corporate office of the Company at Da-rock, Plot no.230, 6th Floor, Hill Road, Shivaji Nagar, Nagpur-440010, to transact the following business:

ORDINARY BUSINESS

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

"RESOLVED THAT the audited financial Statements for the financial year ended 31.03.2018 of the company and the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted."

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

"RESOLVED THAT Smt. Poonam Sarda (DIN 00190512), the retiring director, be and is hereby re-appointed as Director of the Company, liable for retirement by rotation."

SPECIAL BUSINESS

3. To approve the Remuneration of the Cost Auditors

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)/re-enactment(s)/amendment(s) thereof, for the time being in force), the remuneration payable to M/s. Narendra Peshne and Associates, Cost Accountants, Nagpur (Firm Registration No. 100269) appointed by the Board of directors on the recommendation of Audit Committee, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, amounting to Rs.30,000/- be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or the Company Secretary be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."



4. RECLASSIFICATION OF SHAREHOLDERS FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY:

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

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 (**"SEBI Listing Regulations"**) and the arrangement/understanding between Shri. Nandkishore Sarda, Chairman & Managing Director of the Company and List of promoters of Shri J.K.Sarda group which holds 28.02% of Shares of the issued and paid-up share capital of the Company. As per the provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015, 10% shares of their total holding are reclassified from the "Promoter and Promoter Group" category to the "Public" category, in the shareholding pattern filed with the Stock Exchanges with effect from the date of this special resolution.

RESOLVED FURTHER THAT the J.K.Sarda group promoters has fulfilled all the following necessary requirements for reclassification as required under Regulation 31A of the SEBI Listing Regulations:

- That it does not have any special rights through formal or informal agreements.
- That it does not hold, individually or in aggregate, more than 10% of the paid up capital of the Company; and
- That it or any person nominated by it, does not and shall not act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

RESOLVED FURTHER THAT pursuant to the fulfillment of the above three conditions as per Regulation 31A of the SEBI Listing Regulations, J.K.Sarda group shall cease to be a part of the "Promoter Group" of the Company with effect from the date of this special resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to Shri.Nandkishore Sarda, Chairman and Managing Director of the Company in order to give effect to this Resolution including filing of necessary forms/returns with the Ministry of Corporate Affairs/Stock Exchanges/other authorities concerned."

5. 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 Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of association of the Company with respect to the object clause (Clause III) of the Memorandum of Association of the Company



and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri. Nandkishore Sarda, Chairman and Managing Director of the Company be and is hereby authorised to do all such acts, deeds, things and to sign all such other documents (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai/ Ministry of Corporate affairs), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolutions."

For and on behalf of the Board of Directors

Date: 13.08.2018

Nandkishore Sarda

Chairman & Managing Director

DIN: 00229911

Place: Nagpur

Address: Plot No.32,

Cement Road, Shivaji Nagar,

Shankar Nagar, Nagpur-440010

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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 a Member.

- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- 4) The Register of Members and Share Transfer Books of the company will remain closed from 15.09.2018 to 22.09.2018 (both days inclusive).
- 5) The shareholders holding shares in physical mode are requested to intimate the changes, if any, in their registered address, Bank mandate i.e. name of bank, branch address, account



number, MICR/IFS Code to the Company and/or R & T Agent, or their respective Depository Participants (DPs), if the shares are held in demat mode.

- 6) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 7) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's R & T Agent, for consolidation into a single folio.
- 8) SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's R & T Agent, mentioning your correct reference folio number in case of holdings in physical form.
- 9) In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Wednesday, September 19, 2018 (09:00 a.m.) (IST) and ends on Friday, September 21, 2018 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, Friday, September 14, 2018 (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 10) Non Resident Indian Members are requested to inform R & T Agent, immediately of:
 - a) Change in there residential status on return to India for permanent.
 - b) Notify immediately any change in there address.
 - c) Write to the Company's R & T Agent enclosing their share certificates for consolidation into one folio for better investor service, if they have more than one folio in identical order of name(s).

The instructions for shareholders voting electronically are as under:

1. The voting period begins on September 19, 2018 (09:00 A.M.) and ends on September 21, 2018 (05:00 PM IST). During this period shareholders* of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 14, 2018 of (Record Date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.



4. Click on Shareholders.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical 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">■ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.■ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.

16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. 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.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. **Note for Non Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. In case of Members receiving the physical copy :

- (A) Please follow all steps from sl. no. (1) to sl. no. (17) above to cast vote.
- (B) The voting period begins on Wednesday, September 19, 2018 at 09:00 a.m. IST and ends on Friday, September 21, 2018 at 5:00 p.m. IST. During this period, shareholders of the Company, holding shares as on Friday, September 14, 2018, (Cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at 'www.evotingindia.co.in' under help section or write an email to 'helpdesk.evoting@cdslindia.com'.

Members may alternatively cast their votes using the Ballot Form which is sent along with this Notice and is also available on the website of the Company. Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, at M/s. Sunil Kumar Sharma &