

49th
ANNUAL REPORT
(CIN- L27104HR1970PLC005240)

2018-2019

JOTINDRA STEEL AND TUBES LTD.

JOTINDRA STEEL AND TUBES LIMITED 49th ANNUAL REPORT
(CIN: L27104HR1970PLC005240)

BOARD OF DIRECTORS	: SHRI A. K. SUREKA (DIN: 00060206) SHRI V. K. SUREKA (DIN: 00060160) SHRI O. P. BHARDWAJ (DIN: 00060405) SMT. JASPREET ARORA (DIN: 06959857) SHRI DHEERAJ ARORA (DIN: 0006897134) SHRI RANNVEER SINGH RISHI (DIN: 08253892)	MANAGING DIRECTOR DIRECTOR DIRECTOR DIRECTOR DIRECTOR DIRECTOR
AUDITORS	: M/S HUMS & ASSOCIATES CHARTERED ACCOUNTANTS H.O.- 307 SURYA COMPLEX, 21, VIR SAVARKAR BLOCK, SHAKARPUR, DELHI-110 019.	
COMPANY SECRETARY:	SMT. SHWETA GARG	
CHIEF FINANCIAL OFFICER:	SHRI SATISH KUMAR GUPTA	
COST AUDITORS	: M/S NISHA VATS & CO., COST ACCOUNTANTS F-100, LAXMI PARK, NANGLOI, DELHI-110041	
SECRETARIAL AUDITORS	: JYOTI ARYA & ASSOCIATES. K-009, DDA LIG FLATS, POCKET-C, MOLARBAND, NEW DELHI-110076	
PRINCIPAL BANKERS	: STATE BANK OF INDIA	
REGISTERED OFFICE & WORKS	:14/3, MATHURA ROAD FARIDABAD-121 003 (HARYANA)	
HEAD OFFICE	: 602, CHIRANJIV TOWER,43, NEHRU PLACE NEW DELHI-110 019.	
REGISTRAR & TRANSFER AGENTS	: M/S. BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD., BEETAL HOUSE,99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEAR DADA HARSUKH DASS MANDIR, NEW DELHI – 110062.	
SHARES LISTED AT	: METROPOLITAN STOCK EXCHANGE OF INDIA LTD..(MCX-SX)	

NOTICE

The Forty-Ninth Annual General Meeting of the Company will be held as scheduled below:

Date: Saturday, the 28th September, 2019

Time: 3.30 P.M.

Place: 14/3, Mathura Road, Faridabad-121003 (Haryana)

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri O.P. Bhardwaj (DIN: 00060405), who retires by rotation and, being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

- 3 To appoint Shri Rannveer Singh Rishi (DIN: 08253892) as an Independent Director(Non-Executive) and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“Resolved that pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Shri Rannveer Singh Rishi (DIN:08253892), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5(five) years wef October 09, 2018 ending upto October 08, 2023.”

- 4 Approval to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company in conformity with section 180(1) (a) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, including all or any part of the moveable or immovable properties of the Company by the Company.”

- 5 To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“ RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to the Board of Directors for entering into related party transactions by the Company with effect from 1st April, 2018 upto a maximum amount per annum as specified herein below:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1ST APRIL, 2019.					
Rs. in Crores					
	Transactions defined u/s 188(1) of the Companies Act,2013				
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship : Sh. A.K. Sureka, Managing Director, Sh. V.K. Sureka and Sh. O.P. Bhardwaj Directors being the Promoter Directors and/or their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP.	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services ; Appointment of any agent for purchase or sale of goods; materials, services or property	Others
COMPANIES					
Sunav Industries Private Limited	-	-	-	-	15
Mauria Udyog Ltd.	50	50	10	50	50
Bihariji Ispat Udyog Ltd.	02	02	02	02	05
Quality Synthetic Industries Ltd.	02	02	02	02	02
Srinarayan Rajkumar Merchants Ltd.	02	02	02	02	05
JST Engineering Services Ltd.	01	01	01	01	01
Vee Em Infocentre Pvt. Ltd	01	05	03	05	02
Synergy Freightways Pvt. Ltd.	01	01	01	01	01
Sarvome Buildwell Pvt. Ltd.	01	01	01	01	01
Sarvome Developers Pvt. Ltd.	2.5	2.5	2.5	2.5	2.5
Sarvome Estates Pvt. Ltd.	2.5	01	01	01	01
Sarvome Housing Pvt. Ltd.	2.5	2.5	2.5	2.5	2.5
Sarvome Housing Projects Pvt. Ltd.	2.5	2.5	2.5	2.5	2.5
Sarvome Infrastructure Projects Pvt. Ltd.	05	05	05	05	05
Sarvome Real Estate Developers Pvt. Ltd.	01	01	01	01	01
TRUST SOCIETY/FIRMS/ LLP					
Sureka Public Charity Trust-	01	01	01	01	01
Ozone GSP Infratech-	-	-	-	-	30
Subsidiaries/step-down subsidiaries/joint ventures					
Directors/Kmps/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013	05	05	02	02	05
Note: Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

Further “Resolved that for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and matters as the Board of Directors and/or Committee thereof may in its absolute discretion consider necessary, proper, expedient or appropriate.”

- 6 To approve the remuneration of the Cost Auditors for the financial year ending March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“ Resolved that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s Nisha Vats &Co the Cost Auditors appointed by the Board of Directors of the Company, to conduct the Audit of the cost records of the Company for the financial year ending March 31, 2020, be paid remuneration of Rs. 25000.”

“ Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
14/3, Mathura Road
Faridabad-121 003 (Haryana)
CIN: L27104HR1970PLC005240
Date: 04th September, 2019

By Order of the Board
Jotindra Steel & Tubes Ltd.
Sd/-
Shweta Garg
Company Secretary

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER KNOWN “THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being Monday, 21st September, 2019 or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
3. The Register of members and share transfer books of the Company will remain closed from Tuesday, 22nd September, 2019 to Saturday, the 28th September, 2019 (both days inclusive).
4. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. SEBI mandates transfer of securities only in dematerialized mode vide Notification No.: SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
6. SEBI mandates updation of Shareholders’ PAN and Bank details vide SEBI Circular No.: SEBI/HO/MIRSD/DOP1/CIR/P/2018/24 dated June 08, 2018. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent of the Company.
7. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
8. All the documents referred to in the notice will be available for inspection at the Company’s registered office during normal business hours on all working days upto the date of AGM. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013(Act), and

the Register of Contracts or Arrangements in which directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.

- 9 Members whose shareholding is in electronic mode are requested to direct change of address, contact details and bank account details, in case of change, to their respective depository participant(s). Members holding shares in physical form are requested to update their addresses and contact details with the Registrar and Share Transfer Agent of the Company, if there is any change.
- 10 In terms of section 101 of the Companies Act 2013, read together with the rules made thereunder, the Company forwarded soft copies of the all the documents to be sent to the shareholders including the General Meeting notices along with Audited Accounts and requisite reports thereon to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also be available on the Company’s Website at www.jstltd.com. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at jotindrasteelandtubes@gmail.com quoting their folio number(s) or their DP/ CLIENT IDs.
- 11 Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders.

12 Voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have exercised their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have appointed Mrs. Rachna Mittal, ACS-A29072, COP-16042, of M/s RACHNA MITTAL AND ASSOCIATES, Company Secretaries, 205, Near HAFED, Mukesh Colony, Ballabhgarh (Haryana), for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) in the meeting is **Monday, 21st September, 2019**.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

COMMENCMENT OF E-VOTING	END OF E-VOTING
Wednesday, 25 th September, 2019 at 10.00 A.M	Friday, 27 th September, 2019 at 5.00 P.M.

- i. Any member, who have cast his/her/its vote through remote e-voting, may participate in the annual general meeting but shall not be allowed to vote at the AGM.
- j. Persons who have acquired shares and became members of the Company after dispatch of the Notice of AGM but before the cut-off date of **Saturday, 21st September, 2019**, may obtained their user ID and password for e-voting from the Company’s Registrar and share transfer Agent or CDSL.
- k. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Wednesday 25th September, 2019 at 10:00 A.M. and ends on Friday, 27th September, 2019 at 5.00 P.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) of Saturday, **21st September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach „Password Creation“ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **JOTINDRA STEEL AND TUBES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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. Apple 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.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

If any member has any problem/ query regarding e-voting then he may contact to the below person:

Name : Puneet Mittal,
Designation : General Manager
Address : M/s BEETAL Financial & Computers Services Pvt. Ltd.
BEETAL HOUSE, 99, Madangir, Behind Local Shopping centre
Near DadaHarsukhDass Mandir, New delhi-110 062
E-mail id : beetalrta@gmail.com
Phone No. : 011-29961281(6 Lines)

- i. The e-voting module shall be disabled by CDSL for voting after Friday, 27th September, 2019 (After 05.00 pm).
- ii. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **Saturday, 21st September, 2019**.
- iii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot/polling for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer immediately after conclusion of voting by eligible members at AGM (through polling paper) shall, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in presence of at least two (2) witness not in the employment of the Company. Thereafter, the scrutinizer shall prepare consolidated report and forward it to the Chairman of the Company, or any other director so authorized, who shall counter sign the same and declare the result within 48 hours of conclusion of the AGM. The result of AGM shall be declared by intimating to the stock exchanges and by placing on the

website of the Company and Agency. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. i.e. Saturday, the 28th of September, 2019.

- i. A Member can opt for only one mode of voting i.e. either through remote e-voting or at the venue of AGM through polling paper. If a Member casts his/her vote by both modes, then voting done through remote e-voting shall prevail and the voting through polling paper shall be treated as invalid.
- 13 The result declared alongwith the Scrutinizer's Report shall immediately be placed on the Company's web-site www.jstltd.com and on the web-site of CDSL www.evotingindia.com and communicated to the MSEI, where the shares of the company are listed

EXPLANATORY STATEMENT:

(Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), attached to the Notice dated 04th September, 2019 convening the 49th Annual General Meeting)

Special Businesses:**Item No. 3****Ordinary Resolution**

The Board of Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies(Appointment and Qualification of Directors) Rules, 2014 , provisions under the Listing Regulations 2015 and section 161(1) of the Act, and the Articles of Association of the Company, Shri Rannveer Singh Rishi as an Additional Director (Independent Category) of the Company with effect from 09th October, 2018.

In terms of the provisions of Section 161(1) of the Act, Shri Rannveer Singh Rishi would hold office upto the date of the ensuing Annual General Meeting.

Shri Rannveer Singh Rishi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5(five) consecutive years on the Board of the Company and she/he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri Rannveer Singh Rishi that he meets the criteria of independence as prescribed both under the sub-section (6) of Section 149 of the Act and under Regulation 16 of the Listing Regulations, 2015. The Board of Directors believes that Smt. Jaspreet Arora possesses appropriate skills, experience and knowledge.

A notice in writing pursuant to section 160 of the Companies Act, 2013 as amended has been received in the prescribed manner.

In the opinion of the Board, Shri Rannveer Singh Rishi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Rannveer Singh Rishi is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Shri Rannveer Singh Rishi is appointed as an Independent Director.

Copy of the draft letter of appointment of Shri Rannveer Singh Rishi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.3 for approval by the shareholders.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

Item No. 4

Special Resolution

The approval of the shareholders of the company is required pursuant to Section 180 (1) (a) of the Companies Act, 2013, where the company make an act to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company all or any part of the moveable or immovable properties of the Company. The members of the company are informed that the board of directors is exploring the avenue to avail various benefits available to the industries for the purpose of the growth of the company and in the best interest of the Company so as to have substantially additional income to your company. The strategy of the Company is to grow business and growth in business requires funds/finance.

In order to give effect to the above, the shareholders approval is required under the provision of Section 180(1) (a) of the Companies Act 2013. None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the resolution set out in this Notice except to the extent of their holding in Securities of the Company.

Item No. 5

Ordinary Resolution

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company seeks to obtain overall consent of the shareholder with monetary annual limits that the Board of Directors may enter into with its Related Parties (as defined under the Companies Act, 2013) from time to time for the financial year 2019-20 and beyond depending upon the business exigencies as it would be in compliance of and consistent with the requirement of obtaining prior approvals of the shareholders for each and every Related Party transactions.

All prescribed disclosures as required to be given under the provisions of Companies Act, 2013 and the Companies (Meeting of the Board and the Powers) Rules, 2014 are given in Resolution no. 02 under Special Business of the Notice in the tabular format for the kind perusal of the members.

Members are hereby informed that pursuant to the second proviso of section 188(1) of Companies Act, 2013, no member of the company shall vote on such Ordinary resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your company has approved this item in the Board Meeting held on 04th September, 2019 and recommends the Resolution as set out in the Notice for the approval of members of the Company as an Ordinary Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

Item No.- 6

Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 as per the following details:

Sl.No.	Name of the Cost Auditor	Industry	Amount of Fee
1	M/s Nisha Vats & Co.	Steel	Rs. 25000

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 05 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval by the shareholders.

Registered Office:
14/3, Mathura Road
Faridabad-121 003 (Haryana)
CIN: L27104HR1970PLC005240
Date: 04th September, 2019

By Order of the Board
Jotindra Steel & Tubes Ltd.
Sd/-
Shweta Garg
Company Secretary

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED ARE FURNISHED AS BELOW:

Name of Directors	SHRI BHARDWAJ	O.P.	SHRI RANNVEER SINGH RISHI
DIN	00060405		08253892
Date of Birth	07-06-1951		11-03-1993
Date of First Appointment	01-12-2003		09-10-2018
Qualification	B.Com(Hon.)		Senior Secondary
Expertise in specific functional area	He is B.Com(Hon.) and having 37 years experience in Pipe Industries.		Having experience of around 05 years in the field of steel industry.
Relation with other Directors	Not Related to any of Directors of the company		Not Related to any of Directors of the company
List of public companies in which directorship held (including foreign Companies)	NIL		-Mauria Udyog Ltd. -Sri Narayan Rajkumar Merchants Ltd. -Bihariji Ispat Udyog Ltd. -Quality Synthetic Industries Ltd.
Chairman/ Member of the Committee of Board of Directors of public Companies	<u>NIL</u>		<u>Mauria Udyog Ltd.</u> -Audit Committee(Member) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member) <u>Sri Narayan Rajkumar Merchants Ltd.</u> - Audit Committee(Member) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member) <u>BiharijiIspatUdyogLtd.</u> - Audit Committee(Member) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Member) <u>Quality Synthetic Industries Ltd.</u> - Nomination & Remuneration Committee (Member)
Shareholding in the Company	NIL		NIL

DIRECTORS' REPORT

Your Directors submit the 48th Annual Report along with the Audited Statement of accounts of your Company for the Financial Year ended 31st March, 2019.

WORKING RESULTS

The Financial Results for the year ended 31st March, 2019 are as under:-

PARTICULARS	Rs. in Lacs	
	2018-19	2017-18
Revenue From Operations	31931.52	31528.30
Other Income	871.60	1057.91
Total Income	32803.12	32586.21
Cost of materials consumed	17852.54	12397.02
Purchases of Stock-in-Trade	12043.53	17951.12
Changes in inventories of finished goods, raw material and Work-in-progress	1159.53	(547.16)
Employee benefits expense	143.89	186.57
Finance Cost	896.71	1079.00
Depreciation and amortization expense	251.94	282.34
Manufacturing Expenses	578.71	450.50
Selling and Distribution Expenses	254.42	156.30
Administration and general expenses	1025.47	396.15
Total Expenses	34206.74	32351.83
Profit/(loss) before tax	(940.11)	402.28
Income Tax Expenses		
(1) Provision for Current tax	-	34.00
(2) MAT Credit utilized	(62.26)	0.58
(3) Earlier Year Taxes	23.02	-
(3) Deferred tax	(424.27)	(202.49)
Profit/(loss) for the period	(940.11)	402.28
Other Comprehensive Income		
(i) Items that will not be reclassified to profit or loss, Re-measurement gain/(losses)	0.93	1.16
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	(0.35)
Other Comprehensive Income for the year	0.93	0.81
Total Comprehensive Income for the period	(939.19)	403.09
Earnings Per Share (Basic / Diluted) (₹)	(19.27)	8.27

DIVIDEND

In order to conserve the resources of the company, the Board of Directors have not recommended payment of dividend to the equity shareholders of the company for the financial year 2018-19 closed on 31st March, 2019.

The Company has adopted Indian Accounting Standards (IND AS) prescribed under the Companies Act, 2013 read with relevant rules thereunder, with effect from April 1, 2017 and accordingly financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016.

SHARE CAPITAL

The paid up equity share capital as on 31st March 2019 was 487.46 Lacs. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

FIXED DEPOSITS

The company has not accepted any deposits from public during the financial year under report and as such there were no fixed deposits outstanding as on 31st March, 2019.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

As on March 31, 2019, there were no outstanding loans or guarantees covered under the provisions of Section 186 of the Act. The details of the Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

A report on contracts and arrangements made during the year 2018-19, transactions being in the ordinary course of business and at arm's length have been reported and annexed hereto in this report in the prescribed Form AOC-2 read with note no. 13 of the Financial Statements.

The terms & conditions of the above mentioned transactions are not prejudicial to the interest of the Company and there is no transaction of material nature. The closing balances of such related parties, wherever outstanding, are not overdue.

NUMBER OF MEETINGS OF THE BOARD

Eighteen Board Meetings were held during the financial year ended on 31st March, 2019 and the gap between two Board Meetings did not exceed one hundred & twenty days. The necessary quorum was present for all the meetings. During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.

BOARD EVALUATION

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 ("the Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17(10) of Listing Obligations & Disclosure Requirements, Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. The details of various familiarization programme provided to the Directors of the Company is available on the Company's website www.jstltd.com.

DISCLOSURE PURSUANT TO RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 has been made in the prescribed Format and forms part of the Directors' Report as Annexure IV

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Companies Act 2013 and the Listing Regulations, 2015, a separate meeting of the Independent Directors was held on 14/02/2019.

The Independent Directors at the meeting reviewed the following:-

- Performance of non independent Directors and board as a whole.
- Performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors.
- 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.

LISTING ON STOCK EXCHANGE

Your Directors take an immense pleasure in informing you that with effect from July 16, 2015, the Equity shares of your company (bearing ISIN: INE173F01016) got listed and admitted to dealings on the Capital Market Segment of Metropolitan Stock Exchange of India Ltd. (Formerly known as MCX Stock Exchange Limited).

CORPORATE GOVERNANCE

A detailed Report on Corporate Governance is given in "Annexure-A" to this report. In terms of Part E of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (Listing Regulations, 2015), the Compliance Certificate from the Practicing Company Secretary certifying compliance with conditions of Corporate Governance, as stipulated in Regulation 16 to 27 of Listing Regulations, 2015 with the Stock Exchange(s) where the shares of the company are listed, is also enclosed.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they 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 profit of the Company for that period;
- iii. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEM

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant Board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

PERFORMANCE OF THE COMPANY

Production activities at plant taken on lease at Muzaffarnagar has not been proved viable due to production constraints and working capital shortage and the production has been stopped during the year and factory has been vacated to the owner.

MANAGEMENT DISCUSSION AND ANALYSIS

Outlook of India economy has shown sign of general slowdown however Govt policy to provide various incentives to buyers of Affordable Housing, the Sector is expected to improve from now onwards.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your directors have established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or ethic policy. This mechanism also provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

We affirm that no personnel has been denied access to the audit committee.

During the year 2018-2019, no such report were made to the Chairman of Audit Committee

DIRECTORS & KEY MANAGERIAL PERSONNEL/ INDEPENDENT DIRECTORS DECLARATION

Pursuant to the provisions of Section 149(7) of the Act, all Independent directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Regulations, 2015.

As per the provisions of Companies Act, 2013 Shri O.P. Bhardwaj (DIN: 00060405) retires by rotation and being eligible has offered himself for re-appointment.

During the year under review Mr. Kubolay Chowdhury (DIN: 01231137) a Non-executive independent director resigned from the Board wef 13-06-2018 and Mr. Rannveer Singh Rishi (DIN:08253892)was appointed as an Additional director in non-executive independent category wef 09-10-2018.

In line with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 including the Rules made thereunder ('the Act') and the Listing Regulations, 2015 Mr. Rannveer Singh Rishi is eligible for appointment as an independent director for a term of Five years. The Board of Directors of the Company and the Nomination and Remuneration Committee have evaluated the performance of the said Independent Director and on the basis of the said evaluations it is now proposed that Mr. Rannveer Singh Rishi Independent Director of the Company be appointed for a term of five consecutive years, commencing from October 09, 2018 ending upto October 08, 2023."

During the year Mr. Govindapal, CFO resigned and in his place Mr. Satish Kumar Gupta joined as the Chief Financial Officer of the company wef. 01-11-2018

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed under the heading Nomination and Remuneration Committee/Policy below.

COMMITTEES OF BOARD OF DIRECTORS.

Audit Committee

The constitution of the Audit Committee is in accordance with the requirements of Section 177 of the Companies Act, 2013 and as per SEBI (Listing Obligations And Disclosures Requirements), 2015.

Shri Kubolay Chowdhury, resigned from the Board of Directors of the company as well as Chairman of the Audit Committee w.e.f.13.06.2018 and in his place Shri Dheeraj Arora (Non-Executive Independent director), a member of the committee was appointed as its Chairman wef 19-06-2018. Also Smt. Jaspreet Arora, Director and a Member of committee resigned from the Audit committee wef 09-10-2018 and in her place Shri Rannveer Singh Rishi, (Non-Executive Independent director) joined the Audit Committee wef 10-10-2018. Accordingly, as on 31-03-2019 the Audit Committee consisted of following:

- | | | |
|----|---|------------|
| 1. | Shri Dheeraj Arora (Non-Executive Independent Director) | : Chairman |
| 2. | Shri Rannveer Singh Rishi (Non-Executive Independent Director) | :Member |
| 3. | Shri. O.P. Bhardwaj (Executive Promoter) | :Member |

Details of meeting of the committee held and attendance thereat is given under Corporate Governance Report forming part of this report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The constitution of the Stakeholders Relationship Committee of the Board of director is in accordance with the requirements of Section 177 of the Companies Act, 2013 and as per SEBI (Listing Obligations And Disclosures Requirements), 2015.

During the year 2018-19 Shri Dheeraj Arora, a Member took over as the Chairman of the Committee wef 19.06.2018 in place of Shri Kubolay Chowdhury who resigned from the Board of Directors and chairmanship of Stakeholders Relationship Committee. Another Member Smt. Jaspreet Arora resigned from the Committee wef 09.10.2018 and Shri Rannveer Singh Rishi, Director joined in her place wef 10.10.2018 as a Member of the Committee. Shri O.P. Bhardwaj, an executive non-independent director joined the Committee wef 10.10.2018 in place of Shri V.K. Sureka who resigned wef 09.10.2018. As on 31st March, 2019 the Stakeholders Relationship Committee consisted of following:-

- | | | |
|----|--|----------|
| 1. | Shri Dheeraj Arora (Non-Executive Independent Director) : | Chairman |
| 2. | Shri. O.P. Bhardwaj (Executive Non-Independent Director) : | Member |
| 3. | Shri Rannveer Singh Rishi (Non-Executive Independent Director) : | Member |

Details of meeting of the committee held, attendance thereat & other details are given under Corporate Governance Report forming part of this report.

NOMINATION AND REMUNERATION COMMITTEE.

Duly constituted Nomination And Remuneration Committee comprised of Shri Dheeraj Arora, a member of committee as chairman wef 19.06.2018 in place of Shri Kubolay Chowdhury who resigned from the Board of directors/Audit committee, Smt. Jaspreet Arora and Sh. Rannveer Singh Rishi (in place of Shri V.K. Sureka), Independent directors as members. As on 31st March, 2019 the Nomination & Remuneration Committee consisted of following:

1. Shri Dheeraj Arora (Non-Executive Independent Director) :Chairman
2. Smt. Jaspreet Arora (Non-Executive Independent Director) :Member
3. Shri. Rannveer Singh Rishi (Non-Executive Independent Director) :Member

The said committee has been entrusted with the responsibility of formulating and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity and identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and removal.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your directors have established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or ethic policy. This mechanism also provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year 2017-2018, no such report were made to the Chairman of Audit Committee.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has zero tolerance for sexual harassment at workplace and has adopted Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

During the year 2018-2019, no complaints were received by the Company related to sexual harassment and hence no complaint is pending as on 31.03.2019 for redressal.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS

Hon'ble Supreme Court of India, vide its order dt 23.07.2019 in the case of BIKRAM CHATTERJI & ORS (Petitioner's) VS UNION OF INDIA & ORS (Respondent) has dealt with Financial transactions of AMRAPALI GROUP OF COMPANIES with various companies including SUREKA GROUP OF COMPANIES which also includes Jotindra Steel & Tubes Ltd and other associates Companies. Based on observations of Forensic Auditors viz ; Mr Pawan Kumar Aggarwal (Auditor of Sharp and Company) and Mr. Ravi Bhatia (Auditor of Bhatia and Company) following amount mazor is said to recovered from Company:

- * Donation Paid by Amrapali Group to Sureka Public Charitable Trust of Rs 13.44 Crore.
- * LC Discounting Charges Rs 1.30 Crore Debited to Amrapali.
- * FSIC (Sureka Group) Rs 80.00 Crore.
- * Other (Sureka Group) Rs 1.37 Crore (.72+.95)

Order also contains other observations of viz; Prima facie bogus Sales of Rs 321.00 Crore.

Companies has denied such charges and is in process of filing reply before Hon'ble Supreme Court of India.

MATERIAL CHANGES AND COMMITMENTS

. At present Company has planned to develop factory land at Faridabad for construction of Affordable Housing project as per Haryana Govt. Affordable Housing Policy 2013. Company has successfully lunched First Phase of Affordable Housing Scheme after obtaining permission from RERA Registration No. HRERA-PKL-FBD-112-2019 dt. 11th April 2019. Steps are being taken to commence the construction activities very shortly.

The progress of construction activities at Ozone project (a partnership firm in which your company holds 99% share in Profit/Loss.) is slow due to financial constraints and steps are being planned to complete the project by the end of March 2021.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

INTERNAL FINANCIAL CONTROLS

The Company has identified all key internal financial controls, which impacts the financial statements, as part of Standard Operating Procedures (SOPs). The SOPs are designed for all critical processes across all plants, warehouses and offices wherein financial transactions are undertaken. The SOPs cover the standard processes, risks, key controls and each process is identified to a process owner. The financial controls are tested for operating effectiveness through management ongoing monitoring and review process and independently by the Internal Audit. In our view the Internal Financial Controls, effecting the financial statements are adequate and are operating effectively.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has identified all key internal financial controls, which impacts the financial statements, as part of Standard Operating Procedures (SOPs). The SOPs are designed for all critical processes across all plants, warehouses and offices wherein financial transactions are undertaken. The SOPs cover the standard processes, risks, key controls and each process is identified to a process owner. The financial controls are tested for operating effectiveness through management ongoing monitoring and review process and independently by the Internal Audit. In our view the Internal Financial Controls, effecting the financial statements are adequate and are operating effectively.

RISK & CONCERNS

At JST, all key functions and divisions are independently responsible to monitor risk associated within their respective areas of operations such as marketing, trading, finance, purchase, legal and other issues like health, safety and environment.

Steel is a globally traded commodity and its price are subject to international market forces of demand and supply and other factors that influence price volatility. Manufacturing of M.S and TMT Bar and Trading in other steel products presently constituting the major proportion of JST's revenue, changes in domestic as well as global prices will have an impact on the company's performance.

Your company has identified the following risks with possible impact on the company and the mitigation plans of the company:

Key Risk	Impact on the Company	Mitigation Plans
Commodity Price/availability Risk	Risk of price fluctuation on the basic material like HR Coils, MS Bar, Steel & Tubes etc.	Any volatility in the prices or disruption in availability of these materials can impact the profitability of the Company. However, JST has strong relationships with the raw material suppliers and availability of optimum level of raw material.
Interest Rate-risk.	Any increase in interest rate can affect the finance cost.	Dependence on debt is minimum and we have sufficient funds with Banks to settle the entire debt in case need arises.
Compliance risk.	Any default can attract heavy penal provisions.	By regularly monitoring and reviewing of changes in the regulatory framework and timely compliance thereof.

AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members at the 37th Annual General Meeting of the Company held on 07th September 2017 appointed M/s. HUMS & Associates, Chartered Accountants Delhi with firm registration no. 022230N as the Statutory Auditors of the Company from the conclusion of 47th Annual General Meeting till the conclusion of 52nd Annual General Meeting, covering one term of five consecutive years on a remuneration as may be mutually agreed upon between Shri A.K. Sureka Managing Director and the aforesaid Auditors, subject to ratification by the members at each intervening Annual General Meeting. In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7 May 2018, ratification of auditors' appointment is no longer required.

The statutory audit report for the year 2018-19 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

COST AUDITORS

The Company has appointed M/s Nisha Vats & Co., Cost Accountants, for conducting the audit of cost records of the Company for the financial year 2019-20.

Pursuant to Section 148 of the Act read with Rule 14 of the Companies (Audit & Auditors) Rule, 2014 ratification of the remuneration of Cost Auditors is being sought from the Members of the Company at the ensuing AGM.

SECRETARIAL AUDIT

The Board of Directors of the Company, in compliance with section 204 of the Act have appointed Ms. Jyoti Arya, Practicing Company Secretary (M. No.-A48050/ COP-17651) of M/s. Jyoti Arya & Associates, Company Secretaries, as the Secretarial Auditors to conduct secretarial audit of the Company for the FY 2018-19. The Secretarial Audit Report as per Section 204 of the Act for FY 2018-19 is placed as annexure to this report.

No adverse comments have been made in the said report by the Practicing Company Secretary.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO.

Information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies(Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo :

A. CONSERVATION OF ENERGY

Measures taken, additional investments and impact on reduction of energy consumption
Disclosure of particulars with respect to Conservation of Energy. Nil

B. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to Technology Absorption NA

(i) Efforts in brief made towards technology absorption, adaptation and innovation &(ii) Benefits derived as a result of the above efforts & (iii) Technology Imported during the last three years.

Following steps have been taken for enhancing productivity and quality improvements, resulting in enhanced safety and environmental protection measures and conservation of energy:- NA

1. Expenditure on R&D: -NA-

(A) FOREIGN EXCHANGE EARNINGS AND OUT GO

Amount receivable and payable as at March 31, 2019 in foreign currency on account of the following:

Particulars	2018-19		2017-18	
	Value		Value	
Receivable	Rs.	Rs.	Rs.	Rs.
Sale of Goods	Nil	Nil	Nil	Nil
Payable	-	-	-	-
Advance against Exports	Nil	Nil	Nil	Nil

ADDITIONAL INFORMATION

2018-19

2017-18

1. C.I.F Value of Imports		
Raw Material & Trading Goods	Nil	Nil
Capital Goods	Nil	Nil
2. F.O.B Value of Exports	Nil	Nil
3. Expenditure in Foreign Currency-Travelling	Nil	Nil

The Personnel & Industrial Relations during the year under review remained cordial.

PARTICULARS OF EMPLOYEES

The Disclosure as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is enclosed herewith as an Annexure.

As there has been no employee during the year under review who were paid remuneration of Rs. 84.00 Lakh per annum or more, if employed throughout the year or Rs. 5.00 Lakh per month and more, if employed for the part of the year, and also there has been no employee in receipt of remuneration during the year, at a rate which in aggregate is in excess of that drawn by the Managing director or Whole-time director and therefore the information as required under Section 5 (2)& (3) of the aforesaid Rule is not called for.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- c) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d) During the year under review, neither any fraud of any kind on or by the Company has been noticed by the Board of Directors of the Company nor reported by the Auditors of the Company. The Company has an internal financial control system, commensurate to the size of the business, in place.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere thanks to banks and the customers for their support and co-operation. The Industrial relations remained cordial and the directors convey their thanks to the company's employees at all levels for their whole hearted support.

By Order of the Board
Jotindra Steel & Tubes Ltd.

04th September, 2019

Sd/-
A.K. Sureka
Managing Director
(DIN:00060206)

Sd/-
O.P. Bhardwaj
Director
(DIN: 00060405)

REPORT ON CORPORATE GOVERNANCE AS ON 31-03-2019

1. The Company's Philosophy on Corporate Governance

The Board of Directors and Management believe in adopting and practicing principles of good Corporate Governance with a view to :-

- Safeguard shareholders' interest through sound business decisions, prudent financial management and high standard of business ethics: and
- Achieve transparency, accountability and integrity in the dealings and transactions of the Company

The Company is in compliance with the provisions of Corporate Governance specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015)

The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen. The Company's Code of Conduct contains the fundamental principles and rules concerning ethical business conduct.

2. Board of Directors

(i) Composition:-

The Board of Directors comprised of Six Directors as under:-

Promoter Group		
Name of Director	Brief Particulars	Category
1. Shri V.K. Sureka	He is a graduate and an Industrialist having 46 years' experience in the Steel Industry. He joined the Board as promoter director w.e.f. 22 nd August, 1987.	Non-Executive
2. Shri O.P. Bhardwaj	He is B.Com (Honours) and having 38 years' experience of working in the Pipe Industry. He joined the Board as Director (Commercial) w.e.f. 1 st December, 2003	Executive
3. Shri A. K. Sureka	He is in Business having 21 years working experience in Steel Industry and joined the Board as promoter director w.e.f.1 st August, 2005.	Executive

Independent		
4. Shri Kubolay Chowdhury	He is Mechanical Engineer having 36 years working experience and presently running his own stainless steel pipe manufacturing unit. He joined the Board as an independent director w.e.f. 21 st March, 2007.	Non-executive
5. Shri Dheeraj Arora	He is in business having 21 years working experience in construction & real estate industry. He joined the Board as an independent director w.e.f. 10 th January, 2017.	Non-executive
6. Shri Rannveer Singh Rishi	He is in business having experience of around 05 years in the field of steel industry. He joined the Board as an independent director w.e.f. 09 th October, 2018.	Non-executive

2 (ii) Board Meetings and attendance

Eighteen Board Meetings were held during the financial year ended on 31st March, 2019 and the gap between two Board Meetings did not exceed one hundred & twenty days. The necessary quorum was present for all the meetings. During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.

Sl No.	Date of Meeting	Board Strength	No. of Directors Present
1.	12.04.2018	06	03
2	29.05.2018	06	04
3	19.06.2018	05	03
4	27.06.2018	05	02
5	30.06.2019	05	02
6	09.07.2018	05	04
7	23.07.2018	05	03
8	14.08.2018	05	04
9	30.08.2018	05	03
10	05.09.2018	05	04
11	09.10.2018	06	03
12	10.10.2018	06	03
13	14.11.2018	06	04
14	15.01.2019	06	02
15	22.01.2019	06	03
16	06.02.2019	06	02
17	14.02.2019	06	04
18	12.03.2019	06	03

(iii) Attendance of each Director at the Board meetings and last Annual General Meeting (AGM) and the number of Companies and committees where he is Director/Member:

Name of Director	Category of Directorship	Number of Board Meetings Attended	Attendance at the Last AGM held on 29.09.2018	Number of Directorships in other Public Ltd.	Number of committee positions held in other Companies
Shri V.K. Sureka	Non-Executive	03	No	01	01
Shri A.K. Sureka	Executive	15	Yes	01	01
Shri O.P. Bhardwaj	Executive	17	Yes	Nil	Nil
Sh. Kubolay Chowdhury*	Non-Executive	NA	NA	NA	NA
Sh. Dheeraj Arora	Non-Executive	13	No	01	02
Smt. Jaspreet Arora	Non-Executive	05	No	Nil	Nil
Sh. Rannveer Singh Rishj**	Non-Executive	03	No	04	06

*Resigned wef 19.06.2018

** Appointed wef 09.10.2018

Other Directorships

S No.	Name of the Director	Names of the listed entities where the person is a director	Category of directorship
1	Shri V.K. Sureka	Mauria Udyog Ltd.	Promoter Director-Non Executive
		Sri Narayan Rajkumar Merchants Ltd.	Promoter Director-Non Executive
2	Shri A.K. Sureka	Quality Synthetic Industries Ltd.	Promoter Director- Executive
3	Shri O.P. Bhardwaj	Nil	NA
4	Sh. Dheeraj Arora	Bihariji Ispat Udyog Ltd	Independent-Non-Executive
5	Smt. Jaspreet Arora	Nil	NA
6	Sh. Rannveer Singh Rishi	1. Mauria Udyog Ltd.	Independent-Non-Executive
		2. Bihariji Ispat Udyog Ltd.	Independent-Non-Executive
		3. Quality Synthetic Industries Ltd.	Independent-Non-Executive
		4. Sri Narayan Rajkumar Merchants Ltd.	Independent-Non-Executive

➤ **CHART SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:-**

Core skills/expertise/ competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively	Those actually available with the board
1. Ability to understand Financial Markets 2. Ability to understand Regulatory/Statutory framework applicable to the Company 3. Quick decision making 4. Understanding of Company's business verticals 5. Experience in developing policies and processes relating to corporate governance 6. Leaderships skills for guiding the management team 7. Ability to formulate long term and short term business strategies 8. Ability to understand Financial Statements	As per the Board, all these skills/expertise/ competencies are available with the Board

➤ **CONFIRMATION BY THE BOARD REGARDING INDEPENDENT DIRECTORS**

The Board of Directors do hereby confirm that in the opinion of the board, the independent directors fulfill the conditions specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management

3. Audit Committee

The constitution of the Audit Committee is in accordance with the requirements of Section 177 of the Companies Act, 2013 and as per SEBI (Listing Obligations And Disclosures Requirements), 2015.

Shri Kubolay Chowdhury, resigned from the Board of Directors of the company as well as Chairman of the Audit Committee w.e.f.13.06.2018 and in his place Shri Dheeraj Arora (Non-Executive Independent director), a member of the committee was appointed as its Chairman wef 19-06-2018. Also Smt. Jaspreet Arora, Director and a Member of committee resigned from the Audit committee wef 09-10-2018 and in her place Shri Rannveer Singh Rishi, (Non-

Executive Independent director) joined the Audit Committee wef 10-10-2018. Accordingly, as on 31-03-2019 the Audit Committee consisted of following:

1. Shri Dheeraj Arora (Non-Executive Independent Director) : Chairman
2. Shri Rannveer Singh Rishi (Non-Executive Independent Director) :Member
3. Shri. O.P. Bhardwaj (Executive Promoter) :Member

(i) The terms of reference of the Audit Committee are as set-out in Section 177 of the Act.

(ii) The Audit Committee had Seven Meetings during the financial year 2018-19 ended on 31st March, 2019 as per details thereof and the names of Directors who attended the said meetings, are as under:-

Attendance of Directors at the Audit Committee Meetings held during the financial year 2018-19 :-

Name of Directors	Date of Meetings						
	12.04.2018	29.05.2018	14.08.2018	30.08.2018	05.09.2018	14.11.2018	14.02.2019
Sh. K.Chowdhury*	Yes	Yes	NA	NA	NA	NA	NA
Sh. Dheeraj Arora	NA	NA	No	Yes	Yes	Yes	Yes
Sh. O.P. Bhardwaj	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Smt. Jaspreet Arora**	No	Yes	No	No	Yes	NA	N.A
Sh. Rannveer Singh Rishi@	NA	NA	NA	NA	NA	Yes	Yes

*Resigned wef 13-06-2018

**Resigned wef 09-10-2018

@Appointed wef 10-10-2018

4. Nomination and Remuneration Committee

Duly constituted Nomination And Remuneration Committee comprised of Shri Dheeraj Arora, a member of committee as chairman wef 19.06.2018 in place of Shri Kubolay Chowdhury who resigned from the Board of directors/Audit committee, Smt. Jaspreet Arora and Sh. Rannveer Singh Rishi(in place of Shri V.K. Sureka), Independent directors as members. As on 31st March, 2019 the Nomination & Remuneration Committee consisted of following:

1. Shri Dheeraj Arora (Non-Executive Independent Director) :Chairman
2. Smt. Jaspreet Arora (Non-Executive Independent Director) :Member
3. Shri. Rannveer Singh Rishi (Non-Executive Independent Director) :Member

The said committee has been entrusted with the responsibility of formulating and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity and identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and removal.

During the period under review Nomination & Remuneration Committee met thrice:

Name of Directors	Date of Meetings		
	09.07.2018	09.10.2018	14.11.2018
Sh. K.Chowdhury*	NA	NA	NA
Sh. V.K. Sureka**	No	Yes	No
Sh. Dheeraj Arora	Yes	Yes	Yes
Smt. Jaspreet Kaur	Yes	No	No
Sh. Rannveer Singh Rishi@	NA	NA	Yes

*Resigned wef 13-06-2018

** Resigned wef 10-10-2018

@Appointed wef 10-10-2018

Nomination and Remuneration Policy

Pursuant to Regulation 19 of the Listing regulations, 2015 and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

- Selection Criteria for Directors

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

Skills and Experience: The candidate shall have appropriate skills and experience in one or more fields of technical operations, finance, law, management, sales, marketing, administration, public administrative services, corporate governance, or any other discipline related to the Company's business.

Age Limit: The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.

Conflict of Interest: The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.

Directorship: The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the Listing Agreement requirements.

Independence: The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the Listing Agreement requirements.

Selection Criteria for Senior Management

As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions. The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function.

Remuneration for Directors, KMP and other Employees

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- **Pay for performance:** Remuneration of Executive Directors, KMP and other employees is dependent on short and long-term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.

- **Balanced rewards to create sustainable value:** The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.

- **Competitive compensation:** Total target compensation and benefits are comparable to peer companies in the manufacturing industry and commensurate to the qualifications and experience of the concerned individual.

- **Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

Performance Evaluation

The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process in the months of January-March every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:

- a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the Managing Director and later with the entire Board at the Board Meeting
- b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the Managing Director and later with the entire Board at the Board Meeting.
- c) **Chairman and Executive Directors:** Each Board member completes the peer evaluation form. Independent Directors discuss the peer evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.
- d) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

Remuneration to Directors
(a) Non-Executive Directors

No remuneration other than sitting fees of Rs. 500/- for attending Board Meeting is paid to each of non-executive directors. There is no pecuniary relationship and transactions with Non-Executive Directors.

Details of remuneration paid/payable to the Non-executive directors during the financial year 2018-19 ended on 31st March, 2019 are as under:-

Sitting fees paid to Non-Executive Independent Directors for meetings of the Board :-

Name of Director	Amount (₹)
Shri V.K. Sureka	1500
Shri K. Chowdhury *	Nil
Shri Dheeraj Arora	6500
Smt. Jaspreet Arora	2500
Shri Rannveer Singh Rishi**	1500
Total	12000

*Resigned wef 19.06.2018

**Appointed wef 09.10.2018

a) Executive Directors:

As regards payment to executive director Shri A.K. Sureka as Managing Director for the financial year 2018-19 ended on 31st March, 2019 was concerned, the same was made to him @ Rs.1,26,000/- p.m. as salary for the months April-2018 to March 2019.

As regards payment to executive director Shri O.P. Bhardwaj, designated as Director (Commercial) was concerned, the same was made to him @ Rs.90,000 /- per month as salary inclusive of allowances for the months of April to June and

thereafter @ Rs.1,00,000/- per month as salary inclusive of allowances for the months of July to March during the financial year 2018-19 closed on 31st March, 2019.

(ii) Remuneration paid to Managing Director :-	
(a) Fixed salary	Rs. 15, 12,000/-
(b) P.F. Contribution by the Company	Rs. 1, 81,440/-

Total :	Rs. 16,93,440/-

(iii) Remuneration paid to Director (Commercial) :-	
(a) Fixed Salary	Rs 7,02,000/-
(b) Allowances	Rs 4,68,000/-
(c) P.F. Contribution by the Company	Rs. 84,240/-

Total	Rs. 12,54,240/-

- **Service contracts**, notice period, severance fees.- N.A.
- **Number of shares and convertible instruments** held by non-executive directors. - Nil

During the year 2018-2019, Nomination and Remuneration Committee recommended appointment of Shri Rannveer Singh Rishi, an Independent director for a term of five years subject to the approval of shareholders in their ensuing annual general meeting and provided status updates to the Board of directors of the company.

5. Code of Conduct for the Directors & Senior Managerial Personnel

In compliance to the provisions of Regulation 17 (5) of the Listing Regulations, the Board has laid down a code of Conduct for all the Board Members and Senior Managerial Personnel and all Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct as on 31st March, 2019 and a declaration to that effect duly signed by the Managing Director is attached and forms part of this report.

6. Stakeholders' Relationship Committee

The constitution of the Stakeholders Relationship Committee of the Board of director is in accordance with the requirements of Section 177 of the Companies Act, 2013 and as per SEBI (Listing Obligations And Disclosures Requirements), 2015.

During the year 2018-19 Shri Dheeraj Arora, a Member took over as the Chairman of the Committee wef 19.06.2018 in place of Shri Kubolay Chowdhury who resigned from the Board of Directors and chairmanship of Stakeholders Relationship Committee. Another Member Smt. Jaspreet Arora resigned from the Committee wef 09.10.2018 and Shri Rannveer Singh Rishi, Director joined in her place wef 10.10.2018 as a Member of the Committee. Shri O.P. Bhardwaj, an executive non-independent director joined the Committee wef 10.10.2018 in place of Shri V.K. Sureka who resigned wef 09.10.2018. As on 31st March, 2019 the Stakeholders Relationship Committee consisted of following:-

1. Shri Dheeraj Arora (Non-Executive Independent Director) : Chairman
2. Shri. O.P. Bhardwaj (Executive Non-Independent Director) : Member
3. Shri Rannveer Singh Rishi (Non-Executive Independent Director) : Member

Details of meeting of the committee held, attendance thereat & other details are given under Corporate Governance Report forming part of this report.

The Stakeholders' Relationship Committee shall consider and resolve the grievances of security holders of the company.

During the year 2018-2019, Stakeholders Committee met twice and provided status updates to the Board of directors of the company.

Name of Directors	Date of Meetings	
	29.05.2018	12.03.2019
Sh. K.Chowdhury*	No	NA
Sh. Dheeraj Arora-chairman	Yes	Yes
Sh. V.K. Sureka**	NA	NA
Sh. O.P. Bhardwaj@	NA	Yes
Smt. Jaspreet Arora**	Yes	NA
Sh. Rannveer Singh Rishi@	NA	No

*Resigned wef 13-06-2018

** Resigned wef 09-10-2018

@Appointed wef 10-10-2018

Smt. Shweta Garg, Company Secretary has been nominated as the Compliance Officer.

Number of pending transfers Nil

Number of Shareholders' Complaints received Nil

Number of Complaints Not solved. Nil

7. General Body Meetings

(a) Details of location and time of holding of last three AGMs

AGM for the financial Year ended	Venue	Date	Time
2015- 2016 46 th AGM	14/3, Mathura Road, Faridabad	29.09.2016	3.30 P.M.
2016- 2017 47 th AGM	14/3, Mathura Road, Faridabad	07.09.2017	3.30 P.M.
2017- 2018 48 th AGM	14/3, Mathura Road, Faridabad	29.09.2018	3.30 P.M.

There was one item relating to Giving loans or extending guarantee or providing security in excess of the limit under Section 186 (3) of the companies Act,2013 on the agenda of the 46th AGM that needed approval by postal ballot/e-voting which were passed with requisite majority.

At the ensuing Annual General Meeting, there is no Resolution required to be conducted through Postal Ballot. However with amendment in section 110 of the Companies Act 2013 any item of business required to be transacted through postal ballot may be transacted at general meetings which are required to provide the facility to members to vote by electronic means under section 108 in the manner provided in that section.

8. Details of Prospectus & letter of offer

No Prospectus & letter of offer for issuances and related filings were made during the year under report to the stock exchange where it is listed.

9. Details of Directors seeking Appointment/Reappointment in the ensuing Annual General Meeting to be held on 28th September, 2019.

Pursuant to regulation 36 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute Of Company Secretaries of India (ICSI) information about the director proposed to be re- appointed/ appointed by member in the ensuing AGM have been furnished in the Notice calling the ensuing AGM.

10. Disclosure

(a) Materially Significant related party transactions

- i Transactions with related parties have been disclosed in Notes of the Annual Accounts for the year 2018-19.
- ii The terms & conditions of the above mentioned transactions are not prejudicial to the interest of the Company and there is no transaction of material nature. The closing balances of such related parties, wherever outstanding, are not overdue.

(b) Details of non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There was no instance of penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority as well as non-compliance of any matter related to the capital markets during the last three years.

11. Means of Communication

The quarterly and yearly results are published in English in widely circulating “Money Makers” and in Hindi in “Dainik Maha Laxmi” from Delhi & Haryana.

12. General Shareholder information

Company Registration Details	The Company is registered in the State of Haryana, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is - CIN: L27104HR1970PLC005240
AGM : Date, time and venue	49 th AGM to be held on Saturday, the 28 th September, 2019 at 3.30 P.M. at 14/3, Mathura Road, Faridabad-121003 (Haryana)
Financial Calendar (Tentative)	
Results for quarter ending June 30, 2019 declared on	13 th August, 2019
Results for quarter ending September 30, 2018	14 th November, 2019
Results for quarter ending December 31, 2018	14 th February, 2020
Results for quarter ending March 31, 2020	29 th May, 2020

- Date of Book closure Wednesday, September 25, 2019 to Saturday, 28th September, 2019 (both days inclusive)
- Stock Code – (SYMBOL) **JOTINDRA** on Metropolitan Stock Exchange Ltd.
- Listing On Stock Exchanges Equity

-Metropolitan Stock Exchange of India

(Formerly known as MCX Stock Exchange Ltd.
4th Floor Vibgyor Towers, Plot No.
C-62, Opp. Trident Hotel, Bandra Kurla Complex
Mumbai-400098.

Demat ISIN Number for NSDL and CDSL. INE 173F01016

- High/low of market price of the Company's shares traded on the Stock Exchange during the financial year ended 31st March, 2015. The shares have not been traded during the financial year 2018-19. The last quoted price was of Rs.2/- per share as per transactions on Delhi Stock Exchange on 22nd May, 1998
- Registrar & Transfer Agents M/s.Beetal Financial & Computer Services (P) Ltd.,BEETAL HOUSE, 99, Madangir, Behind Local Shopping Centre,Near Dada Harsukh Dass Mandir, New Delhi-110062
Phone No. 29961281 (6 Lines)
Fax No. 29961284
- Share Transfer System All the transfers received are processed by the Registrar and Share Transfer Agent. Share Transfers are registered and returned within a maximum of 15 days from the date of lodgment if documents are complete in all respect. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

• Share holding pattern as on 31-03-2019

Category	Nos. of Shares	Percentage
Promoters	23,45,179	48.13
Persons acting in concert	-	-
Mutual Funds and UTI	-	-
Banks, Financial Institution & Insurance Companies.	950	0.02
FII's	-	-
Corporate Bodies	8,347	0.17
Indian Public	25,18,273	51.68
NRIs/ OBCs	-	-
Total	48,72,749	100.00

• **Distribution of shareholding as on 31st March, 2019.**

No. of Shares		Number			Amount	
From	To	Number of Shareholders	% to Total	Number of Shares		% To Total
01	500	2306	95.48	222575	2225750	4.5678
501	1000	49	2.02	37790	377900	0.7755
1001	2000	12	0.49	16340	163400	0.3353
2001	3000	04	0.16	9150	91500	0.1878
3001	4000	02	0.08	7527	75270	0.1545
4001	5000	02	0.08	8751	87510	0.1796
5001	10000	03	0.12	17627	176270	0.3617
10001	above	37	1.53	4552989	45529890	93.4378
TOTAL		2415	100.00	4872749	48727490	100.0000

- **Details of Compliance With Mandatory Requirements Of SEBI (LODR) Regulations, 2015:** The Company has complied with all the mandatory requirements of the Listing Regulations including compliances mentioned in Part A to Part D of Schedule II.
- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Information in this regard is nil as no funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the year under review.
- **A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority –Certificate Obtained & Attached herewith.**
- **Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance –Certificate obtained & Attached herewith**

(e) **Total Fees For All Services Paid By The Listed Entity And Its Subsidiaries, On A Consolidated Basis, To The Statutory Auditor And All Entities In The Network Firm/Network Entity Of Which The Statutory Auditor Is A Part -**

The required information for the Financial Year 2018-19 is given as under:-

Fees paid to the Auditors

Name of the Company	Fees paid for Audit (Including Tax Audit) (Rs.)	Fees paid for other services (Rs.)
Jotindra Steel & Tubes Ltd.	40,000	NA

Fees paid to the all entities in the network firm/network entity of which the statutory auditor is a part

Name of the Company	Fees paid for Audit	Fees paid for other services
NA	NA	NA

(f) **Disclosures In Relation To The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:-**

- a. Number of complaints filed during the financial year - **NIL**
- b. Number of complaints disposed off during the financial year - **NIL**
- c. Number of complaints pending as on end of the financial year – **NIL**

Disclosures With Respect To Demat Suspense Account/ Unclaimed Suspense Account:

There is no demat suspense account/ unclaimed suspense account of the Company because such a requirement never got necessitated in relation to the shares of the Company. As such, the information in this regard is Nil.

15. Declaration of Managing Director

The Code of Conduct for the Directors and the Senior Managerial Personnel was adopted by the Board of Directors. All the Board Members and Senior Managerial Personnel have affirmed that they have complied with the code of conduct during the financial year ended on 31st March, 2018.

Faridabad
Dated : 04th September, 2019

Sd/-
A .K. Sureka
Managing Director
DIN No.- 00060206

ANNEXURE - II
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 of 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 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions during FY 2018-19 not at Arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of material contracts or arrangements or transactions during the FY 2018-19 at Arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	-

FOR JOTINDRA STEEL AND TUBES LIMITED

Sd/-
Akhil Kumar Sureka
(Managing Director)
DIN:00060206

Sd/-
Om Prakash Bhardwaj
(Whole Time Director)
DIN: 00060405

(i)	The Ratio of the Remuneration of each director to the median remuneration of the employees of the company for the financial year 2018-19	Director's Name		Ratio to median remuneration			
		Mr. Akhil Kumar Sureka,MD		5.68:1			
		Mr. Om Prakash Bharadwaj,WTD		4.06:1			
(ii)	The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager if any in the financial year 2018-19 compare to 2017-18 means part of the year	Director's/CFO/CEO/CS/ Manager Name		%age increase in remuneration			
		Mr. Akhil Kumar Sureka, MD		-			
		Mr. Om Prakash Bharadwaj,WTD		-			
		Mr. Govindpal Singh, CFO		-			
(iii)	Percentage increase in the median remuneration of employees in the financial year 2018-19 compared to 2017-18	-					
(iv)	Number of permanent employees on the rolls of the company	As on 31.03.2019		As on 31.03.2018			
		10		10			
(v)	Explanation on the relationship between average increase in remuneration and company performance	Normal industry standards applied based on increase in turnover					
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	NOT APPLICABLE					
(vii)	Variation in	Details		31.03.2019	31.03.2018		
		Market Capitalization		NA	NA		
		Price Earning Ratio		NA	NA		
		Percentage Increase/decrease of market quotations		NA	NA		
		Net Worth of the Company		NA	NA		
(viii)	Average Percentile increase in salaries of Employees other than managerial	During 2018-19		During 2017-18			
		-11.22%		-11.22%			
		Justification for increase with reasons for any exceptional circumstances	Normal industry standards applied based on increase in turnover				
(ix)	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Name of Key Managerial Personnel		Remuneration for the years ended		Reason against performance of the company	
				31.03.2019	31.03.2018		% change
		Mr. Om Prakash Bharadwaj,WTD		1170000	1141680	2.48%	-
		Mr. Akhil Kumar Sureka,MD		1693440	1669920	1.41%	-
		Mr. satish Kumar Gupta, CFO (Mr. Govindpal Singh (CFO) resigned w.e.f 01/11/2018 and Mr. Satish Kumar Gupta (CFO) joined w.e.f 01/11/2018		479250	262446	-	-
Ms. Shweta Garg		168000	168000	0.00%	-		
(x)	Key Paramater for any variable component of remuneration availed by the Directors	NA					
(xi)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess the highest paid director during the year	NIL					

The Board of directors of the company affirms that the remuneration is as per the remuneratio policy of the company.

The statement showing the names of every employee of the company as per Rule 5(2) forms part of Director's report is attached thereto.-NA

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019
[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,
M/S Jotindra Steel & Tubes Limited
14/3, Mathura Road,
Faridabad-121004 HR

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Jotindra Steel & Tubes Limited (CIN: L27104HR1970PLC005240) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the company M/s Jotindra Steel & Tubes Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not

applicable to the Company during the Audit Period);

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period); and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) (Mention the other laws as may be applicable specifically to the company):

1. The Factories Act, 1948;
2. Industrial Disputes Act, 1947;
3. The Payment of Wages Act, 1936;
4. The Minimum Wages Act, 1948;
5. Employees' State Insurance Act, 1948;
6. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
7. Equal Remuneration Act, 1976;
8. The Contract Labour (Regulation and Abolition) Act, 1970;
9. The Maternity Benefit Act, 1961;
10. The Payment of Bonus Act, 1965;
11. The Environment (Protection) Act, 1986;
12. The Water (Prevention and Control of Pollution) Act, 1974;
13. The Air (Prevention and Control of Pollution) Act, 1981;
14. The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Ltd.,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was change in the composition of the Board of Directors/KMP during the period under review as Mr. Kubolay Chowdhury, a non-executive independent director resigned from the Board of Directors w.e.f. 13th June 2018 and Mr. Rannveer Singh Rishi, joined the board as non-executive independent

director of the Company w.e.f. 09th October 2018.

Further during the period under review, Mr. Govindapal Singh resigned from the post of the CFO of the Company w.e.f. 01st November 2018 and Mr. Satish Kumar Gupta joined the Post of CFO of the Company w.e.f. 01st November 2018.

Adequate notice is given to all directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as *Annexure A* and forms an integral part of this report.

FOR JYOTI ARYA & ASSOCIATES

(Practicing Company Secretaries)

Sd/-

JYOTI ARYA

(Proprietor)

Membership No.-A48050

COP No.-17651

Date: 01/08/2019

Place: New Delhi

Annexure A

To,
The Members,
M/S Jotindra Steel & Tubes Limited
14/3, Mathura Road,
Faridabad-121004 HR

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where-ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR JYOTI ARYA & ASSOCIATES
(Practicing Company Secretaries)

Sd/-

JYOTI ARYA
(Proprietor)
Membership No.-A48050
COP No.-17651
Date: 01/08/2019
Place: New Delhi



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
M/S JOTINDRA STEEL AND TUBES LIMITED
14/3, Mathura Road,
Faridabad- 121003

We have examined the compliance of conditions of Corporate Governance by M/s Jotindra Steel And Tubes Limited (“the Company”), for the year ended on March 31, 2019, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from April 01, 2018 to March 31, 2019.

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

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

We further state that such compliance 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 JYOTI ARYA & ASSOCIATES
(Practicing Company Secretaries)

Sd/-
JYOTI ARYA
(Proprietor)
Membership No.-A48050
COP No.-17651
Date: 01/08/2019
Place: New Delhi



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
M/S JOTINDRA STEEL AND TUBES LIMITED
14/3, Mathura Road,
Faridabad- 121003

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/S JOTINDRA STEEL AND TUBES LIMITED having CIN L27104HR1970PLC005240 and having registered office at 14/3, Mathura Road, Faridabad- 121003 (hereinafter referred to as 'the Company'), produced before me/us 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/our opinion and to the best of my/our 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 / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 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.

Sr. No.	Name of Directors	DIN	Date of Appointment
1	Vishnu Kumar Sureka	00060160	22/08/1987
2	Akhil Kumar Sureka	00060206	01/07/2008
3	Om Prakash Bhardwaj	00060405	01/12/2003
4	Dheeraj Arora	06897134	10/01/2017
5	Jaspreet Arora	06959857	27/08/2014
6	Rannveer Singh Rishi	08253892	09/10/2018

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 JYOTI ARYA & ASSOCIATES
(Practicing Company Secretaries)

Sd/-
JYOTI ARYA
(Proprietor)
Membership No.-A48050
COP No.-17651
Date: 01/08/2019
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of **Jotindra Steel and Tubes Limited**

Report on the Audit of the IndAs Financial Statements

Qualified Opinion

We have audited the financial statements of **Jotindra Steel and Tubes Limited** ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss (including Other Comprehensive Income) (including the statement of changes in equity), and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, **and subject to the matters as described in the Basis of Qualified Opinion, Basis of emphasis of matter section of our report** the aforesaid Standalone IndAs Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read 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 March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Qualified 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 together with the ethical requirements that are relevant to our audit of the 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion except in the following cases:

- A) Attention is drawn to the reference c & f of Note No.19.1 and 22.1 of the IndAs Financials statements in respect of Term long taken from Small Industries Development Bank of India (SIDBI), and working capital loan taken from the State Bank of India (SBI) where the company has been categorized as the defaulter in respect of installment due and interest thereon, result of which SIDBI and SBI had categorized the company account as Non-performing Assets.**
- B) Attention is drawn to the Note No.39 of the IndAs Financials statements, where the Hon'ble Supreme Court of India had directed the Forensic audit of the company in the case of Amarpali Group. However, Forensic Auditors are yet to submit their final report to the Court and the liability in respect of this case is not determined.**
- C) Attention is drawn to Note no. 23- Trade Payables of the financial statements where a creditor of the company, M/s Tata International Metals (Asia) Limited has been moved against the company to the Hon'ble NCLT, Chandigarh Bench to enforce their claim. The outstanding balance payable of M/s Tata International Metals (Asia) Limited as per books of accounts is Rs. 117,654,725.65/- The directors of the company does not foresee any further liability other than that already booked.**

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We draw attention to Note No.42 of the IndAs Financial Statement, management has decided to shut down the manufacturing facilities located at Muzzaffar Nagar due to paucity of working capital and to avoid further losses.

Other Information - Board of Directors' Report

The Company's Board of Directors is responsible for the preparation and presentation of its report (herein after called as "Board Report") which comprises various information required under section 134(3) of the Companies Act 2013 but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the Board Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Board Report and in doing so, consider whether the Board Report is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Till date we have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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**".
 - g) 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **H U M S & Associates**

Chartered Accountants

Firm's Registration No. 022230N

Sd/-

H.P. Joshi

(Partner)

Membership No. 505140

Place of signature:

Date:06/06/2019

"Annexure A" to the Independent Auditors' Report

(Referred to in point 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Jotindra Steel and Tubes Limited of even date)

1. In respect of the Company's fixed assets :
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets for assets purchased.
 - (b) The Fixed Assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and nature of its business. As inform to us, no material discrepancies were noticed by management on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
2. In respect of the Company's inventory :
 - (a) The inventory has been physically verified and certified during the year by the management. In our opinion, the frequency of verification is a reasonable.
 - (b) The procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of the record of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. The company has granted loans and advances secured or unsecured, to three companies amounting to Rs. 123,790,381/- , covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. Based on our scrutiny of the company's records and according to the information and explanations given to us, in our opinion, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. We have broadly reviewed the books of accounts maintained by the company in respect of the products where, pursuant to Rules made by the Central Govt. of India, the maintenance of cost records has been prescribed under sub-section (1) of section 148 of the Company Act, 2013 and are of the opinion that prima-facie, the prescribed accounts and records have been made and maintained in respect of steels, tubes & pipes and other steel products. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete)

7. According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues with appropriate authorities including Provident Fund, Employees' State Insurance, Income Tax, Custom duty, Excise duty, Good and Service tax, Professional tax and any other statutory dues applicable to it.

b) According to the information and explanations given to us, there are no disputed amounts payable in respect of Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019.
- 8 In our opinion and according to the information and explanations given to us, company has been defaulted in the payment of dues to the bankers as specified in the Note 19 & 22 of the Financial Statements. The company has been categorized as NPA by SIDBI and SBI.
- 9 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. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10 Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11 According to the information and explanations given to us and based on our examination of the records of the company, the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.
- 12 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.
- 13 In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14 Based upon the audit procedures performed and the information and explanations given by the management, the company has not made preferential allotment/ private placement of shares during the year under review.
- 15 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 directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16 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 and hence not commented upon.

For H U M S & Associates

Chartered Accountants

Firm's Registration No.022230N

Sd/-

H.P. Joshi

(Partner)

Membership No. 505140

Place of signature:

Date: 06/06/2019

"Annexure B" to the Independent Auditors' Report

(Referred to in point 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Jotindra Steel and Tubes Limited of even date)

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

We have audited the internal financial controls over financial reporting of Jotindra Steel and Tubes Limited ('the Company') as of March 31, 2019 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 Board of Directors of the Company 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. 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, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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') issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized

acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, 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 March 31, 2019, 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 **H U M S & Associates**

Chartered Accountants

Firm's Registration No. 022230N

Sd/-

H.P. Joshi

(Partner)

Membership No. 505140

Place of signature:

Date: 06/06/2019

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Balance Sheet as at March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

Particulars	Note no.	(Amount in INR)	
		As at March 31, 2019	As at March 31, 2018
ASSETS			
1. Non current assets			
a) Property, plant and equipment	6	2,086,093,497	2,128,331,399
b) Capital work-in-progress	7	2,786,812	2,786,812
c) Financial assets			
i) Non current Investments	8	216,804,879	223,418,951
ii) Long Term Loans & Advances	9	2,500,000	2,500,000
iii) Other financial assets	10	1,467,916	5,193,118
d) Other non current assets	15	(242,889)	110,404
e) Deferred tax asset (net)	21	30,889,496	-
		2,340,299,710	2,362,340,685
2. Current assets			
a) Inventories	11	88,918,689	221,453,445
b) Financial assets			
i) Current Investments		-	-
ii) Trade receivables	12	1,191,511,149	1,129,796,579
iii) Cash and cash equivalents	13	197,551	4,275,340
iv) Bank balances other than (iii) above	14	29,126,423	24,736,522
v) Short Term Loans & Advances	9	775,059,599	725,463,477
c) Other current assets	15	217,937,815	221,816,619
		2,302,751,227	2,327,541,981
3. Assets classified as held for sale			
	16	18,238,002	26,815,500
Total Assets		4,661,288,939	4,716,698,166
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	48,746,053	48,746,053
(b) Other equity	18		
i) Retained Earnings		30,726,362	124,645,053
ii) Other reserves		2,087,290,241	2,087,290,241
Total equity		2,166,762,656	2,260,681,347
LIABILITIES			
1. Non Current liabilities			
a) Financial liabilities			
i) Long Term Borrowings	19	654,541,426	803,908,132
ii) Other financial liabilities			
b) Provisions	20	1,682,178	1,493,952
c) Deferred tax liabilities (net)	21	-	11,537,928
		656,223,604	816,940,012
2. Current Liabilities			
a) Financial liabilities			
i) Short Term Borrowings	22	365,046,008	568,586,510
ii) Trade payables	23	846,322,373	773,977,480
iii) Other financial liabilities	24	154,328,994	78,971,270
b) Other current liabilities	25	418,017,492	157,012,526
c) Provisions	20	54,587,812	60,529,019
		1,838,302,679	1,639,076,806
Total Equity and Liabilities		4,661,288,939	4,716,698,166

Summary of significant accounting policies 5

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

As per our report of even date

For H U M S & Associates

Chartered Accountants

Firm Registration No.: 022230N

Sd/-

H.P. Joshi

Partner

Membership No.: 505140

For and on behalf of the Board of Directors of

Jotindra Steel and Tubes Limited

Sd/-

A.K. Sureka

Managing Director

(DIN: 00060206)

Sd/-

O.P. Bhardwaj

Director

(DIN: 00060405)

Sd/-

Satish Kumar Gupta

Chief Financial Officer

Sd/-

Shweta Garg

Company Secretary

Place: Faridabad

Date: 06-06-2019

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Statement of Profit and Loss for the year ended March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

(Amount in INR)			
Particulars	Note no.	For the year ending March 31, 2019	For the year ending March 31, 2018
Income			
Revenue from operations	26	3,193,152,389	3,152,829,259
Other income	27	87,159,635	105,791,381
Total income		3,280,312,024	3,258,620,640
Expenses			
Cost of raw materials consumed	28	1,785,254,293	1,239,702,283
Purchases of stock-in-trade		1,204,353,344	1,795,111,639
Changes in inventories of finished goods, work-in-progress and raw materials	29	115,952,636	(54,716,476)
Employee benefits expenses	30	14,388,916	18,656,978
Finance costs	31	89,671,429	107,899,541
Depreciation	3	25,193,711	28,233,651
Manufacturing expenses	32	57,871,471	45,050,311
Selling and distribution expenses	33	25,442,037	15,630,007
Administration and general expenses	34	102,546,564	39,615,459
Total expenses		3,420,674,402	3,235,183,393
Profit/(Loss) before tax		(140,362,377)	23,437,247
Income tax expenses			
Provision for current tax		-	3,400,000
MAT credit		(6,226,448)	58,207
Earlier Year Taxes		2,302,735	-
Deferred tax		(42,427,424)	(20,249,032)
Profit/(Loss) for the year		(94,011,240)	40,228,072
Other comprehensive income			
35			
A (i) Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit plans		92,549	115,801
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	(34,740)
Other comprehensive income for the year		92,549	81,061
Total comprehensive income for the year		(93,918,691)	40,309,132
Earnings per equity share:			
36			
Basic earnings per equity share of INR 10 each (in INR)		(19.27)	8.27
Diluted earnings per equity share of INR 10 each (in INR)		(19.27)	8.27

Summary of significant accounting policies

5

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For H U M S & Associates

Chartered Accountants

Firm Registration No.: 022230N

Sd/-

H.P. Joshi

Partner

Membership No.: 505140

For and on behalf of the Board of Directors of
Jotindra Steel and Tubes Limited

Sd/-

A.K. Sureka

Managing Director

(DIN: 00060206)

Sd/-

O.P. Bhardwaj

Director

(DIN: 00060405)

Place: Faridabad

Date: 06-06-2019

Sd/-

Satish Kumar Gupta

Chief Financial Officer

Sd/-

Shweta Garg

Company Secretary

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Statements of Changes in Equity as on March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

(Amount in INR)**a) Equity share capital**

Equity shares of INR 10 each issued, subscribed and fully paid:-	Number of Shares	Amount
At April 1, 2017	4,872,749	48,746,053
Issue of share capital (Note 14)	-	-
At March 31, 2018	4,872,749	48,746,053
Issue of share capital (Note 14)	-	-
At March 31, 2019	4,872,749	48,746,053

b) Other equity

Particulars	Reserves and Surplus				Items of Other		Total Equity
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	Retained Earnings	Revaluation Surplus	Others	
As at April 1, 2017	750	220,524,788	23,500,000	84,335,921	1,843,264,703	-	2,171,626,162
Profit/(Loss) for the year	-			40,228,072	-		40,228,072
Items of other comprehensive income							
Re-measurement gain/(loss) on defined benefit plans				81,061			81,061
Total comprehensive income as at March 31, 2018	-	-	-	40,309,132	-	-	40,309,132
At March 31, 2018	750	220,524,788	23,500,000	124,645,053	1,843,264,703	-	2,211,935,294
As at April 1, 2018	750	220,524,788	23,500,000	124,645,053	1,843,264,703	-	2,211,935,294
Profit/(Loss) for the year	-			(94,011,240)	-		(94,011,240)
Items of other comprehensive income							
Re-measurement gain/(loss) on defined benefit plans				92,549			92,549
Total comprehensive income as at March 31, 2019	-	-	-	(93,918,691)	-	-	(93,918,691)
At March 31, 2019	750	220,524,788	23,500,000	30,726,362	1,843,264,703	-	2,118,016,603

Summary of significant accounting policies

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

As per our report of even date

For H U M S & AssociatesChartered Accountants
Firm Registration No.: 022230N

Sd/-

H.P. JoshiPartner
Membership No.: 505140

Place: Faridabad

Date: 06-06-2019

For and on behalf of the Board of Directors of
Jotindra Steel and Tubes Limited

Sd/-

A.K. Sureka
Managing Director
(DIN: 00060206)

Sd/-

Satish Kumar Gupta
Chief Financial Officer

Sd/-

O.P. Bhardwaj
Director
(DIN: 00060405)

Sd/-

Shweta Garg
Company Secretary

Particulars	(Amount in INR)	
	For the year ending March 31, 2019	For the year ending March 31, 2018
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(loss) before exceptional items and tax	(140,362,377)	23,437,247
Adjustments for:		
Depreciation	25,193,711	28,233,651
Loss on Sale of Assets	3,387,508	3,238,357
Change in fair value of mutual funds	(46,597)	(37,310)
(Gain)/Loss on sale of current investments (Net)	11,506	11,248
Amortisation of rent on security deposits paid	-	132,485
Unwinding of discount on security deposits paid	-	(128,707)
Actuarial Gain or losses	321,733	115,801
Interest income	(1,340,675)	(50,830,808)
Interest expense	81,188,175	86,440,182
Provision for doubtful receivables	4,679,012	-
Operating Profit/(Loss) before working capital changes	(26,968,005)	90,612,146
Movements in cash flow on account of working capital:		
Changes in security deposits	3,725,203	(570,000)
Changes in inventories	132,534,756	(64,291,931)
Changes in trade receivables	(66,393,581)	(220,982,913)
Changes in other current assets	4,232,097	4,573,718
Changes in other financial liabilities	75,357,724	(3,612,033)
Changes in provisions	-	322,937
Changes in trade payables	72,344,893	54,635,932
Changes in other current liabilities	261,004,966	(149,389,727)
Cash generated from operations	455,838,051	(288,701,870)
Income taxes paid (Net of refunds)	(2,058,452)	(6,602,052)
NET CASH FROM OPERATING ACTIVITIES	453,779,599	(295,303,923)
B CASH FLOW FROM INVESTING ACTIVITIES		
Payments to acquire Property, Plant and Equipment	(314,220)	(7,271,567)
Payments from sale of Property, Plant and Equipment	22,548,401	56,151,287
Payments to acquire non current investments	6,649,163	(223,096)
Interest received	1,340,675	50,830,808
Redemption/(Investments) in margin money deposits	(4,389,901)	60,649,915
NET CASH (USED)/GENERATED IN INVESTING ACTIVITIES	25,834,119	160,137,346
C CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment)/Proceeds from long term borrowings	(149,366,706)	(188,565,619)
Proceeds from short term borrowings	(203,540,502)	70,502,461
Interest and other finance charges paid	(81,188,175)	(86,440,182)
Loans & advances received/(given) to related parties	(49,596,123)	340,965,647
NET CASH USED IN FINANCING ACTIVITIES	(483,691,506)	136,462,307
NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)	(4,077,789)	1,295,731
CASH AND CASH EQUIVALENTS:		
Opening Balance	4,275,340	2,979,609
Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	-	-
Closing Balance	197,551	4,275,340

Summary of significant accounting policies

5

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

As per our report of even date

For and on behalf of the Board of Directors of
Jotindra Steel and Tubes Limited

For H U M S & Associates

Chartered Accountants
Firm Registration No.: 022230N

Sd/-
H.P. Joshi

Partner
Membership No.: 505140

Place:Faridabad
Date:06-06-2019

Sd/-
A.K. Sureka
Managing Director
(DIN: 00060206)

Sd/-
Govind Pal Singh
Chief Financial Officer

Sd/-
O.P. Bhardwaj
Director
(DIN: 00060405)

Sd/-
Shweta Garg
Company Secretary

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Notes to financial statements for the year ended March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

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Property, plant and equipment

(Amount in INR)

Particulars	Land (freehold & leasehold)	Buildings	Residential flats	Plant and machinery	Electrical installations	Building equipments	Furniture and fixtures	Refrigeration & air conditioners	Office equipments	Computers	Solar plant	Vehicles	Commercial vehicles	Total
As at April 1, 2018	1,909,865,891	31,722,876	260,498	1,431,500	499,761	164,046,920	1,187,100	2,406,251	1,901,564	619,100	7,926,536	34,688,170	20,514,569	2,177,070,736
Additions	-	-	-	-	215,288	-	-	83,594	-	15,338	-	-	-	314,220
Disposals	-	331,451	-	-	-	16,089,239	-	-	-	-	-	4,434,860	15,280,358	36,135,908
Reclassifications	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2019	1,909,865,891	31,391,425	260,498	1,431,500	715,049	147,957,681	1,187,100	2,489,845	1,901,564	634,438	7,926,536	30,253,310	5,234,211	2,141,249,048
Depreciation														
As at March 31, 2018	-	1,045,777	16,671	158,702	121,390	27,999,204	373,090	664,682	1,036,517	257,110	321,817	6,524,038	10,220,340	48,739,337
Charge for the Period	-	519,515	8,335	90,644	81,914	14,018,912	124,473	309,657	399,359	73,889	301,175	5,527,809	3,738,028	25,193,711
Reclassifications	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	59,979	-	-	-	5,046,792	-	-	-	-	-	2,348,659	11,322,067	18,777,497
As at March 31, 2019	-	1,505,312	25,006	249,346	203,304	36,971,324	497,563	974,339	1,435,876	330,999	622,993	9,703,188	2,636,301	55,155,551
Net block														
As at March 31, 2019	1,909,865,891	29,886,113	235,492	1,182,154	511,745	110,986,357	689,537	1,515,506	465,688	303,439	7,303,543	20,550,122	2,597,910	2,086,093,497
As at March 31, 2018	1,909,865,891	30,677,100	243,827	1,272,798	378,371	136,047,716	814,010	1,741,569	865,047	361,990	7,604,719	28,164,132	10,294,229	2,128,331,399

	Gross block	Accumulated depreciation	Net block (Deemed cost)
Land (freehold & leasehold)	1,909,865,891	-	1,909,865,891
Buildings	31,391,425	1,505,312	29,886,113
Residential flats	260,498	25,006	235,492
Plant & machinery	1,431,500	249,346	1,182,154
Electrical installations	715,049	203,304	511,745
Building equipments	147,957,681	36,971,324	110,986,357
Furniture & fixtures	1,187,100	497,563	689,537
Refrigeration & air conditioners	2,489,845	974,339	1,515,506
Office equipments	1,901,564	1,435,876	465,688
Computer	634,438	330,999	303,439
Solar plant	7,926,536	622,993	7,303,543
Vehicles	30,253,310	9,703,188	20,550,122
Commercial vehicles	5,234,211	2,636,301	2,597,910
	2,141,249,048	55,155,551	2,086,093,497

Notes:-

- The management has evaluated that every class of asset represents a component and no further componentisation shall be required.
- The management has evaluated that cost of dismantling is not material to be accounted at inception and hence shall be accounted as & when incurred.
- Land at Faridabad on 14/3 Mathura Road and Sector 45, and at B-231, Okhla Phase I, New Delhi, have been revalued on March 31, 2015 by an approved valuer resulting in an increase in gross block by Rs. 184,32,64,703.
- Out of the above land at faridabad 2.3375 acre are being developed by the company under affordable Group Housing Scheme.

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Notes to financial statements for the year ended March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

		(Amount in INR)	
		As at	As at
		March 31, 2019	March 31, 2018
7 Capital work-in-progress			
Building		645,233	645,233
Plant & Machinery		2,141,579	2,141,579
		2,786,812	2,786,812
8 Non-current investments			
		As at	As at
		March 31, 2019	March 31, 2018
Quoted			
(i) Investment in Mutual Funds at fair value			
SBI PSU Fund Growth		210,076	221,582
SBI Life Smart Wealth Builder LP .		853,851	807,254
(ii) Investment in Government Securities at cost			
Kisan Vikas Patra		25,000	25,000
Unquoted			
(i) Investment in Equity Instruments at cost			
JST Infrastructure Private Limited (1,350 fully paid up of INR 100 each fully paid up)		135,000	135,000
JST Solar Energy Private Limited (1,650 fully paid up of INR 100 each fully paid up)		165,000	165,000
Bihariji Developers Private Limited (1,800 fully paid up of INR 10 each fully paid up)		18,000	-
Bihariji Highrise Private Limited (900 fully paid up of INR 10 each fully paid up)		9,000	-
Bihariji Properties Private Limited (850 fully paid up of INR 10 each fully paid up)		8,500	-
Sarvome Housing Private Limited (900 fully paid up of INR 10 each fully paid up)		9,000	-
(ii) Investment in Partnership Firm at cost			
Ozone GSP Infratech*		215,371,452	222,065,115
		216,804,879	223,418,951

* Investment in Partnership Firm - Ozone GSP Infratech :-

Details of Partners:-

Name of Partner

1. Jotindra Steel & Tubes Limited
2. Akhil Kumar Sureka

% holding as on

March 31, 2019 March 31, 2018

95	95
5	5

Profit Sharing Ratio:- Partners shall share the profit arising from the business of the firm, in their capital sharing ratio, prevailing on the last day of concerned financial year. However, losses arising from the business shall be borne solely by Jotindra Steel & Tubes Limited.

	March 31, 2019	March 31, 2018
Profit/(Loss) - Share for the year ended:	#	#
Capital Balance	215,371,452	222,065,115
Profit/(Loss) - Recognised for the year ended:	NIL	NIL

As the audited accounts of the partnership firm for the year ended are not prepared till the signing of these accounts, the profit of Rs.2,12,337.03 for the FY 2017-18 has been recognised during the current year and for FY 2018-19 profit/loss shall be recognised later.

	Non-current		Current	
	As at	As at	As at	As at
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
9 Loans and advances				
Unsecured, considered good				
(Receivable on demand)				
Advance recoverable in cash or kind				
To related party	-	-	123,790,381	155,543,381
To Others	-	-	651,269,218	569,920,096
Loans to others*	2,500,000	2,500,000	-	-
	2,500,000	2,500,000	775,059,599	725,463,477

* Loans and Advances have been categorised on its recoverability within 12 months. Where management does not foresee recoverability in next 12 months, the same has been classified as non-current.

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Notes to financial statements for the year ended March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

10 Other financial assets	(Amount in INR)			
	Non-current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Security deposits				
Deposit to government	1,318,557	3,303,740	-	-
Deposit to others	149,358	1,889,378	-	-
	1,467,916	5,193,118	-	-
11 Inventories			As at March 31, 2019	As at March 31, 2018
In hand				
Raw material			632,421	9,766,155
Finished goods			17,594,970	142,803,043
Construction- Work in progress at Faridabad (refer note 41)			65,009,582	54,581,942
Scrap			-	1,172,203
Stores, spares & packing material			5,681,716	13,130,102
			88,918,689	221,453,445
In transit				
Finished goods			-	-
			-	-
			88,918,689	221,453,445
12 Trade receivables			As at March 31, 2019	As at March 31, 2018
Outstanding for a period exceeding six months				
Unsecured, considered good			818,180,246	350,279,088
Less:- Provision for doubtful receivables			8,181,802	3,502,791
			809,998,443	346,776,297
Outstanding for a period less than six months				
Unsecured, considered good			381,512,706	783,020,282
Unsecured, considered doubtful				
			381,512,706	783,020,282
Less:- Provision for doubtful receivables				
			381,512,706	783,020,282
			1,191,511,149	1,129,796,579
13 Cash and cash equivalents			As at March 31, 2019	As at March 31, 2018
Balances with scheduled banks:				
On current accounts			177,998	3,161,784
Fixed deposits with original maturity less than 3 months			-	-
Cheques/drafts in hand			-	-
Cash in hand			19,553	1,113,556
			197,551	4,275,340
For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:			As at March 31, 2019	As at March 31, 2018
Cash in hand			19,553	1,113,556
Cheques/ drafts on hand			-	-
Balances with scheduled banks:				
On current accounts			177,998	3,161,784
Fixed deposits with original maturity less than 3 months			-	-
			197,551	4,275,340
Less: Fixed deposits not considered as cash equivalents			-	-
			197,551	4,275,340
14 Bank balances other than cash and cash equivalents			As at March 31, 2019	As at March 31, 2018
Margin money deposit			29,126,423	24,736,522
			29,126,423	24,736,522

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Notes to financial statements for the year ended March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

(Amount in INR)

15 Other current assets	Non-current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Capital advances				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
Unsecured, considered doubtful	-	-	-	-
Provision for doubtful advances	-	-	-	-
(Unsecured, considered good)				
Balances with government authorities(VAT/Excise Duty/Service Tax/Custom Accounts)	-	-	10,180,302	8,273,172
Prepaid expenses	-	-	-	-
Income-tax/ Tax deducted at source	-	-	69,953,560	79,748,292
Claims receivable	-	-	119,010,621	122,644,218
Interest receivable	-	-	475,253	759,916
MAT credit receivable	-	-	16,484,983	10,258,535
Power charges receivable	-	-	1,590,207	-
Deferred rent	(242,889)	110,404	242,889	132,485
	(242,889)	110,404	217,937,815	221,816,619

16 Assets held at realisable value*

	As at March 31, 2019	As at March 31, 2018
Plant and machinery (Faridabad factory)	16,672,502	25,250,000
Electrical installations (Faridabad factory and furnance division)	1,565,500	1,565,500
	18,238,002	26,815,500

*Accounted at their fair values.

17 Equity share capital

	As at March 31, 2019	As at March 31, 2018
Authorised share capital		
10,000,000 equity shares of INR 10 each	100,000,000	100,000,000
	100,000,000	100,000,000
Issued share capital		
4,876,174 equity shares of INR 10 each	48,761,740	48,761,740
	48,761,740	48,761,740
Subscribed and Paid up share capital		
4,872,749 equity shares of INR 10 each*	48,727,490	48,727,490
Add:- Amount forfeited on 3,425 shares	18,563	18,563
Total Issued, Subscribed and Fully Paid up share capital	48,746,053	48,746,053

* 60,000 shares have been allotted as fully paid up, pursuant to a contract without payment being received in cash.

a. Reconciliation of the number of shares at the beginning and at the end of the year

	As at March 31, 2019		As at March 31, 2018	
	No. of shares	Value	No. of shares	Value
At the beginning of the year	4,872,749	48,727,490	4,872,749	48,727,490
Issued during the year	-	-	-	-
Outstanding at the end of the year	4,872,749	48,727,490	4,872,749	48,727,490

b. Terms/rights attached to equity shares

The Company has only one class of equity share having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Jotindra Steel and Tubes Limited

CIN: L27104HR1970PLC005240

Notes to financial statements for the year ended March 31, 2019

Address: 14/3, Mathura Road, Faridabad- 121003 Haryana; Email: jotindra@jotindra.com

(Amount in INR)

Details of shareholders holding c. more than 5% shares in the Company	As at March 31, 2019		As at March 31, 2018	
	No. of shares	% of holding	No. of shares	% of holding
	1. Vishnu Kumar Sureka	908,293	18.64	908,293
2. Akhil Kumar Sureka	523,626	10.75	523,626	10.75
3. Hemant Venkatamani Lalithraj	337,500	6.93	337,500	6.93
4. Deepa Subramanian	337,500	6.93	337,500	6.93
5. Digvijay Singh	337,500	6.93	337,500	6.93
6. Sneha Santosh Tirodkar	337,500	6.93	337,500	6.93
7. Navneet Kumar Sureka	391,987	8.04	391,987	8.04

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

18 Other Equity

	As at March 31, 2019	As at March 31, 2018
Capital reserve	750	750
Securities premium reserve	220,524,788	220,524,788
Capital redemption reserve	23,500,000	23,500,000
Revaluation surplus	1,843,264,703	1,843,264,703
Retained earnings	23,500,000	124,645,053
	2,110,790,241	2,211,935,294

19 Long term borrowings

	As at March 31, 2019	As at March 31, 2018
Secured		
Term loan from banks	186,864,338	244,586,152
Less: Current maturity (refer note 24)	(77,559,245)	(77,344,469)
	109,305,093	167,241,682
Unsecured (repayable on demand)		
From Companies (related party)	179,205,199	53,604,206
From Companies interest free	311,458,904	577,777,049
From Directors	54,572,230	5,285,195
	654,541,426	803,908,132

* Borrowings have been classified on the basis of scheduled/ intended repayment period. Where management does not foresee repayment within next 12 months, the same has been classified as Long term Borrowings. Further, the repayments due in next 12 months have been classified as "Current maturities of long-term debt" under "Other financial Liabilities- Current" (Note No 24).

19.1 Term loans from banks and financial institutions

Particulars	Reference below	Carrying value as on	
		As at March 31, 2019	As at March 31, 2018
Term loan from TATA Capital financial services Limited	a	27,021,440	27,869,687
Term loan from Kotak Mahindra Bank	b	49,552,580	57,935,911
Term loan from Small Industries Development Bank of India	c & f	46,428,758	65,269,551
Term loan from India Bull Housing Finance Ltd	d	42,777,519	47,565,875
Term Loan Equipments			
Term loan from ICICI	e	10,714,022	30,386,040
Term loan from HDB Financial	e	827,315	1,859,194
Term Loan Automobiles			
Term loan from HDFC	e	3,322,224	5,598,740
Term loan from AXIS	e	6,220,480	8,101,154
		186,864,338	244,586,152

Security, interest and repayment terms

(a) Term Loan from Tata Capital financial Services Limited

(i) During the financial year 2016-17, company had taken a joint loan by squaring up the previous two loans, in the name of company and M/s. Biharji Ispat Udyog Ltd, Quality Synthetic Industries Limited and Shri Vishnu Kumar Sureka, Shri Navneet Kumar Sureka and Mr. Akhil Kumar Sureka, where M/s. Jotindra Steel & Tubes Limited, is a Co-applicant. The loan is secured by way of equitable mortgage of Property at Unit No. 1 & 3 First Floor, 2nd Portion, Pramukh Plaza, Wing "A" Chakala Road, Chakala, Andheri (East), Mumbai owned by M/s. Biharji Ispat Udyog Ltd and Quality Synthetic Industries Limited and also personal guarantee of Mr. Navneet Kumar Sureka, Mr. Vishnu Kumar Sureka and Akhil Kumar Sureka. Since the loan was disbursed to/and utilised by the co-applicant M/s Jotindra Steel & Tubes Limited, hence, all the transaction related there to have been recorded in the financial statements of the said co-applicant. The installments (Principal) due within the period of next 12 months are Rs. 19,58,216/- (31.03.2018 Rs.18,18,754/-).

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(Amount in INR)

(b) Term Loan from Kotak Mahindra Bank Limited

Loan is secured by way of exclusive charge on Property owned by the company bearing Property measuring 2.3375 acres or 18 Kanal, 14 Marla, out of khasra nos. 25/1/2/1 (3K-09M), 25/10/2 (7K-05M), 25/11/1 (7K-15M), 25/19/2/2 (0K-5M), (Part of property together bearing address 14/2 Mathura Road) revenue estate of Mewla Maharajpur, Tehsil and District Faridabad, Haryana, Lien over Fixed deposits of Rs. 24,22,500/- and personal guarantee of Mr.Akhil Kumar Sureka & Mr. Vishnu Kumar Sureka ,director of the company and Mr. Navneet Kumar Sureka, Relative of directors of the company and letter of comfort from group company Mauria Udyog Limited. The Principal due within the period of next 12 months are Rs. 1,33,15,181.09/- (31.03.2018 Rs. 1,15,65,466.92/-).

(c) Term Loan from SIDBI

(i) First Loan is secured by way of first charge on Property owned by the company bearing its address as Khewat No.119/120, Khatoni No. 145 Kila No. 43/11(8-0), Kila 1, Mewla Maharajpur (Now Sector-45, Rail Vihar) Faridabad, Haryana and personal guarantee of Mr.Akhil Kumar Sureka and Mr. Vishnu Kumar Sureka. The Principal due within the period of next 12 months are Rs.1,78,20,000 (31.03.2018 Rs.1.78.20.000/-).

(ii) Second Loan is secured by way of extended charge on Property owned by the company bearing its address as Khewat No.119/120, Khatoni No. 145 Kila No. 43/11(8-0), Kila 1, Mewla Maharajpur (Now Sector-45, Rail Vihar) Faridabad, Haryana and personal guarantee of Mr.Akhil Kumar Sureka and Mr. Vishnu Kumar Sureka. The Principal due within the period of next 12 months are Rs. 64,44,000/- (31.03.2018 Rs. 64,44,000/-).

(d) Term Loan from IndiaBulls

(i) Includes a joint loan in the name of M/s. Sri Narayan Rajkumar Merchants Ltd. ,Mr.Akhil Kumar Sureka, Mr. Vishnu Kumar Sureka, and Jotindra Steel & Tubes Ltd., all are Co-applicant. The loan is secured by way of equitable mortgage of Property at Plot No. 152, Prakash Industrial Estate, G.T. Road, Ghaziabad-201001 owned by M/s. Sri Narayan Rajkumar Merchants Ltd, and also personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka, Since the loan was disbursed to/and utilised by the co-applicant M/s Jotindra Steel & Tubes Limited, hence, all the transaction related there to have been recorded in the financial statements of the said co- applicant. The principal Installments due within the period of next 12 months are Rs.15,73,253.83/- (31.03.2018 Rs.13,75,849.43/-).

(ii) Includes loans secured by way of equitable mortgage of Residential Property at 1225 - P, Sector-14, Faridabad owned by M/s Quality synthetics Industries Limited, personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka and Corporate Guarantee of M/s Quality synthetics Industries Limited,. The principal installments due within the period of next 12 months are Rs.28,76,102.24/- (31.03.2018 Rs. 25,39,792.90/-).

(iii) Includes loans secured by way of equitable mortgage of Residential Property at 1st floor & Basement No.II, Polt No. 21, Block III, Eros Garden Colony, Faridabad-122901 owned by M/s Udayanchal leasng & Export Limited, personal guarantee of Mr.Akhil Kumar Sureka, Managing Director & Mr. Vishnu Kumar Sureka and Corporate Guarantee of M/s Udayanchal leasng & Export Limited,.The principal installments due within the period of next 12 months are Rs.19,17,634.01 (31.03.2018 Rs. 17,10,250.23/-).

(e) The Auto Loans and Equipment Loans from HDFC Bank, ICICI Bank,Axis Bank & HDB Financial Services Ltd. are secured against the hypothecation of the vehicles/Equipments financed by the said banks.

(f) Notice under Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI), and categorization as Non-Performing Asset by Banks

During the year, company has been categorized as a defaulter in respect of the outstanding loan and the interest thereon amounting to ₹ 47,705,418/- vide its letter dated 08.02.2019. Relevant extracts of the letter are as follows:

1. "Para 9 -In the premises, SIDBI hereby calls upon the Borrower to pay to SIDBI within 14 days from the date hereof the aforesaid sum of ₹ 4,77,05,418/- together with interest thereon at the rate of 12% p.a. & 11.20% p.a. on Term loan of ₹ 890 lakh & Term Loan of ₹ 290 lakh respectively with effect from 08.02.2019 upon the footing of compound interest with monthly rests and all other monies payable under the said Agreement".

2. "Para 11 -SIDBI, therefore, advise the Borrower that if SIDBI does not receive the entire dues amounting ₹ 4,77,05,418/-, on or before 22.02.2019, together with interest thereon, SIDBI will be constrained to take appropriate legal action, both civil and criminal, against the Borrower and Guarantor(s) and also take steps for sale of secured assets for recovery of the above dues, entirely at the Borrower's risk as to costs and consequences thereof".

However, the company was unable to meet the above deadline in respect of the payment of dues of the bank.Further, SIDBI issued notice under the Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI) vide letter no. SIDBI/FDBO/307158214/JSTL dated. April 19, 2019 categorizing the company as an NPA as on February 08, 2019 and demanding the outstanding amount of ₹ 46,428,758/- (Outstanding as on March 31, 2019). Relevant extracts of the Notice are as follows:

"Para 6- In view of the defaults committed by the Borrower, its account in respect of said financial assistance has been classified by SIDBI as non-performing asset on February 08, 2019, as per RBI guidelines. SIDBI, vide its letter bearing Ref. No. SIDBI/FDBO/Ref No. 307147719 dated February 08, 2019, had declared the said Financial Assistance along with interest, further interest, penal interest and other monies to have become immediately due and payable by the Borrower and called upon the borrower to pay to SIDBI, a sum aggregating ₹ 4,77,05,418/- (Rupees Four Crore Seventy Seven lakh Five Thousand Four Hundred Eighteen only) as on February 08, 2019, together with interest thereon with effect from February 08, 2019 till payment at the contractual rate i.e. 12% p.a. and 11.20% p.a. on Term loan of ₹ 890 lakh & Term Loan of ₹ 290 lakh respectively as stated in the said letter. A sum aggregating ₹ 4,64,28,758/- (Rupees Four Crore Sixty Four lakh Twenty Eight Thousand Seven hundred and Fifty Eight only) is now due and payable by the borrower to SIDBI as on 19.04.2019 against the said Financial Assistance as per Appendix - III".

Pursuant to the notice received under the SARFAESI Act, the Company is in the process of repayment of the overdue loan instalment and interest thereon and has paid a sum of ₹ 14,200,000/- after the end of the year till June 06, 2019.

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20 Provisions	(Amount in INR)			
	Non Current		Current	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Employee benefit provisions				
Provision for gratuity	1,603,131	1,425,033	760,581	726,000
Provision for leave benefits	79,047	68,919	102,489	96,112
Othe provisions				
Provision for income tax	-	-	53,724,742	59,706,907
	1,682,178	1,493,952	54,587,812	60,529,019

21 Income tax

Profit or loss section

Current income tax:

Current tax expenses

(3,923,713)

3,458,207

Deferred tax:

Relating to origination and reversal of temporary differences

(42,427,424)

(20,249,032)

Income tax expense reported in the statement of profit or loss

(46,351,137)

(16,790,825)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

	As at March 31, 2019	As at March 31, 2018
Accounting profit before income tax		
At India's statutory income tax rate of 30.09% / (33.063%)	-	7,749,057
Impact of book depreciation disallowed under Income Tax	-	9,334,892
Impact of depreciation as per Income Tax Act	-	(11,726,996)
Impact of other allowances/ disallowances/ adjustment to book profit	-	(642,331)
Availment/ Utilisation of Mat Credit	(3,923,713)	58,207
Deferred tax asset not created on carry forward losses in excess of deferred tax liability on other components	(42,427,424)	-
Total tax expense	(46,351,137)	4,772,828
Effective Income Tax rate		20.36%

Deferred tax

Deferred tax relates to the following:-

Accelerated depreciation for tax purposes

Total deferred tax liabilities

9,372,064

10,723,626

Total deferred tax assets

Employee benefit provisions

885,210

(814,302)

Business losses and unabsorbed depreciation

39,376,350

-

Net deferred tax asset / liabilities

40,261,560

(814,302)

Net deferred tax asset / liabilities

30,889,496

11,537,928

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

22 Short term borrowings

Secured

Loans repayable on demand from banks*

- Working capital loan

365,046,008

383,186,510

- Letter of credit

-

185,400,000

Unsecured

Loans repayable on demand from banks

-

-

365,046,008

568,586,510

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(Amount in INR)

*Working capital loans from State Bank of Patiala is secure by way of Hypothecation of entire current assets of the company both present and future, First Charge on the Fixed assets of the Company, The above loan is also secured by (i) equitable mortgage of Plot No. 231, Block-B, Okhla Ind. Area, New Delhi in the name of the company, (ii) equitable mortgage of Plot No. C-200 measuring 4963.09 sq. mtrs. situate at Bulandhshahr Road Industrial Area, Ghaziabad in the name of the company and (iii) Pledge of 55,193 shares of the company in the name of Promoter Directors of the company and the personal guarantee of Shri Navneet Kumar Sureka, Shri Akhil Kumar Sureka and Shri Vishnu Kumar Sureka, directors of the company.

During the year 2016-17 company has availed one time Non Fund Based Limit of Rs. 12 Crores for which the company has mortgaged exclusive by way of equitable mortgage of Land measuring 24K, 13M i.e 14913.25 sq.yds (being portion of total 117K-1M plot i.e 70815.25 sq. yds) comprised under Khasra No. 30/1, 30/2/1, 30/9, 30/10/1 and 25/22/1 situated in the Revenue Estate of Mewla Maharajpur, Tehsil and District Faridabad now known as 14/3 Mathura Road, Faridabad. The adhoc Non Fund Based Limit has already been surrendered during financials year 2017-18. However the company had received the documents of the property pledged, and the certificate of satisfaction of charge is yet to be submitted to the ROC.

22.1 Notice under Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI), and categorization as Non-Performing Asset by Banks.

During the year, company has been categorized as a Non-Performing on January 17, 2019 by the State Bank of India vide letter dated

January 18, 2019 in respect of the outstanding as on that date of ₹ 46,63,03,690/- against the sanctioned limit of ₹ 30 Crore.

Further, State Bank of India issued notice under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI) vide letter no. F/Adv/JSTL/945 dated February 01, 2019 categorizing the company as an NPA as on January 17, 2019 and demanding the outstanding amount of ₹ 473,853,519/- as on January 31, 2019 (Outstanding CC limit ₹ 466,303,690/-, Interest of ₹ 5,251,079/-, Outstanding Bank Guarantee of ₹ 2,298,750/-). Relevant extracts of the Notice are as follows:

"Para 6-Therefore, the Bank hereby calls upon you u/s 13(2) of said Act by issuing this notice to discharge in full your liabilities stated hereunder to the Bank within 60 days from the date of receipt of this notice. Your outstanding liabilities (in aggregate) due and owing to the Bank is in the sum of ₹ 47,38,53,519/- (Rupees Forty Seven Crore Thirty Eight Lakh Fifty Three Thousand Five hundred Nineteen only) as on 31.01.2019. You are also liable to pay future interest at the contractual rate on the aforesaid amount together with incidental expenses, cost, charges etc".

"Para 7- If you fail to repay to the Bank the aforesaid sum of ₹ 47,38,53,519/- (Rupees Forty Seven Crore Thirty Eight Lakh Fifty Three Thousand Five hundred Nineteen only) as on 31.01.2019 with further interest and incidental expenses, cost as stated above in terms of this notice u/s 13(2) of the Act, the Bank will exercise all or any of the rights detailed under Sub-Section (4) of Section 13 and under other applicable provisions of the said Act".

Pursuant to the notice received under the SARFAESI Act, the Company is in the process of repayment of the overdue loan instalment and interest thereon and has paid a sum of ₹ 106,510,000/- till the end of year. Outstanding balance of the loan facilities from SBI as on March 31, 2019 is ₹ 365,046,008/-.

23 Trade payables

Total outstanding dues of micro enterprises and small enterprise
Total outstanding dues of others#

As at March 31, 2019	As at March 31, 2018
-	-
846,322,373	773,977,480
846,322,373	773,977,480

The amount includes an amount of Rs. 117,654,725.65/- due to M/s Tata International Metals (Asia) Limited in respect of purchase of goods against Invoice No. SINHE00146 dated 07.08.2017. The company had defaulted in payment within the credit period allowed. M/s Tata International Metals (Asia) Limited has moved to Hon'ble NCLT, Chandigarh Bench to enforce their claim. The company does not foresee any further liability in this respect. The Hon'ble NCLT, Chandigarh Bench has noticed the company vide show cause no. CP(IB) no. 169/Chd/Hry/2019 dated 09/05/2019.

24 Other financial liabilities - Current

Current maturities of long-term debt (refer note 19)
Interest accrued & due on term loans
Book overdraft
Dues to employees
Other payables

As at March 31, 2019	As at March 31, 2018
77,559,245	77,344,469
-	467,410
75,122,165	464,587
1,604,404	635,699
43,179	59,105
154,328,994	78,971,270

25 Other current liabilities

Advance from customers
Deposits- Others
Statutory dues

As at March 31, 2019	As at March 31, 2018
372,454,980	113,168,379
3,102,500	5,202,500
42,460,012	38,641,647
418,017,492	157,012,526

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	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
26 Revenue from operations		
Sale of products		
Sales/ Revenue from Operations	3,661,045,940	3,519,933,703
Less: Goods & Service tax recovered	(467,893,551)	(336,171,484)
Less: Excise Duty Recovered	-	(30,932,960)
	3,193,152,389	3,152,829,259
27 Other income		
Interest income		
Interest Income	1,340,675	50,830,808
Other interest income	259,980	128,707
Other non-operating income		
Rental income		
Rent from Sub- Lease & storage charges.	73,689,386	17,302,500
Rent from leasing of property	11,601,000	14,261,875
Income from claims received	-	18,621,021
Profit from partnership firm	212,337	223,096
Professional charges received	-	3,250,000
Excess provision written back	-	1,096,179
Gain on fair valuation of mutual funds	46,597	37,310
Miscellaneous income	9,660	39,885
	87,159,635	105,791,381
28 Cost of Raw Material consumed		
Raw material consumed		
Inventory at the beginning of the year	9,766,155	5,766,277
Add: Purchases during the year	1,776,120,559	1,243,702,161
	1,785,886,714	1,249,468,438
Less: Inventory at the end of the year	(632,421)	(9,766,155)
	1,785,254,293	1,239,702,283
29 Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Inventory at the beginning of the year		
Finished goods	142,803,043	88,552,559
Work in progress	54,581,942	54,027,942
Scrap	1,172,203	1,260,211
	198,557,188	143,840,712
Inventory at the end of the year		
Finished goods	17,594,970	142,803,043
Work in progress	65,009,582	54,581,942
Scrap	-	1,172,203
	82,604,552	198,557,188
Decrease/(Increase) in inventories	115,952,636	(54,716,476)
30 Employee benefits expense <i>(Including Director's emoluments)</i>		
Salaries, wages and bonus	12,984,228	17,083,563
Contribution to provident and other funds	908,400	1,076,758
Gratuity expense	305,228	429,513
Staff welfare expenses	191,060	67,144
	14,388,916	18,656,978
31 Finance costs		
Interest on		
- Term loan from banks	69,421,375	81,873,055
- Others	11,766,800	4,567,127
Bank charges (including LC discounting charges)	8,483,254	21,459,359
	89,671,429	107,899,541
32 Manufacturing expense		
Stores, spares and packing material consumed	15,182,322	3,768,523
Power & fuel	42,689,149	41,281,788
	57,871,471	45,050,311

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(Amount in INR)

33 Selling and distribution expense

	For the year ended March 31, 2019	For the year ended March 31, 2018
Freight & forwarding (net)	20,124,031	14,741,280
Brokerage, commission & incentives (net)	19,494	713,411
Advertisement & publicity	4,482,890	30,755
Sales promotion expenses	815,622	144,561
	25,442,037	15,630,007

34 Administrative and general expenses

	For the year ended March 31, 2019	For the year ended March 31, 2018
Rent, rates and taxes	20,696,732	17,888,596
Insurance	975,773	1,459,693
Repairs and maintenance:-		
- Plant and machinery	254,647	978,022
- Buildings	408,393	-
- Others	-	30,750
Travelling and conveyance	187,319	386,722
Vehicle expenses	1,513,033	856,924
Communication costs	593,187	724,176
Legal and professional fees	1,324,506	1,946,733
Payment to auditors' (refer details below)	40,000	100,000
Sundry balances written off	230,421	398,527
Provision for doubtful receivables	4,679,012	246,964
Provision for BadDebts - Expenses	48,317,837	-
Licence fee	-	171,405
Loss on sale of assets (net)	3,387,508	3,238,357
Loss on fair valuation of mutual funds	11,506	11,248
Foreign exchange loss (net)	6,531,657	7,586,561
Distmantling charges	195,920	180,000
Directors Meeting Fee	12,000	12,000
Expenses on Affordable Group Housing Project	10,427,640	-
Other miscellaneous expense	2,759,473	3,398,780
	102,546,564	39,615,459

Payment to auditors'

	March 31, 2019	March 31, 2018
As auditors':		
- Statutory audit fee	25,000	25,000
- Tax audit fee	15,000	15,000
- Cost audit fee	-	60,000
	40,000	100,000

Net of Goods and Service Tax input credit available to the Company.

35 Statement of other comprehensive income

(i) Items that will not be reclassified to profit or loss		
Remeasurements of the defined benefit plans	92,549	115,801
	92,549	115,801
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	(34,740)
	-	(34,740)

36 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following data reflects the inputs to calculation of basic and diluted EPS:

Earnings per equity share:

	For the year ended March 31, 2019	For the year ended March 31, 2018
Basic	(19.27)	8.27
Diluted	(19.27)	8.27
Profit/(Loss) after tax	(93,918,691)	40,309,132
Profit/(Loss) for calculation of basic and diluted EPS	(93,918,691)	40,309,132

	Number	Number
Weighted average number of equity shares for basic EPS	4,872,749	4,872,749
Weighted average number of equity shares adjusted for the effect of dilution*	4,872,749	4,872,749

*There have been no transactions involving equity shares or potential equity shares during the reporting period.

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37 Gratuity and other post employment benefit plans (a) Defined benefit plan

(i) Gratuity

The Company has a defined benefit for gratuity. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Company provides for the liability in its books of accounts based on the actuarial valuation.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

	March 31, 2019	March 31, 2018
Discount rate	7.75%	7.75%
Increase in compensation cost	5.00%	5.00%
Attrition rate	-	2.00%

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Changes in the present value of the defined benefit obligation are as follows:

	March 31, 2019	March 31, 2018
Opening defined benefit obligation	2,151,033	1,837,321
Interest cost	166,705	142,392
Current service cost	138,523	144,397
Past service cost	-	142,724
Benefits paid	-	-
Re-measurement (or Actuarial) (gain) / loss	(92,549)	(115,801)
Closing defined benefit obligation	2,363,712	2,151,033
Current Liability	1,603,131	1,425,033
Non-Current Liability	760,581	726,000

Balance Sheet

	March 31, 2019	March 31, 2018
Present value of defined benefit obligation	2,363,712	2,151,033
Fair value of plan assets	-	-
Plan asset / (liability)	2,363,712	2,151,033

Expenses recognised in Statement of profit and loss

	March 31, 2019	March 31, 2018
Interest cost on benefit obligation	166,705	142,392
Current service cost	138,523	144,397
Past service cost	-	142,724
Net benefit expense	305,228	429,513

Expenses recognised in Other comprehensive income

	March 31, 2019	March 31, 2018
Actuarial (gains) / losses arising from:		
Change in financial assumptions	52,388	(156,696)
Change in experience adjustments	(144,937)	40,895
Total expense recognised in Other comprehensive income	(92,549)	(115,801)

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below:

Sensitivity Level	Discount rate		Salary growth rate	
	1% decrease	1% increase	1% decrease	1% increase
Increase/ (decrease) in defined benefit obligation	2,454,458	2,286,022	2,283,400	2,456,100

Sensitivity Level	Attrition rate	
	1% decrease	1% increase
Impact on defined benefit obligation	2,342,839	2,382,270

Sensitivities due to mortality are not material & hence impact of change not calculated.

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

	March 31, 2020	March 31, 2019
Expected Contribution during next period	159,123	157,894

The average duration of the defined benefit plan obligation at the end of the reporting period is 20 years (Previous Year - 19 years)

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ii) Leave encashment

The principal assumptions used in determining leave encashment obligation for the Company's plan are shown below:

	March 31, 2019	March 31, 2018
Discount rate	7.75%	7.75%
Increase in compensation cost	5.00%	5.00%
Attrition Rate	-	2.00%

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Changes in the present value of the defined benefit obligation are as

	March 31, 2019	March 31, 2018
Opening defined benefit obligation	165,031	155,806
Interest cost	12,790	12,075
Current service cost	10,112	9,876
Benefits paid	-	-
Re-measurement (or Actuarial) (gain) / loss	(6,397)	(12,726)
Closing defined benefit obligation	181,536	165,031
Current Liability	79,047	68,919
Non-Current Liability	102,489	96,112

Balance Sheet

	31-Mar-19	March 31, 2018
Present value of defined benefit obligation	181,536	165,031
Fair value of plan assets	-	-
Plan asset / (liability)	181,536	165,031

Expenses recognised in Statement of profit and loss

	March 31, 2019	March 31, 2018
Interest cost on benefit obligation	12,790	12,075
Current service cost	10,112	9,876
Actuarial (gains) / losses	(6,397)	(12,726)
Net benefit expense	16,505	9,225

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below:

Sensitivity Level	Discount rate		Salary growth rate	
	1% decrease	1% increase	1% decrease	1% increase
Increase/ (decrease) in defined benefit obligation	193,950	170,904	170,544	194,174

Sensitivity Level	Attrition rate	
	1% decrease	1% increase
Impact on defined benefit obligation	178,496	184,276

Sensitivities due to mortality are not material & hence impact of change not calculated.

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

	March 31, 2020	March 31, 2019
Expected contribution during next period	-	-

The average duration of the defined benefit plan obligation at the end of the reporting period is 20 years (Previous Year - 21 years)

(b) Defined contribution plan -

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss

	March 31, 2019	March 31, 2018
Employers' Contribution to Employee's Provident Fund	397,681	465,979
Employers' Contribution to Employee's Family Pension Fund	253,093	372,704
Employers' Contribution to Employee's State Insurance	257,626	238,075
	908,400	1,076,758

38 Commitments and contingencies

	March 31, 2019	March 31, 2018
(i) Letters of Guarantee issued by Banks	26,235,050	2,298,750
(ii) Letters of Credit, Buyers Credit, issued by Banks	-	12,300,000
(iii) Sales Tax Demand Pending appeals	-	-
(iv) Claims against the Company not acknowledged as debts.	Uncertained	Uncertained

Name of the Statute	Amount	Nature of dues	Forum Where Dispute is Pending
Cenvat credit Rule 2004 (Rule 2 & 3 of Cenvat Credit Rule)	439,998 NIL	Service Tax	Commissioner Appeals CGST, Gurugram

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39 Direction by Hon'able Supreme Court of India for Forensic Audit on the Company

During the year, the Hon'ble Supreme Court of India in the case of BIKRAM CHATTERJI & ORS. (Petitioner(s)) vs. UNION OF INDIA & ORS. (Respondent(s)) {Writ Petition(s)-(Civil) No(s). 940/2017} popularly known as Amrapali Case has directed the Forensic Audit of the Company vide its order dated September 6, 2018 and further re-directed at subsequent dates. However, Forensic Auditors are yet to submit their final report to the Hon'ble Supreme Court of India on the date of signing of the Financial Statements.

Further, the court vide its order dated May 02,2019 and May08,2019 had directed to all the directors to report to the office of the forensic auditor in person along with the documents required by the auditor.

Further the above matter is taken by the court on May 10,2019 and directed to all the directors to report to the office of the forensic auditor along with the documents required by the auditor for further investigation. The auditor has not submit the final reports till the finalization of the Financial Statements of the company and there was no foreseeable liability required to be reflected in the financial statement, hence no impact has been considered in the financial statement.

Relevant extracts of the order dated September 06, 2018 are as follows:

"In the circumstances, as correct information is not being placed before us and in view of the previous orders it is also apparent from the document on record that there is shortfall of the amount that has been deposited by the buyers of more than 2000crores. That has been diverted elsewhere by the Amrapali Group of Companies. In the circumstances, we direct forensic audit to be made of the Amrapali Group of Companies; all the 46 companies including that of M/s. Jotindra Steel. Let forensic audit be also done of all the moveable and immovable assets of all the Directors and of their family members and relatives i.e. spouses, sons, daughters and daughter in laws etc. and of all the related companies and also where money might have flown. We appoint the following two auditors to conduct forensic Audit:

- (I) Mr. Ravi Bhatia, Auditor of M/s. Bhatia and company; and
- (II) Mr. Pawan Kumar Aggarwal, Auditor of sharp and company."

The outstanding Balances of the entities of Amrapali Group is as follows:

Name of the Organization	Balances As on	
	2019	2018
Amrapali Buddha Developers Pvt Ltd	243,898	243,898
Amrapali Dream Valley Pvt Ltd	(123,640)	(123,640)
Amrapali Eden Park Developers Pvt Ltd	920,834	920,834
La Residentia Developers Pvt Ltd	50,206	50,206
Amrapali Grand	50,000	50,000
Amrapali Vananchal City	7,681,600	7,681,600
Ultra Home Construction Pvt Ltd	387,876,753	431,362,807
Total	396,699,651	440,185,705

Directors are of the opinion that no liability will arise on the company in respect of any adverse observation made by the forensic auditors as all the transactions with the above concerns has been explainable and for further details required by any other authority will be submitted with necessary explanation and evidence.

40 Claims recoverable includes

a) The United States District Court of Southern District of New York has issued a summons in the name of the company on a third party claim in matter of Jeremny levin and Dr. Luile Levin v/s Bank of New York , JP Morgan Chase & Co. Societ General and Citi Bank. As per the opinion of the management there shall be no financial obligation on the company under this case.

b) INR 7,16,292 Regarding cash siezed by the Income Tax Department u/s 132 (6) of the Income Tax Act, the company has written that the same may be adjusted against demand against the company.

c) INR10,69,82,127 represent Claim lodged with United India Insurance company Ltd. for goods damaged in Ship MV Khalizia III, sunk near Mumbai , which was carrying the goods imported/purchased on high seas basis. On Rejection of the claim by the said Insurance company, the matter is now pending at National Consumer Disputes Redresal Commission for further adjudication. the amount also includes Rs.3,47,00,855,represent amount of bank guarantee encashed by the Order of High Court of Mumbai in favour of M/s SMIT Singapore Pte Limited, who had done the salvage work of the ship.

41 Joint venture project under the Haryana Affordable Housing Policy,2013

Company has entered into a collaboration agreement for development of company's land and adjoining land belonging to director of the company and has received the license for development of affordable group housing on March 07,2019 (License no 52 of 2019 dated 07th March'2019).Also the company has applied and received RERA Registration No: HRERA-PKL-112-2019 dated 11th April'2019.The company is in the process of obtaining the approvals required for initiations of construction. The cost incurred has been kept as Construction Work in Progress. The Breakup of the cost incurred during the year as follows:

Construction- Work in progress at Faridabad	
Particulars	2018-19
Opening Balances	54,581,942
Site Development Expenses	
Land Conversion,Licence,Registration & Approvals	10,165,460
Other Pre-operative Expenses	
Finance Cost	237,180
Legal & Professional Charges	25,000
Total Rs.	65,009,582

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42 Operating segments

The management reviews the performance of their products line-up. However all the products are similar in nature. Thus, the management has considered aggregating all the products as one reportable operating segment. Accordingly, the figures appearing in these financial statements relate to the single operating segment.

The company operates in India* and therefore caters to the needs of the domestic market. Therefore, there is only one geographical segment and hence, geographical segment information is not required to be disclosed.

*During the Financial Year Management has decided to shut down the manufacturing facilities and surrender the lease w.e.f from 1st February'2019 located 6th Km Merrut Road, Muzzaffar Nagar, Uttar Pradesh due to paucity of working capital and slower recoveries.

43 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital. The Company's policy is to keep the gearing ratio less than 55%. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	March 31, 2019	March 31, 2018
Borrowings	1,019,587,434	1,372,494,643
Current maturities of long term debt	77,559,245	77,344,469
Interest payable	-	467,410
Less: Cash and cash equivalents	197,551	4,275,340
Net debt (A)	1,097,344,230	1,454,581,862
Total equity (including other equity)	2,166,762,656	2,260,681,347
Capital and net debt (B)	2,166,762,656	2,260,681,347
Gearing ratio [(A)/(B)]	51%	64%

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 in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

44 Operating lease

(i) Assets given on lease

- Minimum Lease Payments Receivables

The company has given certain assets on operating lease and lease rent (income), income for which depends on the usage of such assets. As such ascertaining future rental receivable is not feasible.

(ii) Assets taken on lease

The Company has taken certain assets on non cancelable operating lease and lease rent charged to Statement of Profit & Loss amounts to Rs.

Particulars	March 31, 2019	March 31, 2018
Not later than 1 year	-	15,444,000
Later than 1 year but not later than 5 years	-	15,444,000
Later than 5 years	-	-
Total	-	30,888,000

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45 Related party relationships, transactions and balances

I. Related parties where control exists

A. Subsidiary:

Ozone GSP Infratech (Partnership Firm)

B. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence:

- 1 Sunav Industries Private Limited
- 2 VL Estates Private Limited
- 3 Quality Synthetics Industries Ltd.
- 4 Sarvome Infrastructure Projects Private Limited
- 5 Sarvome Developers Private Limited
- 6 Sri Narayan Rajkumar Merchants Limited
- 7 Mauria Udyog Ltd

C. Enterprises owned or significantly influenced by relative of individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence:

- | | |
|--|---|
| 1 Bham Properties Pvt Ltd | 22 Sarvome Buildwell Pvt Ltd. |
| 2 Bihariji Fancy Fibre & Fabrics Ltd. | 23 Sarvome Developers Pvt Ltd |
| 3 Bihariji Ispat Udyog Limited | 24 Sarvome Housing Pvt Ltd. |
| 4 Bihariji Solar Power Pvt. Ltd. | 25 Sarvome Infrastructure Projects Pvt Ltd |
| 5 Bihariji Vidyut Pvt. Ltd. | 26 Sri Narayan Raj Kumar Merchants Ltd.(Loan) |
| 6 Chakra Exports Pvt Ltd | 27 Sri Narayan Steel Industries Pvt.Ltd. |
| 7 Deepak Hotels Pvt Ltd | 28 Sunav Industries Pvt Ltd |
| 8 Eurospa Terrytowel (P) Ltd. | 29 Sureka Tubes Industries Pvt.Ltd. |
| 9 Jst Engineering Services Ltd. | 30 Udayanchal Leasing & Exports Ltd |
| 10 Jst Solar Energy Pvt. Ltd.* | 31 V.K.Flats Pvt.Ltd. |
| 11 Jst Solar Vidyut Pvt. Ltd. | 32 V.L. Estates Pvt. Ltd. |
| 12 Magnum Products Pvt Ltd | 33 Vaishnodevi Properties Pvt.Ltd. |
| 13 Mauria Power Generation Pvt. Ltd. | 34 Vee Em Infocentre Pvt. Ltd. |
| 14 Mauria Power Projects Pvt. Ltd. | 35 JST Infrastructure Private Limited* |
| 15 Mauria Solar Pvt. Ltd. | |
| 16 Mauria Udyog Limited | |
| 17 Ozone Gsp Infratech | |
| 18 Quality Synthetics Industries Limited | |
| 19 Ram Forgings Pvt.Ltd. | |
| 20 S.K.D Estates Pvt Ltd | |
| 21 Saroj Metal Works (P) Ltd. | |

*Note: The company has significant holding in these entities and are liable for consolidation. However, the consolidation has not been done as the financials of such entities were not available.

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II. Key managerial personnel

Mr. Akhil Kumar Sureka	Managing Director
Mr. V.K. Sureka	Director
Mr. O.P. Bhardwaj	Director
Mr. Govind Pal Singh	Chief Financial Officer
Mr. Satish Kumar Gupta*	Chief Financial Officer

* Appoint in 01.11.2018

III. Relatives of Key Management Personnel

Mrs. Prem Lata Sureka

Particulars	Where Control Exist		Key Managerial Personnel		Relatives of Key		Total	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Transactions with related parties*								
Purchase of goods	37,283,220	261,525,904	-	-	-	-	37,283,220	261,525,904
Service charges paid	2,124,000	2,110,500	-	-	-	-	2,124,000	2,110,500
Service charges income	-	-	-	-	-	-	-	-
Sale of goods & fixed assets	15,074,830	155,123,381	-	-	-	-	15,074,830	155,123,381
Rent paid	1,524,000	1,581,150	-	-	1,500,000	1,556,250	3,024,000	3,137,400
Rent received	708,000	6,018,000	-	-	-	-	708,000	6,018,000
Interest on loan received	-	77,673	-	-	-	-	-	77,673
Interest on loan paid	11,316,660	685,118	-	661,821	-	-	11,316,660	1,346,939
Loans & advances given	113,144,485	651,007,719	180,000	-	-	-	113,324,485	651,007,719
Loans & advances given received back	144,897,485	765,490,561	180,000	-	-	-	145,077,485	765,490,561
Loans & advances taken	386,654,515	480,242,650	54,617,230	-	-	-	441,271,745	480,242,650
Loans taken repaid	276,123,691	426,703,281	5,330,195	850,000	-	-	281,453,886	427,553,281
Advances given received back	-	-	-	-	-	-	-	-
Reimbursement paid/received	2,166,889	15,692,467	-	-	-	-	2,166,889	15,692,467
Investment in Associates/ Partnerships/ JVs/ Subsidiaries	(6,906,000)	-	-	-	-	-	(6,906,000)	-
Share of profit from partnership	212,337	223,096	-	-	-	-	212,337	223,096
Remuneration Paid	-	-	3,506,130	3,153,246	-	-	3,506,130	3,153,246
Board meeting fees	-	-	1,500	1,500	-	-	1,500	1,500
Others	85,479,688	-	-	-	-	-	85,479,688	-
Total	1,069,803,800	2,766,481,500	63,815,055	4,666,567	1,500,000	1,556,250	1,135,118,855	2,772,704,317

* Note: The company has given Corporate Guarantee of Rs. 35.00 Crores to State Bank of India (Formerly known as State Bank of Patiala), for the loan availed by M/s Ozone Gsp Infratech, a firm in which JST holds 95% of the Capital, and the Company has filed necessary form MGT-14 on 16.02.2016 and also charge has been filed with ROC on 14.09.2017 (Effective Date 18.01.2016).

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46 Financial Instrument Measurement and Disclosures

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:-

a. Fair value of financial assets:

	Carrying Value		Fair Value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
FINANCIAL ASSETS				
Financial assets measured at fair value through profit and loss account				
Investment in mutual funds	950,000	950,000	1,063,927	1,028,836

	Carrying Value		Fair Value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
FINANCIAL ASSETS				
Financial assets measured at amortised cost				
Security deposits to others	149,358	2,000,000	149,358	1,889,378
Security deposits to government	1,318,557	3,453,098	1,318,557	3,453,098
Investment in government securities	25,000	25,000	25,000	25,000
Investment in equity instruments	344,500	300,000	344,500	300,000
Investment in partnership firm	215,371,452	222,065,115	215,371,452	222,065,115
Loans to related parties	123,790,381	155,543,381	123,790,381	155,543,381
Loans to other parties	651,269,218	572,420,096	651,269,218	572,420,096
Trade receivables	1,191,511,149	1,129,796,579	1,191,511,149	1,129,796,579
Cash and cash equivalents	197,551	4,275,340	197,551	4,275,340
Other bank balances	29,126,423	24,736,522	29,126,423	24,736,522

b. Fair value of financial liabilities:

	Carrying Value		Fair Value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
FINANCIAL LIABILITIES				
Financial liabilities measured at amortised cost				
Term loan from banks	186,864,338	244,586,152	186,864,338	244,586,152
Loan from Companies (related party)	179,205,199	53,604,206	179,205,199	53,604,206
Loan from Companies interest free	311,458,904	577,777,049	311,458,904	577,777,049
Loan from Directors	54,572,230	5,285,195	54,572,230	5,285,195
Loans repayable on demand from banks	365,046,008	568,586,510	365,046,008	568,586,510
Trade payables	846,322,373	773,977,480	846,322,373	773,977,480
Other Current financial liabilities	76,769,749	1,626,801	76,769,749	1,626,801

The management assessed that cash and cash equivalents, trade receivables, security deposits, loans to related parties and others, trade and other payables and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Security deposits-

The security deposits have been fair valued based by applying DCF method using a discount rate representative of the Company's current rate of borrowings. They are classified as level 2 fair value in the fair value hierarchy due to the inclusion of unobservable inputs, including counterparty credit risk.

Fixed rate borrowings -

The carrying value and fair value of fixed rate borrowings has been considered the same since the loans are for shorter period and interest rate approximates its fair value.

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Specific valuation techniques used to value financial instruments include:

- (i) the use of quoted market prices or dealer quotes for similar instruments
- (ii) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2019

	Date of valuation	Total	Fair value		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Financial assets for which fair values are disclosed					
Financial asset measured at fair value through profit or loss account					
Investment in mutual funds	March 31, 2019	1,063,927	1,063,927	-	-
Financial asset measured at amortised cost					
Security deposits	March 31, 2019	149,358	-	149,358	-

There have been no transfers among level 1 and level 2 during the year.

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Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2018

	Date of valuation	Total	Fair value		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets					
Financial assets for which fair values are disclosed					
Financial asset measured at fair value through profit					
Investment in mutual funds	March 31, 2018	1,028,836	1,028,836	-	-
Financial asset measured at amortised cost					
Security deposits	March 31, 2018	1,889,378	-	1,889,378	-

There have been no transfers among level 1 and level 2 during the year.

Financial risk management objectives and policies

The Company's financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include security deposits, trade receivables, and cash and cash equivalents and other financial assets that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The financial instruments affected by market risk are its term loans from banks and financial institutions, foreign currency exposures and investments in mutual funds.

The sensitivity analysis in the following sections relate to the position as at March 31, 2019 and March 31, 2018

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt are constant. The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations.

Assumptions made in calculating the sensitivity analysis - The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial liabilities held at March 31, 2019 and March 31, 2018.

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 primarily has fixed interest rate loans. hence its exposure to the risk of changes in market interest rates shall not be material.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. However the Company does not deal in foreign currency, hence the exposure is limited.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, security deposits and other financial instruments.

Trade Receivables

Customer credit risk is managed by each unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored for any expected default in repayment.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in the financial statements. The Company does not hold collateral as security.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2019 and March 31, 2018 is the carrying amounts as illustrated in financial statements.

Liquidity risk

Liquidity risks are managed by the Corporate Treasury. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and equity shares. The Company attempts to ensure that there is a balance between the timing of outflow and inflow of funds. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low since Company has access to a sufficient variety of sources of funding. The Company is not subject to any restrictions on the use of its capital that could significantly impact its operations. In light of these facilities, the Company is not exposed to any liquidity risk.

Expected credit loss for trade receivables under simplified approach

As at March 31, 2019

Expected credit loss for trade receivables under simplified approach

Ageing	Not due	0-90 days past due	91-180 days past due	More than 180 days past due	Total
Gross carrying amount	-	47,625,116	248,407,902	818,180,246	1,114,213,264
Expected credit losses (Loss allowance provision)	-	-	-	(8,181,802)	(8,181,802)
Carrying amount of trade receivables (net of impairment)	-	47,625,116	248,407,902	809,998,443	1,106,031,461

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As at March 31, 2018

Expected credit loss for trade receivables under simplified approach

Ageing	Not due	0-90 days past due	91-180 days past due	More than 180 days past due	Total
Gross carrying amount	-	611,648,232	171,372,050	350,279,088	1,133,299,370
Expected credit losses (Loss allowance provision)	-	-	-	(3,502,791)	(3,502,791)
Carrying amount of trade receivables (net of impairment)	-	611,648,232	171,372,050	346,776,297	1,129,796,579
Loss allowance on March 31, 2018					3,502,791
Changes for Allowances					4,679,012
Loss allowance on March 31, 2019					8,181,802

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments

Particulars	On demand	< 3 months INR	3 to 12 months INR	1 to 5 years INR	>5 years INR	Total
Year ended March 31, 2019						
Long term borrowings	545,236,333	-	77,559,245	103,455,511	5,849,582	732,100,671
Short term bank borrowings	365,046,008	-	-	-	-	365,046,008
Trade payables	-	126,511,055	368,490,874	337,940,911	13,379,534	846,322,373
Other payables	76,769,749	-	-	-	-	76,769,749
	987,052,089	126,511,055	446,050,119	441,396,421	19,229,116	2,020,238,801
Year ended March 31, 2018						
Long term borrowings	636,666,450	-	77,344,469	167,241,682	-	881,252,602
Short term bank borrowings	568,586,510	-	-	-	-	568,586,510
Trade payables	-	372,670,905	179,346,277	210,808,241	11,152,058	773,977,480
Other payables	1,626,801	-	-	-	-	1,626,801
	1,206,879,761	372,670,905	256,690,746	378,049,923	11,152,058	2,225,443,393

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1. Corporate information

Jotindra Steel & Tubes Limited (the "Company") is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is among oldest manufacturers and exporters of Electric Resistance Welded (ERW) Steel Tubes and Pipes in India. The Company is domiciled and incorporated in India in 1967 and has its registered office at 14/3, Mathura Road, Near MewlaMaharajpur Village, Sector 45, Faridabad-121003 (Haryana), India.

2. Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017 as amended by Companies (Indian Accounting Standards) Rules, 2016.

These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Rules, 2016 read with Section 133 of the Companies Act, 2013.

3. Basis of preparation

These financial statements have been prepared on a historical cost basis, except for:

- (i) Certain financial instruments which are measured at fair value at the end of each reporting period.
- (ii) Net defined benefit (assets) / liabilities measured at fair value of plan assets less present value of defined benefit obligation.

The financial statements are presented in Indian Rupees which is also the Company's functional currency and all values are rounded to the nearest rupee, except when otherwise indicated.

4. Critical accounting estimates and judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgements, estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

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Impairment testing: Property, plant and equipment that are subject to amortisation/ depreciation are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

Impairment of investments: The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Income taxes: Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

Defined benefit plans: The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

Fair value of financial instruments: When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the present valuation technique. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of financial assets: The Company is exposed to credit risk from its financing activities, including deposits with banks, security deposits, trade receivables and other financial instruments. Credit risk from balances with banks is managed by the Company's management in accordance with the Company's policy. Provision for security deposit is measured using 12 month expected credit losses. Customer credit risk is managed by each unit as per the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored for any expected

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default in repayment. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company does not hold collateral as security.

5. Significant accounting policies

a) Revenue recognition :

Income from Operations

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue is measured at the fair value of the consideration received or receivable.

Sales are inclusive of excise duty, goods & service tax and net of discounts/returns. Exports sales include Goods Invoiced against confirmed orders and cleared from Excise and Custom Authorities, also goods exported as third party exporter and exchange fluctuations. In respect of fabrication and erection activities, bills raised for extra work, over run charges and other miscellaneous claims are accounted for on the basis of certainty of realisation. Bills/final bills of Job Work done by the company are accounted for on the basis of certification by the principals and correspondingly the liability for job work done by the sub contractors are accounted for at the same time.

Export incentives in cash are recognized as income on Export being made. Benefits receivable under various schemes like Advance Licenses, Target Plus, Duty Free Import Authorisation etc. are recognized on certainty of their utilization and realization.

Other items of Revenue are recognized in accordance with the Indian Accounting Standard (Ind AS-18) accordingly, wherever there are uncertainties in the ascertainment/ realization of income are recognised at the time of receipt of payment thereof.

Interest income

Interest income is accrued on a time proportion basis using the effective interest rate method.

Dividend Income

Dividend income is recognized when the Company's right to receive the amount is established.

b) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs. Initial

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estimate of costs of dismantling and removing the item and restoring the site on which it is located is also included if there is an obligation to restore it.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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 the 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 recognized in the Statement of Profit and Loss.

Capital work in progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

Depreciation on property, plant and equipment is provided on a Straight-line basis using the rates prescribed in Schedule II to the Companies Act, 2013. The identified components are depreciated over the useful lives; the remaining asset is depreciated over the life of principal assets.

The assets' useful lives and residual values are reviewed at the Balance Sheet date and the effects of any changes in estimates are accounted for on a prospective basis.

The company has used the following useful life to provide depreciation on its fixed assets.

Particulars	Life in Years
Land	
Building	60
Residential flats	60
Plant and machinery	15
Electrical Installations	10
Building Equipment	12 & 15
Furniture and Fixture	10
Refrigeration & Air Conditioners	10
Office Equipment	5
Computer	3 & 6
Solar Plant	25
Vehicle	8 & 10
Commercial Vehicle	8

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c) Assets taken on lease:

A Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company is classified as operating lease. Payments made under operating lease are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

d) Assets classified as held for sale:

Non-Current Assets (PPE) are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held for sale, Property, Plant & Equipment are no longer depreciated.

e) Financial instruments

I. Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Classification

- Cash and Cash Equivalents - Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
 - Debt Instruments - The Company classifies its debt instruments as subsequently measured at amortised cost, fair value through Other Comprehensive Income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.
- i. Financial assets at amortised costs:

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Financial assets are subsequently measured at amortised cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

ii. Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

iii. Financial assets at fair value through profit or loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

- Equity Instruments - The Company subsequently measures all equity investments (other than the investment in subsidiaries, associates and joint ventures which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

At the date of transition to Ind AS, the Company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.

When the equity investment is de-recognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is re-classified from Other Comprehensive Income to the Retained Earnings directly.

De-recognition

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

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II. Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised, and through the amortisation process.

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.

De-recognition

A financial liability is de-recognised 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 a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

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

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III. Impairment of financial assets

The Company assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Company recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

f) Inventories

Loose Tools	- At cost
Stores, Spares and Packing Material	- At lower of cost or net realisable value
Raw Material	- At lower of cost or net realisable value
Work-in-process	- At lower of cost or net realisable value
Finished Goods	- At lower of cost or net realisable value
Scrap	- At estimated realisable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of raw material, components and stores & spares is determined on first in first out/ weighted average basis. Cost of finished goods & work-in-process comprises of materials, labour and other related overheads including depreciation.

g) Foreign currency translation:

The functional currency of the Company is Indian rupee.

- i. Transactions in foreign currency has been translated into Indian Rupees at the exchange rates prevailing at the date of transaction, any variation in receipt or payment has been adjusted in exchange gain/loss account, Assets and Liabilities outstanding as at year end have been converted into the Indian Rupees at year end exchange rates.
- ii. Non-monetary assets and liabilities are translated at the rate prevailing on the date of transaction. Net variation arising out of the said transactions are adjusted to the costs of the respective non-monetary assets or liabilities, in the case of fixed assets up-to the date of installation.
- iii. The operations of foreign branches of company are integral in nature and financial statements of these branches are translated using the same principles and procedures as of its head office.
- iv. In case of forward exchange contract or other financial instruments, the gain or loss is computed by multiplying the foreign currency amount of the forward exchange contract by the difference between the forward rate available at the end of the year and the contracted forward rate.

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Employee benefits

- **Short term obligations:** The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Company has a present obligation to pay as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.
- **Defined contribution plan (Provident fund):** The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The Company is generally liable for annual contributions and recognises such contributions as an expense in the year in which the corresponding services are rendered by the Employee.
- **Defined benefit plan (Gratuity):** The Gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.
- **Compensated absences:** Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

h) Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the

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

Deferred Tax

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income 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.

Deferred tax liabilities are generally recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax ("MAT") credit forming part of Deferred tax assets is recognized as an asset only when and to the extent there is reasonable certainty that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

i) Earnings per share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

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j) Provisions and contingent liabilities

Provisions are recognised when the Company has a binding present obligation. This may be either legal because it derives from a contract, legislation or other operation of law, or constructive because the Company created valid expectations on the part of third parties by accepting certain responsibilities. To record such an obligation it must be probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. The amount recognised as a provision and the indicated time range of the outflow of economic benefits are the best estimate (most probable outcome) of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation, Non-current provisions are discounted if the impact is material.

Disputed liabilities and claims against the company including claims by Taxation Authorities pending in appeals, are treated as contingent liabilities. Claims against the company are reduced by counter claims of the company in order to determine the contingent liabilities.

k) Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

l) Investment in subsidiaries, associates & joint ventures

Investment in subsidiaries, associates & joint ventures are stated in the Balance Sheet at cost.



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone: +95-129-2477800, 2477806, CIN: L27104HR1970PLC005240

E-mail: jotindra@jotindra.com; Web-site: www.jstltd.com

Proxy Form (Form No. MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

Name of the Member(s)
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

I/We, being the member(s) of and holding shares of the above named company, hereby appoint

- Name:..... of (Address).....having Email Id:.....
Signature....., or failing him
- Name:..... of (Address).....having Email Id:.....
Signature....., or failing him
- Name:..... of (Address).....having Email Id:.....
Signature....., or failing him

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Saturday, the 28th September, 2019 at 3.30 P.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:-

I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against
	Ordinary Business		
1.	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri O.P. Bhardwaj (DIN: 00060405) , who retires by rotation and, being eligible, offers himself for re- appointment		
	Special Business		
3	To appoint Shri Rannveer Singh Rishi (DIN: 08253892) as , a Non-Executive Independent Director of the Company for a period of 5 years.		
4	Approval to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company in conformity with section 180(1) (a) of the Companies Act, 2013		
5	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013		
6	To approve & ratify the Payment of Remuneration to M/s Nisha Vats & Co. the Cost Auditors (Firm Regd. No.- 102932), Cost Accountants, as cost auditors of the Company for the FY-2019-20.		

Signed thisday of 2019.

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

signature of second proxy holder

signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Jotindra Steel And Tubes Limited.				
Registered Office: 14/3, Mathura Road, Faridabad-121003 (Haryana).				
CIN: L27104HR1970PLC005240				
BALLOT PAPER				
S No	Particulars	Details		
1	Name of the first named Shareholder (In Block Letters)			
2	Postal address			
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares of Rs. 10/- each		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
Item No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1.	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2019 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Shri O.P. Bhardwaj (DIN: 00060405), who retires by rotation and, being eligible, offers himself for re- appointment			
SPECIAL BUSINESS				
3	To appoint Shri Rannveer Singh Rishi (DIN: 08253892), a Non-executive Independent Director of the Company for a period of 5 years.			
4	Approval to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company in conformity with section 180(1) (a) of the Companies Act, 2013			
5	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013			
6	To approve & ratify the Payment of Remuneration to M/s Nisha Vats & Co. the Cost Auditors (Firm Regd. No.- 102932), Cost Accountants, as cost auditors of the Company for the FY-2018-19.			
Place: Date:				
				(Signature of the shareholder)

NOTES/INSTRUCTIONS

For Members opting for e-voting

The Company is pleased to announce that it is offering remote e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of voting at the venue of AGM through physical ballots. For the procedure to be followed for remote e-voting by Members, kindly refer to Notes 12 of the Notice dated September 04, 2019.

Last date for remote e-voting is the close of working hours (05:00 P.M.) on Friday, 27th September, 2019.

For Members opting to vote by Physical Ballot

A shareholder desiring to exercise his/her vote by physical ballot are required to be physically present at the venue of the AGM and can give his/her assent or dissent in the ballot paper attached herewith the Notice of AGM. At the time of physical voting at the venue of the AGM, the ballot paper shall be duly filled and completed and be dropped in the ballot box kept at the AGM venue. Company has appointed a scrutinizer for confirming that the voting through physical ballot paper is being done in a fair and transparent manner. Shareholder can send proxy as well instead of attending the AGM personally and the proxy can vote on his/her behalf. Proxy can vote only after submitting duly filled and signed Proxy Forms. Shareholder/Proxy are requested to bring alongwith them, the attendance slip, Proxy Form(only in case Proxy attends meeting) and his/her copy of Annual Report and Notice.

Voting rights shall be reckoned on the number of shares registered in the name of members as on Saturday, the 21st September, 2019.

Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot at the venue of AGM or Remote E- Voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.

The results declared alongwith Scrutinizer's Report, shall be placed on the Company's Web-site www.jstltd.com, notice board of the company and on the web-site of the CDSL within two days of the passing of the Resolutions at AGM of the Company held on Saturday, 28th September, 2019 and communicated to the MSEI where the shares of the company are listed.



JOTINDRA STEEL & TUBES LIMITED

Regd. Office & Works: 14/3, Mathura Road, Faridabad- 121 003 (Haryana) India

Phone: +95-129-2477800, 2477806, CIN: L27104HR1970PLC005240

E-mail: jotindra@jotindra.com; Web-site: www.jstltd.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the Meeting Hall

I hereby record my presence at the 49th Annual General Meeting held at 14/3, Mathura Road, Faridabad-121003(Haryana) on Saturday, the 28th September, 2019 at 3.30 PM

Member's/proxy's Name _____

Member's/proxy's Signature _____

No. of Shares: _____

Folio No. /DP Id No*/ Client Id Number* _____

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.

