



# CONTENTS

Corporate Overview	2
Aspiration & Strategies	4
User Industries	6
Product Profile	8
Board of Directors	10
Management Discussion & Analysis	12
Director Report	18
Corporate Governance Report	45
Independent Auditor's Report	62
Financial Statements	69
AGM Notice	108



## **JTL INFRA LTD.**

*Rapidly extending capacities, capabilities across the Locations, Geographies, Customers, Key Markets, User Industries.*

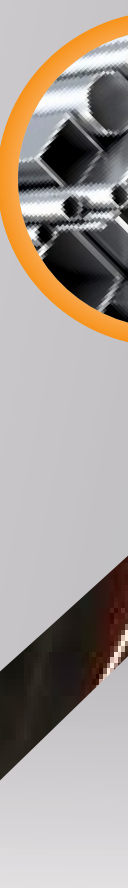
*Aspiring to emerge as Fastest Growing Company in ERW Steel Tube Industry Matrix.*

# MISSION

- To be among India's top five steel tube manufactures
- To create sustainable value for all the stakeholders
- To involve all the employees in company's overall development
- To emerge as a quality manufacture of the entire spectrum of Steel Tubes
- To adopt sustainable environment friendly procedures, practices

- Rapidly increasing its presence -extending manufacturing footprint to West India
- Focusing on Latest Technology, economies of scale, optimization of cost of production
- Increasing its presence in value added branded products space, new age applications

**We are an ISO 9001: 2015 Certified Company which is recognized as Star Export House by Government of India and won several EEPC Exports Awards from Engineering Export Promotion Council of India.**





## VISION

To provide customers the most compelling products, while leading for sustainable business.



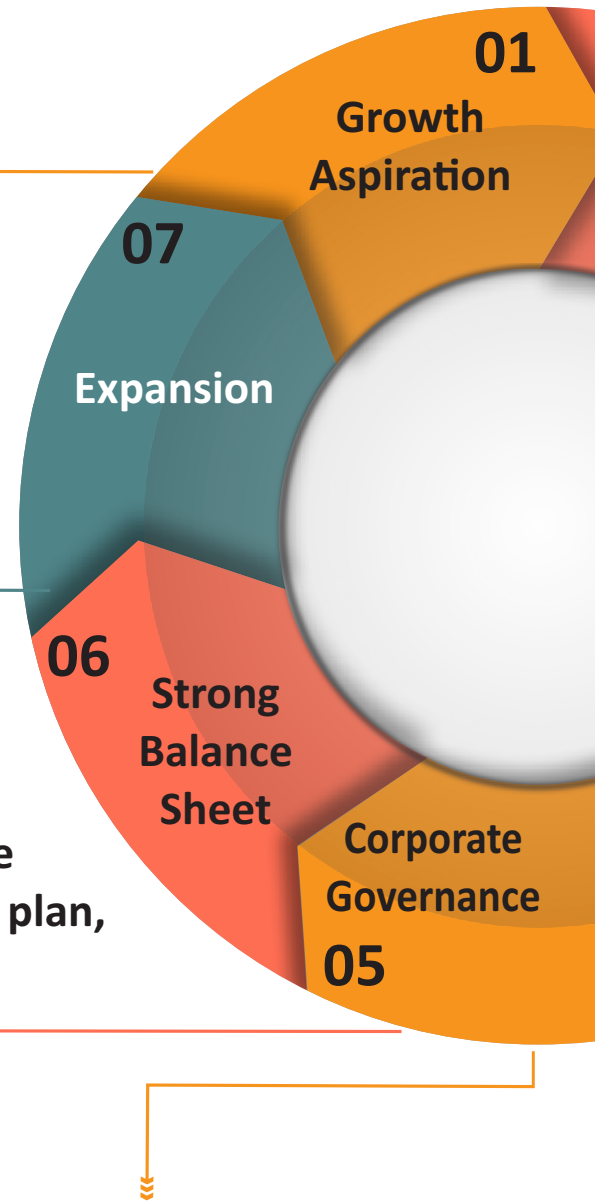
## FUTURE ASPIRATIONS AND STRATEGIES

Targeting above-industry average growth rate. Think Tank and Execution Team, Manufacturing, Operations, Marketing plans already in place and we are committed to achieve at-least 35% CAGR growth in next 5 years.

Going to increase installed capacities by 5 times in next 5 years for achieving targeted sales. Roadmap for capacity enhancement and increased utilization levels already in place.

Continuously keeping eye on the working capital cycle and Capex plan, and targeting to keep debt-equity ratio of the Company below 1

Improving composition of the Board to ensure better corporate governance practices, transparency and sustainability.



**Investing in technology, resources to further increase EBIDT, Net Margin per MT and return ratios thereby increasing stakeholders value**



**Margin Accretive 02**

**New Products, Markets 03**

**Geographical Diversification 04**

**04**

**Investing in new age technologies, products. Expanding its manufacturing base and recently commissioned a new plant in a very strategic location near Mumbai to target and serve promising market exists in western and southern part of India**

**Commissioned a green field state of the art manufacturing plant in western part of India to extend company's manufacturing footprint into emerging market.**

## ERW TUBES SERVE ALL KEY SECTORS OF THE ECONOMY



### » Irrigation & Agriculture

- Agriculture Implements
- Drip Irrigation
- Water Distributor
- Pump & Water Conveyance
- Greenhouses



### » Construction & Building Material

- Green Construction
- Buildings/Structures
- Fencing/Roofing
- Hand railing
- Fire-fighting
- Scaffolding
- Window/Door frame
- Ducting
- Furniture

JTL Infra is investing on technology for serving New Age needs across high-potential business segments





## » **Core Infrastructure**

- Airports
- Ports
- Metros
- Prefabricated
- Gas Pipelines
- Telcom Towers
- Poles
- Stadiums



## » **Energy & Engineering**

- Solar plants
- Power plants
- Cranes
- Gym equipment
- Heavy engineering goods

## » **Heavy Vehicles**

- Truck & Bus body
- Heavy Vehicle Axles
- Seat frames



Strong Government impetus, increasing per-capita purchasing power, improving lifestyle dynamics provide a boost to all Key Sectors of the Indian economy With enormous untapped potential across all major Sectors and new age applications **JTL Infra's business model** is well-positioned to capitalize on all emerging sectoral trends.

## PRODUCTS PROFILE



*We have a large scale unit engaged in manufacturing and exporting galvanized steel tubes/pipes and welded black pipes/tubes and Electrogalvanized Steel tubes/pipes.*

*We manufacture steel tubes for a range of applications like Mild Steel tubes for structural purpose and mechanical & general engineering purpose, ERW Pipes for water, gas & sewerage, Steel tubes for idlers of belt conveyors, water wells and Lancing Pipes for various automotive & industrial applications.*

*Photovoltaic mounting systems (also called solar module racking) are used to fix solar panels on surfaces like roofs, building facades, or the ground. These mounting systems generally enable retrofitting of solar panels on roofs or as part of the structure of the building (called BIPV).*

*A solar cell performs the best when its surface is perpendicular to the sun's rays, which change continuously over the course of the day and season.*

**GALVANIZED STEEL  
TUBES & PIPES**

**SOLAR MODULE  
MOUNTING STRUCTURES**



*We manufacture and export hollow sections, structural hollow sections, hollow steel sections, square /rectangular hollow sections, round hollow sections, mild steel black ERW square tubes, rectangular tubes & round hollow section tubes and hot rolled steel sections as per customer's requirement.*

*These sections are available with anti-rust oil coating from inside & outside to ensure safe delivery to end customers.*

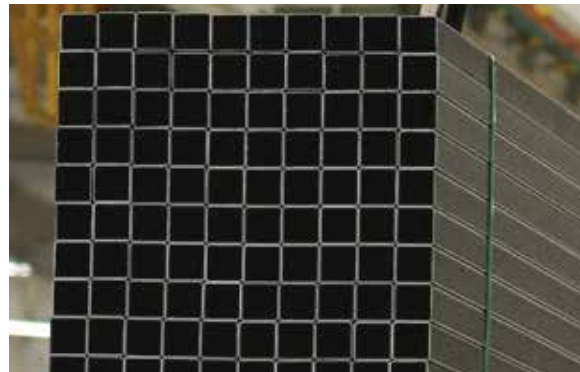


## HOLLOW SECTIONS

*Steel pipes are long, hollow tubes that are used for a variety of purposes. They are produced by two distinct methods which result in either a welded or seamless pipe. In both methods, raw steel is first cast into a more workable starting form.*

*These Pipes & Tubes are used in Water Gas & Air Pipeline, Automobiles, Power & Industrial*

*Boilers, Transformers, Superheaters, Economisers, Heat Exchangers, Railway, Electrification and Furniture Applications etc.*



## STEEL TUBES & PIPES



## PROFILE OF THE BOARD OF DIRECTORS



### **MR. MITHAN LAL SINGLA – NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

Mr. Mithan Lal Singla is the Promoter of the Company and Non-Executive Director on the Board of the Company. He helps the Company in all critical situations with his valuable advice. He has more than 35 years of experience in steel business. Mr. Singla has been instrumental in setting up of the Company's existing manufacturing facilities. He has been associated with various ventures in different capacities and is conversant with the latest industrial techniques.

His excellent management skills have contributed to business growth and development of the Company.



### **MR. MADAN MOHAN SINGLA – MANAGING DIRECTOR**

Mr. Madan Mohan Singla is the promoter of the Company and Managing Director on the Board of the Company. At the helm of the Company, Mr. Singla epitomizes the depth of acumen of the tubes and pipes industry and astute business sense. With a rich experience of over 30 years in various steel industry segments, Mr. Singla steers the Company with a clear vision of growth in context with the changing market scenario. Mr. Singla is known for his business finance and strategic abilities.

Under his leadership, the Company grew exponentially gaining national and international recognition.



### **MR. RAKESH GARG – WHOLE TIME DIRECTOR**

Mr. Rakesh Garg is the promoter of the Company and Whole Time Director on the Board of the Company and has more than 27 years of experience in steel industry. He has been specifically assigned with the trade and commercial operations of the company and liaising with various agencies, business associates.

Mr. Garg also has wide experience in industrial projects, engineering and management affairs. He is extensively experienced



### **MR. BHUPINDER NAYYAR – INDEPENDENT DIRECTOR**

Mr. Bhupinder Nayyar is an Independent Non-Executive Director on the Board of the Company. He is M.Com from Delhi School of Economics, LLB from Law Centre, University of Delhi, CAIIB. Mr. Nayyar has more than 38 years of vast exposure in Banking Industry in different areas of its operation, which includes working/overseeing in/of various Zones across the Country, several foreign assignment besides actively handling Large Corporate Credit, Treasury, International Banking Division, Human Resource Development Department, Merchant Banking Division, Risk Management, Accounts, Compliance, Credit Monitoring and Rural Development & Priority Sector etc.

He has been the Executive Director at Oriental Bank of Commerce and General Manager at Bank of India. He has rich experience of capital markets, banking, regulatory affairs and management and administration of investor relations.



### **MR. SUKHDEV RAJ SHARMA – INDEPENDENT DIRECTOR**

Mr. Sukhdev Raj Sharma possesses 37 years of experience working as a seasoned banker. He started his career in Punjab National Bank as Management Trainee in 1977 and gradually moved to the Top Management of the Banking Industry. He served as DyGM and GM levels for more than 9 years. He is also enriched with Overseas experience, wherein from January, 2009 to August, 2011, he had been Managing Director of PNB International Ltd. London (UK), a 100% subsidiary bank of Punjab National Bank. His Last assignment, from October, 2011 to May, 2015, was as Field General Manager, Delhi & NCR.

Mr. Sharma was superannuated on May 31, 2015. Currently working as Advisor to an Investment Banking Co., for last 5 years and also engaged in various social activities.



### **MS. PREET KAMAL KAUR BHATIA – INDEPENDENT DIRECTOR**

Ms. Preet Kamal Kaur is an Independent Non-Executive Director on the Board of the Company. She is a Chartered Accountant by qualification and has around 10 years of experience in Corporate Finance, Accounts, Taxation and other related matters. She has always been supervising the accounts and taxation department of the Company.

Ms. Bhatia is associated with the Company since 2015 as an Independent Director and the Board is always benefitted from her expert level guidance and support.

## MANAGEMENT DISCUSSION AND ANALYSIS

The management of the Company is pleased to present this Management Discussion and Analysis Report in compliance with Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

### ECONOMIC REVIEW

**Global Economy** The global economic growth softened from a downwardly revised 3% in 2018 to 2.9% in 2019, its lowest level since 2008-09. Softening of international trade and manufacturing activity, unchanged and elevated trade tensions and substantial financial market pressures experienced by some large emerging markets are the factors behind weakening. However, on the positive side, market sentiments were boosted by signs of manufacturing activities and bottoming out of global trade, a broad-based shift toward accommodative monetary policy, intermittent favourable news on US-China trade negotiations, and diminished fears of a no-deal Brexit towards the end of 2019. While the baseline growth projections for 2020 were weaker, there were signs of stabilisation as the link between still resilient consumer spending and improved business spending was reinforcing. In January, when the world was slowly recovering, China was hit by coronavirus (covid-19), now a pandemic, which gradually spread out to other countries. The COVID-19 pandemic inflicted high and rising human costs worldwide, and the necessary protection measures were severely impacting economic activity. As a result of the pandemic, the global economy is projected to contract sharply by -3% in 2020, much worse than during the 2008- 09 financial crisis. However, the recovery is likely to be robust, driven by policy stimulus measures in place but lot will depend on the COVID-19 infection curve. As lockdowns get lifted in H2-2020, manufacturing/industrial sector is expected to rebound and witness considerable level of re-stocking.

*(Source: World Economic Outlook, April 2020 update)*

### INDIAN ECONOMY

India's GDP growth rate for the year 2019-20 is estimated to be 4.2% as compared to 6.1% in 2018-19. The GDP growth decelerated for the seventh consecutive quarter. Sluggish growth of consumption and consequent decline in fixed

investment led to the decline in GDP growth during the year. 2019 being a difficult year for the global economy as well, the world output growth was seen at its slowest pace of 2.9%. A weak environment for global manufacturing, trade, and demand adversely impacted the Indian economy. While India was battling with its own form of slowdown in form of liquidity crisis in NBFCs, poor consumption, weak investments, and consumer sentiments; a combination of fiscal stimulus and financial sector reforms was sought to help boost investments and consumption. Reforms to simplify taxation, lighten business regulations, lending rate cuts and upgrade infrastructure together formed India's efforts to support a recovery in growth.

The green shoots of a rebound that were observable at the end of 2019 have been overtaken by the negative impacts of the global crisis. While India's macro-economic fundamentals were strong as ever and recovery in growth was expected in the next fiscal, the covid-19 casted a long shadow over the anticipated mild recovery. With India observing a nationwide lockdown, corporates, manufacturers, and workforce will shoulder the major brunt of the lockdown. To fight this, Government of India announced a 1.7-trillion-rupee (\$22.6 billion) economic stimulus plan providing direct cash transfers and food security measures to give relief to millions of poor people hit by a nationwide lockdown over COVID-19. The Government also outlined plans for medical insurance cover of 5 million rupees (\$66,000) for every frontline health worker, from doctors, nurses, and paramedics to those involved in sanitary services.

*(Source: economictimes.com)*

### PRESENT INDUSTRY OUTLOOK:

The New Industrial policy opened up the Indian iron and steel industry for private investment by (a) removing it from the list of industries reserved for public sector and (b) exempting it from compulsory licensing. Imports of foreign technology as well as foreign direct investment are now freely permitted up to certain limits under an automatic route. Ministry of Steel plays the role of a facilitator, providing broad directions and assistance to new and existing steel plants, in the liberalized scenario.



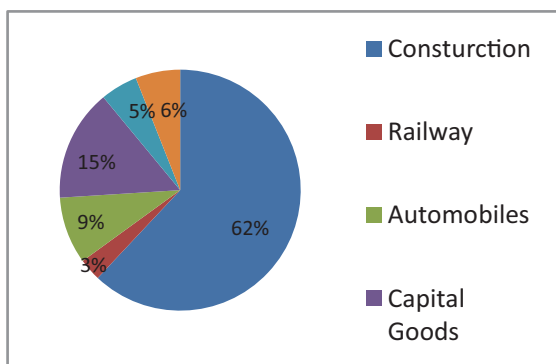
India was the world's second largest steel producer, as of 2018. The country is slated to surpass USA to become the world's second largest steel consumer in 2019. In India, as per Indian Steel Association (ISA), steel demand to grow by over 7 per cent in both 2019-20 and 2020-21. In FY19, India produced 131.57 million tonnes (MT) and 106.56 MT of gross finished steel and crude steel, respectively.

Exports and imports of finished steel stood at 0.72 MT and 1.12 MT, respectively, in FY20P (up to May). India's finished steel consumption grew at a CAGR of 7.5 per cent during FY08-FY19 to reach 97.54 MT. India's steel production is expected to increase from 106.56 MT in FY19 to 128.6 MT by 2021.

The Government has taken various steps to boost the sector including the introduction of National Steel Policy 2017 and allowing 100 per cent Foreign Direct Investment (FDI) in the steel sector under the automatic route. Between April 2000 and March 2019, inflow of US\$ 113.12 billion has been witnessed in the metallurgical industries as Foreign Direct Investment (FDI).

The Government has launched the National Steel Policy 2017 that aims to increase the per capita steel consumption to 160 kgs by 2030-31. The government has also promoted Policy which provides a minimum value addition of 15 per cent in notified steel products which are covered under preferential procurement.

India's per capita consumption of steel grew to 68.9 kgs, during 2017-18. National Steel Policy 2017 aims to increase the per capita steel consumption to 160 kgs by 2030-31.



Sector wise demand for steel

#### IMPACT OF COVID-19 ON STEEL INDUSTRY:

The COVID-19 has disrupted operations globally is well-known and the Steel Industries is no exception. Domestic steel makers are likely to face muted demand and oversupply which would lead to suppressed steel prices post-lockdown, according to a report by India Ratings (Ind-Ra). The corona factor crisis has impacted almost all supply chains dependent on China, which includes the steel sector. Therefore, outlook for the steel industry includes scenarios regarding the pandemics speed of propagation, possible recurrence, near-term impact of measures being taken to contain the outbreak, and the effectiveness of the stimulus announced by the Governments of various nations. After slower than expected growth in 2019, steel demand is estimated to contract significantly in the Financial Year 2020-21. According to the World Steel Association (WSA), it is possible that the impact on steel demand in relation to the expected contraction in GDP may turn out to be less severe than that seen during the erstwhile global financial crisis. In comparison with other sectors, the manufacturing sector is expected to rebound quicker though supply chain disruptions are likely to continue. Most of the steel producing regions are expected to witness a decline in crude steel output due to production cuts amidst ongoing lockdowns. However, it is expected that compared to other countries, China will move faster towards normalisation of economic activity as it was the first country to come out of the COVID-19 crisis. Governments of different nations have announced sizeable stimulus packages which are expected to favour steel consumption through investment in infrastructure and other incentives for the steel industry. In India, muted demand and oversupply is likely to result in suppressed steel prices and capacity utilisation in the near term. Since India depends largely on migrant labour, restarting construction and infrastructure projects will be a challenge. The demand from infrastructure, construction, and real estate sectors is likely to be subdued in the first half of the Financial Year 2020-21 due to the lockdown during the first quarter followed by the monsoons during the second quarter. Further, the demand from automobile, white goods, and capital goods sectors is likely to reduce significantly with consumers deferring discretionary spends in the near term. Effective government



stimulus and return of consumer confidence is likely to be the key driver for a gradual recovery over the second half of the Financial Year 2020-21.

### **RISK & CHALLENGES**

Risk is the vital factor of every business. The Company has in place a Risk management Committee which outlines the amount of risk involved in the business and various techniques for risk mitigation & Risk minimization. The Company believes that managing risks helps in maximizing returns. The Company's approach for addressing business risks is comprehensive and includes identification of Risks, periodic review of such risks and measures to for mitigating such risks.

Domestic steel demand in FY21 is likely to drop by around 12-15 per cent year-on-year with end-use industries being closed down and limited demand growth expected over the near term. Demand from infrastructure, construction and real estate sectors is likely to be subdued in 1HFY21 (first half of FY21) with the lockdown in 1QFY21 (April-June FY21) and the monsoon season over 2QFY21 (July-September FY21).

The biggest barrier, however, is the collapse of demand from various industries. As most consumers have postponed discretionary spending, there is muted demand in all industries, barring essentials such as groceries and FMCGs. Be it white goods, capital goods, automobiles and a host of others, the demand from consumers has plummeted.

Also, demand bouncing back quickly to pre-COVID-19 levels is unlikely soon. As many verticals have laid-off workers, placed some on furlough or announced salary cuts, the overall consumer sentiment is against any spending, except on essentials. Considering that COVID-19 is expected to stay on as a seasonal flu, the prospects of an economic bounce back will be tempered accordingly. Consequently, individual and institutional spending are bound to remain lacklustre for a year or so at least.

The growth trajectory of the steel industry has its own set of challenges. We outline the five major challenges to the growth prospects discussed in the previous section. The Indian steel industry is often regarded as uncompetitive globally. In 2016, World Steel Dynamics ranked India second in terms of cost of

conversion of iron ore to steel, after Ukraine. Indian mills were found to be more cost efficient in converting iron ore to steel than their counterparts in China, Japan or Korea. Most Indian integrated steel producers ranked within the top 35 steel mills globally.

While the government has recently lowered corporate tax rates to 25%, there are certain non-creditable taxes, duties and cesses, specifically paid by the steel sector, which reduce the competitiveness of Indian steel products in the global market.

Increasingly, environmental concerns are taking centre stage and the Indian steel industry is not immune to this trend. The steel industry is energy-intensive and is the second biggest consumer of energy globally. This leads to a higher carbon footprint and also affects the immediate environment. Using energy-efficient methods to produce steel will not only reduce production costs but also improve competitiveness. This can be achieved through highly developed energy management systems and usage of the latest technologies in steel production

### **OVERVIEW OF SOLAR STRUCTURE INDUSTRY**

Your Company is accelerating in Solar module Structure segment by providing good quality product at Domestic as well on exports. It established a new state of art facility at Mangaon, Raigad-Maharashtra is designed keeping in mind the geographical and surface data of the land where the farm is to be installed. According to analytics company Global Data, with 49% tenders announced and a 75.4% share, India was No. 1 among all other countries in the region, followed by the Philippines (with six tenders and a 9.2% share) and Pakistan (with five tenders and a 7.7% share), according to a Saur Energy International report.

Globally, though, the solar scene was gloomy.

Only 291 power plant tenders were announced during Q4 of calendar year 2019, which was a fall of 28% over the last four-quarter average of 404, according to the report. All top issuers of solar tenders for December 2019 in terms of power capacity involved in the APAC region were from India. About 85% of this equipment has been imported from China, Vietnam and Malaysia.

The December import figure has once again underlined a major problem the Indian solar sector faces. Despite the Indian government's "Make in India" program, plus heavy duties slapped on imports of these kinds of goods, the industry continues to bring equipment from abroad.

According to the Indian Express report, the money on imports of PV cells & modules in the last five years was about three times the cumulative Foreign Direct Investment (FDI) of India at U.S. \$4.83 billion that flowed into the entire renewable energy sector.

### FINANCIAL PERFORMANCE

The Financial statements of the Company are prepared in Compliance with the Companies Act, 2013 and significant accounting policies used for the preparation of financial statements are disclosed in the notes to financial statement.

Particulars	(Rs. In Lakhs)	
	FY 2020	FY 2019
Total Revenue	23267.64	32268.00
EBIDTA	1916.55	2449.65
Profit Before Tax (PBT)	1363.32	2059.28
Profit after tax (PAT)	1007.51	1450.13
Earnings Per Share (EPS)	9.92	14.49

There is decline of 27.89% in total revenue in the financial year 2019-20 as compared to previous year. The reason for decline in sales and margins as compared to financial year 2018-19 is low sales volume in government tender business in the State of Jammu and Kashmir due outbreak of turbulence over a period of more than 6 months in the state on account of abrogation of Article 370 and 35A of Indian Constitution. Though in the long run Abrogation of these Articles has created possibilities of development in the state which will increase demand for the company's products in the region, as its products are already have all the requisite approvals and well received by the end users, government agencies. Further, the Company started modernisation and debottlenecking of the facilities which got delayed and hampered the production in initial part of the current fiscal at our Derabassi Unit in the financial year 2019-20.

### BUSINESS STRATEGY:

#### EXPANSION OF COMPANY'S PRESENCE IN THE DOMESTIC MARKETS:

The Company is undertaking various marketing activities to expand and enhance its presence in the existing business segments by identifying markets where it can provide cost effective, technically advanced products to its clients. The Company envisage having close contacts with major end-users to provide greater client-interfacing.

#### FOCUS ON DEVELOPMENT OF INTERNATIONAL MARKETS FOR THE COMPANY'S PRODUCTS:

The Company's products are being supplied to European, African and the Middle Eastern markets, South East Asia. With continued thrust to expand the company is developing Latin American market.

#### STRENGTHENING OF PRODUCT PORTFOLIO

The company is focused to strengthen the product portfolio by developing capabilities to manufacture a wider range of products. To provide quality product at reasonable prices has always been the ultimate aim of the Company. The Company at its new plant in Mangaon, Raigad

#### MEETING QUALITY STANDARDS AND DEVELOPING CUSTOMER FOCUS:

The Company is committed towards best in class quality control processes and systems to manufacture absolute quality products for highest customer satisfaction. Total Quality Control (TQC) is carried out through the whole process of production; configurations of operation are being stringently respected. In order to achieve this, Company has testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory so that grievances can be minimized.

#### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Company has in place robust Internal Control system to maximize the effectiveness and efficiency by including activities that are tailored to the nature, size and complexity of the entity. The Company follows proper hierarchy for reporting



of routine activities. Direct access to the senior Management is available in extreme cases. The Company has framed whistle blower policy to report concerned areas to the Management. Management is responsible for establishing and maintaining internal financial controls. The Company has adequate Internal Control system with reference to financial statements and to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition.

## HUMAN RESOURCE:

Human Resources are capital of the Company. It could be invested through education and training which leads to an improvement in the quality and level of production. The Company has always given importance for developing individuals as well as teams. The system followed is transparent and performance based and it endeavors to retain, develop and provide better working environment to the employees by providing an atmosphere of trusteeship, competition and challenge, thereby providing opportunities for personal and professional growth through training and ample career enhancement opportunities. JTL Infra Limited has shown full commitment towards employees, investors, contractors, consultants and all related personnel by providing safe-working conditions along with other welfare measures.

## RISKS AND CONCERNS

Risk management is an integral part of the Company's operations. The Risk Management Policy of the Company facilitates identification and analysis of various internal and external risks, their implication on the business and mitigation measures. All the risks are regularly reviewed and focused approach is undertaken to mitigate the risks to curtail its impact on the operations of the Company.

**The major risks and suggested mitigation measures are described as under:**

**Corona virus (COVID-19):** The outbreak of COVID-19 pandemic globally and in India is causing a significant disruption and slowdown of economic activity. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing and closures of non-essential services and the uncertainty associated with the lifting or re-imposition of

these restrictions, have further aggravated the business environment. As a result, the IMF expects the global economy to contract sharply by 3% in CY 2020, in a baseline scenario, which assumes that the pandemic fades in the second half of CY 2020 and containment efforts can be gradually unwound. The IMF expects the global economy to grow by 5.8 percent in CY 2021 as economic activity normalises, helped by policy support by way of fiscal and monetary stimulus:

- **Slow Economic Growth Risk:** Economic slowdown adversely impacts on all steel end user segments like oil and gas, construction, capital goods, consumer durables, automobiles etc. The Company's revenue stream may get affected from certain unfavourable events like high inflation, macroeconomic slowdown, etc.

**Mitigation strategy:** With efficient government stimuli, India is well set for strong growth in the coming years. The Company's revenues are well-diversified because of its wide spanning product portfolio, multiple end user sectors and strong presence in international markets

- **Competitors' Risk:** The Company might receive high competition from its peers, as the barriers to entry in the market are low after liberalization of steel trade.

**Mitigation Strategy:** The Company keep focusing on evaluate the products demand and has developed value added products that helps to ensure its product antiquity and its high product quality safeguards it from global competitive risks.

- **Currency Risk:** The Company is exposed to currency risks as its clients are spread across all over the world, which might have favourable or adverse effect on the Company

**Mitigation Strategy:** The Company has a well-defined Foreign Exchange (FX) risk management system under which it optimises the risk using various hedging activities. The Company uses derivative financial instruments, such as forward contracts to hedge its foreign currency exposures.

- **Input Risk:** Fluctuations in the price could have a material adverse effect on cost of sales or the Company's ability to

meet customer demands. There can be no assurance that the Company will always be successful in its efforts to protect the business from the volatility of the market price of raw materials, and the business can be affected by dramatic movements in prices of raw materials.

**Mitigation Strategy:** The Company has laid clear terms in dealing with its creditors and has also established long lasting relationship with major suppliers for long term contracts of raw material and supply of finished products respectively. It also keeps a close watch on the demand scenario and thereby adjusts its inventory levels in order to mitigate the risk related to in raw material price volatility.

**CAUTIONARY STATEMENT:**

Statements in this report on Management discussion and

analysis relating to the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based upon certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, selling prices, raw material costs and availability, changes in government regulations and tax structure, general economic developments in India and abroad, factors such as litigation, industrial relations and other unforeseen events. The Company assumes no responsibility in respect of forward looking statements made herein which may undergo changes in future on the basis of subsequent developments, information or events.



## DIRECTORS' REPORT

### Dear Stakeholders,

The Board of Directors hereby submit the report of the business and operations of your Company, along with the audited financial statements, for the financial year ended 31st March, 2020.

### FINANCIAL OVERVIEW

The financial summary of the Company for the year under review is given below for your consideration.

(Amount Rs. Lakhs)		
Particulars	FY 2020	FY 2019
Revenue from Operations	22992.86	32186.16
Other Income	274.78	81.84
Total Revenue	23267.64	32267.99
Total Expenses	21904.32	30208.72
EBITA	1916.54	2449.65
Finance Cost	(404.90)	(316.77)
Depreciation and Amortization	(148.32)	(73.60)
Profit Before Tax	1363.32	2059.27
Profit After Tax	1007.51	1450.12

During the financial year 2019-20 the Company registered total Revenue from operations of Rs. 22992.86 lakhs whereas in previous year ended 31st March, 2020 it was Rs. 32186.16 Lacs. The key financial figures are as under:

- Sales volume at Rs. 22992.86 Lakhs as compare to Rs. 32186.16 Lakhs in FY 19, decreased by 28.56%
- Profit Before Tax decreased by 33.80% to Rs. 1363.32 lakhs (Previous Year Rs. 2059.27 lakhs)
- Profit After Tax decreased by 30.55% to Rs. 1007.51 lakhs (Previous Year Rs. 1450.12 lakhs)
- Earnings Per Share decreased by 31.54% to Rs. 9.92 per share (Previous Year Rs. 14.49 per share)

Primarily it was due to sluggish growth of consumption and consequent low demand in domestic as well global markets. However, despite the pandemic Covid-19 outburst, your directors are expecting that in the current financial your company will again register good growth in sales as overall demand scenario is gradually improving and company's

recently commissioned state of the art manufacturing facilities at Mangaon, Maharashtra become fully operational.

### BUSINESS OVERVIEW

During the year under review, though company's sale and profitability registered slight degrowth, yet your company's attracted new customers, broadened its reach in northern India - company's conventional markets and started its journey in new territory i.e. western part of India, company's newly commissioned manufacturing facilities in Mangaon become fully operational and company has started enrolling new dealers, distributors in this emerging market and company products and their quality is well received by the end user.

In line with its long term objectives, your company is committed to achieve new heights in years to come and quite confident of achieving Rs. 1000+ Crore sales target within couple of years through organic and inorganic route.

The main activity of the Company is to manufacture and sale of ERW Black and Galvanized steel pipes, development of Infrastructural activities and all other activities revolve around that and henceforth, no product segment was made as per Ind AS-108 'Operating Segments'. During the period under review, there was no change in the nature of business of the Company.

### CLOSING BALANCES IN RESERVE/ OTHER EQUITY

(Amount Rs. Lakhs)		
Particulars	FY 2020	FY 2019
Capital Reserve	292.20	13.20
Securities Premium	984.28	12.28
Retained Earnings	3785.32	2777.81
Money received against Share Warrants	-	608.00
<b>Total</b>	<b>5061.80</b>	<b>3411.29</b>

During the year under review, your company has allotted 600,000 Equity Shares of Rs. 10/- each to the Promoters and persons belonging to the promoter's group, at premium of Rs. 162/- per Equity Share upon conversion of equal number of warrants issued earlier on preferential basis, resulting into increase in paid -up capital of Rs. 60 lakhs and increase of Rs. 972 lakhs in Security Premium Account.



Holders of remaining 600,000 warrants didn't opt for conversion of the same in the equity share within the stipulated period of 18 months from the date of warrant allotment, hence the amount paid as subscription money against these warrants, amounting to Rs. 279 Lacs, was forfeited by the Company and credited to Capital Reserve Account.

No amount has been transferred or proposed to be transferred to any other reserve for the financial year ended 31st March, 2020.

#### DIVIDEND

Your Directors have decided to reinvest the earnings in the growth of business and for this reason, have decided to not to recommend any amount for declaration of Dividend for the year under review. Hence, no information is required in terms of Section 134(3)(k) of the Act.

#### IMPACT DUE TO COVID-19

In the later part of financial year under review, the COVID-19 pandemic spread rapidly across the world and it became a global crisis forcing governments to enforce lock-downs of all economic activity. For the Company the focus immediately shifted to ensuring the health and well-being of all employees, its customers and other stakeholders. All necessary safety and health prevention measures were adopted by the Company across its establishments, factories and offices simultaneously. Employees were asked to work from home, proper sanitization, strict safety standards were adopted. In line with the government guidelines, manufacturing activities were started gradually and supplies to the customers restored by mid-May 2020, and all critical orders were catered on priority. This has reinforced customer confidence in the company and many of them have expressed their appreciation and gratitude for keeping their businesses running under most challenging conditions.

Although there are uncertainties due to the pandemic and reversal of disruption caused by it might take some more time, but the company is in strong financial discipline, have robust balance sheet positions and hopes to navigate the challenges presented by Covid-19 and gain momentum again with

improved sales and the profitability in the forthcoming quarter.

No material changes / commitments affecting financial position of the Company have occurred from end of the financial year to the date of this report.

#### FUTURE OUTLOOK

Despite severe economic disruption caused by Covid-19 pandemic, we are very confident that Indian Industries will recover from this economic situation, as Indian economy has tremendous potential of further demand, its capabilities to address the challenges, structural changes its undergoing, spate of measures announced by the Central Government like Atmanirbhar Bharat, Make in India, Vocal for Local etc. We foresee a similar revival in demand for company's products as well. Signs of increased demand activity have been witnessed in industrial and commercial segments well during the second quarter of current financial year itself.

Besides this, there are healthy indicators of an uptrend in demand for pipes from various projects such as power plants, irrigation schemes, ports, railways and metro rail projects. Even Covid-19 is resulting in great demand driver for the steel pipes, structures and pre-fabricated structures, as it forced to build make-shift isolation wards, special hospitals, covid care centers, installation of sanitization tunnels, additional barricading for maintaining physical distancing. Moreover, in building and infrastructure segment, demand for steel tubes and pipes are increasing as they require more ready to install solutions than the conventional one.

Further, most of the countries are gradually reopening from their lockdowns since mid-May, recovery of economic activities in international market is also expected in the later part of this financial year.

#### DIRECTOR'S RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors including financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including Audit Committee, the Board is of the



opinion that the Company's internal financial controls were adequate and effective during Financial Year 2019-20.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm:

- a) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- c) that proper and sufficient care has been taken for the 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) that the annual accounts have prepared on a going concern basis;
- e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively; and
- f) that proper internal financial controls were laid down and that such internal financial controls are adequate and operating effectively.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') Management Discussion and Analysis report ("MD&A Report") providing a detailed overview of your Company's performance, industry trends, business and risks involved is provided separately and is forming part of the Annual Report.

#### **CORPORATE GOVERNANCE AND ETHICS:**

Governance is not an action but a continuous endeavor which

reflects in practices being followed by an Organization. Your Company strongly believes in developing best corporate governance policies and procedures based on principals of fair and transparent disclosures, equity, accountability and responsibility.

A detailed report on Corporate Governance, in terms of Regulation 34 of the Listing Regulations is forming part of the Annual Report. A certificate confirming compliance with requirements of Corporate Governance as enumerated under the extant provisions of Listing Regulations issued by M/s. S.V. Associates, Company Secretaries, is also annexed to the said report.

#### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees after seeking inputs from all the Directors and members of relevant Committees. The Board also carried out performance evaluation of each Director based on the evaluation carried out by the Nomination and Remuneration Committee (NRC). The criteria for performance evaluation was set out by NRC and adopted by the Board. These included composition and structure of the Board and its Committees, effectiveness of the Committees, knowledge of the Company's operations by the members, their participation at meetings including preparedness for issues for consideration, level of contributions in assessing and improving performance of the Company and interactions amongst themselves and with senior management. Adherence to the Code of Conduct of the Company, fiduciary and statutory obligations, continuing maintenance of independence by independent Directors was a part of the performance evaluation.

The Board was satisfied with its composition and its diversified nature and that all Directors upheld the highest standards of integrity and probity, adhered to the Company's code of conduct, made constructive and effective contribution at meetings and generally carried out their responsibilities well in the interest of the Company and its stakeholders.

A separate meeting of independent Directors was held to review the performance of non-independent Directors,

performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of other Directors. That review was most satisfactory.

### BOARD OF DIRECTORS

The Board of Directors provides strategic direction and supervision to an organization. Your Company's Board consists of learned professionals and experienced individuals from different fields.

Subsequent to the closure of the financial year ended 31st March, 2020 following changes took place in the composition of the Board of your Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on 13th May, 2020, re appointed Mr. Madan Mohan Singla as Managing Director and Mr. Rakesh Garg as the Whole Time Director of the Company for a period of five years, subject to approval of the Shareholders in the ensuing Annual General Meeting.

Further, w.e.f 30th June, 2020, Mr. Sukhdev Raj Sharma was appointed as an Additional Independent Director of the Company for a term of 5 years w.e.f from 30th June, 2020 to 29th June, 2025 and the Board of Directors of your Company recommended his appointment in the ensuing Annual General Meeting.

Pursuant to the Provisions of Companies Act, 2013 ("Act") Mr. Madan Mohan Singla, retire by rotation in the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The information of Directors, seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Listing Regulations and Companies Act, 2013 is provided in the notice of the 29th Annual General Meeting of the Company.

### DECLARATION OF INDEPENDENCE

The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under Section 149(6) of the Companies Act, 2013 read with the Regulation 16 (1) (b) and Section 25 of LODR, 2015 and they are not aware of any circumstances or situation, which exist or may be reasonably

anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

The Board conforms to the declaration of the Independent Directors and there being no doubts as to veracity of the same, places the same on record.

### KEY MANAGERIAL PERSONNEL (KMP)

During the Financial Year 2019-20, there was following changes in Key Managerial Person (KMP):

Mr. Mohinder Singh appointed as the Company Secretary & Compliance Officer w.e.f. 29th August 2019 in place of Mr. Sridhar Pentela who has resigned from the post w.e.f. 28th August 2019. Earlier, Mr. Sridhar Pentela was appointed Company Secretary & Compliance Officer w.e.f. 29th July, 2019 in place of Mr. Neeraj Kaushal who resigned from the post w.e.f. 30th June, 2019.

The following are the Key Managerial Personnel of your Company as on 31st March, 2020:

1. **Mr. Madan Mohan Singla**  
Managing Director
2. **Mr. Vijay Singla\***  
Whole-Time Director
3. **Mr. Rakesh Garg**  
Whole-Time Director
4. **Mr. Dhruv Singla**  
Chief Financial Officer
5. **Mr. Mohinder Singh**  
Company Secretary & Compliance Officer

\* Mr. Vijay Singla, ceased to be whole time director of the Company w.e.f. 30th May, 2020

### BOARD MEETING

The Board met 8 (eight) times during the year, the details of which are given in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of



India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

Further, the Independent Directors at their separate meeting, reviewed the performance of the Board, Chairman of the Board and of Non-Independent Directors, as required under the Act and the Listing Agreement.

The Independent Directors at their separate meeting also assessed the quality, quantity and timelines of flow of information between your Company Management and the Board of Directors of your Company.

#### **COMMITTEES OF THE BOARD**

As a matter of good corporate governance and to ensure better accountability and to deal with specific areas/concerns that need a closer view, various board level Committees have been constituted in terms of the provisions of the Act and the Listing Regulations under formal approval of the Board. There exists an Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Finance & Banking Committee and Committee of Directors of the Board.

The details of the composition, brief terms of reference, meetings held during the financial year 2019-20, attendance of the Board of Directors/Members etc., of the said Board Meeting/Committees are given in the Report on Corporate Governance annexed hereto and forming part of this Report.

#### **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

During the year, under review your Company does not have a subsidiary, joint venture or associates, hence reporting requirements are not applicable.

#### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com).

#### **EXTRACT OF ANNUAL RETURN**

Annual Return pursuant to Section 92(3) of the Companies Act, 2013, for the year ended 31st March, 2020 has been prepared in Form MGT-9 and the same is available at the website of the Company, [www.jtlinfra.com](http://www.jtlinfra.com) under the Investors section.

#### **CREDIT RATING**

In 2019, Brickwork Ratings India Private Limited, has assigned BWR BBB (BWR Triple B) rating with Stable Outlook for Long Term Bank facilities-Working Capital and BRW A3 (BWR Single A Three) rating for Short Term Bank facilities. Rating for the FY 20 is due for renewal in September 2020 and under consideration with Brickwork Ratings India Private Limited.

#### **PARTICULARS OF EMPLOYEES**

During the period, no employee, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. Hence, the disclosure under Rules 5(2) and 5(3) does not form the part of this Report.

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, in respect of directors/ employees of your Company forms the part of this Report. However, as per the provisions of Section 136 of the Act, the annual report is being sent to all the members of the Company excluding the aforesaid information. The said information is available for inspection by the members at the registered office of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

During the year under review the Company has not given any loan, guarantee and investment which are covered under Section 186 of the Companies Act, 2013.

## RISK MANAGEMENT

The speed and degree of changes in the global economy and the increasingly complex interplay of factors influencing the business makes Risk Management an inevitable exercise and to cater to the same, your Company has identified major focus areas for risk management to ensure organizational objectives are achieved and has a robust policy along with well-defined and dynamic structure and proactive approach to assess, monitor and mitigate risks associated with the business.

The Board members are regularly informed about the potential risks, their assessment and minimization procedures. The Board frames a plan for elimination / minimization of the risk and further lays out the steps for implementing and monitoring of the risk management plan.

The Company is taking all the suitable steps to avoid the risks that arise in the Company. There is no such threat to the existence of the Company.

## CORPORATE SOCIAL RESPONSIBILITY

In line with the provisions of the Companies Act, 2013, the Company has framed its Corporate Social Responsibility (CSR) policy for development of programmers and projects for the benefit of weaker sections of the society and to promote the education within the local limits and the same has been approved by Corporate Social Responsibility Committee (CSR Committee) and the Board of Directors of the Company. The Corporate Social Responsibility (CSR) policy of the Company provides a road map for its CSR activities.

The said CSR policy of the Company is also available on the Website of the Company at [www.jtlinfra.com](http://www.jtlinfra.com)

The Company has duly constituted a Committee under the nomenclature of Corporate Social Responsibility Committee consisting of majority of non-executive independent Directors responsible for monitoring and reviewing the policy from time to time and to ensure the proper compliance.

To curb the outspread of COVID-19 pandemic, certain safety and restrictive measures were adopted by the Company in its plants and offices from the very beginning of the March 2020, thereafter, complete lockdown was announced by the Government from 23th March, 2020, and amid all this

amount to be spent under CSR activities could not be assessed and spend before the closure of the financial year 2019-20.

However, considering the importance and very spirit of corporate social responsibility, your Company has contributed Rs. 23.41 Lacs to Bhojia Charitable Trust for Science Research and Social Welfare, Baddi-Himachal Pradesh, on 10th July, 2020 in accordance with the CSR Policy of the Company. Besides this, the Company is also actively supporting various initiatives on its own for the betterment of the locals of the vicinity where the project of the Company is situated at Gholumajra, (Near Chandigarh) and Mangaon, (Near Mumbai).

Further, Detailed information on the CSR Policy developed and implemented by the Company on CSR initiatives taken during the year pursuant to section 135 of the Companies Act, 2013 is given in the Annual Report on CSR activities as Annexure-4 to this report.

## RESEARCH & DEVELOPMENT, CONVERSION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars under this head are furnished in the Annexure-1 to this Report.

## CHANGE IN SHARE CAPITAL AND LISTING OF SHARES

The paid up Equity Share Capital as at 31st March, 2020 stood at Rs. 10,60,74,300 consisting of 1,06,07,430/- equity shares of Rs. 10/- each. During the year paid up capital of the Company was increased from Rs. 10,00,74,300 to Rs. 10,60,74,300 on account of allotment of 600,000 equity shares with nominal value of Rs. 10/- each @ Rs.172/- per shares to promoters and person related to promoters on exercise of their option for conversion of warrants in to equity share.

Listing approval for these additional allotted equity share was applied and obtained from both the stock exchanges whereat securities of the Company is listed, namely BSE Limited and Metropolitan Stock Exchange of India Limited (MSEI).

## FIXED DEPOSITS

The Company has not accepted any fixed deposits from the public during the year under review.





Therefore, it is not required to furnish information in respect of outstanding deposits under Non-banking, Non-financial Companies (Reserve Bank) Directions, 1966 and Companies (Accounts) Rules, 2014.

#### **SECRETARIAL STANDARDS**

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1st July, 2015. The said standards were further amended w.e.f. 1st October 2017. The Company is in compliance with the same.

#### **SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS**

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations. However, Members' attention is drawn to the statement on contingent liabilities, commitments in the notes forming part of the Financial Statements.

#### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Policy aims to provide protection to women at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment. The Company has not received any complaint of sexual harassment during the period under review.

#### **VIGIL MECHANISM**

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 34(3) of SEBI (LODR) Regulations, 2015, your

Company has adopted Vigil Mechanism policy that provides a formal mechanism for all Directors, Employees and Vendors of the Company to approach the Chairman of Audit Committee and make protective disclosure about the unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company. The vigil mechanism comprises of whistle blower policy for directors, employees and vendors.

The Company has complied with provisions relating to the constitution of Internal Compliant Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **STATUTORY AUDITORS**

M/s Suresh K Aggarwal & Co, Chartered Accountants were appointed as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 and the Rules made there under, by the members of the Company in their 27th Annual General Meeting for a period of five years, from the Financial Year 2018-19 till the financial year 2022-23. They have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

The Audit Committee of the Board reviewed the audit procedures of the Statutory Auditors for the financial year 2019-20 and found them to be satisfactory.

The Auditor's Report for financial year 2019-20 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the Financial Statements in this Annual Report.

Further, pursuant to Section 143(12) of the Companies Act, 2013, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

#### **COST AUDIT**

As per the requirements of Central Government and pursuant to the provisions of Section 148 of the Companies Act, 2013, your Company carries out an audit of cost records every year. The Company has appointed M/s Balwinder & Associates, Cost Accountants, as Cost Auditor of the Company for the financial year 2019-20 to conduct the audit of cost records of the Company.



Pursuant to Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Cost record and Audit) Rules, 2014 and based on the recommendations made by the Audit committee, the Board of Directors of your Company has appointed M/s. Balwinder & Associates, Cost Accountant (Firm Registration No. 100106) who has given their consent along with certificate confirming their Independence to act as the Cost Auditor for the financial year 2020-2021. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing Annual General Meeting, would be not exceeding INR 35,000/- (Rupees Thirty Five Thousand Only) excluding taxes and out of pocket expenses, if any. Your directors recommend approval of said remuneration to the Cost Auditors of the Company.

#### SECRETARIAL AUDIT

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has re-appointed S V Associates, Company Secretaries (Membership No.38204, CP No. 14791) to undertake the secretarial audit of the Company. Secretarial audit report for the year 2019-20 issued by him in the prescribed form MR-3 is annexed as Annexure-2 to this Report.

The said secretarial audit report does not contain any qualification, reservation or adverse remark or disclaimer made by the Secretarial Auditor.

In addition to the above and pursuant to SEBI Circular dated 8 February 2019, a Report on secretarial compliance by SV Associates, Practicing Company Secretaries for the year ended March 31, 2020 is submitted to stock exchanges. There are no observations, reservations or qualifications in the said Report.

#### INTERNAL AUDITORS

In terms of the provisions of Section 138 of the Act, M/s. Arvind Singla & Associates, were appointed as Internal Auditors of the Company for the Financial Year 2019-20. The Audit Committee in consultation with the Internal Auditors formulates the scope, functioning, periodicity and methodology for conducting the Internal Audit. The Audit Committee, inter alia, reviews the Internal Audit Report.

#### FRAUDS REPORTED BY AUDITORS

During the year under review, the Statutory Auditors, Secretarial Auditors and Cost Auditors have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

#### INSURANCE

The properties/assets of your Company are adequately insured.

#### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company follows the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length basis as part of its philosophy of adhering to highest ethical standards, transparency and accountability.

The Audit Committee and the Board of Directors have approved the Related Party Transactions Policy. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. There were no materially significant transactions with Related Parties during the financial year 2019-20 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in Note 16 of the Notes to the financial statements. Details of transactions with related parties are given in Form AOC-2 which is attached as Annexure-3.

#### RELATED PARTY TRANSACTIONS DISCLOSURES UNDER LODR REGULATIONS, 2015

As per the LODR Regulations, 2015 every Listed Company needs to disclose the amounts of Loans/advances/investments outstanding at the end of the year along with the maximum amount outstanding during the year.

Your Company does not have a holding, subsidiary, joint venture or associates, hence reporting requirements are not applicable.



**INTERNAL CONTROL SYSTEM**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit function is handled by an external firm of Chartered Accountants. The Internal Control Systems are regularly being reviewed by the Company's Internal Auditors with a view to evaluate the efficacy and adequacy of Internal Control Systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and to ensure that these are working properly and wherever required, are modified/ tighten to meet the changed business requirements.

All the Business Heads/Function Heads are certifying the compliance to all applicable rules, regulations and laws every quarter to the Board and are responsible to ensure that internal controls over all the key business processes are operative. The scope of the Internal Audit is defined and reviewed every year by the Audit Committee and inputs, wherever required, are taken from the Statutory Auditors. Based on the report of Internal Auditors, major audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Our management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015) as of March 31, 2020. The Statutory

Auditors of the Company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in Section 143 of Companies Act 2013).

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

Your company as a part of geographically diversified manufacturing location expansion plans and in order to meet the growing demand of Company' products in domestic as well as in the international market, has started trial production at its new Greenfield state of the art manufacturing plant at Mangoan, Raigad, Maharashtra.

**REMUNERATION POLICY OF THE COMPANY**

The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Company's stakeholders. The salient features of the nomination and remuneration policy of the Company is annexed as Annexure-5 to this Report.

**Remuneration of Directors, Key Managerial Personnel and Particulars of Employees**

Disclosure of ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company and other requisite details pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed as Annexure-6 to this report.

**INDIAN ACCOUNTING STANDARDS**

The financial statements of your Company are prepared in accordance with the Indian Accounting Standards ('Ind- AS') pursuant to the Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standards) Rules, 2015.

**OTHER DISCLOSURES**

No disclosure or reporting is required in respect of the following items as either these were not applicable or there were no transactions on these items during the financial year 2019-20:-

1. Details relating to deposits covered under Chapter V of the Act
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.

#### GREEN INITIATIVE

In support of "Green Initiative" taken by the Ministry of Corporate Affairs ("MCA") in the Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the Members to the Depositories or to the Company.

Your Company impresses upon its shareholders to contribute to this green initiative in full measure by registering their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to take necessary steps for registering the same so that they can

also become a part of the initiative and contribute to the Green Movement.

#### ACKNOWLEDGEMENTS

Your Directors wish to convey their appreciation to all of the Company's employees for their contribution towards the Company's performance. Your Directors would also like to thank the shareholders, employee unions, customers, dealers, suppliers, bankers, Governments and all other business associates for their continuous support to the Company and their confidence in its management on behalf of the Board.

Your Directors also wish to place on record their appreciation for the valuable support received by your Company from Banks, Govt. Authorities, Customers, Auditors and other stakeholders. The Board thanks the employees at all levels for the dedication, commitment and hard work put in by them for Company's achievements. Your Directors are grateful to the Shareholders/ Stakeholders for their confidence and faith reposed in the management of the Company. The Directors look forward to the continued support of all stakeholders in future also.

For & on Behalf of the Board  
**JTL Infra Limited**

**Rakesh Garg**  
Whole Time Director  
DIN: 00184081

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Dated: August 29, 2020



**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

<b>1 CIN</b>	L27106CH1991PLC011536
<b>2 Registration Date</b>	July 29, 1991
<b>3 Name of the Company</b>	JTL Infra Limited
<b>4 Category/Sub-category of the Company</b>	Public Company Limited by Shares
<b>5 Address of the Registered office &amp; contact details</b>	SCF 18-19, First Floor, Sector 28-C, Chandigarh-160002 Chandigarh, Tel: 0172-4668000 Web Site: www.jtlinfra.com Email id: finance@jagan.in
<b>6 Whether listed company</b>	Yes Bombay Stock Exchange Limited (BSE) Metropolitan Stock Exchange of India Limited (MSE)
<b>7 Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi – 110062 Tel: 011-29961281-83   Fax: 011-29961284 Email: beetal@beetalfinancial.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of Tubes, Pipes and hollow profiles and of tube or pipe fittings of cast-iron/cast-steel (Black & Galvanized ERW Steel Pipes & Tubes, hollow sections and structural steel that are extensively used in major engineering and construction projects).	24311	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Name and address the Company	CIN/GLN	Holding / Subsidiary / Associate	"% of shares held"	"Applicable section"
NIL				

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(I) Category-wise Share Holding**

Category of Shareholders	"No. of Shares held at the beginning of the year end of the year [As on 31-March-2019]"				"No. of Shares held at the the year [As on 31-March-2020]"				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	6,031,400	-	6,031,400	60.27%	6,631,400	-	6,631,400	62.52%	9.95%
b) Central Govt	-	-	-	0.00%	-	-	-	-	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	-	0.00%
d) Bodies Corp.	1,000,000	-	1,000,000	9.99%	1,000,000	-	1,000,000	9.43%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	-	0.00%
f) Any other	-	-	-	0.00%	-	-	-	-	0.00%
<b>Sub Total (A) (1)</b>	<b>7,031,400</b>	<b>-</b>	<b>7,031,400</b>	<b>70.26%</b>	<b>7,631,400</b>	<b>-</b>	<b>7,631,400</b>	<b>71.94%</b>	<b>8.53%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	-	0.00%
b) Other Individuals	-	-	-	-	0.00%	-	-	-	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	-	0.00%
d) Any other	-	-	-	0.00%	-	-	-	-	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>7,031,400</b>	<b>-</b>	<b>7,031,400</b>	<b>70.26%</b>	<b>7,631,400</b>	<b>-</b>	<b>7,631,400</b>	<b>71.94%</b>	<b>8.53%</b>

**B. Public Shareholding**

<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>



**2. Non-Institutions**
**a) Bodies Corp.**

i) Indian	309,918	-	309,918	3.10%	254,645	-	254,645	2.40%	-17.83%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%

**b) Individuals/HUF**

i) Individual/HUF shareholders holding nominal share capital upto Rs. 2 lakh	990,072	80,820	1,070,892	10.70%	1,034,730	79,770	1,114,500	10.51%	4.07%
ii) Individual share holders holding nominal share capital in excess of Rs 2 lakh	1,372,630	-	1,372,630	13.72%	1,403,401	600	1,404,001	13.24%	2.29%

**c) Others (specify)**

Non Resident Indians	20,296	-	20,296	0.20%	23,666	-	23,666	0.22%	16.60%
Clearing Members	11,236	-	11,236	0.11%	5,590	-	5,590	0.05%	-50.25%
Other Individuals/HUF	191,058	-	191,058	1.91%	173,628	-	173,628	1.64%	-9.12%
<b>Sub-total (B)(2):-</b>	<b>2,895,210</b>	<b>80,820</b>	<b>2,976,030</b>	<b>29.74%</b>	<b>2,895,660</b>	<b>80,370</b>	<b>2,976,030</b>	<b>28.06%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>2,895,210</b>	<b>80,820</b>	<b>2,976,030</b>	<b>29.74%</b>	<b>2,895,660</b>	<b>80,370</b>	<b>2,976,030</b>	<b>28.06%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>9,926,610</b>	<b>80,820</b>	<b>10,007,430</b>	<b>100.00%</b>	<b>10,527,060</b>	<b>80,370</b>	<b>10,607,430</b>	<b>100.00%</b>	<b>8.53%</b>

**V. SHAREHOLDING OF PROMOTER**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mithan Lal Singla	596,700	5.96%	-	596,700	5.63%	-	0.00%
2.	Madan Mohan Singla	1,439,700	14.39%	-	1,439,700	13.57%	-	0.00%
3.	Vijay Kumar Singla	1,467,600	14.67%	-	1,467,600	13.84%	-	0.00%
4.	Shukla Singla	52,500	0.52%	-	52,500	0.49%	-	0.00%
5.	Rakesh Garg (HUF)	1,418,700	14.18%	-	1,418,700	13.37%	-	0.00%
6.	Rakesh Garg	-	0.00%	-	150,000	1.41%	-	0.00%
7.	Deepak Garg	62,700	0.63%	-	62,700	0.59%	-	0.00%
8.	Chetan Singla	43,800	0.44%	-	43,800	0.41%	-	0.00%
9.	Dhruv Singla	34,500	0.34%	-	484,500	4.57%	-	1304.35%
10.	Mithan Lal & Sons (HUF)	121,200	1.21%	-	121,200	1.14%	-	0.00%
11.	Madan Mohan (HUF)	144,000	1.44%	-	144,000	1.36%	-	0.00%
12.	Vijay Kumar Singla (HUF)	129,000	1.29%	-	129,000	1.22%	-	0.00%
13.	Prem Kumar & Sons (HUF)	105,000	1.05%	-	105,000	0.99%	-	0.00%
14.	Sweety Garg	37,500	0.37%	-	37,500	0.35%	-	0.00%
15.	Santosh Rani	280,500	2.80%	-	280,500	2.64%	-	0.00%
16.	Jagan Industries Private Limited	1,000,000	9.99%	-	1,000,000	9.43%	-	0.00%
17.	Pranav Singla	98,000	0.98%	-	98,000	0.92%	-	0.00%



**VI. CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change)**

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	<b>(Rakesh Garg)</b>						
1	At the beginning of the year		-		0.00%	-	0.00%
	Changes during the year	01-01-20	Allot	150,000	1.50%	150,000	1.41%
				0.00%			0.00%
				0.00%			0.00%
	At the end of the year			150,000	1.50%	150,000	1.41%
	<b>(Dhruv Singla)</b>						
2	At the beginning of the year			34,500	0.34%	34,500	0.33%
	Changes during the year	01-01-20	Allot	450,000	4.50%	450,000	4.24%
				0.00%			0.00%
				0.00%			0.00%
	At the end of the year			484,500	4.84%	484,500	4.57%

**VII. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>LAXMI KANT</b>						
	At the beginning of the year			176,000	1.76%	176,000	1.66%
	Changes during the year			80,450	0.80%	256,450	2.42%
	At the end of the year			256,450	2.56%	256,450	2.42%
2	<b>SANGEETA PAREEKH</b>						
	At the beginning of the year			206,649	2.06%	206,649	1.95%
	Changes during the year			2,410	0.02%	209,059	1.97%
	At the end of the year			209,059	2.09%	209,059	1.97%
3	<b>RENU SWAMI</b>						
	At the beginning of the year			145,700	1.46%	145,700	1.37%
	Changes during the year			11,044	0.11%	156,744	1.48%
	At the end of the year			156,744	1.57%	156,744	1.48%
4	<b>JYOTIVARDHAN JAIPURIA</b>						
	At the beginning of the year			101,920	1.02%	101,920	0.96%
	Changes during the year			-	0.00%	101,920	0.96%
	At the end of the year			101,920	1.02%	101,920	0.96%
5	<b>KAMAL VISARIA</b>						
	At the beginning of the year			92,978	0.93%	92,978	0.88%
	Changes during the year			-	0.00%	92,978	0.88%
	At the end of the year			92,978	0.93%	92,978	0.88%



Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
6	<b>HARISH KUMAR JAIPURIA</b>						
	At the beginning of the year			48,000	0.48%	48,000	0.45%
	Changes during the year			27,256	0.27%	75,256	0.71%
	At the end of the year			75,256	0.75%	75,256	0.71%
7	<b>MADHUKAR SHETH</b>						
	At the beginning of the year			59,854	0.60%	59,854	0.56%
	Changes during the year			-	0.00%	59,854	0.56%
	At the end of the year			59,854	0.60%	59,854	0.56%
8	<b>UMA RANI</b>						
	At the beginning of the year			49,000	0.49%	49,000	0.46%
	Changes during the year			-	0.00%	49,000	0.46%
	At the end of the year			49,000	0.49%	49,000	0.46%
9	<b>RISHIKA BANSAL</b>						
	At the beginning of the year			49,000	0.49%	49,000	0.46%
	Changes during the year			-	0.00%	49,000	0.46%
	At the end of the year			49,000	0.49%	49,000	0.46%
10	<b>ANIL RAMROOP MISHRA</b>						
	At the beginning of the year			30,309	0.30%	30,309	0.29%
	Changes during the year			18,135	0.18%	48,444	0.46%
	At the end of the year			48,444	0.48%	48,444	0.46%

**VIII. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>MITHAN LAL SINGLA</b>						
	At the beginning of the year			596,700	5.96%	596,700	5.63%
	Changes during the year			-	0.00%	596,700	5.63%
	At the end of the year			596,700	5.96%	596,700	5.63%
2	<b>MADAN MOHAN SINGLA</b>						
	At the beginning of the year			1,439,700	14.39%	1,439,700	13.57%
	Changes during the year			-	0.00%	1,439,700	13.57%
	At the end of the year			1,439,700	14.39%	1,439,700	13.57%
3	<b>VIJAY SINGLA</b>						
	At the beginning of the year			1,467,600	14.67%	1,467,600	13.84%
	Changes during the year			-	0.00%	1,467,600	13.84%
	At the end of the year			1,467,600	14.67%	1,467,600	13.84%
4	<b>RAKESH GARG</b>						
	At the beginning of the year			1,418,700	14.18%	1,418,700	13.37%
	Changes during the year	01-01-20	Allot	150,000	1.50%	1,568,700	14.79%
	At the end of the year			1,568,700	15.68%	1,568,700	14.79%

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
5	<b>BHUPINDER NAYYAR</b>						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
6	<b>PREET KAMAL KAUR BHATIA</b>						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
7	<b>SUKHDEV RAJ SHARMA</b>						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
8	<b>DHRUV SINGLA</b>						
	At the beginning of the year			34,500	0.34%	34,500	0.33%
	Changes during the year	01-01-20	Allot	450,000	4.50%	484,500	4.57%
	At the end of the year			484,500	4.84%	484,500	4.57%
9	<b>MOHINDER SINGH</b>						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%

**IX. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	302,213,044	50,000,000	0	352,213,044
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>302,213,044</b>	<b>50,000,000</b>	<b>0</b>	<b>352,213,044</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	280,548,046	0	0	280,548,046
* Reduction	-1,170,432	-50,000,000	0	-51,170,432
<b>Net Change</b>	<b>279,377,614</b>	<b>-50,000,000</b>	<b>0</b>	<b>229,377,614</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	581,590,658	0	0	581,590,658
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>581,590,658</b>	<b>0</b>	<b>0</b>	<b>581,590,658</b>



**X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs/Lac)

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Mr. Madan Mohan Managing Director	Mr. Vijay Singla Whole-Time Director	Mr. Rakesh Garg Whole-Time Director	
1	Gross salary	1,800,000.00	1,800,000.00	1,800,000.00	5,400,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>1,800,000.00</b>	<b>1,800,000.00</b>	<b>1,800,000.00</b>	<b>5,400,000.00</b>

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration		Name of Directors		Total Amount
1	Independent Directors				NIL
	Fee for attending board committee meetings			-	
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings			-	
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Rs/Lac)

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Mr. Dhruv Singla CFO	Mr. Mohinder Singh CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	780,000.00	350,000.00	1,130,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	- - -	- - -	- - -
5	Others, please specify	-	-	-
	<b>Total</b>	<b>780,000.00</b>	<b>350,000.00</b>	<b>1,130,000.00</b>

## XI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of Board of Directors  
of J T L Infra Limited

**Rakesh Garg**  
Director  
DIN: 00184081

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Date: August 29, 2020



**ANNEXURE TO DIRECTORS' REPORT**

Annexure-1

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. CONSERVATION OF ENERGY****1. The steps taken or impact on conservation of energy**

- Conversion of lightly loaded motor to star from Delta
- Old motors replaced with energy efficient motors
- Installation of drives on conveyor system
- Discharge throttling replaced with suction throttling
- Cement roofing sheets replaced with FRP Clear sheets to make optimum use of day light
- Installation of automatic Diesel Dispensing units to control misuse.
- Process of replacing CFL lights with LED lights continued.
- Optimum use of compressed air by controlling leakages and disciplined running of air compressors.

**2. The steps taken by the company for utilizing alternate sources of energy**

The Company is exploring use of Solar Energy as an alternate source & planning for setting up solar panel at its factory.

**B. TECHNOLOGY ABSORPTION:**

The Company continues to developing innovative and commercially viable process know how to improve the productivity and quality of its services and products.

**C. INFORMATION IN CASE OF IMPORTED TECHNOLOGY (IMPORTS DURING LAST FIVE YEARS):**

During the year, the Company did not import any specific technology. The Company developed technology through efforts of its in-house Research & Development

**D. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Foreign Exchange Transactions during year:

Exports Sales (FOB Value)                      Rs. 4325.06 Lakhs

For & on Behalf of the Board  
**JTL Infra Limited**

**Rakesh Garg**  
Whole Time Director  
DIN: 00184081

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Dated: August 29, 2020



## ANNEXURE TO DIRECTORS' REPORT

Annexure-2

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March 2020**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**

TO,

**THE MEMBERS,**  
**J T L INFRA LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by J T L INFRA LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the J T L INFRA LIMITED books, papers, minute books, forms and returns filed and other records maintained by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit period ended on 31/03/2020, complied with the statutory provision listed hereunder and also that the company has proper board and compliance mechanism in place to the extent, in the matter and subject to the reporting made hereinafter:

1. The Companies Act 2013 (The Act) and rules made there under:
2. The Company has complied with the relevant provisions of Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under where ever applicable to the company;
3. The Company has complied with the relevant provisions of the Depositories Act, 1996 and the Regulations and Bye-laws framed there under where ever applicable to the company;
4. There were no issues which required specific compliance of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as per the information provided and records produced before us;
5. The following regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) There were no issues which required specific approval of the provisions of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 amended up to date.
  - (b) There were no issues which required specific approval of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended up to date.
  - (c) There were no issues which required specific compliance/approval of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended up to date.
  - (d) There were no issues which required specific compliance/approval of the Securities and Exchange Board of India (employee stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 amended up to date.
  - (e) There were no issues which required specific compliance/approval of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 amended up to date.
  - (f) There were no issues which required specific compliance/approval of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and dealing with client amended up to date.
  - (g) There were no issues which required specific compliance/approval of the Securities and Exchange



Board of India(Delisting of Equity Shares) Regulations, 2009 amended up to date; and

(h) There were no issues which required specific compliance/approval of the Securities and Exchange Board of India (Buyback of securities) Regulations, 1998 amended up to date;

6. Based on the management representation made by the Company and its officers and documents produced before us and information provided to us, the Company has proper system and process in place for compliance under the applicable Laws, Acts, Rules, Regulations, Guidelines and standards as applicable to the Company which are given below:

- a. Labour Laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, employee state insurance etc.
- b. Water prevention and control of pollution act, 1974
- c. Air prevention and control of pollution act, 1981
- d. Factory Act, 1948

e. Central excise Act, 1944

f. Custom Act, 1962

We have also examined compliance with the applicable clauses of the following as per the information given and record produced before us-

1. Secretarial standard with respect to board and general meeting issued by the Institute of the Company Secretaries of India;
2. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

During the period under review the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, listing agreements etc. mentioned above as per information provided and records produced before us.

We further report that:

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**For SV Associates**  
Company Secretaries

**Sahil Malhotra**  
CP No.14791  
M.No. 38204

Date: June 30, 2020

Place: Chandigarh

## ANNEXURE TO DIRECTORS' REPORT

Annexure-3

FORM NO: AOC-2

(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2)  
of the Companies (Accounts) Rules, 2014.

Form for disclosure or particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 entered at arm length transaction :

Name of Related Party	Nature of Contract	Nature of Relationship	Duration of Contract	Amount (in Lacs)
Mr. Madan Mohan	Managerial Remuneration	KMP	1st April, 2017-ongoing	18.00
Mr. Vijay Singla	Managerial Remuneration	KMP	1st April, 2017-ongoing	18.00
Mr. Rakesh Garg	Managerial Remuneration	KMP	1st April, 2017-ongoing	18.00
Mr. Dhruv Singla	Managerial Remuneration	KMP	30th May, 2014 - ongoing	7.80
Mr. Mohinder Singh	Remuneration	KMP	1st September to 31st March, 2020	3.50
M/s Chetan Industries Limited	Purchase of goods and services	Related Company (Company under the same management)	FY 2019-20	188.12
M/s Jagan Industries Limited	Sale of goods and services	Related Company (Company under the same management)	FY 2019-20	3877.48
	Purchase of goods and services		FY 2019-20	33.43

For & on Behalf of the Board  
JTL Infra Limited

**Rakesh Garg**  
Whole Time Director  
DIN: 00184081

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Dated: August 29, 2020



**ANNEXURE TO DIRECTORS' REPORT**

**Annexure-4**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)**

1. **A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs.**

Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Health and Social Welfare. Besides these focus areas the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013.

The CSR Policy of the Company can be accessed at [www.jtlinfra.com](http://www.jtlinfra.com)

- |  |                               |
|--|-------------------------------|
| 2. <b>Average net profit of the Company for last three financial years</b>   | <b>Rs. 11,67,90,598/-</b>     |
| 3. <b>Prescribed CSR expenditure (two percent of the average net profits for last three years)</b>   | <b>Rs. 23,35,812/-</b>        |
| 4. <b>Previous Year Unspent Amount</b>   | <b>Rs. 4,592/-</b>            |
| 5. <b>Details of CSR spent during</b>  | <b>Financial Year 2019-20</b> |
| 6. <b>Amount spent</b>   | <b>Rs. 23,40,500/-</b>        |
| 7. <b>Unspent Amount</b>   | <b>Not Applicable</b>         |
| 8. <b>The Composition of Corporate Social Responsibility Committee as on 31st March, 2020 and details of attendance of members is given below:</b> |                               |

Name of Member	Category	Designation	Meetings Held	Meetings Attended
Ms. Preet Kamal Kaur Bhatia	Non-Executive Independent Director	Chairman	1	1
Mr. Mithan Lal Singla	Non-Executive Independent Director	Member	1	1
Mr. Vijay Singla*	Executive Director	Member	1	1

\* Mr. Vijay Singla ceased to be committee member w.e.f. 13th May, 2020 and in his place Mr. Rakesh Garg, whole time director was appointed as member of the committee w.e.f 13th May, 2020.

9. **Manner in which the amount spent during the financial year is detailed below:**

Sector in which the project is covered	Project or Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads	Cumulative Expenditure upto the reporting period	Amount Spent: Direct or through Implementing Agency
Contribution to Bhojia Charitable Trust For Science Research And Social Welfare, Baddi-Himachal Pradesh	Schedule VII Item-i ( improving health)	-	23,40,500	23,40,500	Direct Contribution

**Note:** CSR spend mentioned herein are amount contributed / remitted by the Company to NGO's or implementing agencies mentioned above, which may or may not be fully utilized toward purposes mentioned above.

The CSR committee hereby certifies that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

9. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable

10. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

Implementation of CSR activities is in compliance with Companies Act, 2013 to meet the CSR objectives and policy of the Company.

For & on Behalf of the Board  
**JTL Infra Limited**

**Rakesh Garg**  
Whole Time Director  
DIN: 00184081

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Dated: August 29, 2020



**ANNEXURE TO DIRECTORS' REPORT**

Annexure-5

**SALIENT FEATURES OF THE POLICY RELATING TO THE REMUNERATION FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

The philosophy for remuneration of Directors, KMPs and all other employees is based on commitment demonstrated by the Directors, KMPs and other employees towards the Company and truly fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ('Act') and regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law will prevail. While formulating this Policy, the Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Act, which are as under:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**PURPOSE**

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in JTL Infra Limited.

**POLICY STATEMENT**

We have a well-defined Compensation policy for Directors, Key Managerial Personnel and all employees, including the Members of the Executive Board who are employees of the Company.

The overall compensation philosophy which guides us is that in order to achieve global leadership and dominance in domestic markets, we need to attract and retain high performers by compensating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

**NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:**

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation taking into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions passed from time to time.

**EXECUTIVE DIRECTORS:**

The remuneration to Managing Director and Executive Director(s) shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, perquisites and fringe benefits as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance.

**KEY MANAGERIAL PERSONNEL (KMPS):**

The terms of remuneration of Chief Financial Officer (CFO) shall be determined by the Audit Committee from time to time.

The terms of remuneration of the Company Secretary shall be



finalized/ revised either by any Director or such other person as may be authorised by the Board from time to time.

The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their Qualifications, Experience, Roles and Responsibilities.

Pursuant to the provisions of section 203 of the Companies Act, 2013 the Board shall approve the remuneration at the time of their appointment. The remuneration to Directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### EMPLOYEES:

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

- a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.
- b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- Performance
- Potential
- Criticality
- Longevity of grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

For & on Behalf of the Board  
**JTL Infra Limited**

**Rakesh Garg**  
Whole Time Director  
DIN: 00184081

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Dated: August 29, 2020



**ANNEXURE TO DIRECTORS' REPORT**

Annexure-6

**Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014**

Rule	Particulars		
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	a	Mr. Madan Mohan, Managing Director 16:1
		b	Mr. Vijay Singla, Whole-Time Director 16:1
		c	Mr. Rakesh Garg, Whole-Time Director 16:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a	Mr. Madan Mohan, Managing Director Nil
		b	Mr. Vijay Singla, Whole-Time Director Nil
		c	Mr. Rakesh Garg, Whole-Time Director Nil
		d	Mr. Dhruv Singla, Chief Financial Officer Nil
		e	Mr. Mohinder Singh, Company Secretary Nil
(iii)	The percentage decrease in the median remuneration of employees in the financial year.		12.84%
(iv)	The number of permanent employees on the rolls of the Company as on 31st March, 2020.		258
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.		15.06% For comparison purpose the percentage increase in remuneration of KMP is given in Rule no. (ii) above.
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.		

For & on Behalf of the Board  
**JTL Infra Limited**

**Rakesh Garg**  
 Whole Time Director  
 DIN: 00184081

**Madan Mohan Singla**  
 Managing Director  
 DIN: 00156668

Place: Chandigarh  
 Dated: August 29, 2020

# CORPORATE GOVERNANCE REPORT

## THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Effective corporate governance is the basis for decision-making and control processes and comprises responsible, value based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

It provides the framework for attaining a company's objectives while balancing the interests of all its stakeholders.

Your Company is dedicated to conduct its business consistently with the highest standards of business ethics and values. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers & communities to be honest, fair and forthright in our business activities.

The Company's governance framework is based on the following principles:

Appropriate composition and size of the Board, with all the Members bringing in expertise in their respective domains;

- Availability of information to the Members of the Board and Board Committees to enable them to discharge their
- fiduciary duties;
- Timely disclosure of material, operational & financial information to the Stakeholders;
- Proper business conduct by the Board, Senior Management and employees.

The Company's Corporate Governance philosophy is to continuously strive to attain higher level of accountability, transparency, responsibility and fairness in all aspects of its operations. Your Company remains committed towards protection and enhancement of overall long-term value of all its stakeholders - shareholders, investors, customers, lenders, employees and the society. The company also acknowledges and appreciates its responsibility towards society at large and has embarked upon various initiatives to effectuate this.

During the financial year under 2019-20, your Company continued its pursuit of achieving these objectives through the adoption of competitive strategies, prudent business plans and strategic monitoring and mitigation of risks, while at the same time, creating checks and balances and an organization that values people, propriety, equity and fair play. The

company follows sound and healthy business practices in all facets of its operations and conducts its business in a transparent manner. The Company remains committed towards ensuring observance of corporate Governance principles in all its dealings, thereby ensuring the interests of the shareholders.

In this report, we confirm our compliance with the Corporate Governance criteria as provided under SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.

## BOARD OF DIRECTORS

The Board is at core of the Company's Corporate Governance practices. It oversees the Management and ensures the achievement of long-term objectives of the Company. It directs the Company by formulating and reviewing Company's policies, strategies and business plans. The Board of the Company provides leadership and strategic guidance to the Company and exercises control over the Company, while remaining at all times accountable to the shareholders.

Your Company believes that an active, independent and participative board is a prerequisite to achieve and maintain the desired level of Corporate Governance. The composition of Board confirms to this objective. As on the date of adoption of Corporate Governance Report, the Board is having six members with Mr. Bhupinder Nayyar, Non-Executive Independent Director as chairperson to the Board. JTL ensures that the Board is provided with all relevant operational information to maintain a transparent decision-making process.

The Company has not entered into any materially significant transaction with its Directors/Management or relatives etc. affecting the interest of the Company at large except in normal course of business.

## COMPOSITION OF BOARD

The Company has a judicious mix of Executive and Non-Executive Directors as governed by Companies Act, 2013 (the "Act"), and the stipulations laid down in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As on 31st March, 2020, the Board comprised of 06 (six) Directors out of which 3 (three) are Executive Directors, 2 (two) are Non-Executive Independent Directors including one Non-Executive



Non-Independent Woman Director and 1 (one) Non Independent, Non Executive Director. The Chairman of the Board is a Non-Executive Independent Director. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Act and other applicable regulatory requirements

As on the date of this report, all Directors of the Company meet the criteria of maximum number of directorship as laid down in section 165 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149 (6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16 (1) (b) of the Listing Regulations and Section 149 (6) of the Act.

#### PROCEDURE OF THE BOARD MEETINGS

The meetings of the Board are convened by giving appropriate advance notice to the members of the Board. The Secretary of the Company circulates internal notice to all the Board members and division heads asking for the suggestions/details of any matter which requires discussion or approval of the Board so that the same could be incorporated in the agenda of the Board meeting. The date of the Board meeting is fixed taking into account convenience and availability of the Board members.

The Board of the Company is presented with all the relevant information on various vital matters affecting the working of

the Company as well as those matters, which require deliberation at the highest level. Board Members are given appropriate documents/detailed notes and information in advance of each Board and Committee Meeting. The minutes of the Committee of Board of Directors are taken as read at the meeting of Board for information of the members. The follow up actions of Board.

The Compliance officer of the Company conducts the Board meetings and prepares all documents including minutes of the meeting in compliance with the provisions of the Companies Act and other statutory enactments.

#### MEETINGS OF THE BOARD

The Board meets at least once in a quarter, inter alia, to review the quarterly financial result, performance of the Company, status of compliance of laws, review of business and functions, material transactions and other similar matters. The gap between any two Board Meetings did not exceed one hundred and twenty days, as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Board have complete access to all the information of the Company.

During Financial Year 2019-20, 8 (Eight) Board Meeting were held on 4th May, 2019, 18th May, 2019, 29th July, 2019, 29th August, 2019, 7th October, 2019, 9th November, 2019, 1st January, 2020 and 12th February, 2020.

The necessary quorum was present for all the meetings. The notice and detailed agenda along with the relevant notes and other material information were sent in advance separately to each Directors and in exceptional cases tabled at the Meeting with the approval of the Board.

#### ATTENDANCE RECORD OF DIRECTORS

##### COMPOSITION OF THE BOARD AND ATTENDANCE RECORD OF DIRECTORS FOR 2019-20

Name of Director	Category	Relationship with other Directors	No. of Board Meetings attended	AGM September 30, 2019
Mr. Mithan Lal Singla	Non-Independent, Non-Executive	Father of Vijay Singla & Madan Mohan Singla	8/8	Yes
Mr. Madan Mohan Singla	Managing Director, Executive	Son of Mithan Lal Singla	6/8	Yes
Mr. Vijay Singla*	Whole Time Director, Executive	Son of Mithan Lal Singla	8/8	Yes
Mr. Rakesh Garg	Whole Time Director, Executive	Relative of Mithan Lal Singla	8/8	Yes
Ms. Preet Kamal Kaur Bhatia	Independent, Non-Executive	-	3/8	Yes
Mr. Bhupinder Nayyar	Independent, Non-Executive	-	5/8	No
Mr. Sukhdev Raj Sharma**	Independent, Non-Executive	-	-	-

\* Mr. Vijay Singla ceased to be Whole Time Director of the Company with effect from 30th May, 2020

\*\* Mr. Sukhdev Raj Sharma inducted in the board as Non-Executive and Independent Director with effect from 30th June, 2020

### OPINION OF THE BOARD

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and Companies Act, 2013 & are independent of the management.

### COMMITTEES OF THE BOARD

JTL has five Board level committees to discuss, deal with matters in detail and to monitor the activities falling within the terms of reference and to discharge the roles & responsibilities as prescribed under SEBI Listing Regulations, from time to time.

The committees act on behalf of Board as representative for the matters assigned to them by the Board. The decision taken by the Committees are reviewed by the Board from time to time. The minutes of Committee meeting are placed before the Board meetings at regular intervals. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees. Details on the role and composition of these committees, including the number of committee meetings held during the financial year and the related attendance are given in the subsequent paragraphs.

### AUDIT COMMITTEE

Pursuant to the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted an Audit Committee. The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013 and the SEBI Listing Regulations.

The composition of the audit committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations and all the members are financially literate and have accounting or related financial management expertise. During 2019-20, in line with the provisions of the SEBI Listing Regulations, as amended, the terms of reference of the Committee were revised by the Board. The revised terms of reference are in accordance with the Companies Act, 2013 and the SEBI Listing Regulations.

The detailed terms of reference of audit committee have been placed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com)

#### The broad terms of reference of the Audit Committee are:

1. Recommendation for appointment, remuneration and terms of appointment of auditors;
2. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
3. Oversee the Company's financial reporting process and review its financial statements.
4. Recommend the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and fixation of their fees.
5. Review of risk management policies and practices and also includes the following:
  - a. To investigate any activity within its terms of reference.
  - b. To seek information from any employee, if needed.
  - c. To obtain outside legal or other professional advice.
  - d. To secure attendance of outsiders with relevant expertise.
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;



15. To review the functioning of the whistle blower mechanism;

#### MEETINGS AND ATTENDANCE

During the financial year 2019-20, the Audit Committee met four times viz. on 18th May 2019, 29th July 2019, 9th November 2019 and 12th February 2020. The meetings were scheduled well in advance and not more than one hundred and

twenty days elapsed between any two meetings. In addition to the members of the Audit Committee, these meetings were attended by the heads of finance, internal audit functions and the statutory auditors of the Company and those executives who were considered necessary for providing inputs to the Committee.

The Company Secretary acted as the Secretary to the Audit Committee.

#### Composition of Audit Committee and attendance record of members for the financial year 2019-20:

Name of director	Category	Position	No. of Meetings attended
Ms. Preet Kamal Kaur Bhatia	Non-Executive Independent	Director Chairperson	4/4
Mr. Bhupinder Nayyar	Non-Executive Independent	Director Member	4/4
Mr. Vijay Singla*	Executive Director	Member	4/4
Mr. Rakesh Garg**	Executive Director	Member	-
Mr. Sukhdev Raj Sharma***	Non-Executive Independent	Director Member	-

\* Mr. Vijay Singla ceased to be member of the committee w.e.f. 18th May, 2020

\*\* Mr. Rakesh Garg was appointed as member of the committee w.e.f. 18th May, 2020

\*\*\* Mr. Sukhdev Raj Sharma was appointed as member of the committee w.e.f. 30th June.2020

Presently, Ms. Preet Kamal Kaur Bhatia, Chartered Accountant is the Chairman who has relevant accounts and Finance related expertise as well as qualification. Mr. Bhupinder Nayyar, Mr. Sukhdev Raj Sharma and Mr. Rakesh Garg are other three members. All of them are having knowledge and expertise in accounts and finance.

#### NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted a Nomination and Remuneration Committee. During the financial year 2019-20, in line with the provisions of the SEBI Listing Regulations, as amended, the terms of reference of the Committee were revised by the Board. The revised terms of reference are in accordance with the Companies Act, 2013 and the SEBI Listing Regulations.

The detailed terms of reference of Nomination and Remuneration committee have been placed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com)

The terms of reference of the Committee broadly includes the determination of remuneration packages of the Executive Directors including remuneration policy, pension rights and any compensation payment or stock options and to approve the payment of managerial remuneration up to the limits specified under the Act and the SEBI Listing Regulations.

#### MEETINGS AND ATTENDANCE

During the financial year 2019-20, the Nomination and Remuneration Committee met two times viz. on 18th May 2019 and 12th February 2020.

The Company Secretary acted as the Secretary to the Nomination and Remuneration Committee.

#### Composition of Nomination and Remuneration Committee and attendance record of members for the financial year 2019-20:

Name of Director	Category	Position	No. of Meetings attended
Ms. Preet Kamal Kaur Bhatia	Non-Executive Independent Director	Chairperson	2/2
Mr. Bhupinder Nayyar	Non-Executive Independent Director	Member	2/2
Mr. Mithan Lal Singla	Non-Executive & Non-Independent Director	Member	2/2



### NOMINATION & REMUNERATION POLICY

The Company while deciding the remuneration package of the Senior Management Executives takes following points in to consideration:

1. Responsibilities and performance of the Senior Management Executives.
2. Present Employment Scenario.
3. Remuneration package of the industry to which Company belongs to and that of other Industries.

The salient features of the Nomination and Remuneration policy have been covered under separate section as Annexure to the Directors Report.

### STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee ("SRC") of the Company is constituted in compliance with the requirements of the Provisions of Regulation 20 of the Listing Regulations, read with Part D of Schedule II and Section 178 of the Companies Act, 2013.

The terms of reference of the SRC, inter-alia, includes the following:

1. Consider & resolve the grievances of security holders of the Company, including complaints related to transfer/transmission of securities, non-receipt of annual report/declared dividends/notices/balance sheet, issue of new/duplicate certificates, general meetings etc.
2. Monitor and Reviewing of investors complaints and take necessary steps for redressal thereof;
3. To perform all functions relating to the interest of the Stakeholders of the Company as may be required by the provisions of the Companies Act, 2013 and the rules made thereunder, Listing Agreements and the guidelines issued by SEBI or any other regulatory authority.

### MEETINGS AND ATTENDANCE

During the financial year 2019-20, the Stakeholders' Relationship Committee met on 14th October, 2019

The Company Secretary acted as the Secretary to the Stakeholders' Relationship Committee.

### Composition of Stakeholders' Relationship Committee and attendance record of members for the financial year 2019-20:

Name of Director	Category	Position	No. of Meetings attended
Ms. Preet Kamal Kaur Bhatia	Non-Executive Independent Director	Chairperson	1/1
Mr. Bhupinder Nayyar	Non-Executive Independent Director	Member	1/1
Mr. Mithan Lal Singla	Non-Executive & Non-Independent Director	Member	1/1
Mr. Rakesh Garg*	Executive Director	Member	-

\* Mr. Rakesh Garg was appointed as committee member w.e.f. 30th June, 2019

Preet Kamal Kaur Bhatia, Chairman of the Stakeholders' Relationship Committee, was present at the annual general meeting of the Company held on 30th September 2019, to answer shareholders' queries.

The Committee expressed its satisfaction on the overall status of compliance and actions taken on various investor-related matters.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

In line with the provisions of the Companies Act, 2013, the

Company has framed its Corporate Social Responsibility (CSR) policy for development of programmers and projects for the benefit of weaker sections of the society and to promote the education within the local limits and the same has been approved by Corporate Social Responsibility Committee (CSR Committee) and the Board of Directors of the Company. The Corporate Social Responsibility (CSR) policy of the Company provides a road map for its CSR activities.

During the financial year 2019-20, the CSR Committee met only once on 14th October, 2019



**Composition of CSR Committee and attendance record of members for the financial year 2019-20:**

Name of Director	Category	Position	No. of Meetings attended
Ms. Preet Kamal Kaur Bhatia	Non-Executive & Independent Director	Chairperson	1/1
Mr. Mithan Lal Singla	Non-Executive & Non-Independent Director	Member	1/1
Mr. Vijay Singla*	Executive Director	Member	1/1

\* Mr. Vijay Singla ceased to be committee member w.e.f. 13th May, 2020 and Mr. Rakesh Garg, whole time director was appointed as member of the committee w.e.f 13th May, 2020

**TERMS OF REFERENCE**

Terms of Corporate Social Responsibility (CSR) Committee are as per the provisions of section 135 of the Act and SEBI Listing Regulations which inter alia include formulation & recommendation to the Board, a CSR Policy and recommendation on the amount of expenditure to be incurred on the various CSR activities and monitoring of the CSR Policy of the Company. The detailed CSR policy of the Company is also available on the website of the Company at [www.jtlinfra.com](http://www.jtlinfra.com).

**INDEPENDENT DIRECTORS' MEETING**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, the independent directors held their separate meeting on 12th February 2020, without the attendance of non-independent directors and members of the Management, to inter alia discuss the following:

- i) Noting of the report of Performance Evaluation for 2019-20;
- ii) Review the performance of non-independent directors and the Board as a whole;
- iii) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- iv) Noting and review of informal meeting with Senior Management Personnel.

All independent directors were present at the meeting.

The independent directors present elected Preet Kamal Kaur Bhatia as Chairperson for the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

**PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communication skills, ability to exercise objective judgement in the best interests of the Company and on specific criteria which include commitment, guidance to Management, deployment of knowledge & expertise, management of relationship with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and contribution to corporate governance practices within the Company.

**MAXIMUM TENURE OF INDEPENDENT DIRECTORS**

The maximum tenure of independent directors is in accordance with the provisions of the Companies Act, 2013 and Regulation 25(2) of the SEBI Listing Regulations.

**FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS**

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors are placed on the Company's website at <https://www.jtlinfra.com/>

**DIRECTORSHIPS AND MEMBERSHIPS OF BOARD COMMITTEES**

Number of directorships/committee positions of directors as on 31st March 2020.

Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
	In equity listed companies	In unlisted public limited companies	In private limited companies	As Member (including as Chairman)	As Chairman
Mr. Mithan Lal Singla	1	1	1	3	-
Mr. Madan Mohan Singla	1	2	1	-	-
Mr. Vijay Singla*	1	2	-	2	-
Mr. Rakesh Garg	1	1	2	-	-
Ms. Preet Kamal Kaur Bhatia	1	1	-	5	5
Mr. Bhupinder Nayyar	1	1	1	4	-
Mr. Sukhdev Raj Sharma**	1	-	-	-	-

\*Mr. Vijay Singla ceased to be director with effect from 30th May, 2020

\*\*Mr. Sukhdev Raj Sharma appointed as a non-executive independent director with effect from 30th June, 2020

#### NOTES:

- None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded.
- As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies. Further, the Managing Director in the Company does not serve as an independent director in more than three equity listed companies and in fact not even in a single entity.
- None of the directors was a member in more than ten committees, nor a chairman in more than five committees across all companies in which he was a director.
- For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders' relationship committee are considered for the purpose of reckoning committee positions.
- None of the Directors of the Company are Directors in any other Listed Company except the JTL Infra Limited, the Company itself, hence the separate disclosure regarding the same is not applicable.

#### FAMILIARISATION PROGRAMMES

In compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates business model, etc.

Further, at the time of appointment of independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities. Presentations are also made at the Board meetings which facilitate them to clearly understand the business of the Company and the environment in which the Company operates industry and regulatory updates, strategy, finance, risk management framework.

With a view to familiarizing the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, the Company has held familiarization program for the independent directors. The details of familiarization program are placed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com)

#### CORE SKILL / EXPERTISE / COMPETENCIES

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.



Name of the Director and Designation	Core skills/expertise/competencies of the Directors					
	Leadership	Technology & Operational experience	Strategic Planning	Financial, Regulatory, Legal and Risk Management	Industry Experience, Research & Development	Global Business
Mr. Mithan Lal Singla Non Executive Director	√	√	√	√	√	√
Mr. Madan Mohan Singla Executive Director	√	√	√	√	√	√
Mr. Vijay Singla* Executive Director	√	√	√	√	√	√
Mr. Rakesh Garg Executive Director	√	√	√	√	√	√
Ms. Preet Kamal Kaur Bhatia- Non Executive Independent Director	√	√	√	√	√	√
Mr. Bhupinder Nayyar Non Executive Independent Director	√	√	√	√	√	√
Mr. Sukhdev Raj Sharma Non Executive Independent Director	√	√	√	√	√	√

#### **CERTIFICATE FROM PRACTISING COMPANY SECRETARY**

The Company has received a certificate from S V Associates, Practicing Company Secretaries to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

#### **REVIEW OF LEGAL COMPLIANCE REPORTS**

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

#### **CODE OF CONDUCT**

Regulation 17(5) of the SEBI Listing Regulations requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

The Board has already adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on the Company's website at <https://www.jtlinfra.com/>.

All Directors and Senior Management personnel have affirmed compliance with the Code for 2019-20. A declaration to this

effect in terms of the Regulation 17(5) of the SEBI Listing Regulations, signed by the Managing Director is given in this Annual Report.

#### **CODE FOR PREVENTION OF INSIDER TRADING PRACTICES**

In compliance with SEBI's Regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for prevention of insider trading. The Code lays down guidelines and procedures to be followed and disclosures to be made, by Designated Persons, while dealing with shares of the Company and cautioning all concerned of the consequences of violations.

#### **DISCLOSURE OF ACCOUNTING TREATMENT**

The Accounting treatment in the preparation of Financial Statements is in line with that prescribed by the Indian Accounting Standards (IND-AS) under specified Sections of Companies Act, 2013. Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in the Ind AS.

#### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

Pursuant to section 177(9) of Companies Act, 2013, Regulation 22 of the SEBI Listing Regulations and SEBI (Prohibition of

Insider Trading) Regulations, 2015, as amended, the Board has framed and adopted the Whistle Blower Policy/Vigil mechanism.

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. violations and now instances of leak of Unpublished Price Sensitive Information, which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee. The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website at <https://www.jtlinfra.com>

#### RELATED PARTY TRANSACTIONS

All related party transactions (RPTs) which were entered into by the Company during the financial year 2019-20, were on arms' length basis and in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material RPTs as per regulation 23 of the SEBI Listing Regulations.

During the financial year 2019-20, as required under section 177 of the Companies Act, 2013 and regulation 23 of the SEBI Listing Regulations, all RPTs were placed before the Audit Committee for approval.

A statement showing the disclosure of transactions with related parties as required under Ind AS 24 is set out separately in this Annual Report.

There were no material transactions entered into with related parties, during the financial year 2019-20, which may have had any potential conflict with the interests of the Company. The Policy on materiality of RPTs and also on dealing with RPTs pursuant to SEBI Listing Regulations has been placed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com)

#### MANAGEMENT DISCUSSION AND ANALYSIS

This is given as a separate chapter in the Annual Report.

#### DISCLOSURE OF MATERIAL TRANSACTIONS

Pursuant to regulation 26(5) of the SEBI Listing Regulations, the Senior Management has made periodical disclosures to the

Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

#### REMUNERATION OF DIRECTORS

Pecuniary relationship/transaction with non-executive directors During the financial year 2019-20, there was no pecuniary relationship/transaction with any non-executive directors of the Company.

The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

Criteria of making payments to non-executive directors Non-executive directors of the Company play a crucial role in the independent functioning of the Board.

They bring in an external perspective to decision-making and provide leadership & strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing the criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com)

#### NON-EXECUTIVE DIRECTORS

Non-executive directors are paid sitting fees only and no commission is paid to them as earlier stated in this Report.

#### EXECUTIVE DIRECTORS

During the financial year 2019-20, the Company paid remuneration to Madan Mohan Singla, Managing Director, Vijay Singla, Whole Time Director and Rakesh Garg, Whole Time Director of the Company as provided in detail in Form MGT-9, i.e. extract of the Annual Return available on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com)

The Executive Directors are not entitled to any superannuation benefits, which forms part of the perquisites allowed to them. No pension is paid by the Company.

During the financial year 2019-20, none of the directors was paid any performance-linked incentive. The Company has not issued any stock options.





In 2019-20, the Company did not advance any loans to any of the non-executive directors and/or Managing Director. Details of remuneration paid/payable to directors for the financial year 2019-20 are provided in Form MGT-9, i.e. extract of the Annual Return available on Company's website at [www.jtlinfra.com](http://www.jtlinfra.com).

#### SHAREHOLDING OF DIRECTORS

Information on shares held by directors in the Company as on 31st March 2020 is provided in Form MGT-9 i.e. extract of the

Annual Return available on company's website at [www.jtlinfra.com](http://www.jtlinfra.com).

None of the Non-Executive Directors holds Convertible Instruments in the Company.

#### COMPLIANCE OFFICER

**Compliance Officer**

**Mr. Mohinder Singh**

E-mail id : [finance@jagan.in](mailto:finance@jagan.in)

Tel. : 0172-4668000

#### INVESTORS' COMPLAINTS ATTENDED AND RESOLVED DURING 2019-20

Investors' complaints	Attended/resolved during 2019-20
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	Nil

#### MEANS OF COMMUNICATION

The Company promptly discloses information on material corporate developments and other events as required under Listing Regulations. Such timely disclosures are an indicator of the Company's good corporate governance practices.

##### (a) Publication of results

The approved quarterly, half yearly and annual financial results are forthwith sent to the Stock Exchanges where the shares are listed and are displayed on the Company's website at [www.jtlinfra.com](http://www.jtlinfra.com) and are generally published in Financial Express (English) and Jansatta (Hindi), within forty eight hours of approval thereof.

##### (b) Website and News Releases:

The Company's website at [www.jtlinfra.com](http://www.jtlinfra.com) displays the

information, prescribed to be made available on website of the Company under the Companies Act, 2013 and SEBI Listing Regulations, which inter alia includes - details of business of the Company, terms & conditions of independent directors, composition of board committees, policies adopted by the Company, shareholding pattern, presentations made to the Analysts / Institutional investors, announcements / disclosures made by the Company, notices published in the newspapers, Annual Reports, quarterly & Annual Financial results, contact for investor grievances, etc.

##### (c) Stock Exchange

Company makes timely disclosures of necessary information to BSE & MSEI where Company's shares are listed, in terms of the SEBI Listing Regulations and other Rules and regulations issued by SEBI, electronically through at its web-based portals - BSE Listing center.

#### INFORMATION ON GENERAL BODY MEETINGS AND DETAILS OF SPECIAL RESOLUTION (S) PASSED

##### A. Details of three last three Annual General Meeting (AGM) are as under:

AGM/ EGM	Day, Date & Time	Venue	No. of Special Business passed
28th A.G.M	Monday, 30th September, 2019 at 09:30 A.M.	The Chandigarh Club (Near CM House), Sector 1, Chandigarh, 160001	6
27th A.G.M	Saturday, 29th September, 2018 at 09:30 A.M.	The Chandigarh Club (Near CM House), Sector 1, Chandigarh, 160001	5
26th A.G.M	Thursday, 28th September, 2017 at 09:00 A.M.	Fern Residency, Plot Number 28/8, Industrial Area, Phase-2, Chandigarh	4

## B. Postal Ballot

During the financial year 2019-20, no resolution was passed through Postal Ballot.

## MATERIAL RELATED PARTY TRANSACTIONS

There are no transactions of material nature other than reported under "Related Party Disclosures" that have been entered into by the Company with the promoters, directors, their relatives and the management and in any Company in which they are interested and that may have potential conflict with the interest of the Company.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters. The Company has formulated a policy on dealing with Related Party Transactions and determining material subsidiaries. The policy is available on the website of the Company at www.jtinfra.com

## DETAILS OF CAPITAL MARKET NON-COMPLIANCE, IF ANY

There was no non-compliance by the Company of any legal requirements; nor has there been any penalty/stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

## DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

## COMPLIANCE CERTIFICATE

The Managing Director and the CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) read with Part B of Schedule II to the SEBI Listing Regulations.

## REPORT ON CORPORATE GOVERNANCE

This chapter, read together with the information given in the Directors' Report & the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2019-20. The Company has been regularly forwarding the quarterly compliance report to the Stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

## STATUTORY AUDITORS

Suresh K. Aggarwal & Co., Chartered Accountants are the statutory auditors of the Company. Total fees paid by the Company on a consolidated basis to the auditors including all entities in their network firm/entity of which they are a part is Rupees one lakh only.

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI Listing Regulations. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

## COMPLIANCE OF MANDATORY AND DISCRETIONARY REQUIREMENTS

### Mandatory

The Company has complied with the mandatory requirements of the SEBI Listing Regulations.

### Discretionary

The Company has also complied with the discretionary requirements as under:

#### 1) THE BOARD

The non-executive chairperson is entitled to maintain a chairperson's office at the expense of the Company and is also allowed reimbursement of expenses incurred in performance of his duties.

#### 2) SHAREHOLDER RIGHTS

A half-yearly declaration of financial performance including summary of significant events in the preceding six months has not been sent to each household of shareholders.

#### 3) MODIFIED OPINION(S) IN AUDIT REPORT

The Company confirms that its financial statements are with unmodified audit opinion.

#### 4) REPORTING OF INTERNAL AUDITOR

The Internal Auditor reports directly to the Audit Committee.

## GENERAL INFORMATION FOR SHAREHOLDER

The Company is registered in the Union Territory Chandigarh, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L27106CH1991PLC011536



**Annual General Meeting (“AGM”) for the F.Y. 2019-2020:**

<b>Day and Date</b>	<b>Wednesday, September 30, 2020</b>
<b>Time</b>	<b>9:30 A.M.</b>
<b>Venue</b>	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM
<b>Financial Year</b>	The Company follows 1st April to 31st March as Financial year

**FINANCIAL CALENDAR**

Approval of audited annual results for year ending 31st March	April/May
Mailing of annual reports	August/September
Annual general meeting	September
Unaudited first quarter financial results	July/August
Unaudited second quarter financial results	October/November
Unaudited third quarter financial results	December/January

**REGISTRAR AND SHARE TRANSFER AGENTS**

The Company has appointed Beetal Financial & Computer Services (P) Ltd. as its share transfer agent and accordingly, processing of share transfer / dematerialization / re-materialization and allied activities was out sourced to Beetal Financial & Computer Services (P) Ltd, New Delhi.

**Address:** Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi

**Tel:** (91)-11-29961281-83

**Fax:** (91)-11-29961284

**Email:** beetal@rediffmail.com

**SHARE TRANSFER SYSTEM**

Share transfers received by the share transfer agent/Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects.

As per SEBI norms, efforts are underway to update Permanent Account Number (PAN) and bank account details of its concerned shareholder(s) and communications have been sent by the Company to eligible shareholders in this regard. Members are requested to update these details with Beetal / Company at the earliest.

**DATES OF BOOK CLOSURE**

The register of members and share transfer books of the Company will remain closed from Thursday, 24th September 2020 to Wednesday, 30th September 2020 (Both days inclusive).

**DIVIDEND**

The Board of Directors of the Company do not propose to declare any dividend for the financial year 2019-20.

**UNCLAIMED DIVIDENDS**

The Company does not have any unclaimed/unpaid dividend pending to be transferred to Investor Education and Protection Fund (IEPF)

**DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The Company does not have any shares as unclaimed hence the requirement of DEMAT Suspense Account/Unclaimed Suspense Account is not applicable to the Company.

**LISTING ON STOCK EXCHANGES**

Shares of the Company are currently listed on following stock exchanges:

- BSE Ltd. (BSE)**  
1st Floor, New Trading Ring Rotunda Building J Tower, Dalal Street, Fort, Mumbai - 400001
- Metropolitan Stock Exchange of India Limited (MSEI)**  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400098.

For the financial year 2020-21, the listing fees payable to these stock exchanges have been paid in full.

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

As on 31st March, 2020, 1,05,27,060 shares (approx 100%) of the total equity share capital of the Company are held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited. Percentage of shares held in physical and dematerialized form as on 31st March, 2020 is:

Particulars of Shares	Number of Shares	% of Issued Capital
Shares held in dematerialized form in CDSL	17,30,324	16.31
Shares held in dematerialized form in NSDL	87,96,736	82.93
Shares held in Physical Form	80,370	0.76
<b>Total Number of Shares</b>	<b>1,06,07,430</b>	<b>100.00</b>

**STOCK CODE**

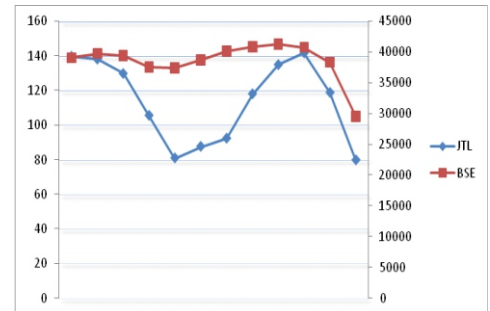
BSE Scrip ID	534600
MSEI Scrip ID	JTLINFRA
ISIN for Depositories (NSDL and CDSL)	INE 391J01016

**MONTHLY SHARE PRICE MOVEMENT DURING 2019-20 AT BSE**

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at BSE Limited (BSE) for the financial year 2019-20.

**BOMBAY STOCK EXCHANGE**

Month	High	Low	Volume (No. of Shares Traded)
Apr-19	157.40	129.25	148370
May-19	140.00	116.50	42158
Jun-19	137.00	119.40	30616
Jul-19	126.90	95.20	80449
Aug-19	99.75	75.00	53011
Sep-19	98.00	71.70	88388
Oct-19	94.90	70.10	42312
Nov-19	119.75	77.70	324930
Dec-19	135.00	105.00	155785
Jan-20	144.00	116.40	120220
Feb-20	142.40	117.30	68501
Mar-20	121.85	68.85	25754

**JTL INFRA LIMITED STOCK PERFORMANCE VS BSE SENSEX DURING 2019-20**

Black: SENSEX | Blue: JTL

**DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020**

Distribution of shareholding of the equity shares of the company by size and ownership class as on 31st March, 2020 is as under:

**(a) Shareholding pattern by size:**

Shareholding of Nominal Value of Rs. 10	No. of Shareholder	%age of Total	No. of Shares	%age of Total
UP TO 5000	926	68.34	104040	1040400
5001 TO 10000	103	7.60	85139	851390
10001 TO 20000	104	7.68	155856	1558560
20001 TO 30000	49	3.62	121901	1219010
30001 TO 40000	34	2.51	123636	1236360
40001 TO 50000	27	1.99	123186	1231860
50001 TO 100000	39	2.88	276944	2769440
100001 AND ABOVE	73	5.39	9616728	96167280
<b>Total</b>	<b>1355</b>	<b>100.00</b>	<b>10607430</b>	<b>106074300</b>

**(b) Shareholding Pattern by ownership:**

Category	No. of Shares held	Voting Strength (%)
Promoters Holding	7631400	71.94
Non-Promoter Holding	2976030	28.06
<b>Total</b>	<b>10607430</b>	<b>100.00</b>

**OUTSTANDING CONVERTIBLE INSTRUMENTS / ADRS / GDRS / WARRANTS**

Out of total outstanding 12,00,000 warrants fully convertible into equity shares issued to promoters, promoter group and non-promoter, Company has issued 6,00,000 equity shares to

promoters on exercise of conversion option by promoters on January 1, 2020. Balance 600,000 warrants and application money received at the time of allotment was forfeited by the Company. There are no outstanding warrants as on 31st March, 2020.



**PLANT LOCATIONS**

JTL Infra has plants located at the following places:

1. Gholumajra, DeraBassi,  
Ambala, Chandigarh Highway,  
Distt. SAS Nagar. Punjab-India
2. Vill. Kotse Budruk, Taluka Mangaon, Distt. Raigarh,  
Maharashtra-India

**ADDRESS FOR CORRESPONDENCE WITH COMPANY**

Investors and shareholders can correspond with the share transfer agent or the registered office of the Company at the following address:

**Share Transfer Agent**

Beetal Financial & Computer Services (P) Ltd.

Address: Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi

Tel: (91) -11-29961281-83

Fax: (91) -11-29961284

Email: beetal@rediffmail.com

**Company : Mr. Mohinder Singh**

**Company Secretary & Compliance Officer**

Address: SCO 18-19, Sector 28C, Chandigarh - 160002

Tel: (91) 172 4668000

E-mail: finance@jagan.in

**Non- Mandatory Requirements:**

The Company is taking steps to comply with the non-mandatory requirements. The Board wishes to ensure that the non-mandatory disclosures requirements would be complied in the near future.

For & on Behalf of the Board  
**JTL INFRA LIMITED**

**Rakesh Garg**  
Whole Time Director  
DIN: 00184081

**Madan Mohan**  
Managing Director  
DIN: 00156668

Place: Chandigarh  
Date: August 29, 2020

## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members of  
**JTL Infra Limited**

I have examined the compliance of conditions of Corporate Governance by JTL Infra Limited (**the 'Company'**) for the year ended on 31st March, 2020, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the SEBI Listing Regulations'**), as amended from time to time.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, to the extent applicable to the Company during the year under report.

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

**For Suresh K Aggarwal & Co.**  
Chartered Accountants  
FRN: 021129N

**Suresh Kumar Aggarwal**  
Proprietor  
M. No: 090064

Date: August 29, 2020  
Place: Chandigarh

## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17(5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director and Whole-Time Directors.

I confirm that the Company has in respect of the financial year ended 31st March 2020, received from the senior Management team of the Company and the Members of the Board, declarations affirming Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on 31st March, 2020.

**For JTL Infra Limited**

**Madan Mohan Singla**  
Managing Director  
DIN: 00156668

Date: August 29, 2020  
Place: Chandigarh





## **COMPLIANCE CERTIFICATE**

**[Regulation 17(8) and Part B of Schedule II of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We, Madan Mohan Singla, Managing Director and Dhruv Singla, Chief Financial Officer of JTL Infra Limited, do hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31st March, 2020 and to the best of our knowledge, information and belief:
  - (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. They have indicated to the auditors and the Audit committee
  - (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For JTL Infra Limited**

**Dhruv Singla**  
Chief Financial Officer

**Madan Mohan Singla**  
Managing Director

Date: August 29, 2020

Place: Chandigarh

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
J T L INFRA LIMITED,  
S.C.O. 18-19, SECTOR-28C,  
CHANDIGARH-160002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of J T L Infa Limited having CIN L27106CH1991PLC011536 and having registered office at S.C.O. 18-19, SECTOR-28C, CHANDIGARH-160002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	DIN/PAN	Name of the Director	Date of Appointment
1.	00156668	Mr. Madan Mohan	July 29, 1991
2.	00156801	Mr. Vijay Singla	July 29, 1991
3.	00156885	Mr. Mithan Lal Singla	July 29, 1991
4.	00184081	Mr. Rakesh Garg	July 29, 1991
5.	06790358	Mr. Bhupinder Nayyar	May 17, 2018
6.	07070977	Ms. Preet Kamal Kaur Bhatia	February 13, 2015

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

**For S.V. Associates**  
Company Secretaries

**Sahil Malhotra**  
Proprietor  
COP No.14791  
M.No. 38204

Date: August 29, 2020  
Place: Chandigarh



## INDEPENDENT AUDITOR'S REPORT

To The Members of  
JTL INFRA LIMITED

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial Statements of J T L Infra Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that data.

#### Basis For Opinion

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

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Ind-AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone

Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibility for the Audit of the Ind AS Standalone Financial Statements**

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

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

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

our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may



reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in term of sub-section (11) of Section 143(3) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - (d) In our opinion, the aforesaid Ind AS standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of

the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act;

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and explanations given to us:
  - i. There Company does not have any pending litigations as at 31st March, 2020 which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2020.

For **SURESH K AGGARWAL & CO.**

Chartered Accountants

ICAI Firm Registration Number: 021129N

**Suresh Kumar Aggarwal**

Proprietor

Membership Number: 090064

UDIN: 20090064AAAABC9551

Place: Chandigarh

Date: June 30, 2020

## "Annexure A" to Independent Auditor's Report

### Report on the Audit of Standalone Financial Statements

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - (c) According to the information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.
- ii. The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on physical verification. Inventories lying with third parties have been confirmed by them and no material discrepancies were noticed in respect of such confirmations
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the act'). Accordingly, the provisions of Clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the act in respect of loans to directors including entities in which they are interested and in respect of loans and advance given, investments made and, guarantees, and securities given have been complied with by the Company.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable.
- vi. We have broadly reviewed the books of account and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of the company's products and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of records with a view to determine whether they are accurate or complete.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2020 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, and duty of excise or value added tax or Cess which have not been deposited on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.





- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- xi. According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given by the management and based on our examination of the records of the Company, the Company has made preferential allotment of 60000 shares to promoter group during the year and has made compliance of provision of Section 42 of the Companies Act, 2013 and amount raised have been used for the purpose for which the funds were raised.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with any director or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For **SURESH K AGGARWAL & CO.**

Chartered Accountants

ICAI Firm Registration Number: 021129N

**Suresh Kumar Aggarwal**

Proprietor

Membership Number: 090064

UDIN: 20090064AAAABC9551

Place: Chandigarh

Date: June 30, 2020

## "Annexure B" to Independent Auditor's Report

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

#### To the Members of JTL Infra Limited

We have audited the internal financial controls over financial reporting of M/S J T L INFRA LIMITED ("the Company") as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;



and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SURESH K AGGARWAL & CO.**

Chartered Accountants

ICAI Firm Registration Number: 021129N

**Suresh Kumar Aggarwal**

Proprietor

Membership Number: 090064

UDIN: 20090064AAAABC9551

Place: Chandigarh

Date: June 30, 2020

## FINANCIAL STATEMENTS

### BALANCE SHEET AS AT MARCH 31, 2020

(Amount in Rs.)

Particulars	Notes	As at 31-Mar-20	As at 31-Mar-19
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	3	236,754,995	194,828,731
Capital Work in Progress	3	-	-
<b>Financial Assets</b>			
Investments	4	178,416	178,416
Other Non-Current Assets	5	9,971,462	3,237,981
<b>Total Non-Current Assets</b>		<b>246,904,873</b>	<b>198,245,128</b>
<b>Current Assets</b>			
Inventories	6	420,138,712	220,651,679
<b>Financial Assets</b>			
Loans	7	229,759	2,061,818
Trade Receivables	8	507,156,777	556,843,222
Cash and Cash Equivalents	9	5,392,174	1,760,183
Bank Balances other than Cash and Cash Equivalents	10	23,288,734	19,572,537
Others	11	323,807	179,510
Current Tax Assets (net)	12	332,733	332,733
Other Current Assets	13	198,378,688	79,230,074
<b>Total Current Assets</b>		<b>1,155,241,384</b>	<b>880,631,756</b>
<b>Total Assets</b>		<b>1,402,146,257</b>	<b>1,078,876,884</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	106,074,300	100,074,300
Other Equity	15	506,180,018	341,128,958
<b>Total Equity</b>		<b>612,254,318</b>	<b>441,203,258</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	832,602	2,126,397
Provisions	17	3,817,437	3,315,145
Deferred Tax Liabilities	18	17,805,266	14,387,594
Other Non-Current Liabilities	19	2,431,025	11,376,326
<b>Total Non-Current Liabilities</b>		<b>24,886,330</b>	<b>31,205,462</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	20	579,434,359	348,886,313
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises and	21	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	21	111,732,516	60,147,163
Other Financial Liabilities	22	14,800,003	13,626,547
Other Current Liabilities	23	32,813,928	140,700,113
Provisions	24	172,887	59,348
Income Tax Liabilities (net)		26,051,916	43,048,680
<b>Total Current Liabilities</b>		<b>765,005,609</b>	<b>606,468,164</b>
<b>Total Equity and Liabilities</b>		<b>1,402,146,257</b>	<b>1,078,876,884</b>

The notes referred to above form an integral part of the financial statements  
As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants

FRN 021129N

**Suresh Kumar Aggarwal**

Proprietor

M.No. 090064

Place : Chandigarh

Date : June 30, 2020

UDIN : 20090064AAAABC9551

For and on behalf of Board of Directors

of **J T L Infra Limited**

**Rakesh Garg**

Director

DIN: 00184081

**Mohinder Singh**

Company Secretary

PAN: BELPS5287P

**Madan Mohan Singla**

Managing Director

DIN: 00156668

**Dhruv Singla**

Chief Financial Officer

PAN: CGBPS9330L



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

(Amount in Rs.)

Particulars	Note	Year ended 31-Mar-20	Year ended 31-Mar-19
Revenue from Operations	25	2,299,286,813	3,218,616,244
Other Income	26	27,477,614	8,183,647
<b>Total Income (I)</b>		<b>2,326,764,427</b>	<b>3,226,799,891</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	27	2,095,261,314	2,865,714,215
Purchases of Stock-in-Trade		-	-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work -in -Progress	28	(61,969,982)	(29,029,044)
Employee Benefits Expense	29	32,080,275	19,466,985
Finance Costs	30	40,490,392	31,677,302
Depreciation and Amortisation Expense	31	14,832,360	7,360,000
Other Expenses	32	69,737,699	125,682,897
<b>Total Expenses (II)</b>		<b>2,190,432,058</b>	<b>3,020,872,355</b>
Profit Before Exceptional Items and Tax (I-II)		136,332,369	205,927,536
Exceptional Items		-	-
<b>Profit/ (Loss) Before Tax</b>		<b>136,332,369</b>	<b>205,927,536</b>
<b>Tax Expense/(Benefits):</b>			
Current Tax	18	32,163,637	53,034,535
Deferred Tax	18	3,417,672	7,880,260
<b>Total Tax Expense</b>		<b>35,581,309</b>	<b>60,914,795</b>
<b>Profit/ (loss) for the years</b>		<b>100,751,060</b>	<b>145,012,741</b>
Other Comprehensive Income :			
Items that will not be reclassified to Profit and Loss			
(i) Re-measurement Gains/(Losses) on Defined Benefit Plans		-	-
(ii) Income Tax effect on above		-	-
<b>Total Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income</b>		<b>100,751,060</b>	<b>145,012,741</b>
<b>Earnings per Equity Share of Rs. 10 each</b>			
Basic		9.92	14.49
Diluted		9.92	14.49

The notes referred to above form an integral part of the financial statements  
As per our report of even date attached

 For **Suresh K Aggarwal & Co.**

 Chartered Accountants  
FRN 021129N

**Suresh Kumar Aggarwal**

 Proprietor  
M.No. 090064

Place : Chandigarh

Date : June 30, 2020

UDIN : 20090064AAAABC9551

 For and on behalf of Board of Directors  
of **J T L Infra Limited**
**Rakesh Garg**

 Director  
DIN: 00184081

**Mohinder Singh**

 Company Secretary  
PAN: BELPS5287P

**Madan Mohan Singla**

 Managing Director  
DIN: 00156668

**Dhruv Singla**

 Chief Financial Officer  
PAN: CGBPS9330L

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in Rs.)

Particulars	Year ended 31-Mar-20	Year ended 31-Mar-19
<b>Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before Tax	136,332,369	205,927,535
<b>Adjustment for :</b>	-	-
Depreciation & Amortisation Expense	14,832,360	7,360,000
Interest Income	(1,545,977)	(994,194)
Interest Expense	33,314,043	19,906,807
Interest on Income Tax	790,120	2,635,387
Security deposit forfeited	-	(6,849,149)
(Gain) / Loss on Sale of Investments	-	(6,449)
<b>Operating Profit before working Capital Changes :</b>	<b>183,722,915</b>	<b>227,979,937</b>
<b>Movements in Working Capital :</b>	-	-
(Increase)/decrease in Trade Receivables	49,686,445	(241,736,353)
(Increase)/decrease in Inventories	(199,487,033)	(31,751,707)
Increase/(decrease) in Trade payables	51,585,353	(141,586,585)
Increase/(decrease) in Other liabilities and Provisions	(117,190,251)	138,095,238
(Increase)/decrease in Other financial assets and Other assets	(124,050,036)	42,017,403
<b>Cash generated from Operations :</b>	<b>(155,732,607)</b>	<b>(6,982,067)</b>
Direct Taxes Paid	(49,160,402)	(39,304,236)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>(204,893,009)</b>	<b>(46,286,303)</b>
<b>Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment including capital work-in-progress	(54,733,934)	(123,516,480)
Movement in Investments	-	30,930
Movement Bank Deposit not considered as cash & cash equivalent	(3,716,197)	(7,381,295)
Interest Received	1,401,680	1,081,456
Profit on Sale of Investments	-	6,449
<b>Net Cash flow from/(used in) Investing Activities</b>	<b>(57,048,451)</b>	<b>(129,778,940)</b>
<b>Cash Flow from Financing Activities</b>		
Proceeds from/ (repayment of) Long term borrowings	(1,170,432)	902,246
Money received against share warrents	-	60,800,000
Share Application Money/Share Capital (Including Share Premium) received	70,300,000	-
Proceeds from/ (repayment of) in Short term borrowings	230,548,046	137,002,168
Interest Paid	(34,104,163)	(22,542,194)
<b>Net Cash flow from/(used) in Financing Activities</b>	<b>265,573,451</b>	<b>176,162,220</b>
Net Increase/Decrease in Cash & Cash Equivalents	3,631,991	96,977
Cash & Cash equivalents at the beginning of the year	1,760,183	1,663,206
<b>Cash &amp; Cash equivalents at the end of the year</b>	<b>5,392,174</b>	<b>1,760,183</b>
<b>Components of Cash and Cash Equivalents</b>		
Cash in Hand	5,367,121	1,708,170.00
Balance with Scheduled Banks :		
Current Accounts	25,053	52,013.00
Unpaid Dividend Accounts	5,392,174	1,760,183
Add:- Term Deposits pledged with Scheduled banks not considered as cash and cash equivalents	-	-
Less:- Fixed Deposits having maturity period more then 12 months	-	-
<b>Cash and Bank Balances</b>	<b>5,392,174</b>	<b>1,760,183</b>

**In terms of our report attached**

As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants

FRN 021129N

**Suresh Kumar Aggarwal**

Proprietor

M.No. 090064

Place : Chandigarh

Date : June 30, 2020

UDIN : 20090064AAAABC9551

For and on behalf of Board of Directors  
of **J T L Infra Limited****Rakesh Garg**

Director

DIN: 00184081

**Mohinder Singh**

Company Secretary

PAN: BELPS5287P

**Madan Mohan Singla**

Managing Director

DIN: 00156668

**Dhruv Singla**

Chief Financial Officer

PAN: CGBPS9330L



**STATEMENT OF CHANGE IN EQUITY AS AT MARCH 31, 2020**
**A. Equity Share Capital**

Particulars	No. of Shares	In Rs.
<b>Equity shares of Rs. 10/- each Issued, Subscribed and fully paid up</b>		
<b>As at April 01, 2018</b>	<b>10,007,430</b>	<b>100,074,300</b>
Increase/(decrease) during the year	-	-
<b>As at March 31, 2019</b>	<b>10,007,430</b>	<b>100,074,300</b>
Increase/(decrease) during the year	600,000	6,000,000
<b>As at March 31, 2020</b>	<b>10,607,430</b>	<b>106,074,300</b>

**B. Other Equity**

Particulars	Reserve and Surplus			Money received against share warrants	Total other equity
	Capital Reserve	Securities Premium	Retained Earnings		
Balance as at April 1, 2018	1,320,012	1,228,369	132,767,837	-	135,316,218
Profit for the year	-	-	145,012,740	-	145,012,740
Re-measurements of the net defined benefit Plans	-	-	-	-	-
Money received against share warrants	-	-	-	60,800,000	60,800,000
<b>Balance as at March 31, 2019</b>	<b>1,320,012</b>	<b>1,228,369</b>	<b>277,780,577</b>	<b>60,800,000</b>	<b>341,128,958</b>
Profit for the year	-	-	100,751,060	-	100,751,060
Impact of the net defined benefit Plans on adoption of Ind AS 19.	-	-	-	-	-
Money received against share warrants	27,900,000	97,200,000	-	(60,800,000)	64,300,000
<b>Balance as at March 31, 2020</b>	<b>29,220,012</b>	<b>98,428,369</b>	<b>378,531,637</b>	<b>-</b>	<b>506,180,018</b>

**C) Description of the Purposes of Each Reserve Within Equity**
**Reserve and Surplus:**

- a) **Capital Reserve**  
Capital Reserve was created to address the inadequacy of capital funds in the event of additional capital requirements.
- b) **Securities Premium**  
Securities premium is used to record premium received on issue of shares. This shall be utilised in accordance with the provisions of the Companies Act 2013.
- c) **Retained Earnings**  
Retained earnings are the profits that the company has earned till date, less any transfer to general reserve, dividends or other distribution or the distributions paid to the shareholders.

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants

FRN 021129N

**Suresh Kumar Aggarwal**

Proprietor

M.No. 090064

Place : Chandigarh

Date : June 30, 2020

UDIN : 20090064AAAABC9551

For and on behalf of Board of Directors

of **J T L Infra Limited**

**Rakesh Garg**

Director

DIN: 00184081

**Mohinder Singh**

Company Secretary

PAN: BELPS5287P

**Madan Mohan Singla**

Managing Director

DIN: 00156668

**Dhruv Singla**

Chief Financial Officer

PAN: CGBPS9330L

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

### 1 Corporate information

"J T L Infra Limited ("the Company") is primarily engaged in the business of manufacture and sale of Iron and Steel Products. The Company is an integrated manufacturer and supplier of steel tubes, pipes and allied products having manufacturing facilities in India. Its products have application in transportation supply of water for drinking, drainage, irrigation purposes and other industrial applications such as solar structures, infra projects scaffoldings. J T L Infra Limited is a public limited company incorporated in India on July 07, 1991 under the Companies Act, 1956 and Listed on the Bombay Stock Exchange ('BSE') and Metropolitan Stock Exchange. The registered office of Company is situated at SCF 18-19, First Floor, Sector-28C, Chandigarh-160002, India."

### 2 Significant Accounting Policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. These accounting policies have been applied consistently to all the periods presented in these financial statements.

#### 2.1 Statement of Compliance

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act, 2013, (Ind AS Compliant Schedule III), as applicable to standalone financial statement.

"Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as "Standalone Financial Statements" or "financial statements")."

#### 2.2 Basis of preparation

##### a) Statement of compliance with Ind AS:

These financial statements are prepared in

accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act 2013 ("The Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). the Ind AS are prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

##### b) Basis of measurement

These financial statements are prepared under the historical cost convention except for the following material items that have been measured at fair value as required by relevant Ind AS:

- defined benefit plans - plan assets measured at fair value;
- certain financial assets and liabilities
- assets held for sale – measured at fair value less cost of disposal

#### FAIR VALUE MEASUREMENT:

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (that is, an exit price). It is a market-based measurement, not an entity-specific measurement. the fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Company. the fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.



The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

#### **Where required/appropriate, external valuers are involved**

All financial assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy established by Ind As 113, that categorises into three levels, the inputs to valuation techniques used to measure fair value. These are based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 inputs are unobservable inputs for the asset or liability. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments.

The Company recognises transfers between levels of fair value hierarchy at the end of reporting period during which change has occurred.

#### **c) Current non-current classification:**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

#### **A liability is current when:**

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current/non-current classification of assets & liabilities period of 12 months has been considered as normal operating cycle.

#### **d) Functional and presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company as well.

#### **e) Rounding of amounts:**

All amounts disclosed in the financial statements and notes are in Indian Rupees rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013, unless otherwise stated.

#### **2.3 Use of estimates**

The preparation of financial statements in conformity with the recognition and measurement principles of the Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements, and the reported amounts of revenues,

expenses and the results of operations during the reporting period. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an "ongoing basis". Such estimates & assumptions are based on management evaluation of relevant facts & circumstances as on date of financial statements. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

## 2.4 Revenue recognition

### Sale of goods

"Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and goods and services tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method."

### Revenue (other than sale)

Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**Claim on insurance company and others**, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on "acceptance basis".

### Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### Dividend

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

## 2.5 Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

### Cost of an item of property, plant and equipment comprises–

- i. its purchase price, including import duties and non-refundable purchase taxes (net of duty/ tax credit availed), after deducting trade discounts and rebates.
- ii. any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii. borrowing cost directly attributable to the qualifying asset in accordance with accounting policy on borrowing cost.
- iv. the costs of dismantling, removing the item and restoring the site on which it is located.

PPE in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes direct costs, related pre-operational expenses and for qualifying assets applicable borrowing costs to be capitalised in accordance with the Company's accounting policy. Administrative, general overheads and other indirect expenditure (including borrowing costs) incurred during the project period which are not directly related to the project nor are incidental thereto, are expensed. Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress". They are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other items of PPE, commences when the assets are ready for their intended use.

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



recognised in the Statement of Profit and Loss.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful life that is materially different from that of the remaining plant and equipment. Machinery spares which meets the criteria of PPE is capitalized and depreciated over the useful life of the respective asset.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

#### **Depreciation:**

Depreciation on Property, Plant & Equipment (other than freehold land and capital work in progress) is provided on the straight line method, based on their respective estimate of useful lives, as given below. Estimated useful lives of assets are determined based on internal assessment estimated by the management of the Company and supported by technical advice wherever so required. The management believes that useful lives currently used, which is as prescribed under Schedule II to the Companies Act, 2013, fairly reflect its estimate of the useful lives and residual values of Property, Plant & Equipment (considered at 5% of the original cost), though these lives in certain cases are different from lives prescribed under Schedule II.

Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is retired from active use and is held for disposal and the date that the asset is derecognised.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation methods, useful lives and residual values are reviewed periodically including at the end of each financial year. Any changes in depreciation method, useful lives and residual values are treated as a change in accounting estimate and applied/adjusted prospectively, if appropriate.

## **2.6 Financial instruments**

### **Financial Assets:**

#### **Initial recognition and measurement:**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, except for trade receivables which are initially measured at transaction price. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are added to or deducted from the fair value of the financial assets.

#### **Financial assets are subsequently classified and measured at**

- amortised cost (if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding)
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

#### **Equity Instruments:**

Investment in subsidiaries are measured at cost less impairment losses, if any. All investments in equity instruments in scope of Ind AS 109 classified under financial assets are initially measured at fair value.

If the equity investment is not held for trading, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Equity Instruments which are held for trading are classified as measured at FVTPL.

Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other

income' in the Statement of Profit and Loss.

The Company does not have any equity investments designated at FVOCI.

#### **Derecognition:**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

#### **Impairment of Financial Asset:**

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. the Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. This involves use of provision matrix constructed on the basis of historical credit loss experience and adjusted for forward looking information. the expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. the 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Company measures the expected credit loss associated

with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. the impairment methodology applied depends on whether there has been a significant increase in credit risk.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the Statement of Profit and Loss.

#### **Financial Liabilities and equity instruments:**

##### **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company entity are recognised at the proceeds received, net of direct issue costs.

##### **Financial liabilities**

##### **Initial recognition and measurement:**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The fair value of a financial instrument at initial recognition is normally the transaction price. If the Company determines that the fair value at initial recognition differs from the transaction price, difference between the fair value at initial recognition and the transaction price shall be recognized as gain or loss unless it qualifies for recognition as an asset or liability. This normally depends on the relationship between the lender and borrower or the reason for providing the loan. Accordingly in case of interest-free loan from promoters to the Company, the difference between the loan amount and its fair value is treated as an equity contribution to the Company. In accordance with Ind AS 113, the fair value of a financial liability with a demand feature is not less than the amount payable on demand, discounted from the first date that the amount could be





required to be paid. The Company's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts.

#### **Subsequent Measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss, unless and to the extent capitalised as part of costs of an asset.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### **Trade and other payables**

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **Off setting of Financial Instruments**

Financial assets and financial liabilities are offset and the net

amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognised amount and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **2.7 Impairment of Non-financial assets**

The carrying amounts of non-financial assets other than inventories are assessed at each reporting date to ascertain whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. An impairment loss is recognised, as an expense in the Statement of Profit and Loss, for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Value in use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects the current market assessments of the time value of money and the risk specific to the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels into cash generating units for which there are separately identifiable cash flows.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

#### **2.8 Borrowing costs**

Borrowing costs comprises interest expense on borrowings calculated using the effective interest method and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. EIR calculation does not include exchange differences.

Borrowing costs that are directly attributable to the

acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are included in the cost of those assets. Such borrowing costs are capitalised as part of the cost of the asset when it is probable that they will result in future economic benefits to the entity and the costs can be measured reliably. Other borrowing costs are recognised as an expense in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

### 2.9 Foreign currency transactions

The financial statements are presented in Indian Rupees (INR), the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Under Previous GAAP, the Company had opted for paragraph 46A of Accounting Standard for 'Effect of Changes in Foreign Exchange Rates' (AS 11) which provided an alternative accounting treatment whereby exchange differences arising on long term foreign currency monetary items relating to depreciable capital asset can be added to or deducted from the cost of the asset and should be depreciated over the balance life of the asset.

Ind AS 101 includes an optional exemption that allows a first-

time adopter to continue the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. The Company has elected to avail this optional exemption. However, the capitalization of exchange differences is not allowed on any new long term foreign currency monetary item recognized from the first Ind AS financial reporting period.

### 2.10 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition, are accounted for as follows:

- Raw materials, stores and spares: cost includes cost of purchase (viz. the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition and is net of trade discounts, rebates and other similar items) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving Weighted Average Method.
- Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- Spare parts, which do not meet the definition of property, plant and equipment are classified as inventory.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion



and the estimated costs necessary to make the sale. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

### **2.11 Employee benefits**

#### **Short-term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, social security contributions, short term compensated absences (paid annual leaves) etc. are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled and are expensed in the period in which the employee renders the related service.

#### **Post-employment benefits :**

##### **i) Defined contribution plan**

The defined contribution plan is post employment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. the Company's defined contribution plan comprises of Provident Fund, Employee State Insurance Scheme and Labour Welfare Fund. the Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which employee renders the related service.

##### **ii) Defined benefit plan**

The Company's obligation towards gratuity liability is a "defined benefit" obligation. the present value of the defined benefit obligations is determined on the basis of actuarial valuation using the projected unit credit method. the rate used to discount "defined benefit obligation" is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

The amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the current year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense, calculated by applying the liability discount rate to the net defined benefit liability or asset, is charged or credited to 'Finance costs' in the Statement of Profit and Loss.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains/ losses (i.e. changes in the present value of the defined benefit obligation resulting from experience adjustments and effects of changes in actuarial assumptions), the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) and is recognised immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss account in subsequent periods.

#### **Other long-term employee benefit obligations:**

The liabilities for earned leave is being discharged by the company on yearly basis and is treated as short term employee benefit.

### **2.12 Non-current assets held for sale and discontinued operations**

Non-current assets (or disposal group) are classified as "held for sale" if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. the criteria for "held for sale" is regarded as met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

If the criteria for held for sale is no longer met, the asset ceases to be classified as held for sale and the asset shall be measured at the lower of :

- (a) its carrying amount before the asset was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset not been classified as held for sale, and
- (b) its recoverable amount at the date of the subsequent decision not to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increase in

fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Property, plant and equipment and intangible assets once classified as "held for sale" are not depreciated or amortised. A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet. Discontinued operations are excluded from the results of continuing operations and are presented as profit or loss before / after tax from discontinued operations in the statement of profit and loss.

### 2.13 Taxation

Tax expense comprises of current and deferred tax and includes any adjustments related to past periods in current and/or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant period. On March 30, 2019, MCA has issued amendment regarding the income tax Uncertainty over Income Tax Treatments. The notification clarifies the recognition and measurement requirements when there is uncertainty over income tax treatments. In assessing the uncertainty, an entity shall consider whether it is probable that a taxation authority will accept the uncertain tax treatment.

This notification is effective for annual reporting periods beginning on or after April 1, 2019. As per the Company's assessment, there are no material income tax uncertainties over income tax treatments.

#### **Current income tax:**

Tax on income for the current period is determined on the basis of taxable income (or on the basis of book profits wherever

minimum alternate tax is applicable) and tax credits computed in accordance with the provisions of the Income Tax Act 1961, and based on the expected outcome of assessments/appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised, either in other comprehensive income or directly in equity, is also recognized in other comprehensive income or in equity, as appropriate and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

#### **Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

**Deferred tax liabilities** are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses unabsorbed tax depreciation. Deferred tax



assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Deferred Tax Assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax assets in the Balance sheet when

the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

## 2.14 Provisions and contingencies

### Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

### Contingencies:

#### Contingent liabilities

A contingent liability is:

- a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or
- a present obligation that arises from past events but is not recognised because :
  - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized but disclosed unless the contingency is remote.

### Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised but are disclosed when the inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognized.

### 2.15 Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

The Company is engaged in manufacturing and supply of steel tubes, pipes and allied products which is considered as the only reportable business segment. the Company's Chief Operating Decision Maker (CODM) is the Managing Director. He evaluates the Company's performance and allocates resources based on analysis of various performance indicators by geographical areas only.

### 2.16 Related party

A related party is a person or entity that is related to the reporting entity and it includes :

- (a) A person or a close member of that person's family if that person:
  - (i) has control or joint control over the reporting entity;
  - (ii) has significant influence over the reporting entity; or
  - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- (b) An entity is related to the reporting entity if any of the following conditions apply:
  - (i) the entity and the reporting entity are members of the same Group.
  - (ii) One entity is an associate or joint venture of the other entity.
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity.

- (vi) the entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) the entity, or any member of a Group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:

- (a) that person's children, spouse or domestic partner, brother, sister, father and mother;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. Related party transactions and outstanding balances disclosed in the financial statements are in accordance with the above definition as per Ind As 24.

### 2.17 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short term deposits/investments with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value. these exclude bank balances (including deposits) held as margin money or security against borrowings, guarantees etc. being not readily available for use by the Company.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short term deposits and exclude items which are not available for general use as on the date of Balance Sheet, as defined above, net of bank overdrafts which are repayable on demand where they form an integral part of an entity's cash management.

### 2.18 Cash Flow Statement

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method as set out in Ind AS 7 'Statement of Cash Flows', adjusting the net





profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and
- iii. all other items for which the cash effects are investing or financing cash flows.

### **2.19 Earnings per share**

The Basic Earnings per equity share ('EPS') is computed by dividing the net profit or loss after tax before other comprehensive income for the year attributable to the equity shareholders of the Company by weighted average number of equity shares outstanding during the year. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Contingently issuable shares are treated as outstanding and are included in the calculation of basic earnings per share only from the date when all necessary conditions are satisfied (i.e the events have occurred).

Diluted earnings per equity share are computed by dividing the net profit or loss before OCI attributable to equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares (including options and warrants). the dilutive potential

equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date. Anti-dilutive effects are ignored.

### **2.20 Events after Reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

### **2.21 Exceptional Items**

An item of Income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the financial statements.

### **2.22 Corporate Social Responsibility (CSR) expenditure**

The Company charges its CSR expenditure during the year to the statement of profit & loss.

### **2.23 Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

(Amount in Rs.)

Particulars	Computers & Printer	Furniture & Fixtures	Telephone & Mobiles	Office Equipments	Electricals Appliance	Plant & Machinery	Land	Building	Misc. Assets	Vehicles	Total property, Plant & Equipment	Capital Work in progress
<b>Gross Block</b>												
Deemed Cost as at April 1, 2018	447,722	21,964	88,769	194,337	168,763	48,150,166	868,708	10,635,431	291,298	7,601,808	68,468,966	18,616,988
Additions	69,024	123,648	-	186,363	8,474,030	69,653,202	18,143,288	41,711,043	-	3,772,870	142,133,468	-
Disposal /Adjustments	-	-	-	-	-	-	-	-	-	(363)	(363)	18,616,988
<b>As at March 31, 2019</b>	<b>516,746</b>	<b>145,612</b>	<b>88,769</b>	<b>380,700</b>	<b>8,642,793</b>	<b>117,803,368</b>	<b>19,011,996</b>	<b>52,346,474</b>	<b>291,298</b>	<b>11,375,041</b>	<b>210,602,797</b>	-
Additions	286,421	416,971	-	128,267	11,310	44,276,066	2,614,698	8,214,870	-	810,385	56,758,988	-
Sales/ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	365	-	-	-	(730)	(365)	-
<b>As at March 31, 2020</b>	<b>803,167</b>	<b>562,583</b>	<b>88,769</b>	<b>508,967</b>	<b>8,654,103</b>	<b>162,079,799</b>	<b>21,626,694</b>	<b>60,561,344</b>	<b>291,298</b>	<b>12,184,696</b>	<b>267,361,420</b>	-
<b>Accumulated Depreciation</b>												
Balance as at April 1, 2018	58,303	-	2,466	17,766	18,380	4,249,292	-	2,750,483	-	1,317,376	8,414,066	-
Charge for the period	36,871	1,030	5,423	31,245	53,329	4,265,267	-	1,491,041	-	1,475,793	7,360,000	-
Deductions /Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>95,174</b>	<b>1,030</b>	<b>7,889</b>	<b>49,012</b>	<b>71,709</b>	<b>8,514,558</b>	-	<b>4,241,524</b>	-	<b>2,793,169</b>	<b>15,774,066</b>	-
Charge for the period	73,363	21,219	5,423	64,172	807,354	9,314,607	-	2,856,495	-	1,689,727	14,832,360	-
Deductions /Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>168,537</b>	<b>22,249</b>	<b>13,312</b>	<b>113,184</b>	<b>879,063</b>	<b>17,829,165</b>	-	<b>7,098,019</b>	-	<b>4,482,896</b>	<b>30,606,426</b>	-
<b>Net carrying Value</b>												
As at March 31, 2020	634,630	540,334	75,457	395,783	7,775,040	144,250,634	21,626,694	53,463,325	291,298	7,701,800	236,754,995	-
As at March 31, 2019	421,572	144,582	80,880	331,688	8,571,084	109,288,810	19,011,996	48,104,950	291,298	8,581,871	194,828,731	-
As at March 31, 2018	389,419	21,964	86,303	176,571	150,383	43,900,874	868,708	7,884,948	291,298	6,284,432	60,054,900	-



**4 NON-CURRENT INVESTMENTS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Investments in Mutual Funds/Shares	178,416	178,416
<b>Total</b>	<b>178,416</b>	<b>178,416</b>
Aggregate amount of quoted investments	178,416	178,416
Market value of quoted investments	178,416	178,416

**5 OTHERS NON-CURRENT ASSETS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
(Unsecured, considered good unless otherwise stated)		
Security Deposits	9,971,462	3,237,981
<b>Total</b>	<b>9,971,462</b>	<b>3,237,981</b>

**6 INVENTORIES**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Raw Materials	240,053,681	111,543,537
Finished Goods	152,804,411	94,154,456
Consumables	21,988,473	12,981,566
Scrape & Wastage	5,292,147	1,972,120
<b>Total</b>	<b>420,138,712</b>	<b>220,651,679</b>

**7 LOANS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Loan receivables considered good- secured	-	-
Loan receivables considered good- unsecured	229,759	2,061,818
Loan receivables which have significant increase in credit risk and	-	-
Loan receivables- credit impaired	-	-
<b>Total</b>	<b>229,759</b>	<b>2,061,818</b>

**8 TRADE RECEIVABLES**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Trade Receivables considered good - secured	-	-
Trade Receivables considered good - unsecured	507,156,777	556,843,222
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
<b>Total</b>	<b>507,156,777</b>	<b>556,843,222</b>

**9 CASH AND CASH EQUIVALENTS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Cash in Hand	5,367,121	1,708,170
Balance with Banks in Current Accounts	25,053	52,013
<b>Total</b>	<b>5,392,174</b>	<b>1,760,183</b>

**10 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Other Bank balances		
Deposits with remaining maturity for less than 12 months	23,288,734	19,572,537
<b>Total</b>	<b>23,288,734</b>	<b>19,572,537</b>

**11 OTHER CURRENT FINANCIAL ASSETS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Interest Accrued on Term Deposits	323,807	179,510
<b>Total</b>	<b>323,807</b>	<b>179,510</b>

**12 CURRENT TAX ASSETS (NET)**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Income Tax Recoverable	332,733	332,733
<b>Total</b>	<b>332,733</b>	<b>332,733</b>

**13 OTHER CURRENT ASSETS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Advance to Suppliers	96,444,023	37,733,669
Advance for Capital Goods	4,281,036	-
Prepaid Expenses	277,306	271,302
Balance with Govt. Authorities		
GST Receivables	85,920,021	29,701,446
Others Receivables	56,302	-
Others Cheque Pending For Realisation	11,400,000	11,523,657
<b>Total</b>	<b>198,378,688</b>	<b>79,230,074</b>

**14 EQUITY SHARE CAPITAL**

Particulars	31-Mar-20	31-Mar-19
<b>Authorised Share Capital</b>		
17,000,000 Equity Shares of Rs. 10 each (as on 31 <sup>st</sup> March, 2019 - 17,000,000 Equity Shares @ 10 each)	170,000,000	170,000,000
<b>Issued, subscribed and fully paid-up shares</b>		
10,607,430 Equity Shares of Rs. 10 each (as on 31 <sup>st</sup> March, 2019 - 10,007,430 Equity Shares @ 10 each)	106,074,300	100,074,300
	<b>106,074,300</b>	<b>100,074,300</b>

a) The company has single class of shares referred to as equity shares having par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors, is subject to approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of liquidation of the company, the equity shareholders are eligible to receive the surplus assets remaining after settlement of preferential amounts in proportion to their shareholding.



**B) RECONCILIATION OF THE NUMBER OF SHARES**

	31-Mar-20 No. of Shares held	31-Mar-19 No. of Shares held
Outstanding at the beginning of the year	10,007,430	10,007,430
Add : Shares issued during the year	600,000	-
Outstanding at the end of the year	10,607,430	10,007,430

**C) SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES**

NAME OF THE SHAREHOLDER	31-Mar-20		31-Mar-19	
	Number	%	Number	%
Vijay Kumar Singla	1,467,600	13.84%	1,467,600	14.67%
Madan Mohan Singla	1,439,700	13.57%	1,439,700	14.39%
Rakesh Garg	1,568,700	14.79%	1,418,700	14.18%
Jagan Industries Pvt Ltd	1,000,000	9.43%	1,000,000	9.99%
Mithan Lal Singla	596,700	5.63%	596,700	5.96%

**D) DETAILS OF LAST FIVE YEARS SHARE TRANSACTIONS**

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
Share Issue as Bonus	Nil	Nil	Nil	Nil	Nil	Nil
Preferential Allotment	600,000	Nil	Nil	Nil	Nil	Nil
Share forfeited	Nil	Nil	Nil	Nil	Nil	Nil

**15 OTHER EQUITY**

Particulars	31-Mar-20	31-Mar-19
Reserve & Surplus		
Capital Reserve	29,220,012	1,320,012
Securities Premium	98,428,369	1,228,369
Retained Earnings (Surplus/(deficit))	378,531,637	277,780,577
Money received against share warrants	-	60,800,000
<b>Total</b>	<b>506,180,018</b>	<b>341,128,958</b>

**16 NON-CURRENT BORROWINGS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
<b>Secured</b>		
Vehicle Loans from Banks and NBFC	2,156,299	3,326,731
Less :- Current Maturities (refer note-22)	1,323,697	1,200,334
<b>Total</b>	<b>832,602</b>	<b>2,126,397</b>

(Vehicle loans secured against Hypothecation of respective vehicles.)

**17 NON-CURRENT PROVISIONS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
<b>Provisions for Employee Benefits :-</b>		
- Provision for Gratuity	3,817,437	3,315,145
<b>Total</b>	<b>3,817,437</b>	<b>3,315,145</b>

**18 TAXATION (INCLUDING DEFERRED TAXES)**

(Amount is Rs.)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
<b>A. Component of Income Tax Expenses</b>		
I. Tax expense recognised to Statement of Profit & Loss		
<b>a) Current Tax</b>		
- Current year	32,163,637	53,034,535
- Adjustment/(credits) related to previous years (net)	-	-
<b>Total (a)</b>	<b>32,163,637</b>	<b>53,034,535</b>
<b>b) Deferred Tax</b>		
- Relating to origination & reversal of temporary differences	3,417,672	7,880,260
- Relating to change in tax rate	-	-
<b>Total (b)</b>	<b>3,417,672</b>	<b>7,880,260</b>
<b>Income tax expense reported in the Statement of Profit &amp; Loss (a+b)</b>	<b>35,581,309</b>	<b>60,914,795</b>
II. Tax on other Income/ Expenses		
<b>Deferred Tax</b>		
first time adoption of defined benefit plans- (Gain)/loss	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**B. Effective tax Reconciliation**

Numerical reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Accounting Profit before income tax	136,332,369	205,927,536
Enacted tax rates	25.17%	29.12%
Tax on accounting profit at above rate	34,312,131	59,966,098
Adjustments in respect of Current Income tax of Previous years	-	-
<b>Non-deductible/(deductible) expenses for Tax purposes</b>		
Donation	5,285	355,992
Other deductions	-	(174,720)
Interest on TDS	1,263,892	767,425
Difference due to capital gain tax rate @22.042%	-	-
<b>Income tax expense reported</b>	<b>35,581,308</b>	<b>60,914,795</b>





C. MOVEMENT IN DEFERRED TAX ASSETS AND LIABILITIES

Particulars	As at 01-Apr-18	Charge/(Credit) in the Statement of Profit and Loss	Charge/(Credit) in Other Compre- hensive Income	As at 31-Mar-19	Charge/(Credit) In the Statement of Profit and Loss	Charge/(Credit) in Other Compre- hensive Income & effect of Ind AS 101	As at 31-Mar-20
<b>Deferred tax liabilities</b>							
On property, plant and equipment	7,271,127	8,220,239	-	15,491,366	3,572,664	-	19,064,029
<b>Deferred tax assets</b>							
On Gratuity	763,793	339,978	-	1,103,771	154,992	-	1,258,763
<b>Total deferred tax liabilities (Net) before MAT credit entitlement</b>	6,507,333	7,880,261	-	14,387,594	3,417,672	-	17,805,266
Less: MAT credit entitlement	-	-	-	-	-	-	-
<b>Total deferred tax liabilities (Net)</b>	<b>6,507,333</b>	<b>7,880,261</b>	<b>-</b>	<b>14,387,594</b>	<b>3,417,672</b>	<b>-</b>	<b>17,805,266</b>

**19 OTHER NON-CURRENT LIABILITIES**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Other Advances from Buyers	2,431,025	11,376,326
<b>Total</b>	<b>2,431,025</b>	<b>11,376,326</b>

**20 CURRENT BORROWINGS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Working Capital Cash Credit	453,365,562	297,487,137
Packing Credit / Post Shipment loans secured	126,068,797	1,399,176
Loan from others	-	50,000,000
<b>Total</b>	<b>579,434,359</b>	<b>348,886,313</b>

**Working capital facilities are secured on 1st charges basis by:**

- a) Hypothecation of all goods (i. e. Raw Material, Stock in process, Finished goods), book debts, all movable assets and properties stored or to be stored at Company's godown or in transit."
- b) Equatbale mortgage of :
- (i) Company's land at Gholumajra, Derabssi, Punjab
  - (ii) Residential property at Panchkula, Haryana belonging the one of the director of the comoany and his relative.
  - (iii) Land at Motia Khan, Mandi Govindgarh belonging to the Director's Partnership firm
  - (iv) Company's commercial building at SCO 18-19, Sector -28 C, Chandigarch
  - (v) Factory Land & Building situatuated at Mangaon, Distt. Raigad, Maharashtra
- c) Personal Guarntees of the all directors and co-owners of the property mortgaged to the bank.

**21 TRADE PAYABLES**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Total Outstanding dues of Micro Enterprises and small enterprises	-	-
Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises*	111,732,516	60,147,163
<b>Total</b>	<b>111,732,516</b>	<b>60,147,163</b>

\*Trade Payables include credit availed by the Company from banks for payment to suppliers for raw materials purchased by the Company. The arrangements are interest-bearing and are payable within one year

**22 OTHER FINANCIAL LIABILITIES**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Current Maturities of Long Term Borrowings	1,323,697	1,200,334
Salary & Wages Payable	2,882,043	2,698,316
Other Payables	3,416,923	4,575,246
Creditors for Capital Goods	7,177,340	5,152,651
<b>Total</b>	<b>14,800,003</b>	<b>13,626,547</b>



**23 OTHER CURRENT LIABILITIES**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
TDS Payables	501,582	706,498
GST Payables	216,179	-
EPF Payable	392,073	56,196
Cheque Issued But Not Cleared	2,814,782	123,933,108
Advances from Customers	28,889,312	16,004,311
<b>Total</b>	<b>32,813,928</b>	<b>140,700,113</b>

**24 CURRENT PROVISIONS**

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
Provisions for employee benefits :		
Provision for Gratuity	172,887	59,348
<b>Total</b>	<b>172,887</b>	<b>59,348</b>

**25 REVENUE FROM OPERATIONS**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Sale of Products	2,299,286,813	3,218,616,244
Other Operating Revenue		
Job Work Income	-	-
<b>Total</b>	<b>2,299,286,813</b>	<b>3,218,616,244</b>

Particulars	Qty. (in tons)	Amount	Qty. (in tons)	Amount
Galvanised Pipes	29,146.91	1,495,016,209	40380.373	2,170,343,936
Solar Structure	4,850.17	310,635,956	7480.252	530,301,091
<b>Others</b>			<b>493,634,648</b>	<b>517,971,217</b>

**26 OTHER INCOME**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Interest Income earned on- Fixed Deposits with banks	1,476,915	851,432
Others	69,062	142,762
Other Non-Operating Income	-	-
Brokerage, Commission and Discount	18,480,912	333,855
Gain on sale of Short Term Investments	-	6,449
Security deposited forfeited	-	6,849,149
Profit on foreign currency transaction and translation	5,786,623	
Others	1,664,102	
<b>Total</b>	<b>27,477,614</b>	<b>8,183,647</b>

**27 COST OF MATERIAL CONSUMED**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Opening Stock	124,525,103	121,802,440
Add :- Purchases	2,171,207,003	2,762,791,505
Add: Direct Expenses	61,571,362	105,645,373
Less :- Closing Stock	262,042,154	124,525,103
<b>Total</b>	<b>2,095,261,314</b>	<b>2,865,714,215</b>

**28 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Opening stock of inventory		
Finished Goods	96,126,576	67,097,532
Closing stock of inventory		
Finished Goods	158,096,558	96,126,576
Work-in-Progress	-	-
<b>Total</b>	<b>(61,969,982)</b>	<b>(29,029,044)</b>

**29 EMPLOYEE BENEFIT EXPENSES**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Salary & wages	20,698,668	7,539,059
Directors Remuneration	5,400,000	5,400,000
PF and ESI Contribution	692,118	687,390
Staff Welfare expenses	1,281,180	590,211
Other Benefits	4,008,309	5,250,325
<b>Total</b>	<b>32,080,275</b>	<b>19,466,985</b>

**30 FINANCE COSTS**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
<b>Interest on:-</b>		
Working Capital Loans	24,928,185	19,641,426
Vehicle Loans	243,046	265,381
Unsecured Loan	4,466,764	-
Interest on Income Tax	2,905,973	2,635,387
Loss on foreign currency transaction and translation	-	4,430,926
Bank Charges	4,270,376	3,320,337
Other Borrowing Costs	3,676,048	1,383,845
<b>Total</b>	<b>40,490,392</b>	<b>31,677,302</b>

**31 DEPRECIATION AND AMORTISATION EXPENSE**

Particulars	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Depreciation on Tangible Assets	14,832,360	7,360,000
<b>Total</b>	<b>14,832,360</b>	<b>7,360,000</b>



**32 OTHER EXPENSES**

<b>Particulars</b>	<b>Year ended 31-Mar-2020</b>	<b>Year ended 31-Mar-2019</b>
Auditors Remuneration	100,000	100,000
Advertisement & Publicity	212,675	81,695
Service Charges	12,592,918	11,387,607
Clearing, Forwarding & Freight	40,312,624	97,783,957
Discount Allowed	2,483,253	2,168,739
Computer Expenses	38,040	75,638
Office Expenses	676,239	239,963
Business Promotion Expenses	762,870	662,168
Insurance Charges	407,481	514,847
CSR Exp	-	1,200,000
Misc. Expenses	528,887	116,473
Donation	21,000	22,500
Postage Expenses	110,266	64,614
Printing & Stationary	175,862	258,944
Fee & Taxes	5,257,582	4,338,316
Repairs & Maintenance	1,111,628	1,680,804
Telephone & Internet Charges	279,150	385,849
Tour & Travelling Exp.	1,721,812	3,523,169
Vehicle Running & Maintenance	2,584,702	1,077,614
Rent Expenses	360,710	-
<b>Total</b>	<b>69,737,699</b>	<b>125,682,897</b>

### 33 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks namely market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and The Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing The Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

#### (A) CREDIT RISK

Credit risk is the risk of financial loss to The Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from The Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, continuously monitoring the credit worthiness of customers to which The Company grants credit terms in the normal course of business and through regular monitoring of conduct of accounts. The Company also holds security deposits for outstanding trade receivables which mitigate the credit risk to some extent.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of trade receivables shows a negligible provision for bad and doubtful debts. The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers. Further, The Company's exposure to customers is diversified and no single customer has significant contribution to trade receivable balances. In respect of Financial guarantees provided by The Company to banks & financial institutions, the maximum exposure which The Company is exposed to is the maximum amount which The Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, The Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

#### (B) MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019.

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to various financial risks mainly interest rates.





**(C) LIQUIDITY RISK**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and committed borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities and by monitoring rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments based on contractual undiscounted payments.

(Amount in Rs.)

Particulars	Carrying Amount	On Demand	Less than 1 year	1 to 5 years	Total
<b>As at March 31, 2020</b>					
Borrowings	581,590,658	-	580,758,056	832,602	581,590,658
Other Financial Liabilities	13,476,306	-	13,476,306	-	13,476,306
Trade Payables	111,732,516	-	111,732,516	-	111,732,516
<b>Total</b>	<b>706,799,480</b>	<b>-</b>	<b>705,966,878</b>	<b>832,602</b>	<b>706,799,480</b>
<b>As at March 31, 2019</b>					
Borrowings	352,213,044	-	350,086,647	2,126,397	352,213,044
Other Financial Liabilities	12,426,213	-	12,426,213	-	12,426,213
Trade Payables	60,147,163	-	60,147,163	-	60,147,163
<b>Total</b>	<b>424,786,420</b>	<b>-</b>	<b>422,660,023</b>	<b>2,126,397</b>	<b>424,786,420</b>

**(D) COMPETITION AND PRICE RISK**

The Company faces competition from local competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

**(E) INTEREST RATE RISK**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's investments in term deposits (i.e., margin money) with banks are for short durations, and therefore do not expose The Company to significant interest rates risk.

**(F) CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES**

"The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital and to maximise shareholders value. In order to maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt, etc. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as interest bearing loans and borrowings less cash and cash equivalents."

**THE GEARING RATIO AT THE END OF THE REPORTING PERIOD WAS AS FOLLOWS:**

Particulars	As at March 31, 2020	As at March 31, 2019
Debt	581,590,658	352,213,044
Less: Cash and Cash Equivalents	28,680,908	21,332,720
Net Debt	552,909,750	330,880,324
Total Equity	612,254,318	441,203,258
Total Capital including Debt	1,165,164,068	772,083,582
Gearing Ratio	47.45%	42.86%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.

**(G) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES**

"With effect from 01.04.2017, the Company adopted the amendments to Ind AS 7 - Statement of cash flows. The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. To the extent necessary to satisfy this requirement, an entity discloses the following changes in liabilities arising from financing activities: • Changes from financing cash flows

- Changes arising from obtaining or losing control of subsidiaries or other businesses
- The effect of changes in foreign exchange rates
- Changes in fair values
- Other changes

Paragraph 44C of Ind AS 7 states that liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the statement of cash flows as cash flows from financing activities. In addition, the disclosure requirement in paragraph 44A also applies to changes in financial assets (for example, assets that hedge liabilities arising from financing activities) if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities."

The Company disclosed information about its interest-bearing loans and borrowings. There are no obligations under finance lease and hire purchase contracts.

The amendments suggest that the disclosure requirement may be met by providing a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities. The Company decided to provide information in a reconciliation format. The major changes in the Company's liabilities arising from financing activities are due to financing cash flows and accrual of financial liabilities. The Company did not acquire any liabilities arising from financing activities during business combinations effected in the current period or comparative period.



	01.04.2019 (opening balance of current year)	Cash Flows	Non-cash changes			31.03.2020 (closing balance of current year)
			Foreign exchange movement	Fair value changes	Others	
i. Current interest bearing loans and borrowings (excluding items listed below)	348,886,313	230,548,046	-	-	-	579,434,359
ii. Current maturities of term borrowings Long	1,200,334	(1,200,334)	-	-	1,323,697	1,323,697
iii. Non-current interest-bearing loans and borrowings (excluding items listed below)	2,126,397	29,902	-	-	(1,323,697)	832,602
iv. Interest accrued on borrowings	-	(34,104,163)	-	-	34,104,163	-
<b>Total liabilities from financing activities</b>	<b>352,213,044</b>	<b>195,273,451</b>	<b>-</b>	<b>-</b>	<b>34,104,163</b>	<b>581,590,658</b>

	01.04.2018 (opening balance of comparative period)	Cash Flows	Non-cash changes			31.03.2019 (closing balance of comparative period)
			Foreign exchange movement	Fair value changes	Others	
i. Current interest bearing loans and borrowings (excluding items listed below)	211,884,145	137,002,168	-	-	-	348,886,313
ii. Current maturities of Long term borrowings	841,674	(841,674)	-	-	1,200,334	1,200,334
iii. Non-current interest-bearing loans and borrowings (excluding items listed below)	1,582,811	1,743,920	-	-	(1,200,334)	2,126,397
iv. Interest accrued on borrowings	-	(22,542,194)	-	-	22,542,194	-
Total liabilities from financing activities	214,308,630	115,362,220	-	-	22,542,194	352,213,044

The 'Other' column includes the effect of reclassification of non-current portion of interest-bearing loans and borrowings to current due to the passage of time, and the effect of accrued but not yet paid interest on interest bearing loans and borrowings.

### 34 FAIR VALUE MEASUREMENT

The carrying value of financial instruments by categories is as follows:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets</b>				
Investments	178,416	178,416	178,416	178,416
Loans & Advances	229,759	229,759	2,061,818	2,061,818
Trade Receivables	507,156,777	507,156,777	556,843,222	556,843,222
Cash and cash equivalents	5,392,174	5,392,174	1,760,183	1,760,183
Bank Balances other than cash & cash equivalents	23,288,734	23,288,734	19,572,537	19,572,537
Other Financial Assets	323,807	323,807	179,510	179,510
<b>Total</b>	<b>536,569,667</b>	<b>536,569,667</b>	<b>580,595,686</b>	<b>580,595,686</b>
<b>Financial Liabilities</b>				
Borrowings	580,266,961	580,266,961	351,012,710	351,012,710
Other Financial Liabilities - Current	14,800,003	14,800,003	13,626,547	13,626,547
Trade and other payables	111,732,516	111,732,516	60,147,163	60,147,163
<b>Total</b>	<b>706,799,480</b>	<b>706,799,480</b>	<b>424,786,420</b>	<b>424,786,420</b>

#### Notes:-

- 1 Financial instruments carried at amortised cost such as trade receivables, loans and advances, other financial assets, borrowings, trade payables and other financial liabilities are considered to be same as their fair values, due to short term nature.
- 2 For financial assets & liabilities that are measured at fair value, the carrying amounts are equal to the fair values.
- 3 Investments : where most recent information to measure fair value is insufficient and where the fair value of these investments cannot be reliably measured, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.



**35 RETIREMENT BENEFIT OBLIGATIONS**
**1 EXPENSE RECOGNISED FOR DEFINED CONTRIBUTION PLAN**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	Year ended March 31, 2020	Year ended March 31, 2019
Company's contribution to provident fund	348,067	227,501
<b>Total</b>	<b>348,067</b>	<b>227,501</b>

**2 MOVEMENT IN DEFINED BENEFIT OBLIGATIONS**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	Year ended March 31, 2020	Year ended March 31, 2019
"Present value of obligation as at the beginning of the period"	3,374,493	2,206,984
Current service cost	1,154,487	1,126,937
Interest cost	258,149	172,145
Benefits paid	-	-
Remeasurements - actuarial loss/ (gain)	(796,805)	(131,573)
"Present value of obligation as at the End of the period"	3,990,324	3,374,493

**3 MOVEMENT IN PLAN ASSETS - GRATUITY**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	Year Ended March 31, 2020	Year Ended March 31, 2019
Fair value of plan assets at beginning of year	-	-
Acquisitions / Transfer in/ Transfer out	-	-
Expected return on plan assets	-	-
Employer contributions	-	-
Benefits paid	-	-
Actuarial gain/ (loss)	-	-
Fair value of plan assets at end of year	-	-
Present value of obligation	-	-
Net funded status of plan	-	-
Actual return on plan assets	-	-

**4 RECOGNISED IN PROFIT AND LOSS**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	Defined Benefit Plan-Gratuity	
	Year ended March 31, 2020	Year ended March 31, 2019
<b>Employee Benefit Expenses :</b>		
Current service cost	1,126,937	1,126,937
Past service cost	-	-
<b>Finance costs :</b>		
Interest cost	258,149	172,145
Interest income	-	-
<b>Net impact on profit (before tax)</b>	<b>1,385,086</b>	<b>1,299,082</b>

**5 RECOGNISED IN OTHER COMPREHENSIVE INCOME**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	Defined Benefit Plan- Gratuity	
	Year ended March 31, 2020	Year ended March 31, 2019
Remeasurement - Acturial loss/(gain)		
For the year ended	-	-

## 6 THE PRINCIPAL ACTUARIAL ASSUMPTIONS USED FOR ESTIMATING THE COMPANY'S DEFINED BENEFIT OBLIGATIONS ARE SET OUT BELOW:

Weighted average actuarial assumptions	As at March 31, 2020	As at March 31, 2019
<b>FINANCIAL/ECONOMIC ASSUMPTIONS</b>		
Discount rate (per annum)	6.92%	7.65%
Salary escalation rate (per annum)	5.50%	5.50%
<b>DEMOGRAPHIC ASSUMPTIONS</b>		
Retirement age	60 years	60 years
Mortality table	100% of IALM (2012-14)	100% of IALM (2006-08)
<b>WITHDRAWAL RATES</b>		
<b>Ages (years)</b>		
Up to 30 Years	5.00%	5.00%
From 31 to 44 years	3.00%	3.00%
Above 44 years	2.00%	2.00%

### Notes:-

- (i) The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2020. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.
- (ii) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- (iii) The salary escalation rate is arrived after taking into consideration the inflation, seniority, promotion and other relevant factors on long term basis.

## 7 SENSITIVITY ANALYSIS

The sensitivity of the overall plan obligations to changes in the key assumptions are:

Particulars	As at March 31, 2020	As at March 31, 2019
<b>a) Impact of the change in discount rate</b>		
Present Value of Obligation at the end of the period	3,990,324	3,374,493
(a) Impact due to increase of 0.50%	(209,585)	(202,453)
(b) Impact due to decrease of 0.50 %	<b>228,891</b>	<b>222,134</b>
<b>b) Impact of the change in salary increase</b>		
Present Value of Obligation at the end of the period	3,990,324	3,374,493
(a) Impact due to increase of 0.50%	230,971	225,762
(b) Impact due to decrease of 0.50 %	<b>(213,248)</b>	<b>(207,321)</b>

## 8 MATURITY PROFILE OF DEFINED BENEFIT OBLIGATION

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Weighted average duration of the defined benefit obligation</b>		
<b>Expected benefit payments within next-</b>		
0 to 1 Year	172,887	59,348
1 to 2 Year	82,719	40,345
2 to 3 Year	358,209	46,939
3 to 4 Year	156,686	138,106
4 to 5 Year	146,353	118,352
5 to 6 Year	138,495	120,245
6 Year onwards	2,934,975	2,851,158



**9 EMPLOYEE BENEFIT PROVISION**

(Amount in Rs.)

Particulars	Year Ended	Year Ended
	March 31, 2020	March 31, 2019
Gratuity	3,990,324	3,374,493
<b>Total</b>	<b>3,990,324</b>	<b>3,374,493</b>

**10 CURRENT AND NON CURRENT PROVISION FOR GRATUITY**

(Amount in Rs.)

Particulars	Defined Benefit Plan- Gratuity	
	As at March 31, 2020	As at March 31, 2019
Current provision	172,887	59,348
Non current provision	3,817,437	3,315,145
<b>Total provision</b>	<b>3,990,324</b>	<b>3,374,493</b>

**36 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

(Amount in Rs.)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
a) Guarantees issued by the Company's bankers on behalf of the Company	13,629,906	29,956,482
b) Disputed Excise duty, Custom Duty and service tax cenvat credit	-	-
c) Income tax demands against which company has preferred appeals	16,470,570	13,675,740

The income tax & sales tax liabilities have been provided based on the return filled with the authorities. The additional liabilities, if any arising at the timing of finalization of assessment year will be provided in the year of completion of assessment proceedings.

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defenses to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Company.

### 37 SEGMENT INFORMATION

The Company's business operations predominantly relates to manufacture of single product i.e. ERW pipes for selling worldwide. In view of this there may be product as primary segment and geography as secondary segment. All the machines, building, other infrastructure, materials and consumables are used commonly/interchangeably and it is not possible and practical to allocate revenue, profit/loss, assets or liabilities to any particular size, customer market etc. nor the specified parameters are applicable to any particular size, customer, market etc. distinguishing it as a reportable item under specified headings. However revenue from export (outside India) and home (within India) is given under geographical segment as under.

#### INFORMATION ABOUT REPORTABLE SEGMENT

(Amount in Rs.)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
External revenue in the above reportable business segment	2,299,286,813	3,218,616,244

#### INFORMATION ABOUT GEOGRAPHICAL AREAS

##### a. Revenue from external customers

(Amount in Rs.)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Within India	1,837,839,121	2,759,263,004
Outside India	461,447,692	459,353,240
<b>Total</b>	<b>2,299,286,813</b>	<b>3,218,616,244</b>

##### b. Non current assets (other than financial instruments and tax assets)

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Within India	246,726,457	198,066,712
Outside India	-	-
<b>Total</b>	<b>246,726,457</b>	<b>198,066,712</b>

##### c. Information about major customer :

There are no major customers contributing to more than 10% of the total revenue.

### 38 RELATED PARTY DISCLOSURE:

#### (i) Names of related parties and nature of relationships:

##### a) Key managerial personnel:

- |                            |                           |
|----------------------------|---------------------------|
| i) Mr. Madan Mohan Singla  | (Managing Director)       |
| ii) Mr. Vijay Singla       | (Whole time Director)     |
| iii) Mr. Mithan Lal Singla | (Non Executive Director)  |
| iv) Mr. Rakesh Garg        | (Whole time Director)     |
| v) Mr. Dhruv Singla        | (Chief Financial Officer) |
| vi) Mr. Mohinder Singh     | (Company Secretary)       |

##### b) Enterprises owned or significantly influenced by key managerial personnel:

- Chetan Industries Limited
- Jagan Industries Private Limited



**(ii) Transactions with related parties during the year :**

(Amount in Rs.)

Nature of Transactions	Nature of Relationship	Year ended March 31, 2020	Year ended March 31, 2019
<b>Sales of goods and services</b>			
Chetan Industries Limited	Enterprises owned or significantly influenced by Key Managerial Personnel	-	-
Jagan Industries Private Limited		387,747,580	20,416,309
<b>Purchase of goods and services</b>			
Chetan Industries Limited	Enterprises owned or significantly influenced by Key Managerial Personnel	18,811,771	93,703,052
Jagan Industries Private Limited		3,342,993	57,584,108
<b>Compensation to Key Management Personnel</b>			
- Short-term employee benefits	Key Management Personnel	6,530,000	6,450,000
- Post-employment benefits		-	-
- Other long-term benefits		-	-
- Termination benefits		-	-
- Share-based payment		-	-

As the future liability for gratuity is provided on an actuarial basis for the company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

(Amount in Rs.)

Balance outstanding	Nature of Relationship	As at March 31, 2020	As at March 31, 2019
<b>Compensation to Key Management Personnel</b>			
Madan Mohan Singla	Key Management Personnel	-	-
Vijay Singla		-	-
Rakesh Garg		-	-
Dhruv Singla		-	-
Mohinder Singh		49,995	-
Chetan Industries Limited	Enterprises owned or significantly influenced by Key Managerial Personnel	-	-
Jagan Industries Private Limited		-	-
<b>Trade Receivables</b>			
Chetan Industries Limited	Enterprises owned or significantly influenced by Key Managerial Personnel	-	-
Jagan Industries Private Limited		-	-

**39 EARNINGS PER SHARE**

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Issued Equity Shares	10,607,430	10,007,430
Weighted average shares outstanding - Basic and Diluted (A)	10,156,610	10,007,430

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit/(Loss) after tax	100,751,060	145,012,741
Profit/(Loss) after tax for EPS (B)	100,751,060	145,012,741
Basic Earnings per share (B/A)	9.92	14.49
Diluted Earnings per share (B/A)	9.92	14.49

**40 DETAILS OF DUES TO MICRO SMALL & MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006**

Particulars	As at March 31, 2020	As at March 31, 2019
(a) The principal amount & the interest due thereon remaining unpaid at the end of the year		
Principal Amount	-	-
Interest Due thereon	-	-
(b) Payments made to suppliers beyond the appointed day during the year		
Principal Amount	-	-
Interest Due thereon	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

\* The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprises as per MSMED Act, 2006 on the basis of information available with The Company and in cases of confirmation from vendors, interest for delayed payments has not been provided.

**42 IN LIGHT OF SECTION 135 OF THE COMPANIES ACT, 2013, THE COMPANY HAS INCURRED EXPENSES ON CORPORATE SOCIAL RESPONSIBILITY (CSR) AGGREGATING (PREVIOUS YEAR RS. 1,200,000).**

Disclosure in respect of CSR expenditure is as follows:

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
a) Gross amount required to be spent by The Company during the year	2,335,812	1,204,592
b) Amount spent during the year on the following:		
1. Construction/acquisition of asset		
2. On purposes other than 1 above	* Nil	1,200,000

\* To curb the outspread of COVID-19 pandemic, certain safety and restrictive measures were adopted by the Company in its plants and offices from the very beginning of the March 2020, thereafter, complete lockdown was announced by the Government from 23th March, 2020, and amid all this amount to be spent under CSR activities could not be assessed and spend before the closure of the financial year 2019-20, for more details refer Board report Annexure 4.



**43 AUDITORS REMUNERATION (EXCLUDING TAX):**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
As Audit fees(including limited review)	70,000	70,000
For Tax audit fees	30,000	30,000
For Certification & other services	-	-
Out of pocket expenses	-	-
<b>Total</b>	<b>100,000</b>	<b>100,000</b>

**44 PARTICULARS OF INVESTMENT MADE/SOLD DURING THE YEAR AS MANDATED BY THE PROVISIONS OF THE SECTION 186 OF THE COMPANIES ACT, 2013:**

- (a) The company has not given any loan or provided any Guarantee during the Financial year March 31, 2020 under Section 186 of the Companies Act, 2013
- (b) The company has not made any investment during the Financial year March 31, 2020 under Section 186 of the Companies Act, 2013

**45 USE OF ESTIMATES AND JUDGEMENTS**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, historical experience and other factors, including expectations of future events that are believed to be reasonable, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**KEY SOURCES OF ESTIMATION UNCERTAINTY**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year :

**(i) Fair value measurements of financial instruments:**

In estimating the fair value of a financial asset or a financial liability, the Company uses market-observable data to the extent it is available. Where active market quotes are not available, the management applies valuation techniques to determine the fair value of financial instruments. This involves developing estimates, assumptions and judgements consistent with how market participants would price the instrument.

**(ii) Actuarial Valuation:**

The determination of Company's liability towards defined benefit obligation viz. gratuity and other long-term employee benefit obligation is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

**(iii) Claims, Provisions and Contingent Liabilities:**

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. These estimates could change substantially over time as new facts emerge and each dispute progresses. Information about such litigations is provided in notes to the financial statements.

**(iv) Useful lives of property, plant and equipment:**

As described in the significant accounting policies, the Company determines and also reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Such lives are dependent upon an assessment of both the technical life of the assets and also their likely economic life, based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

**(v) Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):**

The COVID-19 pandemic is an evolving human tragedy declared a global pandemic by the World Health Organisation with adverse impact on economy and business. Supply Chain disruptions in India as a result of the outbreak started with restrictions on movement of goods, closure of borders etc., in several states followed by a nationwide lockdown from the 25th of March 2020 announced by the Indian government, to stem the spread of COVID-19. Due to this, the operations of the Company's manufacturing locations got temporarily disrupted. In light of these circumstances, the Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, property plant and equipment, Intangibles etc., as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information such as financial strength of partners, investment profile, future volume estimates from the business etc. Having reviewed the underlying data and based on current estimates the Company expects the carrying amount of these assets will be recovered and there is no significant impact on liabilities accrued. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

46 Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification / disclosure.

**47 Approval of Financial Statements**

The Standalone Financial Statements were approved by the Board of Directors on June 30, 2020.

In terms of our report attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants  
FRN 021129N

**Suresh Kumar Aggarwal**

Proprietor  
M.No. 090064  
Place : Chandigarh  
Date : 30th June, 2020  
UDIN : 20090064AAAABC9551

For and on behalf of Board of Directors  
of **J T L Infra Limited**

**Rakesh Garg**

Director  
DIN: 00184081

**Mohinder Singh**

Company Secretary  
PAN: BELPS5287P

**Madan Mohan Singla**

Managing Director  
DIN: 00156668

**Dhruv Singla**

Chief Financial Officer  
PAN: CGBPS9330L





## NOTICE

Notice is hereby given that Twenty Ninth ('29th') Annual General Meeting of the members of **J T L Infra Limited** ('Company') will be held on Wednesday, 30th September, 2020 at 09.30 A.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility, to transact following business:-

### **ORDINARY BUSINESS:**

#### **Item No. 1:**

##### **Adoption of Audited Financial Statements**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss with Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors' thereon.

#### **Item No. 2:**

##### **Appointment of Director retiring by rotation**

To appoint a direct in place of Shri Madan Mohan Singla (DIN: 00156668), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **Item No.3:**

##### **To re-appointment of Shri Madan Mohan Singla (DIN: 00156668) as a Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded, to approve the terms of re-appointment and remuneration of Mr.

Madan Mohan Singla (DIN: 00156668) as the Managing Director of the Company, for a period of five years with effect from 30th May, 2020 to 29th May, 2025 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 1,50,000 to 5,00,000 per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr Madan Mohan Singla.

**RESOLVED FURTHER THAT** in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

#### **Item No.4:**

##### **To re-appointment of Mr. Rakesh Garg, (DIN: 00184081) as a Whole Time Director**

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

**"RESOLVED THAT** pursuant to the provisions of sec 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary the approval of the members of the company be

and is hereby accorded for the re appointment of Mr. Rakesh Garg (DIN: 00184081), as the Whole Time Director of the Company for a term of five consecutive years with effect from 30th May, 2020 to 29th May, 2025 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 1,50,000 to 5,00,000 per month subject to such periodical increase and on such other terms and conditions as applicable to the other employees of the Company, and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rakesh Garg.

**RESOLVED FURTHER THAT** in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

#### Item No: 5

##### **Appointment of Mr. Sukhdev Raj Sharma as an Independent Director (DIN:02135083) of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Sukhdev Raj Sharma (DIN: 02135083) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from w.e.f. 30th June, 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a consecutive period of 5 years w.e.f from 30th June, 2020 to 29th June, 2025 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

#### Item No: 6

##### **Ratification of Remuneration of Cost Auditor of the Company**

To consider and, if thought fit, to pass with or without modification, 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 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of an amount, not exceeding Rs. 40,000/- (Rupees forty thousand only) plus taxes and reimbursement of out of pocket expenses at actual, if any, incurred in connection with the audit payable to M/s Balwinder & Associates, Cost Accountants (Firm Registration Number:000201) who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending 31st March, 2021.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No: 7**

**Members approval for Related Party Transactions under section 188 of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and for entering into any contracts and/ or arrangements in terms of Section 188 (1) (a) to 188 (1)(g) of Companies Act, 2013 with a related party(s) (as detailed in the Statement annexed to the Notice) within the

meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations up to a maximum aggregate value of Rs. 220 crore at arm's length basis and in the ordinary course of business, for the Financial Year 2020-21.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)."

By order of the Board of Directors  
for **JTL Infra Limited**

**Mohinder Singh**  
Company Secretary  
ACS-21857

Place: Chandigarh  
Date: August 29, 2020

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5,2020 read with circulars dated April 8,2020 and April13,2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The AGM shall be deemed to be held at the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to in this Notice.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Pvt Ltd for assistance in this regard.
4. Corporate Members are required to send a certified copy of the Board Resolution through email on finance@jagan.in, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting on their behalf at the Annual General Meeting or any adjournment thereof.
5. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter se and Key Managerial Personnel as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as **Annexure A**.
6. 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 maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to all those members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant.
8. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for FY 2019-20 will be available on the Company's website www.jtlinfra.com for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com For any communication, the shareholders may send a request to the Company's investor e-mail id: finance@jagan.in.
9. The Register of Directors and Key Managerial Personnel



and their Shareholdings, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at [finance@jagan.in](mailto:finance@jagan.in).

10. Pursuant to Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of the AGM.
11. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
12. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating members' designated E-mail IDs in its records. Members are requested to submit their E-mail IDs vide the e-mail updation form enclosed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the letter through email on [finance@jagan.in](mailto:finance@jagan.in). The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
13. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
14. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer through email on [finance@jagan.in](mailto:finance@jagan.in) at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
15. Members attending the AGM through VC / OAVM shall be

counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
17. Members holding shares in physical form are requested to notify/send their email address and any change in their communication address to the Company's Registrar and Share Transfer Agent.

#### 18. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI, the Company is pleased to provide to Members facility to exercise their Right to vote through remote e-voting platform as well as venue e-voting on the date of the Annual General Meeting on all the resolutions set forth in the Notice convening the 29th Annual General Meeting of the Company. The Company has engaged services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency to provide e-voting facility. Resolutions passed by the Members through e-voting is/are deemed to have been passed, as if they have been passed at the AGM.

The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights in the meeting. The members who have casted their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

Once an e-vote on a resolution is casted by a Member,



such Member is not permitted to change it subsequently. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd September, 2020 as the '**Cut-off Date**'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2020 only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be able to exercise their voting rights in the meeting.

The company has appointed M/s. M.R. Chechi & Associates Company Secretaries, Chandigarh as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and shall make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the report of the Scrutinizer shall be placed on the Company's Website [www.jtlinfra.com](http://www.jtlinfra.com) and on the website of CDSL, immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing. The result shall also be immediately forwarded to the BSE Limited.

The instructions to members for voting electronically are as under: -

- I. The voting period begins on 27th September, 2020 (09:00 a.m.) and ends on 29th September, 2020 (05:00p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- III. The shareholders should logon to the e-voting website - [www.evotingindia.com](http://www.evotingindia.com).
- IV. Click on Shareholders/Members
- V. Now enter the User ID
  1. For CDSL: 16 digits beneficiary ID,
  2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If members are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then their existing password is to be used.





VIII. If the member is a first time user then follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter the 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
	<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"> <li>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(v).</li> </ul>

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. If members are holding shares in DEMAT form and logged on to and casted vote earlier for EVSN (www.evotingindia.com) of any company then the existing log in id and password are to be used.
- XIII. Click on the EVSN for "**JTL Infra Limited**".
- XIV. On the voting page, member 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 member assents to the Resolution and option NO implies that member dissents to the Resolution.
- XV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVI. After selecting the resolution, the member have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If member wishes to confirm his vote, click on "OK", else to change his vote, click on "CANCEL" and accordingly modify the vote.
- XVII. Once the member "CONFIRM" his vote on the resolution, he will not be allowed to modify his vote.
- XVIII. Members can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- XIX. If 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.
- XX. 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, I Phone and Windows phone users can download the app from the App Store and the

Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**XXI. 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

XXIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 23rd September, 2020, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

**Instructions for shareholders for attending the AGM through VC / OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further shareholders 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 by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company's email [finance@jagan.in](mailto:finance@jagan.in). The shareholders



who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at finance@jagan.in. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**The instructions for shareholders for e-voting on the day of the 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 shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

By order of the Board of Directors  
for **JTL Infra Limited**

**Mohinder Singh**  
Company Secretary  
ACS-21857

Place: Chandigarh  
Date: August 29, 2020

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ORDINARY AND SPECIAL BUSINESSES

### Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on 13th May, 2020, re appointed Mr. Madan Mohan Singla as Managing Director, not liable to retire by rotation, for a period of five years effective from 30th May, 2020, subject to approval of the Shareholders.

The Board, while appointing Mr. Madan Mohan Singla (promoter of the Company) as Managing Director of the Company, considered his rich experience of over 30 years in various steel industry segments, Shri Singla steers the Company with a clear vision of growth in context with the changing market scenario. At the helm of the Company, Mr. Singla epitomizes the depth of acumen of tubes and pipes industry and astute business sense. He is known for his business finance and strategic abilities. Under his leadership, the Company grew exponentially gaining national and international recognition.

The Board of Directors recommends appointment Mr. Madan Mohan Singla as Managing Director of the Company. Mr. Madan Mohan Singla has given his consent to act as Managing Director of the Company and brief profile and other details of him is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Mr. Madan Mohan Singla as Managing Director of the Company are as follows:

#### (1) Period:

For a period of 5 years i.e., from 30th May, 2020 to 29th May, 2025 (both days inclusive)

#### (2) Nature of Duties:

The Managing Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of

the Company.

#### (3) Other Terms of Appointment :

- a. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the re-appointment of the Managing Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Managing Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Managing Director.



e. The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

**(4) Remuneration :** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Madan Mohan Singla. Based on the recommendations of the Nomination and Remuneration Committee ('NRC') but subject to maximum ceiling of Rs. 5 lacs per month.

**(5) Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Madan Mohan Singla, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

The profile and specific areas of expertise of Mr. Madan Mohan Singla are provided as **Annexure A** to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Madan Mohan Singla as Managing Director as set out above. The Board recommends the Resolution set forth in Item No. 3 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Madan Mohan Singla, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any.

#### **Item No. 4**

Based on the recommendation of the Nomination and

Remuneration Committee, the Board of Directors of your Company in its meeting held on 13th May, 2020, appointed Mr. Rakesh Garg as Whole Time Director not liable to retire by rotation, for a period of five years effective from 30th May, 2020, subject to approval of the Shareholders.

The Board of Directors recommends appointment Mr. Rakesh Garg as Whole Time Director of the Company.

Mr. Rakesh Garg has given his consent to act as Whole Time Director of the Company and brief profile and other details of him is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Mr. Rakesh Garg as Whole Time Director of the Company are as follows:

#### **(1) Period:**

For a period of 5 years i.e., from 30th May, 2020 to 29th May, 2025 (both days inclusive)

#### **(2) Nature of Duties:**

The Whole Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

#### **(3) Other Terms of Appointment :**

- a. The Whole Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the re-appointment of the Whole Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such

manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.

- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole Time Director.

- e. The terms and conditions of appointment of Whole Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

**(4) Remuneration :** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Rakesh Garg based on the recommendations of the Nomination and Remuneration Committee ('NRC') but subject to maximum ceiling of Rs. 5 lacs per month.

**(5) Minimum Remuneration:** Not with standing anything to

the contrary herein contained where in any financial year during the tenure of Mr. Rakesh Garg, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

The profile and specific areas of expertise of Mr. Rakesh Garg are provided as **Annexure A** to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Rakesh Garg as Whole Time Director as set out above. The Board recommends the Resolution set forth in Item No. 4 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Rakesh Garg, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

#### Item No. 5

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sukhdev Raj Sharma (DIN 02135083) as Additional Independent Director of the Company with effect from 30th June, 2020 in accordance with Section 161 of the Act. He holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-Executive Independent Director.

The Board of Directors recommends appointment of Mr. Sukhdev Raj Sharma as Non-executive Independent Director of the Company. Mr. Sukhdev Raj Sharma has given his consent and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations.





In term of Section 149 of the Companies Act, 2013, Mr. Sukhdev Raj Sharma's tenure as an Independent Non-Executive Director of the Company shall be for a consecutive period of 5 years w.e.f from 30th June, 2020 to 29th June, 2025. Brief profile and other details of Mr. Sukhdev Raj Sharma is provided as part of this notice as Annexure A.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Sukhdev Raj Sharma, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any.

**Item No. 6**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors has, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. Balwinder & Associates, Cost Accountants, (Firm Registration Number: 000201) as cost auditor of the Company, for a remuneration of Rs. 40,000/- (plus Good and Service Tax and out-of-pocket expenses) to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2021. M/s. Balwinder & Associates, Cost Accountants have the necessary experience in the field of cost audit and have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof and as amended from time to time), the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board recommends the Ordinary Resolution set out at

Item No. 6 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding, if any.

**Item No. 7**

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to enter into contracts/arrangements in terms of Section 188 (1)(a) to 188(1)(g) of Companies Act, 2013 for an amount of Rs. 220 crore during Financial Year 2020-21.

**Background and Details of the Transaction:**

Cost effective and assured supply of goods/services, of desired quality, is a key requirement for the Company. The Company intends to procure material from related party(s) to have consistent control over quality of the supplies. This transaction will not only help the Company to ensure business operations smoothly but also ensure consistent flow of desired quality and quantity of tubes available for uninterrupted operations and business activities.

Approval being sought for Financial Year 2020-21 As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2020-21 will be Rs. 220 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company as per last audited financial statements of FY 2019-

20. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/ arrangements to be entered into with related party(s) during Financial Year 2020-21, as mentioned in item no. 7 of the Notice. For necessary information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, members are requested to please refer AOC-2 and Note No. 38 of Audited Annual Accounts of the Company for the financial year ended 31st March 2020.

**Detail(s) about Arm's Length Pricing/ Ordinary Course of Business**

The related party contract/transaction mentioned in this proposal meets the arm's length testing criteria and also qualifies as contract under ordinary course of business.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway, except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

By order of the Board of Directors  
for **JTL Infra Limited**

**Mohinder Singh**  
Company Secretary  
ACS-21857

Place: Chandigarh

Date: August 29, 2020



**Information of Director seeking appointment/re-appointment under item no. 3 , 4 & 5 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.**

<b>Name of Director</b>	<b>No. of Share held</b>	<b>Qualification (Relationship with other Directors)</b>	<b>Nature of Expertise</b>	<b>Name of Companies in which he/ she holds Directorship</b>
Madan Mohan Singla	14,39,700	Graduate	Having rich experience of over 30 years in various steel industry segments.. He is known for his business finance and strategic abilities.	Chetan Industries Limited Mirage Infra Limited Jagan Industries Private Limited
Rakesh Garg	14,18,700	Graduate	Having more than 20 years of experience in the Steel Industries, he helps the Company in all critical situations. Has rich experience in various areas of business, technology, operations etc	Chetan Industries Limited Himani Steel Private Limited
Sukhdev Raj Sharma	NIL	B. Tech, MBA	Worked at top level position in PNB and having ample experience of over 37 years in domestic and overseas financial sector	Indian MSME Helpline Pvt. Ltd.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr. Mithan Lal Singla**  
Non-Executive Director

**Mr. Madan Mohan Singla**  
Managing Director

**Mr. Vijay Singla**  
Whole-Time Director  
Ceased from Directorship as on 30.05.2020

**Mr. Rakesh Garg**  
Whole-Time Director

**Ms. Preet Kamal Kaur Bhatia**  
Independent Director

**Mr. Bhupinder Nayyar**  
Independent Director

**Mr. Sukhdev Raj Sharma**  
Additional Director, Independent Director  
(Appointed w.e.f. June 30, 2020)

## CHIEF FINANCIAL OFFICER

**Mr. Dhruv Singla**

## COMPANY SECRETARY

**Mr. Neeraj Kaushal** (Resigned with effect from June 30, 2019)  
**Mr. Sridhar Pentela** (Resigned with effect from August 28, 2019)  
**Mr. Mohinder Singh** (Appointed with effect from August 29, 2019)

## STATUTORY AUDITORS

**Suresh K. Aggarwal & Co.**  
Chartered Accountants  
# 3230, 2nd Floor, Sector 35-D  
Chandigarh, 160035

## SECRETARIAL AUDITORS

S.V. Associates  
Company Secretaries  
# 1494, Sector 42-B  
Chandigarh, 160036

## REGISTRARS & SHARE TRANSFER AGENTS

Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Complex,  
Near Dada Harsukhdas Mandir, New Delhi, India

## COST AUDITORS

M/s Balwinder & Associate, Cost Accountants

## BANKERS

Oriental Bank of Commerce (PNB w.e.f. 01.04.2020)  
Chandigarh, DeraBassi

## PLANT SITE

1. Gholumajra, Derabassi,  
Ambala-Chandigarh Highway,  
Distt. SAS Nagar, Punjab-India
2. Kotse Budruk, Taluka Mangaon, Distt. Raigad,  
Maharashtra-India

## STOCK EXCHANGES WHERE THE COMPANY'S SECURITIES LISTED

**BSE Limited**  
25th Floor, P.J. Towers, Dalal Street,  
Mumbai-400 001.

Metropolitan Stock Exchange of India Ltd.  
4th floor, Vibgyor tower, Opposite Trident Hotel,  
Bandra-Kurla Complex  
Mumbai-400 098.

## 29th Annual General Meeting:

Date	:	Wednesday, September 30, 2020
Time	:	09:30 A.M.
Deemed Venue	:	SCO 18-19, Sector 28-C, Chandigarh-160002
Mode of Meeting	:	Through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

# JTL INFRA LIMITED

Registered Office : SCF 18-19, Sector 28-C, Chandigarh-160002

E-mail : [finance@jagan.in](mailto:finance@jagan.in), Website : [www.jtlinfra.com](http://www.jtlinfra.com)

Phone : 0172-4668000

BSE Scrip Code : 534600

MSEI Symbol : JTLINFRA