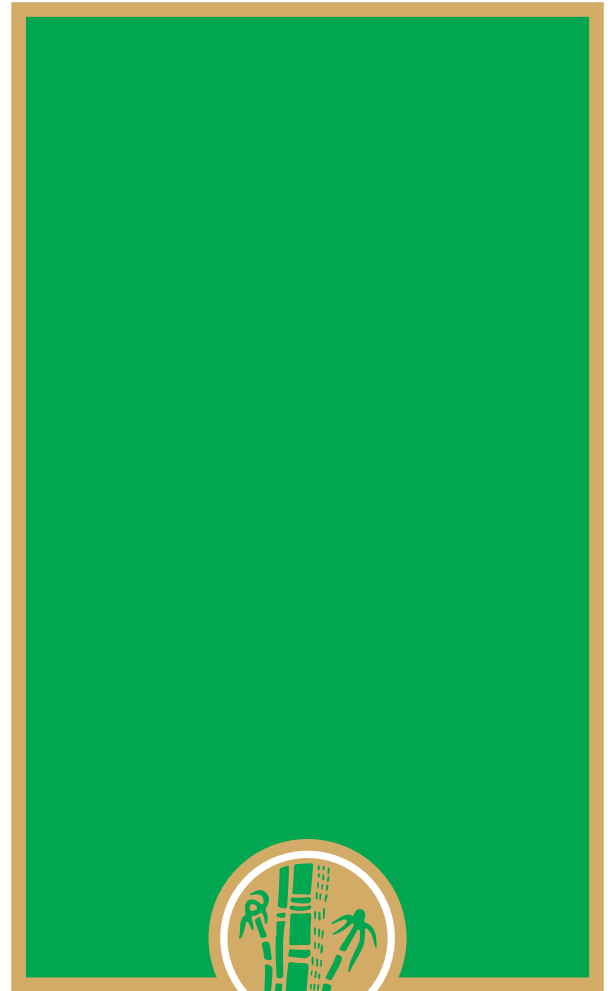

86th

ANNUAL

REPORT

2019-2020



*Sir Shadi Lal
Enterprises Ltd.*



SIR SHADI LAL ENTERPRISES LIMITED

- BOARD OF DIRECTORS** : Shri Ramesh Chandra Sharma–Chairman (DIN No. 00023274)
Shri Rajat Lal – Managing Director (DIN No. 00112489)
Shri Vivek Viswanathan – Joint Managing Director
(DIN No. 00141053)
Shri Rahul Lal – Joint Managing Director (DIN No. 06575738)
Shri Hemantpat Singhania – Non Executive Independent Director
(DIN No. 00141096)
Shri Onke Aggarwal – Non Executive Independent Director
(DIN No. 00141124)
Mrs. Radhika Viswanathan Hoon – Non Executive Director
(DIN No. 06436444)
Shri Ajit Hoon – Non Executive Director (DIN No. 00540300)
Shri Neeraj Gupta - Non Executive Director (DIN No. 00317395)
- BANKERS** : State Bank of India
Punjab National Bank
Zila Sahkari Bank Ltd.
- AUDITORS** : M/S M. Sharan Gupta & Co.
B-3, Ground Floor, Hotel Suryaa,
New Friends Colony, New Delhi – 110 025
- REGISTERED OFFICE** : 4 – A, Hansalaya, 15, Barakhamba Road,
New Delhi – 110 001
- MANUFACTURING UNITS** : Upper Doab Sugar Mills,
Shamli – 247 776 (U.P.)

Shamli Distillery & Chemical Works,
Shamli – 247 776 (U.P.)



SIR SHADI LAL ENTERPRISES LIMITED

(Corporate Identity No. L51909DL1933PLC009509)

Regd. Office : 4 – A, Hansalaya, 15, Barakhamba Road, New Delhi – 110 001

Ph.:011 - 23316409 Fax: 011 - 23722193 Email Id: udsm_shamli@sirshadilal.com Website: www.sirshadilal.com

NOTICE FOR THE 86TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 86TH ANNUAL GENERAL MEETING OF SIR SHADI LAL ENTERPRISES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ON MONDAY, SEPTEMBER 28, 2020 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2020, Statement of Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Viswanathan, (DIN: 00141053) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ajit Hoon, (DIN: 00540300) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting to Mr. Rishi Mohan Bansal, Cost Auditors who was appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 be and is hereby ratified and approved.”

“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”.

5. 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, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Tanmay Sharma (DIN 08811485), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 11.08.2020 and whose term of office expires at

this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation from 28.09.2020 to 27.09.2025.”

RESOLVED FURTHER THAT Mr. Rajat Lal, Managing Director of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. 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, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Ravi Malhotra (DIN 08811471), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 11.08.2020 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation from 28.09.2020 to 27.09.2025.”

RESOLVED FURTHER THAT Mr. Rajat Lal, Managing Director of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED that pursuant to section 188 and other applicable provisions of the Companies Act, 2013 if any and regulation 23 of the SEBI (LODR) Regulations 2015, consent of the members of the Company be & is hereby accorded for related party transactions made by the Company with the Directors and other related party at arm length Basis in the ordinary Course of Business to the extent as decided by the Board of Directors.

By order of the Board

Ajay Kumar Jain

Company Secretary

FCS-5826

Place : New Delhi
Dated : 11th August, 2020

**NOTES:**

- [a] In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 (“SEBI Circular”), permitted holding of Annual General Meetings through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 86th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company.
- [b] Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
- [c] No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through Audio Visual means.
- [d] Members who are shareholders as on Tuesday, September 15, 2020 can join the AGM 30 minutes before the commencement of the AGM i.e at 11.00 A.M and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.
- [e] The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Tuesday, September 15, 2020 and Directors and Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee, CSR Committee and Auditors will not be restricted on first come first serve basis.
- [f] Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
- [g] In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.sirshadilal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of nsdl at <https://evoting.nsdl.com/>
- [h] The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 4 to 7 set out above are annexed hereto.
- The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 16, 2020 to Monday, September 28, 2020 (both days inclusive).
- Members holding shares in physical form are requested to furnish bank details, email address, change of address etc. to Alankit Assignments Limited, who are the Company’s Registrar and Share Transfer Agents so as to reach them latest by Tuesday, September 15, 2020, in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, members holding shares in demat mode should update their records at the earliest.
- [i] Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Monday, August 10, 2020.
- Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
1. Those Members who have registered/not registered their mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with Registrar and Transfer Agents Alankit Assignments Limited in case the shares are held in physical form.
 2. Members may also visit the website of the Company www.sirshadilal.com or the website of nsdl at www.evoting.nsdl.com/ for downloading the Annual Report and Notice of the AGM.
 3. Alternatively, Members may send an e-mail request to the email id evoting@nsdl.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

CONTD.....



Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited to enable servicing of notices/documents/Annual Reports electronically to their email address.

- [j] In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed for seeking approval at this AGM. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.sirshadilal.com. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@sirshadilal.com.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

1. Pursuant to Section 205A of the Companies Act, 1956, all unpaid/unclaimed dividends declared for and up to the financial year ended 31st March 1995 have been transferred to the General Revenue Account of Central Government. Members, who have not yet encashed their dividend warrants for the said period, are requested to claim the amount from the Registrar of Companies, National Capital Territory of Delhi & Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110 019.
2. Pursuant to Section 205A and 205C of the Companies Act, 1956, unpaid/ unclaimed dividends for the year 1995-96, 1996-97, 1997-98, 1998-99, interim and final dividend of 1999-2000, 2000-2001, 2001-2002, 2003-04, 2004-05 & 2005-06, 2009-10 have been transferred by the Company to "Investor Education & Protection Fund"(IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2017 on the website of the Company (www.sirshadilal.com).

The Central Government has notified the constitution of Investor Education and Protection Fund Authority with effect from 7th September 2016 and in terms of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer And Refunds) Rules, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules"), the company has transfer not only the unclaimed dividends but also the equity shares in respect

of which dividends are not claimed for the continuous period of seven years by any shareholder, to the IEPF Demat A/c as identified by the IEPF Authority. Any Shareholder who want to get refund the shares can claim the same by applying to the Investor Education and Protection Fund Authority on their website at www.iepf.gov.in/IEPFA/refund.html

SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

[k] **Instruction for attending the meeting through VC:**

Convenience of different persons positioned in different time zones has been kept in mind before scheduling the time for this Meeting.

The Company has appointed M/s NSDL Limited ("nsdl"), to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by nsdl. Members may access the same at www.evoting.nsdl.com by clicking "AGM video conference"

Members are requested to follow the procedure given below:

Launch internet browser (chrome/ firefox/safari) by typing the URL: <https://evoting.nsdl.com>

Enter the login credentials (i.e., User ID and password for e-voting).

After logging in, click on "Video Conference" option

Then click on camera icon appearing against AGM event of Sir Shadi Lal Enterprises Limited, to attend the Meeting.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten their User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

Members can participate in AGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband.

Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, September 15, 2020 through email on cs@sirshadilal.com. The same will be replied



by the Company suitably. Please note that, members' queries/questions will be responded to only, if the shareholder continues to hold the shares as on the cut-off date i.e Tuesday, September 15, 2020.

Members intending to ask questions at the AGM, may login at www.evoting.nsdl.com and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. A reference number shall be displayed on the screen which may be preserved for recalling during the Q&A session in the e-AGM meeting.

The "Speaker Registration" window shall be activated on Friday, September 25, 2020 at 9.00 A.M and shall be closed on Monday, September 28, 2020 at 09.00 A.M. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Members who are not able to join this Meeting over video conferencing will be able to view the live webcast of proceedings of AGM by logging on the e-voting website of Nsdl at www.evoting.nsdl.com using their remote e-voting credentials.

Members who need assistance before or during the AGM, can contact Nsdl on emeeting@nsdl.co.in or call on toll free numbers 1800-222-990 Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

[I] E-voting

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means (remote e-voting) will be provided by Nsdl.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of Tuesday, September 15, 2020 shall be entitled to avail the facility of remote e-voting or e-voting on the day of the Meeting. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The Notice will be displayed on the website of the Company www.sirshadilal.com and on the website of Nsdl.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through video-conferencing but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, September 25, 2020 at (9.00 A.M IST) and ends on Sunday, September 27, 2020 at (05.00 P.M IST). During this period, members of the Company holding shares either in physical or dematerialized

form, as on the cut-off date of Tuesday, September 15, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Nsdl for voting thereafter.

Instructions for e-voting during the AGM:

The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Members shall vote as per the credentials displayed in the e-voting window.

Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions.

Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Tuesday, September 15, 2020, i.e. the commencement of the book closure date are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the despatch of the Annual Report and holding shares as on the cut-off date i.e Tuesday, September 15, 2020 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

Members who are already registered with Nsdl for remote e-voting can use their existing user ID and password for casting their vote. In case they don't remember their password, they can reset their password by using "Forgot User Details/Password" option available on <https://evoting.nsdl.com>

Shri Sunil K. Jain, Prop. Sunil K. Jain & Associates, Practicing Company Secretaries (Membership No. FCS 4089; C.P.No.4079), has been appointed as the Scrutinizer to scrutinize for conducting the voting and remote e-voting process in a fair and transparent manner.

Members are requested to follow the instructions below to cast their votes through e-voting:

Voting Process using NSDL e-Voting system

Log-in to NSDL e-Voting website

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

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

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4. Your User ID details are given below :

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

5. Your password details are given below:

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

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

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

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

Details on Step 2 is given below:

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

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

Based on the report received from the Scrutinizer, the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges details of the voting results as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member has cast his vote by remote e-voting then he will not be eligible to vote at the Meeting.

The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same as mentioned in the instructions for remote-e-voting.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

Facility to cast vote through e-voting will be made available



on the Video Conferencing screen and will be activated once the same is announced by the Chairman during the Meeting.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.sirshadilal.com and on the website of e-voting at https://evoting.nsdl.com and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.

ANNEXURE TO NOTICE

(Explanatory Statement under Section 102 (1) of the Companies Act, 2013)

ITEM NO. 4

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 31st March, 2021 as per the following details:

Remuneration of Cost Auditor

For the product "Sugar"

for Upper Doab Sugar Mills

Cost Audit Fee	Rs. 30,000
(Inclusive of all incidental and traveling expenses)	per annum

For the product "Industrial Alcohol"

for Shamli Distillery & Chemical Works

Cost Audit Fee	Rs. 20,000
	per annum

Extra Travelling Expenses and Incidental Expenses for attending Audit Committee/ Board Meeting(s)	Actual Rs. 2,000 per day
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In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO.5

The Board of Directors in its meeting held on 11.08.2020 approved the appointment of Mr. Tanmay Sharma as an Independent Director of the Company up to the date of ensuing Annual General Meeting. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment)

Regulations, 2018, consent of the Members is required by way of Ordinary Resolution for appointment of Independent Director. The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Tanmay Sharma counsel and advice, it would be appropriate that he continues to serve on the Board for next five years. Accordingly, the Board at the meeting held on 11.08.2020, on the recommendation of the Committee, recommended for the approval of the Members, appointment of Mr. Tanmay sharma as an Independent Director of the Company. Mr. Tanmay sharma and his relatives are interested in this Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

ITEM NO. 6

The Board of Directors in its meeting held on 11.08.2020 approved the appointment of Mr. Ravi Malhotra as an Independent Director of the Company up to the date of ensuing Annual General Meeting. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members is required by way of Ordinary Resolution for appointment of Independent Director. The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Ravi Malhotra counsel and advice, it would be appropriate that he continues to serve on the Board for next five years. Accordingly, the Board at the meeting held on 11.08.2020, on the recommendation of the Committee, recommended for the approval of the Members, appointment of Mr. Ravi Malhotra as an Independent Director of the Company. Mr. Ravi Malhotra and his relatives are interested in this Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

ITEM NO 7

Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through special resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the value of proposed aggregate transactions with Managing Director and Joint Managing Director will not exceed the said threshold limit. Accordingly, transaction(s) entered into with related party do not come within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations. The Board hereby recommends the shareholder for approval of related party transactions by way of special resolution.

By order of the Board

Ajay Kumar Jain
Company Secretary

Place : New Delhi
Dated : 11th August, 2020

FCS-5826



ANNEXURE TO AGM NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

**[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard 2 on General Meetings]**

Name of the Director	Mr. Vivek Viswanathan	Mr. Ajit Hoon	Mr. Ravi Malhotra	Mr. Tanmay Sharma
DIN No.	00141053	00540300	088111471	08811485
Date of Birth	07.11.1970	06.01.1959	31.08.1961	04.08.1969
Date of Appointment on the Board	24.03.2001	01.11.2014	11.08.2020	11.08.2020
Educational Qualifications	B.A (Hons.) Post Graduate Programme in Management, MBA (USA) 19 years in Sugar and Distillery business. He has over 8 years of work experience with VST Industries (British American Tobacco) and Coca-Cola India in various functions including Sales, Marketing, Brand management.	Bachelors in Economics Masters in Business Management	B.Com (Hons.)	Diploma in Defence Management M.Sc (Defence Studies)
Expertise	Finance and Administration	He started his career with JWT Mumbai in 1980 working on the Unilever Business. In 1985 joined Everest Advertising. In the year 1990 he had left Everest to join Mudra Communications as brand director and later General Manager. In 1994, he set up Dhar & Hoon, India's first creative and strategic consultancy and worked on numerable brands prominent among them being BPL, Nestle, Pepsi, Real Juice, Honda Cars, Pantaloon, Business Standard, BPCL, Platinum Guild. Here he honed his skills as communication strategist, working on brand strategy as an integral part of the overall offering. Today he runs D & H Blurb Communications Ltd., with equity participation with the future group.	He had Informal Education in International Trade, Packaging Design, Fashion Design & Graphic Designwork. He is presently engaged in the business of Exports of environment friendly Paper packaging, Handicrafts & Allied products. He had Specialization in International Marketing and he had organized many international trade fairs in Australia, China, Denmark, France, Germany, Hong Kong, Sweden, UK & USA and other Countries. He has enormous experience in Management and administration. He had vast experience of managing Business. These skills can be effectively utilised in Growth of Company.	Mr. Tanmay Sharma had worked as a Commissioned Officer in the Indian Air Force for 25 years and held various prestigious appointments. He is working in IndiGo airlines as a senior Captain. While in service he held the following appointments: - 1. He Was posted in Delhi on a staff tenure, in the rank of Group Captain (select) in the prestigious think tank of IAF, Centre of Air Power Studies, Subrotto park. During this tenure, was actively involved in strategic planning and core development of various arms of the IAF and its subsidiaries. This also involved active liaison and interaction with various civil and govt agencies. 2. He was posted as Director Strategic Operations in the joint services Strategic Forces Command (Nuclear command) where he was looking after key intelligence and planning aspects for utilisation of various nuclear assets of the country. Also was involved with protection and movement of key governmental assets (including the President and the PM). He is also regular liaison and interaction with senior govt appointments/agencies like the PMO, NSA, NTRO, DRDO and even down to Police/ Paramilitary agencies. He was the Chief Operations Officer of a frontline fighter base in Rajasthan, He was overall in-charge of the conduct of operations and administration of the base during peace as well as key operational missions and training exercises. 3. He has enormous experience, not only in fighter/ airlines flying but also Operational Planning, Staff Duties, Operational Asset Management, Crisis Management and Flight Safety. He possess exceptional interpersonal communication as well as man management abilities. These skills can be effectively utilised in Growth of Company
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	Upper Doab Power Limited	D & H BLURB COMMUNICATION LIMITED 17000 FT FOUNDATION	NIL	NIL
Memberships/ Chairmanships of committees across all companies	1	NIL	NIL	NIL
Number of Meetings attended during the year	5	4	NIL	NIL
Shareholding of Non- Executive Directors	1296004	NIL	NIL	NIL
Relationships between directors inter-se	Brother of Smt. Radhika Viswanathan Hoon	Husband of Smt. Radhika Viswanathan Hoon	NIL	NIL



DIRECTORS' REPORT

DEAR SHAREHOLDERS,

Your Directors hereby present the 86th Annual Report and the Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS

During the year under review, the sugar segment of your Company passed through a difficult period, However the Distillery unit has worked satisfactorily. The summarized financial results of the Company are presented below:

(Rs. in Lakhs)

	Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
a)	Total Revenue	49824.78	37360.47
b)	Profit (Loss) before providing for Exceptional Item and Depreciation	982.94	(3005.43)
c)	Less: Exceptional Item	-	-
d)	Less: Provision for Depreciation	(697.22)	(496.16)
e)	Profit (Loss) before Tax	285.72	(3501.60)
f)	Less : Provision for Tax	-	-
g)	Profit (Loss) from Continuing Operation	285.72	(3501.60)
h)	Profit (Loss) from discontinuing Operation	-	-
i)	Profit (Loss) for the year	285.72	(3501.60)
j)	Other Comprehensive Income	99.19	12.78
k)	Total Comprehensive Income for the period	384.91	(3488.82)
l)	Basic earnings per share of Rs 10/- each (Rs)	5.442	(66.697)
m)	Diluted earnings per share of Rs.10/- each (Rs)	5.442	(66.697)

TRANSFER TO RESERVES

No amount is proposed to be transferred to the General Reserve out of the amount available for appropriation.

DIVIDEND

In view of the Current year and carry forward losses, the Company does not have any divisible profits available for payment of dividend to equity shareholders. The Directors have therefore not recommended payment of any dividend for the year ended March 31, 2020.

FINANCE

Due to decrease in Sugar prices, the Sugar Mills in Uttar Pradesh suffered heavy Losses. However Distillery Unit of the Company was running at its full capacity and earned profit during the year. The Company is regularly paying its debts as a result of which Company

Interest Cost is decreasing, which is viewed favorably by the Bankers. The Banks, however, continue to be cautious in increasing their exposure to the sugar industry, keeping in view the risk of government intervention in the form of raw material pricing.

INDIAN ACCOUNTING STANDARDS

Pursuant to notification dated February 16,2015 issued by the Ministry of Corporate affairs , the Company has adopted the Indian Accounting Standards ("Ind As") notified under the Companies (Indian Accounting Standards) Rules, 2015 as applicable to it with effect from April 01,2017 with the transition date April 01, 2016. Accordingly, the Financial Statements have been prepared in compliance with Ind AS and the comparative information of the previous years has been provided as per the prescribed requirements.

CHANGE IN RATING

Brickworks has assigned credit rating B+ to the Company for the Financial Year 2020-21.

This reflects improvement in the business risk profile which is expected to remain steady with moderate growth over the medium term. The rating however remains constrained on account of working capital intensive operation with significant accumulated losses and a high degree of regulatory risk in sugar industry.

Material changes and commitments affecting the financial position between end of the financial year and date of the report

There have been no material changes or commitments made which affect the financial position of the Company between end of the financial year and date of the report.

OPERATIONAL PERFORMANCE

SUGAR UNIT (UPPER DOAB SUGAR MILLS) :

A) INDUSTRY PROFILE:

Sugar mills across the country have produced 264.65 lakh tons of sugar during October 2019 to May 2020 which is comparatively less than 326.19 lacs tons produced during corresponding period last year.

In UP sugar mills have produced 122.28 lakh tons of sugar in May 2020, which is comparatively higher than the production of 116.80 lakh tons produced last year in the corresponding period.

Current Crushing season has been prolonged in the State as most of the Gur / Khandsari units closed their operations prematurely due to COVID-19 lockdown, due to which significant portion of cane that would have gone to them, has been diverted to the sugar mills for crushing in the sugar season. Almost 80% of the Gur/ Khandsari units in the State are primarily located in Western and Central U.P., thereby increasing supply of sugarcane for crushing in the sugar mills in these regions of the State.

The government has allowed export of 6 million tons of sugar under maximum admissible export quota (MAEQ) during the 2019-20 marketing year (October- September) to liquidate surplus sugar in the global markets.

India has so far signed orders for shipment of 4.2 million tones for the 2019-20 upto may,2020 out of which 36 lac tons of sugar have moved/dispatched from the mills for export. Contracts for balance



export of sugar are being signed, for various destinations, with major quantities being signed for exports to Indonesia and Iran. Shipments are also happening and are expected to normalize in the coming days. Centre has urged the mills for diversion of excess sugarcane and sugar for production of fuel Ethanol as a long term solution for addressing the problem of excess sugar stock.

B) COMPANY OPERATIONS :

The operating performance of the sugar unit for crushing season 2019-20, as compared to the previous crushing season 2018-19, is as under:

i)	Particulars	2019-20	2018-19
ii)	Gross working days	222	204
iii)	Cane crushed (lakh/qtls.)	120.14	108.23
iv)	Average cane crush (qtls./day)	54118	53056
v)	Manufacturing losses (%)	2.05	2.05
vi)	Steam Consumption (% cane)	51.03	51.94
vii)	Average sugar recovery (% cane)	10.96	10.95
viii)	Downtime (%)	7.8	9.77
ix)	Sugar production (lakh/qtls)	13.16	11.846

The Company cane crush was increased by about 11.91 lakh qtls and higher recovery by 0.01% over the previous year. However the longer duration of the crushing season downtimes comes down by 1.97 as compared to last year. The recovery % cane was higher mainly due to higher pol in cane which resulted from improved varietal mix and implementation of other cane development activities.

C) CANE DEVELOPMENT

- a) Due to vigorous efforts made by the management in the area of sugarcane development, the area under cultivation of high sugar varieties of cane increased from 96% in season 2018-19 to 99% in season 2019-20. In addition, the management focused on execution of both extensive and intensive cane development activities comprising of appropriate usage of insecticides, pesticides and optimum use of fertilizers. Consequently, the Pol % cane increased by 0.01 i.e, from 13.00% in crushing season 2018-19 to 13.01% in crushing season 2019-20.
- b) The management is further making efforts to maintain the area under high sugar variety cane upto 99% in the next season 2020-21. The management is also making efforts to increase the supply of cane at factory gate from 71.56% in crushing season 2019-20 to about 80% in crushing season 2020-21.
- c) Extraneous materials such as trashes, green tops, diseased cane, mud with cane supplies have been achieved 1.98% against target 2.60% as a result of the close monitoring done by the management.
- d) Management plans to continue these efforts in the next crushing season 2020-21 and consequently the Pol % cane is expected to further increase to about 13.40% from 13.01% in crushing season 2019-20.
- e) The Company has undertaken vigorous cane development activities by encouraging high yield variety cane (Co 0238) and discouraging the uneconomic varieties of cane. The early variety of cane has improved from 20725 ha. from 96% to 21353 ha. 97.27% in this season. This has resulted in the improvement in the Sugar pol % from 13.00 to 13.01. The

overall recovery in the Sugar has improved from 10.95% to 10.96%. It is expected that we will achieve recovery to 11.40% next season.

DISTILLERY UNIT(SHAMLI DISTILLERY AND CHEMICAL WORKS) :

a) INDUSTRY PROFILE :

Government policy continues to focus on increasing the percentage of mixing ethanol with petrol. Consequently, the demand for ethanol continues to increase, which has a positive effect on the financial performance of the distilleries like yours, which are focused on production of industrial alcohol

B) COMPANY OPERATIONS :

i) DISTILLERY EXPANSION PROJECT:

The Company undertook an expansion project of distillery, whereby the production capacity of the distillery was increased from 45 KL per day to 70 KL per day, and is now running on full capacity. To help the Sugar Industry from the present liquidity constraints the Government of India is promoting Ethanol Policy and has announced the scheme for expansion of Distillery and installation of Incineration Boiler to get Zero liquid discharge. Accordingly the distillery unit submitted application to avail the benefit of the above scheme. The UPPCB also issued instructions to install incineration Boiler within a period of one year with the warning that incase of non-compliance coercive action such as closure of Distillery unit will be initiated against the Company.

OPERATING PERFORMANCE :

The operating performance for the financial year 2019-20 as compared to the previous financial year 2018-19 is as under:

	Particulars	2019-20	2018-19
i)	Gross working days (days)	222.00	195.68
ii)	Production – Rs (lakh/ltrs)	172.57	108.14
iii)	Production – Ethanol (lakh/ltrs)	144.83	93.33
iv)	Alcohol recovery/ qtl. molasses (AL)	21.54	21.13
v)	Fermentation efficiency (%)	89.08	89.05
vi)	Distillation efficiency (%)	98.56	98.54

Distillery production was high during 2019-20 since the plant was running at its full capacity.

Further analysis of operating performance for sugar and distillery segments are covered under “Management Discussion and Analysis Report” at Annexure 5 of this Report.

SANITIZER

Distillery Division has started Production of Alcohol based Hand Sanitizer (with 80% Alcohol) from 01.04.2020 in variant of 200 ML, 250 ML, 5 Litres, in Brand name of “Clean Well”. The Company has produced 101007 Litre Sanitizer and sale 77427 Litre during the period from 01.04.2020 to 31.07.2020.

DIRECTORS

In accordance with the provisions of Companies Act, 2013 (the Act) and the Company’s Article of Association, Mr. Ajit Hoon, Director and Mr. Vivek Viswanathan, Joint Managing Director retire by rotation under section 152 of the Act, and, being eligible,



offer themselves for re-appointment at the ensuing Annual General Meeting. Necessary resolutions for re-appointment of aforesaid Directors have been included in the notice convening the ensuing annual general meeting.

The Board of Directors in its meeting held on 25.05.2019 appointed Mr. R.C. Sharma as the Chairman of the Board for 1 year. He was further reappointed as Chairman for a period of one year in the Board Meeting held on 27.06.2020.

The Board of Directors in its meeting held on 11.08.2020 appointed Mr. Tanmay Sharma and Mr. Ravi Malhotra as Non Executive Independent additional Director up to the date of ensuing Annual General Meeting.

The required information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") providing the experiences, qualifications, name of the Company in which the above Directors hold Directorship and membership of the Committee of the Board are detailed in the notice convening the annual general meeting, against the relevant items of the agenda, which forms part of this annual report.

None of the Directors of the Company is disqualified from being appointed as Director as specified in terms of section 164(1) and (2) of the Companies Act, 2013 .

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The guidelines for selection of Directors are set out below:

The Nomination and Remuneration Committee of the Board of Directors oversees the Company's nomination process for Directors. The Committee identifies and reviews individual qualified candidates to serve as a Director on the Board. The Committee may act on its own for identifying the potential candidates. The Committee reviews and discusses each candidate and conducts evaluation of candidates in accordance with the process that it deems fit and appropriate, discusses with the Promoters, and sends its recommendation for nomination to the Board of Directors based on the following guidelines:

ATTRIBUTES

1. For Independent Directors, the Committee seeks candidates who are not a nominee or related to the Promoters of the Company. Such candidates shall possess integrity, leadership, skill, managerial qualities, foresight abilities and competency required to direct and oversee the Company's management in the best interest of stake holders i.e. shareholders, consumers, employees and the community it serves.
2. The candidate must be willing to regularly attend meetings of the Board and develop a strong understanding of the Company, its business and its need. He must contribute his/her time and knowledge for the Company and be prepared to exercise his/her duties with skill and care. Candidates should have understanding of governance concept and legal duties of a Director.
3. The candidate should preferably have sufficient experience on the Board of a listed Company.
4. For appointment of executive Directors, the Committee also seeks opinion of Promoters.

KEY MANAGERIAL PERSONNEL

The Details of Key Managerial Personnel under section 203 of the Companies Act, 2013 and changes therein during the year are as under :

1. Mr. Rajat Lal, Managing Director
2. Mr. Vivek Viswanathan, Joint Managing Director
3. Mr. Rahul Lal, Joint Managing Director
4. Mr. Gajendra Kumar Sharma, Chief Financial Officer (Appointed w.e.f. 25.05.2019)
5. Mr. Ajay Kumar Jain, Company Secretary

STATEMENT ON DECLARATIONS GIVEN BY THE INDEPENDENT DIRECTORS

All Independent Directors have given necessary declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

INDEPENDENT DIRECTORS MEETING

A separate meeting of the Independent Directors (Annual Independent Directors Meeting) was convened on February 3, 2020 which reviewed the performance of the Board as a whole and of the Non-Independent Directors on the basis of the report of the Nomination and Remuneration Committee. The collective feedback of each Independent Director was discussed with the Board, covering performance of the Board as a whole and performance of Non-Independent Directors.

PERFORMANCE EVALUATION OF CHAIRMAN, DIRECTORS, BOARD AND COMMITTEES

Pursuant to the provisions of section 178 of the Companies Act, 2013 and Regulations 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the performance evaluation of Non-Independent Directors ,the Board and Committee was undertaken by the Nomination and Remuneration Committee for the year under review. The performance evaluation report of the Non-Independent Directors, as done by the Nomination and Remuneration Committee, has been reviewed by the Independent Directors .

The performance evaluation of the Chairman and Independent Directors is done by the Board and the report of Nomination and Remuneration Committee for the Non-Independent Directors, as reviewed by the Independent Directors, is placed before the Board of Directors. The criteria for the performance evaluation are detailed in the report on Corporate Governance attached as Annexure 5 of this Report.

The evaluation framework for assessing the performance of Directors, the Board and Committees is done on the following parameters:

a) BOARD PERFORMANCE

1. Attendance and active participation
2. Knowledge of working of industry, experience in related issues
3. Leadership and initiative
4. Independent judgments on the Board discussions utilizing his knowledge and experience especially on issues related to strategy, operational performance and risk management
5. Commitment to role and fiduciary responsibility as a Board member

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6. Understanding the nature of Director's role, demonstrate awareness and concern about norms related to Corporate Governance, disclosure and legal compliance
7. Contribute new ideas / advise to management on business issues

b) COMMITTEE PERFORMANCE

1. The Committee is delivering on the defined objectives
2. The Committee has the right composition to deliver the objective

REMUNERATION POLICY

The Board, on the recommendations of the Nomination and Remuneration Committee, has framed a policy for selection and appointment of Directors, senior management and their remuneration. The remuneration policy is stated in the report on Corporate Governance attached at Annexure 5 of this Report.

MEETINGS

The calendar of meetings is prepared and circulated in advance to Directors.

During the financial year 2019-20, Five Board Meetings were held on 25.05.2019, 22.07.2019, 23.09.2019, 09.11.2019, 03.02.2020. The details of the same are given in the Corporate Governance report attached at Annexure 5 of this Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of sub-section 134(3)(c) of the Companies Act, 2013 with respect to Director's Responsibility Statement, the Directors confirm that :

- i) In the preparation of the Annual Accounts for the year ended March 31, 2020, the applicable accounting standards, read with requirements set out under the Act, have been followed and there are no material departures from the same.
- 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 as at March 31, 2020 and of the profits of the Company for the financial year ended on that date.
- iii) They have taken proper and sufficient care for the maintenance of the 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 of the Company on a "going concern" basis .
- v) They have laid down Internal Financial Controls to be followed by the Company and that 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 are adequate and operating effectively.

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel and other designated persons which may have potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee and also Board of Directors for approval. The form for disclosure of particulars of contract / arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act 2013 in form AOC -2 is given below:

FORM NO.AOC-2

(PURSUANT TO CLAUSE (B) 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 arm's length transaction under third proviso thereto :

1. Details of contracts or arrangements or transactions not at arm's length basis :

S.No.	Particulars	Details
a)	Names(s) of the related party & nature of relationship	N.A
b)	Nature of contracts /arrangements/transaction	None
c)	Duration of the contracts/arrangements/ transactions	N.A
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A

2. Details of contracts or arrangements or transactions at arm's length basis :

S.No.	Particulars	Details
a)	Name(s) of the related party & relationship	N.A
b)	Nature of contracts/ arrangements/ transaction	N.A
c)	Duration of the contracts/arrangements/ transactions	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any.	N.A
e)	Date of approval by the Board for renewal	N.A
f)	Advance paid, if any	N.A

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not made any loans or investments or given any guarantee during the year under review.



SUBSIDIARY COMPANIES/ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint venture or associate Company.

Compliance with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by forming a Disciplinary Committee as per provisions of the Act. The Company confirms that there is no complaint / case filed against or pending with the Company during the financial year 2019-20.

CODE OF CONDUCT

Code of Conduct for the Directors as well as for the members of the senior management of the Company was adopted in the Board meeting held on April 4, 2005 which was subsequently amended from time to time. The code is intended to serve as a basis for ethical decision making in conduct of professional work. The Code of Conduct states that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views and be upright in his conduct and observe corporate discipline. The said Code of Conduct has been circulated to all the Directors and members of senior management and the compliance of the same has been affirmed by them in respect of the financial year 2020-21. A copy of the Code of Conduct has been put up on the Company's website www.sirshadilal.com. A declaration regarding compliance of Code of Conduct is given by the Managing Director, under the head "Code of Conduct", that Board members and senior management team have complied with the same under Corporate Governance and forms part of this Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy / Vigil Mechanism to deal with instances of fraud and mismanagement, if any.

A vigilance Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

The details are given in the report on Corporate Governance attached as Annexure 5 of this Report.

PREVENTION OF INSIDER TRADING CODE

The Company has adopted Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, designated employees of the Company and other related parties. The code requires pre clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the code.

All Directors and the designated employees have confirmed compliance with the code.

AUDITORS

Mr. M. S. Gupta, Proprietor M/s M. Sharan Gupta & Co. had appointed as Statutory Auditors of the Company for a period of 4 years in the Annual General Meeting of the Company held on 26.09.2018.

COMMENTS ON AUDITOR'S OBSERVATIONS

(i) Reply to paragraph no. 1 of "Emphasis of Matter" in Auditor's report relating to non maintenance of accounts on accrual basis:

As stated in the note no. 35 of the financial statement in respect of interest liability on delayed payment of sugar cane price. The company has not provided towards interest liability of late payment of cane price for the sugar season 2011-12 to 2014-15, Rs.607.19 lakh and also for Rs.7464.66 Lakhs relating to subsequent year 2015-16 to 2019-20, in the view of the Supreme Court order no. 35113/2017 dated 23.04.2018.

The company is contemplating to file a review petition against above mentioned order of Supreme Court, therefore no provision has been made for the above mentioned liability.

(ii) Reply to paragraph no.2 of "Emphasis of Matter" in Auditor's Report relating to bonus liability:

As state in note no. 36 of the financial statement in respect of bonus liability, due to amendment in Payment of Bonus (Amendment) Act 2015, in terms of which the ceiling of payment of bonus has been revised w.e.f. 1st April, 2014. Certain High Courts have stayed implementation of revision of bonus Act from retrospective effect. Indian Sugar Mills Association to retrospective effect from 1st April, 2014. The matter is subjudice.

COST AUDITOR

The shareholders of the Company approved appointment of Mr.Rishi Mohan Bansal, Cost Auditor, for conducting the cost Audit for sugar and industrial alcohol business for the financial year 2019-20.

The cost Audit reports for the last Audited accounts for the financial year ended March 31, 2019 were filed by the cost Auditor with respect to sugar and industrial alcohol business on August 17, 2019, which is within the due date. There was no adverse or negative remark in the reports.

As per the Companies Act, 2013, cost Auditors need to be appointed within 180 days from the commencement of every financial year. Accordingly, the Company has appointed Mr. Rishi Mohan Bansal as cost Auditor for conducting the cost Audit of sugar and industrial alcohol for the financial year 2020-21. The appointment is subject to ratification in the next Annual General Meeting.

SECRETARIAL AUDITOR

The Board of Directors of the Company appointed M/s Rahul Saini & Co., Company Secretaries (Membership No. ACS 16716,C.P.No. 7009), as the Secretarial Auditors to conduct the Secretarial Audit for the financial year ended March 31, 2020.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith as Annexure-1 to this Report. There is no qualification, reservation or adverse remark or disclaimer in the report.

FIXED DEPOSITS

The Company has not invited or accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 during the year under report. In terms of proviso to Rule 2 (1) (c) (viii) of the Companies (Acceptance of Deposits) Rules,2014, the Board hereby report that the Company has not borrowed any unsecured loans from the Directors/ Relatives or any other related parties.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in form MGT-9 is annexed with Annexure-2 of this Report and also on the web site of the Company, www.sirshadilal.com

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**FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONS

As required under section 197(12), read with rule 5 of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014, the details of the ratio of the remuneration of each Director to the median employee's remuneration and such other details as prescribed therein are given in Annexure-3 of this Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to section 197(12), read with rule 5 of the Companies (Appointment and remuneration of managerial personnel) rules, 2014, in respect of the employees of the Company are given in Annexure-3 of this Report.

DETAIL OF SHARES WITH DIFFERENTIAL VOTING RIGHT, SWEAT EQUITY SHARE AND ESOP SCHEME

The Company has not issued shares with differential voting right and sweat equity shares. There was no scheme of ESOP during the financial year .

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future .

RISK MANAGEMENT

Pursuant to section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ,the Company has constituted a business Risk Management Committee. The details of the Committee, its terms of reference, risks associated and their mitigation are set out in the report on Corporate Governance attached at Annexure-5 of this Report.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has over the years evolved effective systems and procedures to ensure internal financial controls in all its establishments and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Audit Committee evaluates the Internal Financial Control system periodically. An effective communication/ reporting system operates between the Units and Corporate Office to keep various establishments abreast of regulatory changes and ensure compliances. The details of the internal Financial control system and their adequacy are given in the report on Corporate Governance attached at Annexure-5 of this Report .

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company had constituted CSR Committee in the Board Meeting held on 08.08.2017 as the Company has earned profits more than 5 Crore in the preceding financial years. The Board of Directors of the Company has approved the CSR Policy in the Board of Directors meeting held on August 8, 2017. As per the provisions of Section 135 of the Companies Act 2013, there is no liability of the Company to spend in CSR Activity as the Company's Average profits during last three financial years are negative and its Net Worth is completely eroded.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts), Rules, 2014, are provided in Annexure-4 of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The performance of both the business segments of the Company i.e. Sugar and Alcohol ,for the year ended March 31, 2020 and current year prospects, as required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been detailed in the "Management Discussion and Analysis Report" in the report on Corporate Governance attached at Annexure-5 of this Report.

CORPORATE GOVERNANCE

The Company complies with all the mandatory requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The separate section on Corporate Governance, including a certificate from a practicing Company secretary confirming compliance of the conditions of Corporate Governance, as stipulated under regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), is given in Annexure-5 of this Report .

DISCLOSURE POLICY

In line with requirements under regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website at <https://www.sirshadilal.com/corporate-governance>.

LISTING ARRANGEMENT

The shares of the Company are listed with the BSE Limited. The annual listing fee for the year 2020-21 has been paid to the Exchange.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

The Company confirms that there is no complaint / case filed against or pending with the Company during the financial year 2019-20.

INDUSTRIAL RELATIONS

The industrial relations remained generally cordial during the year at both the plants of the Company.

APPRECIATION

Your Director's wish to place on record their sincere thanks and appreciation for the devoted services rendered by the employees of the Company at all levels. We also place on record our appreciation to the Financial Institutions, State Bank of India, Punjab National Bank, Zila Sahkari Bank Ltd., Other Business Associates and Government Authorities for their valuable cooperation and support from time to time. We would also like to express our thanks to our Shareholders for their continued confidence in the Company.

For and on behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd.,

Rajat Lal **R.C. Sharma**
(Managing Director) (Chairman)
(Din: 00112489) (Din-00023274)

Place: New Delhi
Dated: 11th August, 2020



ANNEXURE '1' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Sir Shadi Lal Enterprises Limited
4A, Hansalaya,
15, Barakhamba Road,
New Delhi -110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sir Shadi Lal Enterprises Limited (CIN:L51909DL1933PLC009509) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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, We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2020 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliances - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial Year ended on 31st March, 2020, according to 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, External Commercial Borrowings; (Not Applicable to the Company during the Audit Period)
- (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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (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 (Share Based Employee Benefits) Regulations, 2014; (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) Other laws specifically applicable to the Company:-
- (a) Sugar Cess Act, 1982,
 - (b) Food Safety and Standards Act, 2006,
 - (c) Essential Commodities Act, 1955, and
 - (d) Sugar Development Fund Act, 1982

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

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

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

Adequate notice is given to all directors 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We 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.

For RAHUL SAINI & CO.
Company Secretaries

RAHUL SAINI
Proprietor

Place: MEERUT
Date: 11th August 2020

ACS 16716;C.P. No. 7009



ANNEXURE 'A'

To
The Members,
Sir Shadi Lal Enterprises Limited,
4A, Hansalaya,
15, Barakhamba Road,
New Delhi-110001

Our Secretarial Audit Report for the financial year ended 31st March, 2020 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 process 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 process 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 procedure 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 RAHUL SAINI & CO.
Company Secretaries

RAHUL SAINI
Proprietor
ACS 16716;C.P. No. 7009

Place: MEERUT
Date: 11th August 2020



ANNEXURE “ 2” TO THE DIRECTORS’ REPORT

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended March 31, 2020

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

I. REGISTRATION & OTHER DETAILS :

1.	CIN	L51909DL1933PLC009509
2.	Registration Date	13.01.1933
3.	Name of the Company	SIR SHADI LAL ENTERPRISES LIMITED
4.	Category/Sub-category of the Company	PUBLIC LIMITED
5.	Address of the Registered office & contact details	4-A, Hansalaya, 15, Barakhamba Road, NEW DELHI 110 001 Tel.No. 011-23316409, 23310414 Website-www.sirshadilal.com E-mail: udsm_shamli@sirshadilal.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Alankit Assignments Ltd., Alankit House, 4E/2, Jhanedewalan Extn. NEW DELHI 110 055 Tel.No. 011-42541956 & 42541234

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (ALL THE BUSINESS ACTIVITIES CONTRIBUTING 10 % OR MORE OF THE TOTAL TURNOVER OF THE COMPANY SHALL BE STATED)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of
1	SUGAR	10721	86.87
2	ALCOHOL	1101	13.13

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable Section
	No _____				



VI. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2865290	–	2865290	54.577	2882044	–	2882044	54.896	+319
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	–	–	–	–	–	–	–	–	–
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any other	–	–	–	–	–	–	–	–	–
Sub Total (A)(1)	2865290	–	2865290	54.577	2882044	–	2882044	54.896	+319
(2) Foreign									
a) NRI Individuals	–	–	–	–	–	–	–	–	–
b) Bodies Corp.	–	–	–	–	–	–	–	–	–
c) Institutions	–	–	–	–	–	–	–	–	–
d) Any Other	–	–	–	–	–	–	–	–	–
Sub Total (A)(2)	–	–	–	–	–	–	–	–	–
Total shareholding of Promoter (A)	2865290	–	2865290	54.577	2882044	–	2882044	54.896	+319
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	–	–	–	–	–	–	–	–	–
b) Financial Institutions/Banks	340228	–	340228	6.480	340228	–	340228	6.480	–
c) Central Govt.	130986	–	130986	2.495	130986	–	130986	2.495	–
d) State Govt(s)	–	–	–	–	–	–	–	–	–
e) Insurance Companies	–	–	–	–	–	–	–	–	–
f) Foreign Institutional Investors	–	–	–	–	–	–	–	–	–
g) Foreign Venture Capital Investors	–	–	–	–	–	–	–	–	–
h) Any Others (specify)	–	–	–	–	–	–	–	–	–
Sub-total (B)(1):–	471214	–	471214	8.975	471214	–	471214	8.975	–
2. Non-Institutions									
a) Bodies Corp.	242556	18676	261232	4.976	221886	18676	240562	4.582	–394
i) Indian	–	–	–	–	–	–	–	–	–
Central Govt./	–	–	–	–	–	–	–	–	–
State Govt.	–	–	–	–	–	–	–	–	–
HUF	63085	–	63085	1.202	103561	–	103561	1.973	+771
b) Individuals	–	–	–	–	–	–	–	–	–
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1040503	285739	1326242	25.262	253534	1016065	1269599	24.183	–1079
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	250022	–	250022	4.763	277354	–	277354	5.283	+520
c) Others (specify)	–	–	–	–	–	–	–	–	–
Non Resident Indians	10638	2277	12915	0.246	2177	2277	4454	0.085	–161
Overseas Corporate Bodies	–	–	–	–	–	–	–	–	–
Foreign Nationals	–	–	–	–	–	–	–	–	–
Clearing Members	–	–	–	–	–	–	–	–	–
Trusts	–	–	–	–	1212	–	1212	0.024	+024
Foreign Bodies – D R	–	–	–	–	–	–	–	–	–
Sub-total (B)(2):–	1606804	306692	1913496	36.448	859724	1037018	1896742	36.129	–
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2078018	306692	2384710	45.423	1330938	1037018	2367956	45.104	–
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	4943308	306692	5250000	100.000	4212982	1037018	5250000	100.000	–

**B) SHAREHOLDING OF PROMOTER**

SN	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2019)			Shareholding at the end of the year (As on March 31, 2020)			% Change in share holding during the year
		No. of Shares	% Of total Shares of the company	% Of Shares Pledged / encumbered to total shares	No. of Shares	% Of total Shares of the company	% Of Shares Pledged / encumbered to total shares	
1	Sh. Rajat Lal	954658	18.183	–	971412	18.502	–	+0.319
2	Smt. Poonam Lal W/o Sh. Rajat Lal	287745	5.481	–	287745	5.481	–	–
3	Sh. Rahul Lal S/o Sh. Rajat Lal	287746	5.481	–	287746	5.481	–	–
4	Miss. Pooja Lal D/o Sh. Rajat Lal	5	–	–	5	–	–	–
5	Sh. Vivek Viswanathan	1296004	24.686	–	1296004	24.686	–	–
6	Smt. Radhika Viswanathan Hoon sister of Sh. Vivek Viswanathan	39132	0.746	–	39132	0.746	–	–
	Total	2865290	54.577	–	2882044	54.896	–	+0.319

C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY)

SN	Particulars	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year :				
	Rajat Lal	954658	18.183	954658	18.183
	Purchase:	16754	+319	16754	+319
	At the end of the year	971412	18.502	971412	18.502

D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:**(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Life Insurance Corporation of India				
	At the beginning of the year 01.04.2019	340026	6.477	340026	6.477
	At the end of the year 31.03.2020	340026	6.477	340026	6.477
2	Investor Education & Protection Fund Authority				
	At the beginning of the year 01.04.2019	130986	2.494	130986	2.494
	At the end of the year 31.03.2020	130986	2.494	130986	2.494
3	Sh. Arun Nahar				
	At the beginning of the year 01.04.2019	48750	0.929	48750	0.929
	At the end of the year 31.03.2020	48750	0.929	48750	0.929
4	Gulshan Rai Wadhwa				
	At the beginning of the year 01.04.2019	33431	0.637	33431	0.637
	At the end of the year 31.03.2020	47638	0.907	47638	0.907
5	Sh. Mahendra Girdhari Lal				
	At the beginning of the year 01.04.2019	34996	0.667	34996	0.667
	At the end of the year 31.03.2020	46103	0.878	46103	0.878
6	Madhulika Chandra				
	At the beginning of the year 01.04.2019	43485	0.828	43485	0.828
	At the end of the year 31.03.2020	43485	0.828	43485	0.828

CONTD.....



7	Fortress Advisors LLP				
	At the beginning of the year 01.04.2019	42190	0.803	42190	0.803
	At the end of the year 31.03.2020	42190	0.803	42190	0.803
8	Raviraj Developers Ltd.				
	At the beginning of the year 01.04.2019	35871	0.683	35871	0.683
	At the end of the year 31.03.2020	35871	0.683	35871	0.683
9	Vinod Chand Mansukhlal Parekh				
	At the beginning of the year 01.04.2019	24161	0.460	24161	0.460
	At the end of the year 31.03.2020	26179	0.498	26179	0.498
10	Shri Ratan Lal Gupta				
	At the beginning of the year 01.04.2019	23789	0.453	23789	0.453
	At the end of the year 31.03.2020	23789	0.453	23789	0.453

E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Name of the Directors				
1	Sh. Rajat Lal	954658	18.183	971412	18.502
2	Sh. Vivek Viswanathan	1296004	24.686	1296004	24.686
3	Sh. Rahul Lal	287746	5.481	287746	5.481
4	Sh. Onke Aggarwal	20315	0.387	20315	0.387
5	Smt. Radhika Viswanathan Hoon	39132	0.745	39132	0.745
	Total	2597855	49.482	2614609	49.801
	Shareholding of KMP Other than MD/Manager /WTD				
	Sh. Ajay Kumar Jain	-	-	-	-

V) INDEBTEDNESS–INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	20055.52	2180.93	95.02	22331.47
ii) Interest due but not paid	141.13	-	-	141.13
iii) Interest accrued but not due	100.95	-	-	100.95
Total (i+ii+iii)	20297.60	2180.93	95.02	22573.55
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	4649.71	137.21	-	4786.92
Net Change	-4649.71	-137.21	-	-4786.92
Indebtedness at the end of the financial year				
i) Principal Amount	15322.54	2043.72	95.02	17461.28
ii) Interest due but not paid	121.63	-	-	121.63
iii) Interest accrued but not due	203.72	-	-	203.72
Total (i+ii+iii)	15647.89	2043.72	95.02	17786.63



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs.)
		Sh. Rajat Lal	Sh. Vivek Viswanathan	Sh. Rahul Lal	
	Name	M.D.	Jt. M.D.	Jt. M.D.	
	Designation				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1512000	1386000	2626000	5524000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	408240	374220	709020	1491480
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1097442	937057	1797233	3831732
2	Stock Option	–	–	–	–
3	Sweat Equity	–	–	–	–
4	Commission – as % of profit – others, specify...	–	–	–	–
5	Others, please specify	–	–	–	–
	Total (A)	3017682	2697277	5132253	10847212
	Ceiling as per the Act	60,00,000	60,00,000	60,00,000	

B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
		Sh. Onke Aggarwal	Sh. R.C. Sharma	Sh. Hemantpat Singhania	
1	Independent Directors	240000	160000	200000	600000
	Fee for attending board committee meetings	–	–	–	–
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	Total (1)	240000	160000	200000	600000
2	Other Non-Executive Directors	Smt. Radhika Viswanathan Hoon	Sh. Ajit Hoon	Sh. Neeraj Gupta	
	Fee for attending Board committee meetings	140000	80000	80000	300000
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	Total (2)	140000	80000	80000	300000
	Total (B)=(1+2)	380000	240000	280000	900000
	Total Managerial Remuneration	–	–	–	–
	Overall Ceiling as per the Act	Overall ceiling for Non-Executive Directors is 1% of the net profit calculated as per section 198 of the Companies Act 2013. There was accumulated loss during the year calculated in terms of the said section.			

CONTD.....



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs.)
		Sh. Gajendra Kumar Sharma *	Sh. Ajay Kumar Jain	
	Name	CFO	CS	
	Designation			
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	515004	1066340	1581344
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	Others specify...	-	-	-
5	Others, please specify	-	-	-
	Total	515004	1066340	1581344.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on Behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd

Place : New Delhi
Dated: 11th August 2020

Rajat Lal
Managing Director
DIN-(00112489)

R.C. Sharma
Chairman
DIN (00023274)



ANNEXURE “ 3” TO THE DIRECTORS’ REPORT

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial Year:

Sr. No	Name of Directors	Commission	Sitting Fee	Salary	Perquisite	Total	Ratio (Times)
A	Median Employee	243911*					
1	Sh. Rajat Lal	NIL		1512000	1505682	3017682	12.37
2	Sh. Vivek Viswanathan	NIL		1386000	1311277	2697277	11.06
3	Sh. Rahul Lal	NIL		2626000	2506253	5132253	21.04
4	Sh. Onke Aggarwal	NIL	240000				0.98
5	Sh. H P Singhania	NIL	200000				0.82
6	Sh R.C. Sharma	NIL	160000				0.66
7	Smt. Radhika Viswanathan Hoon	NIL	140000				0.57
8	Sh. Ajit Hoon	NIL	80000				0.33
9	Sh. Neeraj Gupta	NIL	80000				0.33

Perquisites include HRA, Electricity & Fuel Charges, Medical reimbursement, Medclaim and personal accident insurance premium, Company’s Contribution to P.F.

*Median salary of employee is the average of the median salary of officers and workers

ii) Percentage increase in remuneration of Directors/ Key Managerial Personnel’s

Sr. No	Name of Directors/KMPs	% increase in Remuneration
1	Sh. Rajat Lal, MD	-0.82
2	Sh. Vivek Viswanathan, Jt. MD	-0.67
3	Sh. Rahul Lal, Jt. MD	+9.57 times
4	Sh. Onke Aggarwal, Director	NIL
5	Sh. H P Singhania, Director	NIL
6	Sh. R C Sharma, Director	-27.27
7	Smt. Radhika Viswanathan Hoon, Director	-22.22
8	Sh. Ajit Hoon, Director	NIL
9.	Sh. Neeraj Gupta, Director	N.A
9	Sh. Ajay Kumar Jain	N.A.

The Percentage decrease in median remuneration of Employees in the financial year is 1.44%

iii) Total No. of permanent employees as on 31.03.2020 – 722

iv) The Explanation on the relationship between average increase in remuneration and Company Performance–

The average increase in remuneration cannot be compared with the revenue/profit of the Company, as the Company has accumulated losses, but it takes into account the inflation rate in the market, and package offered by other Companies of Industry.

v) Comparison of remuneration of Key Managerial Personnel against the performance of the Company:

The average increase in remuneration cannot be compared with the revenue/profit of the Company as the Company is incurring losses in past years, but it takes into account the inflation rate in the market as well as keeping in view remuneration package offered by the other corporate houses of the industry and increase in the responsibility.

vi) Variation in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	2019–20	2018–19	2017–18	% Change
Market Capitalisation (Rs. in Lacs)	5040.00	5040.00	5040.00	No change
Price Earnings Ratio	34.19	34.19	34.19	

vii) Price increase over decrease in the market quotations of the shares of the Company in Comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.



Particulars	31.03.2020	Public Offer (Buy Back) EGM 27th May, 1999 in Rs	% Change
Market Price (BSE) in Rs.	29.00	40	-27.50%

- viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

NO such differentiation was followed in giving the increment during the last financial year. The average increment in salary was on the basis of individual performance.

- ix) The Key parameters for any variable component of remuneration availed by the directors:

The Members had, at the AGM of the Company held on 30th September, 2002 approved payment of commission to the non-executive directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act. In case of profit the said commission is decided each year by the Board of Directors. The Company has accumulated losses; hence no such commission is paid during the year.

- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

The highest paid Director is the Joint Managing Director. No employee has received remuneration in excess of the Joint Managing Director.

- xi) Affirmation that the remuneration is as per the Remuneration Policy of the Company.

The Company's Remuneration Policy is based on the principle of internal equity, competence and experience of the employee and industry standards. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce and engaged workforce. The Company follows a compensation of Salary and perquisites on the basis of individual performance through annual appraisal process and business performance. The Company affirms remuneration is as per the Remuneration Policy of the Company.

STATEMENT CONTAINING INFORMATION AS PER SECTION 197 READ WITH THE RULE 5(2) COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014, AS AMENDED UP-TO-DATE AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020.

Sl. No.	Name	Age/ Years	Designation/ Nature of Duties	Qualification	Experience (Years)	Date of commencement of employment	Remuneration paid (Rs.)	Previous Employer
1	Rambir Khokhar	49	CHIEF OPERATING OFFICER	M.Tech, AMIE	23	06.02.2015	33,14,120	Mawana Group
2	Rajnikant Mishra	56	G.M. (EHS & QUALITY)	M.Sc. (Chemistry)	33	10.11.2018	11,19,366	Mawana Group
3	Naresh Kumar	59	Addl.G.M. (CANE)	B.A.	28	17.06.2009	9,47,820	Tikaula Sugar Mills Limited
4	Kuldeep Paliania	45	G.M. (CANE)	M.Sc., PhD	26	26.08.2017	14,47,426	Komuna Sugar
5	Akhlesh Kumar Gupta	52	G.M. (COMPUTER)	M.Com, PGDCA	31	15.01.1996	11,62,044	Triveni Engg & Industries Limited
6	Pankaj Kumar Aggarwal	52	G.M. (PRODUCTION)	ANSI (Sugar Tech.)	27	25.12.1991	11,64,506	SVP Industries Limited
7	Ajay Kumar Jain	44	COMPANY SECRETARY	M.Com, LLB,FCS, NET,PHD, P.E-II	21	11.09.2017	10,66,340	Tikaula Sugar Mills Limited
8	Tarsem Singh	56	Asstt. G.M. (Engineering)	Diploma in Engg.	30	07.01.2019	10,32,368	Bajaj Hindusthan Ltd.
9	Manoj Kumar Goel	59	Additional G.M.	B.Com, MBA	34	11.12.1990	12,57,243	Rama Vision Ltd.
10	Praveen Kumar Srivastava	52	Sr. G.M. (Distillery)	B.Sc., DIFAT	29	01.07.2017	16,34,750	Jubilant Group



i) **EMPLOYED THROUGHOUT THE FINANCIAL YEAR AND WERE IN RECEIPT OF REMUNERATION IN AGGREGATE OF NOT LESS THAN Rs. 1,02,00,000 PER ANNUM.**

-NIL-

ii) **EMPLOYED FOR PART OF THE FINANCIAL YEAR AND WERE IN RECEIPT OF REMUNERATION AT A RATE NOT LESS THAN Rs. 8,50,000 PER MONTH.**

-NIL-

iii) **EMPLOYED THROUGHOUT THE FINANCIAL YEAR OR PART THERE OF, WAS IN RECEIPT OF REMUNERATION IN THAT YEAR WHICH, IN THE AGGREGATE, OR AS THE CASE MAY BE, AT A RATE WHICH, IN THE AGGREGATE, IS IN EXCESS OF THAT DRAWN BY THE MANAGING DIRECTOR OR WHOLE TIME DIRECTOR OR MANAGER AND HOLDS BY HIMSELF OR ALONG WITH THE SPOUSE AND DEPENDENT CHILDREN, NOT LESS THAN TWO PERCENT OF THE EQUITY SHARES OF THE COMPANY**

-NIL-

For and on Behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd

Place : New Delhi
Dated: 11th August 2020

Rajat Lal
Managing Director
DIN-(00112489)

R.C. Sharma
Chairman
DIN (00023274)

**ANNEXURE “4” TO THE DIRECTORS’ REPORT**

Information as per section 134 (3) (m) and forming part of the Directors’ Report for the year ended 31st March, 2020.

A. CONSERVATION OF ENERGY**1) ENERGY CONSERVATION MEASURES TAKEN:**

Energy conservation is an on-going activity in the Company and the efforts to conserve energy through improved operational methods and other means are continuing on a regular basis. Details of measures taken for energy conservation during the financial year 2019-20 at the units are provided as below.

UPPER DOAB SUGAR MILLS

Rs. Nil expenditure incurred on energy Conservation during the year 2019-20

SHAMLI DISTILLERY & CHEMICAL WORKS

Rs. Nil expenditure incurred on energy Conservation during the year 2019-20

2) Additional investments and proposals, if any, being implemented for reduction of consumption of energy.	Upper Doab Sugar Mills 1. Installation of 1 Nos. VFD on C/C HO1 & One on I.D. Fan at Boiler 2. Installation of 1 Nos. Rotary Juice Screen at Mill House 3. Installation of 2 No. High flow Pumps at A.H. & F.M. Shamli Distillery & Chemical Works 1.2 M.W. Turbines was installed in 2018-19
3) Impact of the measure at (1) & (2) above for reduction of energy consumption and consequent impact on the cost of production.	Upper Doab Sugar Mills This will Improve efficiency of Plant Shamli Distillery & Chemical Works by Installation of Turbine 12960 MT Steam and 6480 MT Baggase Saved
B. Technology Absorption	
1) Technology absorption measures taken :	
Research & Development (R&D) 1. Specific Areas :	i) Upper Doab Sugar Mills ➤ Varietal balance – To avoid any future set back on account of mono variety i.e. Co 0238, we are in plan to promote some new promising cane varieties. ➤ Future sustainability of Co 0238 cane varieties – Campaigning for healthy seed programme, rearing seed nurseries of variety Co 0238. ➤ Crop age – Convince to growers for better return in Autumn planting, campaigning to shift the cane planting in Autumn. ➤ Maximise the cane yield per unit area – We are educating to cane growers towards wide row planting ➤ Crop health – to protect the cane crop from borers, White Grub & Pocca Boing. ➤ Soil health – Optimum use of phosphatic and potassic fertilizers. ➤ Extension & communication strategy – To maximize the concept of wide area spacing, insuring the better crop health and future sustainability of Co 0238 variety. ii) Shamli Distillery & Chemical Works Nil



2. Benefits derived as a results of the above R & D	<p>i) Upper Doab Sugar Mills</p> <ul style="list-style-type: none"> ➤ To maintain the area under early variety upto 98% for the season 2020-21. ➤ Supply of insect pest, disease & trash free quality cane to the factory thereby maintaining quality of cane to optimum level ➤ In the season 2019-20, Pol in cane increased by 0.01% compared to season 2018-19. As we are focusing to cover up approx. 89% by application of Sulpher support to increase Pol % cane, therefore we are hoping that Pol in cane would be 13.40% in coming season 2020-21 ➤ Reduction in supply of extraneous matter as per target 2.60%. <p>ii) Shamli Distillery & Chemical Works Nil</p>
3. Expenditure on R & D: (Cane Development)	
a) Capital	Nil
b) Recurring	Rs. 101.46 Lacs
c) Total	Rs. 101.46 Lacs
d) Total R & D expenditure as a percentage of total turnover	0.203 %
4. Pollution Control measures in Sugar and Distillery Units	<p>In compliance to the directions of UP Pollution Control Board, we have installed cone carbon filter & one sand filter for tertiary treatment of water after treatment in ETP for irrigation purpose online monitoring system for treating the effluent treatment and mini cooling tower for cooling excess condensation for recycling consumption</p> <p>For distillery- effluent treatment- system for achieving zero liquid discharge as per the central pollution control board/U.P. pollution control board directions adopted multi pressure distillation with integrated multi effect evaporator to concentrate spent wash and finally use of this spent wash for producing bio compost to achieve zero liquid discharge as per the U.P. pollution control board guide-lines.</p> <p>The Company is also in process of installing incineration Boiler</p>
5. Future plan of action	<p>Upper Doab Sugar Mills</p> <p>Expansion of plant capacity to 340 TCH OR 8000 TCD with improvement in average crush by 1800 TCD ie. From 5400 TCD to 7200 TCD & reduction of steam consumption % by 9% on cane i.e. From 51% to 42% on cane</p>
II. Technology absorption, adaptation and innovation:	
i) Efforts, in brief, made towards technology absorption, adaptation and innovation	<p>Upper Doab Sugar Mills Nil</p>
ii) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.	<p>Upper Doab Sugar Mills</p> <p>Extra revenue of about Rs. 32 to Rs. 35 crores per season which will help to increase the net profit of the sugar unit and the quality of sugar will improve which will improve realization.</p>

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iii) In case of imported technology (imported last five years reckoned from the beginning of the financial year), following information may be furnished: a) Technology imported b) Year of import c) Has technology been fully absorbed? d) If not fully absorbed, areas where this has not taken place, reasons there for, and future plans of action	} No technology has been imported during the last five years
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C. FOREIGN EXCHANGE EARNINGS AND OUTGO	
a) Activities relating to exports, initiative taken to increase exports, development of new export markets for products and service and export plans.	The Company did not make any export during the year
b) Total Foreign Exchange used and earned:	
Used	Nil
Earned	Nil

For and on Behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd

Place : New Delhi
Dated: 11th August 2020

Rajat Lal
Managing Director
DIN-(00112489)

R.C. Sharma
Chairman
DIN (00023274)



ANNEXURE '5' TO THE DIRECTORS' REPORT ON CORPORATE GOVERNANCE FORMING PART OF THE DIRECTOR'S REPORT

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. The detailed report on the Corporate Governance, as prescribed by SEBI and incorporated in Regulation 15 of SEBI (LODR) Regulations 2015, is set out below:

(1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

The Company continues to believe that good Corporate Governance is the function of adherence to ethical business practices and introduction of value based systems and procedures in the organization. The Corporate Governance in this way shall usher in an era of enhancement of intrinsic strength of the organization as also of its stakeholders. The Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability, Independent monitoring and environmental consciousness. The Company makes its best endeavor to uphold and nurture these core values in all aspects of its operations.

(2) BOARD OF DIRECTORS:

COMPOSITION AND CATEGORY:

The policy of the Company is to maintain optimum combination of Executive and Non-Executive Directors. The present strength of the Board of Directors is 9, out of which 3 are Independent Directors. The Chairman of the Board is an Independent Director. The Board meets the requirement of not less than one-third being Independent Directors. All the Directors inform the Company Secretary every year about the Directorship / Chairmanship of the Board and Board Committee membership which they hold in other Companies. They also inform any change as and when it takes place. Company Secretary places these disclosures before the Board. The category, composition, attendance of each Director at the Board meetings / last Annual General Meeting and number of Directorship / Chairmanship and membership of Board Committees in other Companies is given hereunder:

S.No.	Name	Category	Attendance at Board meetings*	Attendance at last AGM	No. of other Directorships		Membership/ Chairmanship in Board Committees of other Companies	
					Public	Private	Chairman	Member
1.	Mr. R.C. Sharma (Chairman)	Non-Executive Independent	4	Yes	4	-	1	4
2.	Mr. Rajat Lal, Managing Director	Promoter, Executive	4	Yes	1	-	-	-
3.	Mr. Vivek Viswanathan, Joint Managing Director	Promoter, Executive	5	Yes	1	-	-	-
4.	Mr. Rahul Lal, Joint Managing Director	Promoter, Executive	5	Yes	-	-	-	-
5.	Mr. Hemantpat Singhania	Non-Executive, Independent	5	Yes	2	1	3	-
6.	Mr. Onke Aggarwal	Non Executive Independent	5	Yes	-	-	-	-
7.	Smt. Radhika Viswanathan Hoon	Non-Executive	4	Yes	-	-	-	-
8.	Mr. Ajit Hoon	Non-Executive	4	Yes	2	-	-	-
9	Mr. Nereraj Gupta	Non-Executive	4	Yes	5	2	-	-

*During the financial year 2019-20, 5 Board meetings were held on 25.05.2019, 22.07.2019, 23.09.2019, 09.11.2019, 03.02.2020

Brief profile of all the Directors, nature of their expertise in specific functional area etc. are available on the Company's website www.sirshadilal.com

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The composition and structure of the Board is reviewed regularly by the Board, keeping in mind its overall size, the balance between Non-Executive, Independent and Executive Directors, age, experience and other attributes of the Directors, and changes in the Board.

Mr. R.C. Sharma was reappointed as Chairman in the Board Meeting held on 27.06.2020.

BOARD PROCEDURE:

All divisions / departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussions / approval / decisions in the Board and Committee meetings. All such matters are communicated to the Company Secretary in advance by the departments / divisions. The Company Secretary, in consultation with the Chairman, Managing Director and/ or Joint Managing Director, segregates the ones that can be discussed and decided Internally and ones that need to be put up before the Board.

The Board meets at least once in a quarter to review the quarterly performance, operational performance and the financial results of the Company. The Board and the Committee meetings are scheduled well in advance and a calendar for these meetings in a year is circulated at the beginning of the year. The notice and agenda of each meeting along with supporting papers giving comprehensive information on the agenda items is given in writing to each Director in advance. The agenda papers submitted to the Board clearly indicate what decision is required. In special and exceptional circumstances, additional or supplementary item(s) beyond the agenda are presented with the permission of Chairman.

THE KEY FUNCTIONS AND RESPONSIBILITIES OF THE BOARD ARE AS UNDER:

FUNCTIONS:

1. Reviewing and guiding on corporate strategy, major plans of action, risk policy, Annual budgets and business plans, setting performance targets, monitoring implementation, overseeing major capital expenditures, acquisitions and divestments and reviewing financing plans and progress thereon.
2. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
3. Selecting, compensating, monitoring and, when necessary, replacing Key Managerial Personnel and overseeing succession planning.
4. Aligning Key Managerial Personnel and remuneration of Board of Directors with the longer term interests of the listed entity and its shareholders.
5. Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.
6. Monitoring and Managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.

7. Ensuring the integrity of the listed entity's control systems, accounting and financial reporting systems, including the Independent audit and compliance with the law and relevant standards.
8. Overseeing the process of disclosure and communications.
9. Monitoring and reviewing Board of Director's evaluation framework.

RESPONSIBILITIES:

1. Members of the Board of Directors and Key Managerial Personnel disclose to the Board of Directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company.
2. The Board of Directors and Senior management conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information, in order to foster a culture of good decision making.
3. The Board of Directors provide strategic guidance to the listed entity, ensure effective monitoring of the management and is accountable to the listed entity and the shareholders.
4. The Board of Directors set a corporate culture and the values by which Executives throughout the Company shall behave.
5. Members of the Board of Directors act on fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
6. The Board of Directors encourage continuing – training of Directors to ensure that the members of Board of Directors are kept up to date.
7. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
8. The Board of Directors maintains high ethical standards and shall take into account the interests of stakeholders.
9. The Board of Directors exercise objective Independent judgement on corporate affairs.
10. The Board of Directors consider assigning sufficient number of Non-Executive members of the Board of Directors, capable of exercising Independent judgment, to tasks where there is a potential for conflict of interest.
11. The Board of Directors ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the Company to excessive risk.

The Board's Nomination & Remuneration Committee oversees the Company's nomination process for Directors and in that connection it identifies and reviews individuals qualified to serve as a Director on the Board.



The information as specified in Schedule- II ,Corporate Governance Part A of Regulation 17 (7) of SEBI (LODR) Regulation 2015 is regularly made available to the Board. To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board meeting on the overall performance of the Company. In addition to matters statutorily requiring Board's approval, all major decisions involving policy formulation, capital expenditure budgets, new investments, compliance with statutory / regulatory requirements etc., are considered by the Board. The Board has established procedures to periodically review reports on compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance.

The Chairman and/or Managing Director or Joint Managing Director explains the proposal put up before the Board, the background and the expectations of the proposal in the short as well as the long term to contribute to the growth of the Company. If needed, a presentation is made by the concerned Executive and clarifications given. The Board then deliberates all these issues and comes to a decision. The Chairman encourages participation and considers the views of all the Directors.

Company Secretary records the Minutes of the proceedings of each meeting of the Board of Directors and Committees. The Minutes recorded are self-explanatory and decisions arrived at the meeting are properly recorded. Draft Minutes are circulated to all the members of the Board/ Committee for their comments. The Minutes are entered in the Minute Book within 15 days from conclusion of the meeting and are confirmed at the subsequent meeting.

Board decisions are promptly and clearly communicated to the operating management for implementation. An action taken report is submitted to the Board/Committee at the subsequent meetings till the decisions are fully implemented.

The Company Secretary, while preparing the agenda, notes on agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 / 2013 read with the Rules issued there under, any amendment thereof and the secretarial standards recommended by the Institute of Company Secretaries of India.

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

In respect of Directors seeking appointment or re-appointment, the notice for the Annual General Meeting contains all the relevant information, like brief resume of the Directors, nature of their expertise in specific functional areas and name of the Companies in which they hold Directorship and / or membership of any Committee of the Board.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT TEAM :

Code of Conduct for the Directors as well as for the members of the Senior management of the Company was adopted in the Board meeting held on 4th April, 2005 and amended subsequently from time to time. The code is intended to serve as a basis for ethical decision making in conduct of professional work. The Code of Conduct states that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views and be upright in his conduct and observe corporate discipline. The said Code of Conduct has been circulated to all the Directors and members of Senior management and the compliance of the same has been affirmed by them in respect of the financial year 2019-20 and a declaration to that effect signed by the Managing Director is detailed below and forms part of this report. A copy of Code of Conduct has also been put on the Company's website – www.sirshadilal.com

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 17(5) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, all Board members and Senior management personnel have affirmed compliance with Sir Shadi Lal Enterprises Limited, Code of Business Conduct and Ethics for the year ended March 31, 2020.

For and on behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd.,

Rajat Lal
Managing Director
(Din: 00112489)

R.C. Sharma
Chairman
(Din-00023274)

Place: New Delhi
Dated: 11th August , 2020

CONTD.....

**COMMITTEES OF THE BOARD**

The Company has constituted following Board level Committees:

(3) AUDIT COMMITTEE :-**(a) Composition:**

The Board has constituted Audit Committee consisting of following Directors:

S.No.	Name	Category	Designation	Attendance *
1.	Mr. R.C. Sharma	Non-Executive Independent Director	Chairman	3
2.	Mr. Onke Aggarwal	Non-Executive Independent Director	Member	4
3.	Smt. Radhika Viswanathan Hoon	Non- Executive Director	Member	3

All the members of the Audit Committee are financially literate and more than one member possess accounting and related financial management expertise. The concerned officials responsible for the finance function and the head of Internal audit are invitees to the Audit Committee.

The Chairman of the Audit Committee attended the Annual General Meeting held on 23.09.2019 to answer shareholders' queries.

The composition of the Audit Committee meets the requirements of section 177 of the Companies Act, 2013.

*During the year four meetings of Audit Committee were held on 25.05.2019, 22.07.2019, 09.11.2019, and 03.02.2020.

(B) TERMS OF REFERENCE:

The Audit Committee has powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and to secure attendance of outsiders with relevant expertise, if it considers necessary. The terms of reference of the Audit Committee include exercising powers and discharge of functions as stipulated in Regulation 18 of SEBI (LODR) Regulations 2015 read with Section 177 of the Companies Act, 2013.

The primary purpose of the Audit Committee is to monitor and provide effective supervision of the Company's financial reporting processes in order to ensure timely, accurate and proper disclosure and the transparency, integrity and quality of financial reporting. The Audit Committee, besides other activities, reviews the quarterly / Annual financial results, Cost Auditors reports, capital expenditures, Internal Auditor reports which thereafter are sent to the Board with recommendations.

The Audit Committee also reviews management discussion and analysis of financial conditions and results of operations, statement of significant related party transactions, Directors' responsibility statement included in the Board's report in terms of clause (3c) of section 134 of the Companies Act 2013, appointments of Statutory Auditor, Cost Auditor, Chief Financial Officer and Chief Internal Auditor.

The role of Audit Committee is summarized hereunder :

1. Oversight of financial report process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Reviewing with the management, the Annual financial statement and Auditors' reports thereon before submission to the Board for approval with particular reference to :
 - a) Matters being included in the Directors' responsibility statement in the Boards' report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions .
 - g) Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.).
7. Review and monitor the Auditors' Independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.



11. Evaluation of Internal financial controls and risk management systems.
12. Reviewing with the management, the performance of statutory and Internal Auditors, adequacy of the Internal Control Systems.
13. Reviewing the adequacy of Internal audit function.
14. Discussion with Internal Auditors of any significant findings and follow up thereon.
15. Reviewing the findings of any Internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board.
16. Discussion with statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. Look into the reasons for substantial defaults.
18. Review the functioning of the whistle blower mechanism.
19. Approval of appointment of CFO after assessing the qualifications, experience and background etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee also recommends the appointment of Cost Auditor pursuant to the notification no. 774 dated March 27, 2014 of Government of India, Ministry of Corporate Affairs, New Delhi. The Audit Committee also ensures that the cost Auditor is free from any disqualification u/s 148 read with sub section (3) or sub section (4) of section 141 of the Companies Act, 2013. The Audit Committee also obtains a certificate from the cost Auditor certifying its Independence and arms length relationship with the Company.

(4) NOMINATION & REMUNERATION COMMITTEE:

a) COMPOSITION :

The Nomination & Remuneration Committee consisting of the following Non-Executive Independent Directors was constituted / reconstituted by the Board with agreed terms of reference to determine, on their behalf and on behalf of the shareholders, the Company's policy on specific remuneration package for Executive Directors. The Chairman of the nomination Committee is an Independent Director other than Chairman of the Company.

S.No.	Name	Category	Designation	Attendance *
1.	Mr. Hemantpat Singhania	Non-Executive – Independent Director	Chairman	2
2.	Mr. Onke Aggarwal	Non-Executive – Independent Director	Member	2
3.	Mr. R.C. Sharma	Non- Executive – Independent Director	Member	1

*During the year two meetings of Nomination & Remuneration Committee were held on 25.05.2019 and 03.02.2020

B) TERMS OF REFERENCE:

The terms of reference of the Nomination & Remuneration Committee is in accordance with section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 which, inter alia, includes, to formulate the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulate criteria for evaluation of Independent Directors and the Board, Identifying persons who are qualified to become Directors and who may be appointed in Senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

C) REMUNERATION POLICY:

The Committee shall lay down the policy of remuneration to Directors, Key Managerial Personnel and Senior management which involves a balance between fixed and incentive pay, reflecting short term and long term performance objectives appropriate to the working of the company.

NON-EXECUTIVE DIRECTORS

On the recommendation of the Nomination & Remuneration Committee, the remuneration to the Non-Executive Directors is decided and approved by the Board of Directors. The Non-Executive Directors are paid remuneration by way of sitting fees and commission not exceeding the limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

The Non-Executive Directors are entitled to commission @ 1% of the net profit as approved by the shareholders and sitting fees @ Rs.20,000/- w.e.f. 01.08.2014 for each meeting of the Board or any Committee thereof attended by them. All the Non-Executive Directors are entitled for equal commission. Those who have worked for part of the year would be entitled for commission proportionately.

No commission was paid to the Non-Executive Directors during the year because of brought forward losses.

EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Nomination & Remuneration Committee frames and implements on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of Executive Directors. The Nomination & Remuneration Committee also considers, approves and

CONTD.....



recommends to the Board of Directors the designation and increase in salaries for the Executive Directors and Kmps, keeping in view the remuneration package offered by the other Corporate houses of the industry. The policy, inter-alia, provides for the following:

- salary and commission not to exceed limits prescribed under the Companies Act, 2013.
- revision from time to time depending upon the performance of the Company, individual Director's performance and prevailing industry norms.
- no sitting fees.

The remuneration paid to the Executive Directors and Kmps of the Company is approved by the Board of Directors on the recommendations of the Remuneration Committee.

Presently, as the Company does not have any scheme of stock option, the incentive by way of commission on profits is considered for the Directors / Executive Directors in the remuneration package.

D) DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR ENDED MARCH 31, 2020

(I) NON-EXECUTIVE DIRECTORS

During the financial year, there was no pecuniary relationship or transaction between the Company and any of its Non-Executive Directors.

S.No.	Name	Category	Commission (Rs.)	Sitting fee (Rs.)	Total (Rs.)	Service Contract/ Notice period/ Severance fees–	No. of shares held
1.	Mr. Hemantpat Singhania	Non-Executive Independent	–	200000	200000	Not liable to retirement by rotation	–
2.	Mr. R.C. Sharma	Non-Executive Independent	–	160000	160000	Not liable to retirement by rotation	–
3.	Mr. Onke Aggarwal	Non-Executive Independent	–	240000	240000	Not liable to retirement by rotation	20315
4.	Smt. Radhika Viswanathan Hoon	Non-Executive	–	140000	140000	Retirement by rotation	39132
5.	Mr. Ajit Hoon	Non-Executive	–	80000	80000	Retirement by rotation	–
6.	Mr. Neeraj Gupta	Non-Executive	–	80000	80000	Retirement by rotation	–
	Total			900000	900000		

(II) MANAGING AND WHOLE-TIME DIRECTORS

S. No.	Name	Category	Salary (Rs.)	Perquisites* (Rs.)	Commission (Rs)	Total (Rs.)	Service Contract/ Notice period/ Severance fees	Period for Appointment
1.	Mr. Rajat Lal, Managing Director	Executive	1512000	1505682	–	3017682	Contractual**	5 years
2.	Mr. Vivek Viswanathan, Joint Managing Director	Executive	1386000	1311277	–	2697277	Contractual**	5 years
3.	Mr. Rahul Lal, Joint Managing Director	Executive	2626000	2506253	–	5132253	Contractual**	5 years
	Total		5524000	5323212	–	10847212		

* perquisites include house rent allowance, electricity & fuel charges, medical reimbursement, medi-claim and personal accident insurance premium, company's contribution to provident fund and superannuation fund.

** notice period is six calendar months, on either side.

I) KEY MANAGERIAL PERSONNEL OTHER THAN DIRECTORS

S. No.	Name	Category	Salary (Rs.)	Perquisites* (Rs.)	Commission (Rs)	Total (Rs.)	Service Contract
1.	Mr. Gajendra Kumar Sharma*	CFO	515004	–	–	515004	Contractual
2.	Mr. Ajay Kumar Jain	CS	1066340	–	–	1066340	Contractual
	Total		1581344	–	–	1581344	

*Perquisites include Company's contribution to Provident Fund



5. INDEPENDENT DIRECTORS' MEETING :

A meeting of the Independent Directors was held on 03.02.2020 to review the performance of Non Independent Directors / members of the management without the attendance of Non Independent Directors and the Board as a whole, on parameters of active participation, effectiveness and to assess the promptness of flow of information between the management and the Board.

Mr. Onke Agarwal, Chairman of the Independent Director's meeting, placed the proceedings of the meeting before the Board of Directors.

6. EVALUATION AND PERFORMANCE OF INDEPENDENT DIRECTORS :

The performance evaluation of the Independent Directors was done by the Board, except the Directors being evaluated. The criteria adopted for performance evaluation were as follows:

ROLE & ACCOUNTABILITY

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offering constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

OBJECTIVITY

- Attendance and active participation.
- Knowledge of the working of industry, experience and related issues.
- Understanding of risks associated with the business.
- Understanding the nature and Directors' role.
- Commitment to role & fiduciary responsibilities as a Board member.
- Leadership & initiative.
- Application of knowledge for rendering advice to management for resolution of business issues and competition challenges.
- Independent judgment.
- Non-partisan appraisal of issues.
- Compliance, due diligence and financial control.
- Safeguarding the interest of the Company and its minority shareholders.

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) :

As per section 135 of the Companies Act 2013 every Company having net worth of Rs. Five hundred crore or more or turnover of Rs. One thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors out of which at least one Director shall be an Independent Director. The Company has constituted CSR Committee on 08.08.2017.

(A) COMPOSITION :

The Board has constituted CSR Committee consisting of following Directors:

S. No.	Name	Category	Designation	Attendance *
1	Mr. Hemantpat Singhania	Independent Director	Chairman	1
2	Mr. Rajat Lal	Managing Director	Member	1
3	Mr. Vivek Viswanathan	Joint Managing Director	Member	1

The composition of the CSR Committee meets the requirements of section 135 of the Companies Act, 2013. One meeting of CSR Committee was held on 03.02.2020

(b) TERMS OF REFERENCE:

1. Formulating and recommending to the Board of Directors CSR Policy and indicating activities to be undertaken.
2. Recommending the amount of expenditure for CSR activities.
3. Monitoring CSR activities from time to time.

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR):

The CSR Committee has framed CSR Policy and the Board of Directors of the Company has approved the policy in the Board of Directors meeting held on 08.08.2017. The details of CSR policy are as follows;

Sir ShadiLal Enterprises Limited firmly believes and lives the values of Corporate and Social Responsibility and pledges to sustain its effort towards being responsible and accountable for its business at all times. The Policy displays the Company and its employee's commitment to the community we work with and the environment from which we extract resources. We will ensure that our CSR initiatives integrate social and environmental considerations into our businesses apply to all our operations, is incorporated into our governance, management, business strategy, and daily decisions and actions.

Our vision is to actively contribute to the social and economic development of the communities in which it operates. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index.

BASIC PRINCIPLES

- a) Striving towards improving accessibility to education amongst underprivileged communities.
- b) Promoting Education
- c) Work for providing solutions to better and sustained livelihood, infrastructure development, healthcare, sanitation and hygiene and limiting/eradicating prevalent social issues like hunger, poverty and malnutrition in our community.
- d) Taking necessary steps for Ensuring environmental sustainability
- e) Agriculture development and better farmer focus.
- f) Efforts for reducing social and economic inequality including gender in equality.

CONTD.....



- g) Promoting Sports through various events.
- h) Regular monitoring and implementation of this policy, outcomes of the initiatives and publicly report on the progress in a transparent and effective manner.
- i) Continually review of the CSR policy, business practices and governance to encourage evolution.

IMPLEMENTATION PROCESS

The projects identified for focus by the Company will emanate from the core value of ‘support and participation in addressing societal and environmental concerns’. The projects will solidified with the participation of the business units, employees and the community they work with and the prioritization and focus areas emerged as sustained livelihood, improved quality of life, rural development, education and empowerment of marginalized section of the community, especially women and children.

OPERATING MECHANISM

The company shall carry out the CSR activities:

1. Taking up the activities as detailed in its focus area directly; or
2. Through a Registered Trust or a Registered Society or an outfit established by the company or its holding or subsidiary or associate company under Section 8 of the Companies Act, 2013 or otherwise; or
3. Through a trust, society or company which is not established by the company or its holding or subsidiary or associate company, having an established track record of atleast three years in undertaking similar programs or projects;

Provided that the company shall specify the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.

COMPANY’S FOCUS AREAS/ACTIVITIES:

Therefore the causes in alignment with our businesses and values are:

1. Promoting Education
2. Promoting Sports through various events
3. Good Agricultural Practices
4. Model Village/Habitation Development– Co Community Development
5. Skill Development and Women Empowerment
6. Health care: supporting various medical initiatives aiming at reducing mortality rate of children, regular health check-ups for poor’s including children in schools of neighboring regions, promoting preventive health care etc.
7. Contribution to the Prime Minister’s National Relief Fund or any other fund set up by the Central Govt for socio economic development and relief and welfare of the weaker section of the society and women.

8. SHAREHOLDERS’ GRIEVANCE COMMITTEE/ STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors has constituted the following Committees to look after the issues related to Shareholders :

- a. Shareholders /Investors Grievance Committee/ Stakeholders Relationship Committee.
- b. Share Transfer Committee.

The Shareholders / Investors Grievance Committee looks after maintaining cordial – relations with shareholders and other investors and oversees the mechanism for redressing of shareholders and investors complaints like non–receipt of Annual report, non–receipt of declared dividend warrants and non transfer of shares. Share transfers / transmissions are approved by the Share Transfer Committee and are placed at the Board meeting from time to time.

A. COMPOSITION OF SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE/STAKEHOLDERS RELATIONSHIP COMMITTEE:

S. No.	Name	Category	Designation	Attendance *
1	Mr. Hemantpat Singhania	Non–Executive Director	Chairman	1
2	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3	Mr. Rahul Lal	Joint Managing Director	Member	1

* During the year one meeting of Shareholder/Investor Grievances Committee was held on 03.02.2020. There was no investor complaint pending as on 31.03.2020.

Mr.Ajay Kumar Jain, Company Secretary, had been appointed as Secretary / Compliance officer of the Shareholders / Investors Grievance Committee.

B. COMPOSITION OF SHARE TRANSFER COMMITTEE

S. No.	Name	Category	Designation	Attendance *
1	Mr. Rajat Lal	Managing Director	Chairman	1
2	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3	Mr. Rahul Lal	Joint Managing Director	Member	1

*During the year one meeting of Share Transfer Committee was held on 27.01.2020

Mr. Ajay Kumar Jain, Company Secretary, had been appointed as Secretary / Compliance officer of the Share Transfer Committee.

The Company has registered and delivered to the shareholders all the valid applications received for transfer / transmission / remat / split/ consolidation of shares during the year within the stipulated time and there were no shares pending for transfer as on 31.03.2020.

**(9) (A) RISK MANAGEMENT COMMITTEE :**

The Board of Directors has constituted risk management Committee comprising of following Directors /member :

S. No.	Name	Category	Designation	Attendance *
1	Mr. Rajat Lal	Managing Director	Member	1
2	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3	Mr. Rahul Lal	Joint Managing Director	Member	1
4	Mr. Gajendra Kumar Sharma	Chief Financial Officer	Member	1
5	Mr. Ajay Kumar Jain	Company Secretary	Member	1

* During the year, one meeting of Risk Management Committee was held on 03.02.2020.

(B) VIGILANCE COMMITTEE:

The Board of Directors has constituted a Vigilance Committee comprising of following Directors/members :

S. No.	Name	Category	Designation	Attendance *
1	Mr. Rajat Lal	Managing Director	Member	1
2	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3	Mr. Rahul Lal	Joint Managing Director	Member	1
4	Mr. Gajendra Kumar Sharma	Chief Financial Officer	Member	1
5	Mr. Ajay Kumar Jain#	Company Secretary	Vigilance Officer	1

*During the year one meeting of Vigilance Committee was held on 03.02.2020

(10) GENERAL BODY MEETINGS:

Location and time where last three Annual General Meeting s were held is given below:

Sl. No.	Particulars of Annual General Meeting	Date	Location of the Meeting	Time
1.	83rd A.G.M. in respect of the year 2016–2017	26.09.2017	P.H.D. House, Opp. Asian Games Village, New Delhi – 110 016.	11.00 A.M.
2.	84th A.G.M. in respect of the year 2017–2018	24.09.2018	P.H.D. House, Opp. Asian Games Village, New Delhi – 110 016.	11.00 A.M.
3.	85th A.G.M. in respect of the year 2018–19	23.09.2019	P.H.D. House, Opp. Asian Games Village, New Delhi – 110 016.	11.00 A.M.

In the last Annual General Meeting, the following Special Business were passed through Postal Ballot.

1. “RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting to Mr. Rishi Mohan Bansal, Cost Auditors who was 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 31st March, 2020 be and is hereby ratified and approved .”

“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”.

2. “RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby given to re-appoint Mr. Rajat Lal as Managing Director of the Company for a further period of Five years w.e.f. 01.04.2019 to 31.03.2024 on the terms & conditions and remuneration including commission and perquisites as set out hereunder:

CONTD.....



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the remuneration and perquisites including the monetary value thereof as specified in the explanatory statement, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with the provisions under the Companies Act, 2013 or Scheduled appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or in rules or regulations promulgated thereunder.”

3. “RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby given to change in designation of Mr. Rahul Lal as Joint Managing Director of the Company for Rest period of his office up to 30.06.2023 on the terms & conditions and remuneration including commission and perquisites as set out hereunder.”

“RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the revision in the remuneration of Mr. Rahul Lal, Joint Managing Director w.e.f. 26.05.2019 as set out in the explanatory statement for the remaining tenure of his appointment.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the remuneration and perquisites including the monetary value thereof as specified in the explanatory statement, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with the provisions under the Companies Act, 2013 or Scheduled appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or in rules or regulations promulgated thereunder.”

4. “RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Neeraj Gupta (DIN 00317395), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 25.05.2019 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Non Executive Professional Director of the Company liable to retire by rotation .”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. “RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the

Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Company be and is hereby accorded, to reappoint Mr. Onke Aggarwal as Non-Executive Independent Director on the Board of the Company to hold office for a term from 22.09.2019 to 21.09.2024.”

“RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director be and are hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director be and are hereby be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as when required.”

6. “RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Company be and is hereby accorded, to reappoint Mr. R.C. Sharma as Non-Executive Independent Director on the Board of the Company to hold office for a term from 22.09.2019 to 21.09.2024.”

“RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director be and are hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director be and ar hereby be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.

7. “RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Company be and is hereby accorded, to reappoint Mr. Hemantpat Singhania as Non-Executive Independent Director on the Board of the Company to hold office for a term from 22.09.2019 to 21.09.2024.”

“RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director be and are hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director be and are hereby be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

8. RESOLVED that pursuant to section 188 and other applicable provisions of the Companies Act, 2013 if any and regulation 23 of the SEBI (LODR) Regulations 2015, consent of the members of



the Company be & is hereby accorded for related party transactions made by the Company with the Directors and other related party to the Extent as decided by the Board of Directors.”

In the last Annual General Meeting, following resolutions were passed through ballot:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2019, Statement of Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rahul Lal, (DIN: 06575738) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajat Lal, (DIN: 00112489) who retires by rotation and being eligible, offers himself for re-appointment.

(11) OTHER DISCLOSURES:

A) RELATED PARTY TRANSACTIONS

There are no transactions of the company of material nature with promoters, Directors, management, subsidiaries or relatives etc. which would have potential conflict with the interests of the company at large. Attention of members is drawn to the related party transaction with the related party transaction in the main Directors report and note no. 40 in the financial statement.

B) DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

In the preparation of the financial statements, the Company has followed with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. Accounting entries passed on the exercise of the judgment by the management are correct and reasonable.

C) RISK MANAGEMENT

To comply with the requirement of Companies Act 2013 and Regulation 21 of SEBI (LODR) Regulations, 2015, the Board of Directors have approved the Risk Management Policy and constituted a risk management Committee to monitor the implementation thereof. Salient features of the Risk Management Policy are as under :-

- (i) Risk management is an intrinsic part of the strategic management of the Company.
- (ii) Risk management process comprises of – identification of risks, analyzing the same, deciding on the transfer or retention thereof and initiation of actions mitigate the risks.
- (iii) Risks faced by the Company are classified into External and Internal risks.
- (iv) The external risks cover the political environment risks, government policies related risks, technological and product obsolescence risks.
- (v) The Internal risks cover the operating risks, financial risks, human risks, system risk, and credit risk.

RISKS IDENTIFICATION:

The Board of Directors has identified following risks to the Company:

EXTERNAL RISKS OR UNCONTROLLABLE RISKS

- a) Raw Material Risk
- b) Sugar Price Risk
- c) Regulatory Risk
- d) Cyclical Risk

A) RAW MATERIAL RISK

Sugarcane is the principal raw material used for the production of Sugar. Business depends on the availability of Sugarcane and any shortage thereof adversely affects operations. A variety of factors beyond the Company’s control may contribute to a shortage of Sugarcane in any given harvest period. Some of the main factors that could contribute to a shortage of Sugarcane are set forth below:

- i) Cane cultivation area and availability of irrigation facility.
- ii) Availability of higher yielding crop.
- iii) Diversion from cane production to other cash crops.
- iv) Diversion of Sugarcane to other industries like khandsari or gur and to neighboring factories etc.
- v) Adverse weather conditions, crop disease.
- vi) Cane procurement price declared by the state government and / or central government.
- vii) Cane price payment delays to the growers.

RISK MITIGATION

The risk can be mitigated by steps such as government encouragement for promotion of various irrigation schemes (lift irrigation, drip irrigation, improved canal system etc.), cane development schemes, improved infrastructure for road and communication, provision of better quality and higher yielding seeds as well as fertilizers and pesticides, prompt clearance of cane dues of farmers and steps to improve their goodwill by adoption of social development measures. As regard cane procurement price by the state Govt. and / or central Govt., this is a systems risk which cannot be alleviated unless the Sugar cane price has linkage with the Sugar price on the basis of established and recognized formula and the Govt. announces subsidy and relief to the Sugar industry to facilitate timely cane price payment to the growers so that there is no fear among the growers either for cultivation / agitation or for–diversion of the cane from area.

B) SUGAR PRICE RISK

The price of Sugar has a significant impact on Company’s profits. Like other agricultural commodities, Sugar is subject to price fluctuations resulting from availability and price of raw material, weather, natural disasters, domestic and foreign trade policies, shift in supply and demand and other factors beyond the Company’s control. Additionally 15% to 30% of the total global Sugar production is traded on commodity exchanges which are speculative in nature and can adversely affect the global Sugar prices and in turn the price of Sugar in domestic market.

RISK MITIGATION

The Company is unable to mitigate this risk because it does not have control on the market forces and the regulatory prices. However Sugar price can be improved to some extent by producing bolder grain of Sugar. Further, there appears to be a realization by the government that a reasonable level of Sugar price is necessary for survival of both the farmers and the Sugar industry.

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C) REGULATORY RISKS

I) ENVIRONMENTAL RISK

The Industry & Company is subject to environmental regulations which are becoming more and more stringent and the Company may be exposed to liability as a result of handling of hazardous materials. Recently, the Central Pollution Control Board (CPCB) has directed the State Pollution Control Board to ensure zero liquid discharge in Sugar plants and distilleries. It involves installation of advance process technology with multi pressure distillation and integrated evaporator and incineration system in distillery unit. In the Sugar plants, the CPCB has directed to reduce waste water generation to 40 liters per ton of cane crush and installation of cooling tower. CPCB has also revised waste water generation to 200 liters for Sugar unit per ton. The regulations of pollution control have become extremely stringent along with time bound implementation plan and non-compliance includes non renewal of the Annual factory license especially in distillery unit. It involves potential cost for installation of pollution control system in distillery and Sugar plants.

RISK MITIGATION

The only way to mitigate this risk is to follow the instructions of pollution control Board. However, the cost of installation of pollution control system is very high. Making huge investment in such systems raises the cost of production resulting in substantially reduced margin on sales. Moreover borrowings from banks for investing in these equipments is very difficult due to accumulated losses and negative net worth still being faced by the Company due to financial crisis faced by the Sugar industry in recent years. The Company is however continuing to take all measures to comply with the pollution control guidelines of the CPCB in both Sugar plant and distillery. In distillery unit, the Company, while expanding its capacity from 25 klpd to 45 klpd in the year 2016/17, has installed the required equipments to meet the norms of pollution. Now the Company capacity is 70 klpd and it is planning to install Incineration Boiler.

II. GOVERNMENT POLICY RELATED RISKS

The Sugar industry is highly regulated and hence the Company operates in a highly regulated environment. Central and State Government policies and regulations are such as:

- i) State Advised Price (SAP) and Fair Remuneration Price (FRP) for Sugarcane.
- ii) Control on sale of molasses
- iii) High weightage of Sugar in wholesale price index vis-à-vis with other commodities

These affect the agricultural sector and related industries and affect our operations and our profitability. Ethanol business is highly dependent on government policy. Sugarcane price is controlled both by the State and Central Governments.

RISK MITIGATION

This is a systematic risk which cannot be alleviated unless the Sugar cane price has linkage with the Sugar price on the basis of established and recognized formula. The government should declare minimum support price of Sugar as it declares for other crops like wheat paddy etc.

D) CYCLICAL RISK

Being an agro based industry, the production and realization is very

much dependent on the monsoon and other environmental factors which are cyclic in nature. At the same time switchover of the farmers from Sugarcane to some other cash crops for better realization badly affect the industry.

RISK MITIGATION

Although the Company has no control over the monsoon and other environmental factors, the results can be better if proper irrigation arrangements are made for the farmers which can be facilitated through state Govt. agencies.

2. CONTROLLABLE RISKS:

THESE RISKS INCLUDE:

1. Productivity risks
2. Drawal rate risks
3. Management bandwidth risks

Apart from the external reasons, there are risks associated with operational limitations i.e. old plant & machinery and no cogeneration facility, low capacity of distillery, low recovery in comparison to the central and eastern region Sugar mills and higher conversion cost due to higher wage bill and higher maintenance cost.

RISK MITIGATION

1. Selection of appropriate machinery and maintenance of the same is critical for continuous operations during the crushing season. The Company has consistently operated at an optimum capacity of around 90% to 95% in most of the years.
2. For mitigating the poor drawal risk, Company is focusing on stable crushing rate and improving cane price payments. However it is getting constrained in its all out efforts due to accumulated losses and negative net worth.
3. With its respected track record in the industry and professional work practices, the Company is able to hire and retain appropriate talent.
4. The key recommendations of the Rangrajan Committee on Sugar decontrol have garnered positive responses and are in line with industry expectations. The government has already implanted a number of steps barring the cane pricing policy. The linkage of the Sugarcane price with Sugar realization will bring in structural changes in the industry.
5. The Company is working as various options for taking up small projects in Sugar unit, for improvement of Sugar quality, saving in steam & bagasse consumption, Sugar cane development and improvement in processes efficiency, which can be taken up in phases over a period for 2 to 3 years. The Company has already expanded the capacity of its distillery unit from 45KL per day to 70KL per day and also planning to increase to 100 KLPD.

3. FINANCE RISK:

The industry is highly dependent on timely availability of working capital as well as long term finance at competitive rate of interest for day to day operation, timely cane payment, cane development as well as modernization, technology development, expansion of Sugar, cogeneration and distillery and installation of pollution control systems.

Further there is also physical risk associated with the assets of the Company due to loss by fire, riot, strikes, malicious damages, thunderstorm, flood, theft, burglary, earthquake etc.



RISK MITIGATION

The lenders have generally been reluctant to take additional financial exposure in the Company mainly due to its low rating and due to negative net worth. The Company has been working on improving its operational and financial performance. The brickworks credit rating agency has increased the credit rating of the Company to B+.

The Company has taken appropriate insurance policies for all its assets and against all standard risks except earthquakes.

4. HUMAN RESOURCES RISK

The Company's plants are located in Semi-rural area. This creates a challenge firstly in recruiting high level professional skills and secondly in retaining them.

RISK MITIGATION

Company has developed appropriate human resources policies to attract skills and to retain them. Continuous learning represents the cornerstone of the Company's human resource policy. The Company has adopted a progressive human resource policy to meet the aspirations of employees. It organizes training programmes and motivates its employees to attain greater efficiency and competence leading to effective retention. Value-centric management helps enhance loyalty. The Company provides various compensation packages and performance-based incentives. The Company is committed to provide equal employment opportunities and working conditions for attracting and retaining best available talent ensuring cosmopolitan workforce and does not make any discrimination on any basis.

5. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's Internal Control System is aimed at proper utilization and safeguarding of the Company's resources and promoting operational efficiency. The Internal audit function, which is an important tool of Internal control process, is managed Internally by an in house Internal audit department. The Internal audit process reviews the in-system checks, covering significant operational areas regularly. The Company's Audit Committee is responsible for reviewing the audit report submitted by the Internal Auditor department. Suggestions for improvements are considered and the Audit Committee follows up on the implementation of corrective actions. The Audit Committee also invites the statutory and Internal Auditors for regular meetings to ascertain their views on the adequacy of Internal Control Systems. The Audit Committee keeps the Board of Directors informed of its observations from time to time.

THE PRIME RESPONSIBILITIES OF THE INTERNAL AUDIT DEPARTMENT ARE :

1. Coordination with various departments for planning and executing audit work, discussion of draft audit reports with the auditee, obtain their comments on each observation, placing the audit report to the Audit Committee and following up on the implementation of decisions taken by the Committee.
2. Presenting a detailed audit programme for next year to the Audit Committee for approval at the beginning of the year.
3. Conducting regular audits as per the scope and timeline approved by the Audit Committee.

4. Carrying on special investigations as per the request of management and submission of the report to the management and the Audit Committee.

D) WHISTLE BLOWER POLICY / VIGIL MECHANISM

A Vigilance Committee has been constituted by the Board of Directors as per statutory provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, of the of the Listing Agreement i.e. every listed company or such class or classes of Companies, as may be prescribed, to establish a vigil mechanism and formulate a whistle blower policy for Directors and employees to report genuine concerns in such manner as may be prescribed, to report concerns about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or ethics policy which is applicable from 1st October, 2014.

The vigil mechanism under sub-section (9) of Section 177 of the Companies Act, 2013, shall provide adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases, provided that the details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report.

4) THERE HAVE BEEN NO INSTANCES OF NON-COMPLIANCE, 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.

E. LISTING AGREEMENT/(LODR) COMPLIANCE :

The Company has fully complied with all the mandatory requirement of SEBI(LODR) Regulations 2015 of the Stock Exchange. The Company has submitted the quarterly compliance status report to the BSE Limited within the prescribed time limit.

F. Adoption of non-mandatory requirements of Regulation 15 of SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time. The Company has adopted non-mandatory requirement of Regulation 15 of SEBI (LODR) Regulations, 2015 viz. (i) Remuneration Committee of the Board which has been constituted to recommend / review the remuneration package for the Executive Directors (ii) Nomination Committee to consider proposals for searching, evaluating and recommending appropriate and Independent Directors and Non-Executive Directors to the Board, based on an objective and transparent set of guidelines.

B. SUBSIDIARIES :

The Company does not have any subsidiary.

(12) MEANS OF COMMUNICATION:

Newspaper publications: The Company's Quarterly Financial results are normally published in the "Financial Express in English and "Jansatta" in Hindi, News papers. The abstract of Quarterly/ Half yearly/Annual financial results of the Company are regularly submitted to the BSE Limited, where the shares of the Company are listed.

Website: The Company's financial results are also displayed on the Company's website – www.sirshadilal.com. As per the requirements of under Regulation 29(1)(a) of the SEBI (LODR) Regulation,

CONTD.....



2015, all the data related to Quarterly financial results, Shareholding pattern etc. is posted on LISTING BSE and also on the Company's website. The website also provides the basic information about the Company e.g. details of its business, financial information, compliance with Corporate Governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances.

The information provided on the website is being updated regularly. In pursuance of circular bearing no.17/2012 dated 21.04.2012 and 18/2012 dated 29.04.2012 issued by the Ministry, various notices/documents (including notice calling Annual General Meeting, Audited financial statements, Directors' report, Auditors' report, etc., are being sent to the shareholders through electronic mode to the registered e-mail addresses of the shareholders.

(13) MANAGEMENT DISCUSSION & ANALYSIS AN OVERVIEW

Company's operations are broadly divided into two business segments i.e. "Sugar" and "Alcohol." The by-product molasses is used in the distilleries for manufacture of alcohol & ethanol. The segment-wise performance has already been reported vide note no. 3.12 of notes attached to the Annual accounts under report.

Segment-wise detailed management discussion and analysis is stated below:

SEGMENT SUGAR (UNIT – UPPER DOAB SUGAR MILLS)

In the crushing season 2019–20, Sugar unit started crushing on 05.11.2019 and closed on 13.06.2020. The factory crushed 120.14 lac/ quintals of cane at an average recovery of 10.96% producing 13.16 lac / quintals of Sugar in 222 days of working.

The last crushing season 2018–19 was started on 10.11.2018 and closed on 01.06.2019. The Sugar unit crushed 108.23 lac / quintals of cane at an average recovery of 10.95% producing 11.85 lac / quintals of Sugar in 204 days of working.

The average cost of cane for the financial year 2019–20 was Rs.334.61 per quintal as against Rs. 332.62 per quintal for the financial year 2018–19. The average Sugar realization during the financial year 2019–20 was Rs. 3222.33 per quintal as against Rs. 2986.84 per quintal during the financial year 2018–19.

SEGMENT ALCOHOL (UNIT SHAMLI DISTILLERY & CHEMICAL WORKS)

During the financial year 2019–20, the distillery produced 172.57 lac/ BL of Rectified Spirit (RS) (last year 108.14 lac / BL). The distillery worked at its full capacity during 2019–20.

During the year 2019–20, fermentation efficiency was 89.08% (last year 89.05), distillation efficiency was 98.56% (last year 98.54 %).

During the year 2019–20, the recovery from molasses was 21.54 AL/ quintal (last year 21.13 AL/ quintal).

During the year 2019–20 Distillery unit earned profit of Rs. 2596.40 lacs. (last year profit Rs. 2181.08 lacs).

SUGAR PRODUCTION AND CONSUMPTION:

OPPORTUNITIES AND THREATS SUGAR PRICE :

Due to excess production of Sugar in crushing season 2019–20, the Sugar prices have continued downward trend from October, 2017

onwards. The average ex-works realization of Company's Sugar for the season 2020–21 till June 2020 was Rs. 3153.17 (last season Rs. 3165.83) per quintal. The price of Sugar is currently ruling around Rs. 3250/- per quintal. Due to huge production in the Current Season the Sugar price come down upto the level of Rs. 3200/- per qtl. and due to mismatch in demand and supply, the Sugar prices are on very low level.

CANE PRICE:

In the election year, the farmers who keep afloat of attractive Sugar cane price rise have suffered a shock. The state government has not made any increase in Sugarcane price. The Sugarcane price is kept constant for the crushing season 2019–20. This year, like crushing season 2018–19.

CANE PRICE ARREARS:

Cane dues to be paid by sugar mills to farmers have reached Rs 17,134 crore so far in the 2019-20 season that will end in September, according to the Union food ministry. The arrears been calculated on the basis of fair and remunerative price fixed by the central government. Under the Sugarcane (Control) Order, 1966, sugar mills are required to make cane price payment to farmers within 14 days.

According to the latest data maintained by the Union food ministry, mills have paid Rs 47,127 crore cane price dues out of the total payable of Rs 64,261 crore as on May 28 of the 2019-20 season. "And, the total cane arrear is Rs 17,134 crore so far". The cane price arrears of the 2018-19 season (October-September) was Rs 18,140 crore.

Depressed sugar prices due to surplus sugar production in seasons 2017-18 and 2018-19 adversely affected the liquidity of mills resulting in accumulation of cane price arrears of the farmers. Food Secretary Sudhanshu Pandey said the government has taken several measures to ensure that mills make cane price payment to farmers. Soft loans of about Rs 18,600 crore are being extended through banks to meet expenses on export of 60 lakh tonnes of sugar and likely expenditure of that is about Rs 6,268 crore. Of the mandatory export quota of 60 lakh tonnes in the current years, about 36 lakh tonnes have been dispatched. Mills are trying to export 24 lakh tonnes in the coming months.

OUTLOOK AND CHALLENGES BEFORE THE SUGAR INDUSTRY :

The Indian sugar industry, a significant player in the national economy, has faced many challenges in the course of its journey. The threat posed by the growing pandemic novel corona virus (COVID-19), has been the most recent one and it is impacting sugar industry not only in India, but all over the world. The entire value chain of the Indian sugar industry, viz., sugarcane, sugar, molasses, ethanol and their subsequent marketing and export, has been adversely affected from the spillover impacts.

According to ISMA the sugar mills across the country have produced 268.21 lakh tones of sugar between October 1, 2019 and May 31, 2020. This is 59.32 lakh tones less than 327.53 lakh tones produced at the same time last year. However the gur and khandsari manufacturers shut their operations in UP very early because of the lock down because of which a substantial quantity of sugarcane got diverted to the sugar mills therein. That has resulted in extra sugarcane crushing by the mills in U.P and additional around 5–6 lac tons of sugar



production is expected in the current season mainly from U.P. and from a special season in Tamil Nadu and Karnataka, above the previous estimation of 265 lakh tons made by ISMA.

Therefore the current year's sugar production is expected to be around 270 lakh tons. This will be around 60 lakh tons of less production as compared to last year.

U.P.Sugar mills have produced 125.46 tons of sugar as on 31st May, 2020 which is 7.65 lakh tons higher than the production of 117.81 lakh tons produced by them last year on the corresponding date. Out of 119 mills which operated this year, 105 mills have ended their crushing and only 14 mills continued their operations.

In Maharashtra crushing season has concluded and the mills of the State have produced 60.98 lakh tons of sugar, which is about 46.2 lakh tons less as compared to 107.20 lakh tons produced in 2018-19 Sugar season.

All the operating sugar mills in Karnataka have closed their crushing operations by 30th April, 2020 and have produced 33.82 lac tons of sugar. However, few mills were operating in the special season commencing July, 2020. Last year sugar mills of Karnataka had produced 43.5 lac tons on the corresponding date.

Tamil Nadu produced 5.78 lac tons of sugar till 31st May, 2020 compared to 7.22 lac tons produced on the corresponding date last year.

The remaining states of Gujrat, Andhra Pradesh, Telangana, Bihar, Uttarakhand, Punjab, Haryana and Madhya Pradesh, Chattisgarh, Rajasthan and Odisha have collectively produced 42.17 lac tons till 31st May, 2020.

Sugar mills in North India sold sugar as per their monthly quotas given for May, but the sugar mills in West and South India have a small quantity of unsold quota of May. The Government has extended the sale time of May quota and has released 18.5 lakh tons of monthly quota for June, 2020.

With the rules under lockdown getting relaxed, demand for sugar has started picking up from beginning of May, 2020. Now that the country is entering the unlocking phase and restaurants and malls allowed to open, it is expected that demand of sugar will further go up. With demand picking up and an expected increase in demand to refill the pipeline, which will come sooner or later, the sugar sales in 2019-20 sugar season may be around 5 Lakh tons less than last year. Accordingly, the closing balance at the end of current season, earlier estimated to be about 95-100 lakh tons may be higher at around 115 lakh tons.

The domestic sugar industry could supply adequate quantities of ethanol or extra neutral alcohol (ENA) according to the requirement for use in the manufacture of hand sanitizers. Nearly 50 sugar Mills in India have created sanitizer capacities totaling 100,000 Ltrs per day. This new segment of production of hand sanitizers has been successfully launched by most of the sugar companies.

ALCOHOL & ETHANOL BLENDING

Sugar mills and oil marketing companies (OMCs) have contracted supply of 170 crore litres of ethanol for blending with petrol in the current supply year (Dec-Nov) 2019-20.

Against this, 92.5 crore litres of ethanol have already been supplied to the OMCs between Dec 1, 2019 and June 22, 2020, achieving an average all India blending of 5.09% with petrol till then. This is almost as per contracts signed for the supplies.

With this expected increase in ethanol production, the government is targeting an ethanol supply target of 300-350 crore litres, enough to achieve 7.5-8 per cent ethanol blend levels with petrol in the coming ethanol season, which commences from December 2020 and runs till November 2021.

The blending levels achieved in some States, including Uttar Pradesh, Haryana, Punjab, Uttarakhand, Bihar and Karnataka, are much higher and ranged between 8.5 per cent and 9.8 per cent. Significantly, many sugar mills will produce 8 lakh tonnes less sugar this year as they diverted B-heavy molasses and cane juice away from sugar production. While ethanol produced from B-heavy molasses and cane juice accounted for 58 crore litres in the total supply so far, another 23 crore litres are expected to come from them during the remainder of the current season, which ends on November 30, 2020.

As per Isma, the diversion will not only reduce surplus sugar availability in the country, but also reduce the carrying costs to that extent for the sugar mills. It has and will also give better returns to mills because ethanol prices fixed by the government are more remunerative than sugar currently, as also give them better cash flows because of immediate sale of the ethanol as compared to delays in sale of the sugar, which could have been stuck in godowns of mills for more than 10-12 months.

It said that despite the fall in petrol consumption/sales during the lockdown period, supplies of ethanol were not too badly affected, and sugar mills have been able to supply as per the contracts during the lockdown too.

14) GENERAL SHAREHOLDERS INFORMATION:

a) Annual General Meeting :

Date, time and venue of next Annual General Meeting : 28th September, 2020 at 11.00 a.m. (through Video Conference / other Audio Visual means)

b) Financial Calendar (2020-2021):

Financial reporting for the quarter ending 30th June, 2020 : upto 15th September, 2020

Financial reporting for the quarter ending 30th September, 2020 : upto 14th November, 2020

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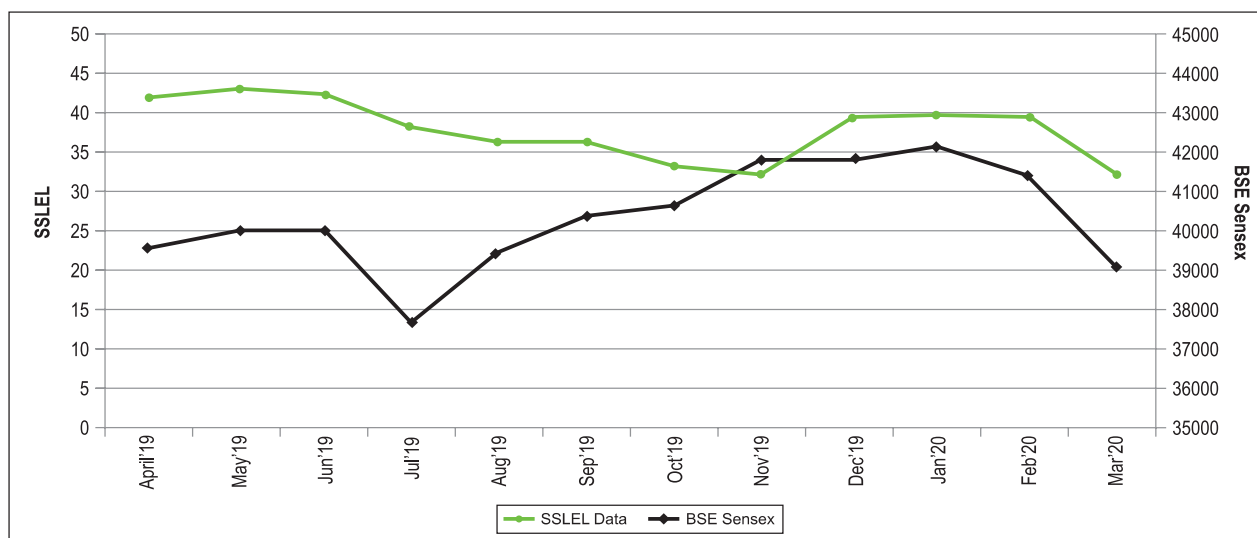
- Financial reporting for the quarter ending 31st December, 2020 : upto 14th February, 2021
- Financial reporting for the quarter ending 31st March, 2021 : 30th May , 2021
- c) Date of Books closure** : 16th September, 2020 to 28th September, 2020 (both days inclusive)
- d) Dividend payment date** : NIL
- e) Listing on Stock Exchange** : BSE Ltd.
25th Floor, P.J. Tower, Dalal Street,
Mumbai – 400 001.
: The Company has paid the listing fee to BSE Ltd. for the financial year 2020–21.
- f) Stock Code** : 532879 of BSE Ltd.
- g) Corporate Identity Number (CIN)** : Our Corporate Identity No. is L51909DL1933PLC009509, allotted by the Ministry of Company Affairs, Government of India and our Company Registration No. is 9509.

MARKET PRICE DATA:

The Market Price Data and Volume from 1st April, 2019 to 31st March, 2020 on the BSE Ltd, Mumbai is given below:

Month	High (Rs.)	Low (Rs.)	No. of Shares Traded
April, 2019	42.00	34.85	18908
May, 2019	43.85	32.10	13254
June, 2019	43.00	32.00	15339
July, 2019	37.35	30.95	5877
August, 2019	33.45	25.90	4184
September, 2019	36.35	28.50	3932
October, 2019	33.00	23.50	4319
November, 2019	31.95	24.65	5679
December, 2019	32.90	27.10	13521
January, 2020	39.50	32.50	17690
February, 2020	38.55	29.00	7770
March, 2020	31.95	24.75	64133

- i) BSE Sensex, Crisil Index etc** : Performance of share price of the Company in comparison to BSE Sensex during the period 01–04–2019 to 31–03–2020 is given below:





- j) **Registrar & Transfer Agent** : M/s Alankit Assignment Ltd., Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110 055 have been acting as the Registrar and Share Transfer Agent for shares of the company.
- k) **Share Transfer System** : The transfer of shares in physical form is processed by the Secretarial Department of the Company on the basis of data forwarded by the Share Transfer Agent, M/s Alankit Assignment Ltd. within the prescribed time. The Share Transfer Committee/Board of Directors approves transfer of shares in physical form, transmission of shares, transposition of name, consolidation/split of share Certificates, remat of shares and issue of duplicate share certificates in lieu of the lost/misplaced share certificates. The Share Transfer Committee of the Board of Directors meet as and when required to consider and approve the share transfer/transmission applications.
- In case of shares in Electronic form the transfers are processed through Share Transfer Agent by NSDL/CDSL through respective Depository participants and the details on a regular basis are placed before the Share Transfer Committee of the Board of Directors/ Board of Directors.

L) DISTRIBUTION OF SHAREHOLDING AND SHAREHOLDING PATTERN AS ON 31.03.2020

(I) PAN CONSOLIDATED DISTRIBUTION OF SHAREHOLDING:

Category	Total				Physical		Demat		Both
	Cases	%	Shares	%	Cases	Share	Cases	Share	Total
1-500	2172	81.65	176473	3.36	513	49565	1721	126908	62
501-1000	188	7.07	137048	2.61	54	34862	134	102186	0
1001-2000	122	4.59	181752	3.46	21	26744	102	155008	1
2001-3000	39	1.47	98375	1.87	6	14834	33	83541	0
3001-4000	26	0.98	91096	1.74	2	7339	24	83757	0
4001-5000	25	0.94	113306	2.16	2	8401	23	104905	0
5001-10000	36	1.35	253916	4.84	4	32008	32	221908	0
10001 and above	52	1.95	4198034	79.96	7	100734	45	4097300	0
Total	2660	100.00	5250000	100.00	609	274487	2114	4975513	63

SHAREHOLDING PATTERN:

	Physical Form		Demat Form		Total	
	No. of Shares	(%age)	No. of Shares	(%age)	No. of Shares	(%age)
A. Promoters' Holding						
1. Indian Promoters	–	–	2882044	54.896	2882044	54.896
2. Foreign Promoters	–	–	–	–	–	–
Total (A)	–	–	2882044	54.896	2882044	54.896
B. Non-Promoters Holding						
(i) Institutional Investors						
1. Mutual Funds and UTI	–	–	–	–	–	–
2. Banks, Financial Institutions, Insurance Companies, (Central/State Government Institutions, Non-Government Institutions)	–	–	340228	6.480	340228	6.480
3. FIIs	–	–	–	–	–	–
Sub-total (B-i)	–	–	340228	6.480	340228	6.480
(ii) Non-Institutional						
1. Private Corporate Bodies	18676	0.356	221886	4.226	240562	4.582
2. Indian Public	1016065	19.354	766647	14.603	1782712	33.957
3. NRIs	2277	0.043	2177	0.041	4454	0.085
Sub total (B-ii)	1037018	19.753	990710	18.870	2027728	38.624
Total (B)	1037018	19.753	1330938	25.351	2367956	45.104
Grand Total (A+B)	1037018	19.753	4212982	80.247	5250000	100.000

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**(M) DEMATERIALIZATION**

The Shares of the Company can be held in dematerialized mode with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN No. of the Company is INE 117 H 01019. As on 31.3.2020, 94.77% of the Equity Shares of the company were in dematerialized form and the balance 5.23% shares in physical form.

STATUS OF DEMATERIALIZATION AS ON MARCH 31, 2020

Particulars	No. of Shares	% of Total Capital	No. of Accounts
National Securities Depository Limited	3676473	70.03	1998
Central Depository Services (India) Limited	1299040	24.74	1376
TOTAL DEMATERIALIZED	4975513	94.77	3374
PHYSICAL	274487	5.23	4780
GRAND TOTAL	5250000	100.00	8154

n) Outstanding GDRs/ADRs/ warrants or any convertible Instruments, Conversion Dates and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

EQUITY SHARES IN THE SUSPENSE ACCOUNT

In terms of Clause 5A(I) of the Listing Agreement, the Company reports the following details in respect of equity shares lying in the suspense account which were issued to the shareholders of the Company:

	Number of shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2019	141	27524
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from the suspense account during the year	0	0
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2020	141	27524

No share was transferred from the suspense account to the shareholders' accounts, during the year.

The voting rights on the shares outstanding in the suspense account as on March 31, 2020 shall remain frozen till the rightful owner of such shares claims the shares.

- p) Plant Location
- | | |
|--|--|
| i) Upper Doab Sugar Mills,
SHAMLI – 247 776 (U.P.) | Ph .No.: 01398–250064
Fax No. : 01398–250032 |
| ii) Shamli Distillery & Chemical Works,
SHAMLI – 247 776 (U.P.) | Ph. No. : 01398–250100
Fax No. : 01398–250097 |

Address for Correspondence	Registered Office	Share Transfer Agent
	4–A, Hansalaya 15, Barakhamba Road New Delhi–110 001 Telephones: 011–23316409 011–23310414 Fax: 011–23722193	M/s. Alankit Assignments Ltd., Alankit House' 4E/2, Jhandewalan Extn. New Delhi–110 055 Telephones: 011–23541234 011–42541234 Fax: 011–42540064

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

- r) Secretarial Auditor : As a measure of good Corporate Governance practice, the Board of Directors of the Company appointed M/s Rahul Saini & Co., Company Secretaries, to conduct the Secretarial Audit for the financial year ended March 31, 2020.
- s) Secretarial Audit for reconciliation of capital : As stipulated by SEBI, a Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services



(India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the shares of the Company are listed.

The said Audit Reports confirm that the total issue / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(15) Compliance officer

: Mr. Ajay Kumar Jain is the Compliance officer for complying with the requirement of SEBI (LODR) Regulations 2015 with the BSE Limited.

(16) Compliance Certificate of the Auditors

: The Secretarial Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in (LODR) Regulations, 2015 and the same is annexed to the Directors' Report on Corporate Governance.

The certificate from the Secretarial Auditors will be sent to the listed Stock Exchanges along with Annual Report of the Company.

(17) CEO/CFO Certification

: Pursuant to SEBI (LODR) Regulations, 2015, the CEO/CFO have submitted the desired certificate to the Board of Directors & the same has been taken on record by the Board of Directors in their meeting held on 11.08.2020

For and on Behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd

Rajat Lal
Managing Director
DIN-(00112489)

R.C.Sharma
Chairman
DIN (00023274)

Place : New Delhi
Dated: 11th August 2020



CEO / CFO CERTIFICATION

The Board of Directors
Sir ShadiLal Enterprises Limited
New Delhi 110 001

Reg.: **Financial Statements for the year ended 31st March, 2020–Certification by Managing Director/CEO and Chief Financial Officer**

We, Rajat Lal, Managing Director/CEO and Gajendra Kumar Sharma, CFO of Sir Shadi Lal Enterprises Limited, do hereby certify that to the best of our knowledge and belief :

- A) We have reviewed the Balance Sheet as at 31st March, 2020, Statement of Profit & Loss for the year ended on that date along with its Notes, Notes to Accounts and the Cash Flow Statement for the year and that to the best of our knowledge and information, confirm that:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We accept responsibility for establishing and maintaining Internal Control Systems for financial reporting and that we have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit Committee of the Company, the following :
- i) Significant changes in Internal control over financial reporting during the year
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements
 - iii) Instances of significant fraud , of which we have become aware, and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

Place : New Delhi
Dated: 11th August 2020

Gajendra Kumar Sharma
Chief Financial Officer

Rajat Lal
Managing Director/CEO

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,
The Members of Sir ShadiLal Enterprises Limited
4–A, Hansalaya, 15, Barakhamba Road, New Delhi 110 001

We have examined the compliance of the conditions of Corporate Governance by Sir Shadi Lal Enterprises Limited (“the Company”) for the year ended 31st March 2020 regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the 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 the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement/Listing Regulations, as applicable.

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

For Rahul Saini & Co.
Company Secretaries

RAHUL SAINI
Proprietor
FCS 16716 C.P. No.7009

Place: New Delhi
Date: 11th August 2020

DECLARATION BY THE CHIEF EXECUTIVE OFFICER / MANAGING DIRECTOR

[Regulation 34(3) read with schedule V (Part D) of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015]

I, Rajat Lal, Managing Director and CEO of Sir Shadi Lal Enterprises Limited hereby declare that all the members of Board of Directors and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company.

Place: New Delhi
Date: 11th August 2020

Rajat Lal
Managing Director and CEO

**INDEPENDENT AUDITOR'S REPORT**

To
The Members of
Sir Shadi Lal Enterprises Limited

Report on the Standalone Ind AS Financial Statements**OPINION**

We have audited the accompanying standalone financial statements of **Sir Shadi Lal Enterprises Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the 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 (here in after referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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, 2020, and the profit, and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

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 informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our audit report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	The Net Worth of the company has been eroded on account of operational losses, incurred by the company up to the F.Y. 2014-15, which was basically on account of low recovery of Sugar from Sugarcane. Whereas on account of improvement in the Sugar manufacturing unit, during the season 2015-16, the recovery has substantially improved with the result that the Company has earned profit during the year 2016-17. The Company has also reported profit during the current year ending on 31.03.2020 Rs. 384.91 lakhs as compare to loss Rs. 3488.82 lakhs during the previous year ending on 31.03.2019. The Company is continuously striving for improvement in the operational efficiencies in other parameters. As such the Company will remain as a going concern and is likely to pay it's liabilities including Cane dues from expected generation of Cash Flow. However the accumulated losses of the Company as at 31.03.2020 were Rs 10060.37 Lakhs as against the paid up capital of Rs 525.00 Lakhs.	Attention is invited to note no.44 of the Financial Statements, wherein it is explained that the Company has significant accumulated losses which have resulted in erosion of the net worth of the Company as on 31st March, 2020. The reasons for improvement explained by the Company in the said note no.44 that it will continue as a going concern and it will likely to pay its liabilities from expected generation of Cash Flow are in our opinion uncertain. We are unable to comment upon the said uncertainties.

OTHER MATTER

1. The Company has not maintained accounts on "Accrual Basis" to the extent:
 - i) of Rs. 8071.85 Lacs in respect of interest on late payment of Cane price, which have not been provided as Stated by the Company in Note No. 35 of the aforesaid Standalone Financial Statements.



- ii) of liability (which is not determined by the Company) towards bonus relating to Financial Year 2014-15 in accordance with revised Bonus Notification dated 1st January 2016, as stated by the Company in Note No.36 of the aforesaid Financial Statements.
2. As Stated in Note No.37 to the Standalone Financial Statements, the managements has decided, not to make any further provision this year for Deferred Tax Assets. The management in view of accumulated losses and in absence of virtual certainty about future profitability, has decided not to account for the effect of Deferred Taxation for this year, and continuing to carry forward the Deferred Tax Assets Rs. 6881.11 lakhs already accounted for in earlier years.

OTHER INFORMATION

The Company's Board of Directors is responsible for the other information. This Comprises the information included in the Director's report, but does not include the Financial Statements and our Auditor's Report thereon.

Our opinion on the Financial Statements does not cover the other information 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 other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated if based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Standalone 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 accounting policies; adequate Internal Financial Controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using

the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of Standalone Financial Statement

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of Internal control.
- Obtain an understanding of internal 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

CONTD.....



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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by 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, we give in the "Annexure A" a Statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, (including other comprehensive income), 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 Indian Accounting Standards specified under Section 133 of the Act,

- e) On the basis of the written representations received from the Directors as on 31st March, 2020, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2020 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control 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 the requirements of section 197(16) as amended.

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and 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 (Refer Note No. 35 of the Standalone financial statements);
 - ii) The Company did not have any long term contracts including derivative contracts for which there were any foreseeable losses; and
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M. SHARAN GUPTA & CO.
Chartered Accountants
(Firm Regn. No. 06340N)

M. S. GUPTA
Proprietor
(Membership No. 084721)

Place : New Delhi
Dated : 27th June, 2020



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Annexure “A” to The Independent Auditor’s Report of even date of the Standalone Ind AS Financial Statements of Sir Shadi Lal Enterprises Limited for the year ended on 31st March, 2020.

(Referred to in paragraph 1 of the Independent Auditors’ Report of even date under the heading “Report on Other Legal and Regulatory Requirements” to the members of Sir Shadi Lal Enterprises Limited on the standalone Ind AS Financial Statements as of and for the year ended March 31, 2020.)

i. 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 on the basis of available information.
- b) The Company’s programme of physical verification of all its fixed assets once in three years, is in our opinion, reasonable having regard to the size of the Company and the nature of its fixed assets. Pursuant to such programme, a physical verification of fixed assets was carried out during the year and the discrepancies noticed between the book record and physical inventory have been properly accounted for in the books of account
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are stated to be held in the name of the Company. The original Title Deeds were not produced to us for our verification and we were told that same are deposited as security with State Bank of India and District Co-Operative Bank.

ii. a) During the year, the inventories have been physically verified by the management except certain items of Shamli Distillery and material sent for job work and lying with third party. In our opinion, the frequency of verification is reasonable.

- b) The discrepancies noticed on physical verification between the physical stocks and the book records were not material, however, the discrepancies noticed have been properly accounted for in the books of account.

iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans, investments, guarantees, and securities.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year, therefore, the provisions of clause (v) of paragraph 3 of the Order, is not applicable to the Company.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 prescribed by the Central Government under Section 148 (1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. a) According to the information & explanations given to us and on the basis of our examination of the records of the Company, there is no undisputed amounts payable in respect of provident fund, employees’ State insurance, income-tax, value added tax, wealth-tax, Goods and service-tax, customs duty, excise duty, cess and other material statutory dues were

outstanding, at the year end, for a period of more than six months from the date of becoming payable.

b) According to the records of the Company and the information and explanations given to us, there are no amounts in respect of income-tax, value added tax, sales tax, wealth-tax, Goods and service-tax, customs duty, excise duty and cess, which have not been deposited with the appropriate authorities on account of any dispute, other than mentioned in ‘Annexure-1’ to this report.

c) Except Goods & Service Tax, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee’s State Insurance, Income Tax, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks or Government during the year. The Company has no outstanding dues in respect of financial institutions or debenture holders.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. 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 to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial Statements as required by the applicable Accounting Standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For M. SHARAN GUPTA & CO.
Chartered Accountants
(Firm Regn. No. 06340N)

M. S. GUPTA

Proprietor

(Membership No. 084721)

Place : New Delhi
Dated : 27th June, 2020



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of SIR SHADI LAL ENTERPRISES LIMITED ("the Company") as of March 31, 2020 in conjunction with our audit of the Standalone Ind AS 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 judgment, 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 management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M. SHARAN GUPTA & CO.
Chartered Accountants
(Firm Regn. No. 06340N)

M. S. GUPTA
Proprietor
(Membership No. 084721)

Place : New Delhi
Dated : 27th June, 2020



(Annexure-1 as referred to in Para vii (b) of Annexure 'B' to the Auditors' Report of even date to the members of Sir Shadi Lal Enterprises Limited on the accounts for the year ended 31st March, 2020).

Following are the particulars of disputed dues (provided/considered contingent liability, as appropriate) as on 31.03.2020 on account of Income-Tax, Sales-Tax, and Excise matters that have not been deposited on account of dispute:-

Name of the Statute	Nature of Dues	Amount (Rs. in Lakhs)	Period to which the Amounts relates	Forum where dispute is pending
Sales Tax Act	Entry Tax	3.38	2012-2013	Addl. Commissioner Appeal, Muzaffarnagar
Central Excise Act	Duty/Penalty	0.68	2005-2006	Commissioner Appeal, Muzaffarnagar
U.P. Excise Ac	Penalty for Low Recovery duty/ Penalty	1.85	1991-1992	Excise Commissioner, Allahabad
		55.42	1988-1989	Weight & Measurement Department Saharanpur, High Court, Allahabad
National Company Law Tribunal	Security Deposit for Appeal	37.46	2011-2012 2012-2013 2013-2014	Competition Commission of Inida.

We have been informed that apart from above; there are no dues in respect of Wealth-tax, Goods and Service-tax, and Custom Duty which have not been deposited on account of any dispute.

For M. SHARAN GUPTA & CO.
Chartered Accountants
(Firm Regn. No. 06340N)

M. S. GUPTA
Proprietor
(Membership No. 084721)

Place : New Delhi
Dated : 27th June, 2020



BALANCE SHEET

AS AT 31ST MARCH, 2020

Particulars	Note No.	As at March 31, 2020 Rs. in Lakhs	As at March 31, 2019 Rs. in Lakhs
ASSETS			
(1) Non-current assets			
[a] Property, Plant and Equipment	3	5,556.19	5,980.18
[b] Capital work-in-progress	3.2	415.42	57.38
[c] Other intangible assets	3.3	-	3.66
[d] Financial assets			
[i] Investments	4	-	-
[ii] Trade receivables	5	48.96	61.29
[iii] Loans	6	0.50	0.50
[iv] Other financial assets	7	100.50	432.48
[e] Deferred tax assets (net)	8	6,881.11	6,881.11
[f] Other Non-current assets	9	93.00	-
Sub Total (Non-current assets)		13,095.68	13,416.60
(2) Current assets			
[a] Inventories	10	21,448.17	21,966.12
[b] Financial assets			
[i] Trade receivables	11	831.87	595.51
[ii] Cash and cash equivalents	12	349.14	634.89
[iii] Bank Balance other than cash and cash equivalents	13	417.23	968.46
[iv] Other financial assets	14	21.92	91.58
[c] Other current assets	15	562.02	389.31
Sub Total (Current assets)		23,630.35	24,645.87
Total Assets		36,726.03	38,062.47
EQUITY AND LIABILITIES			
EQUITY			
[a] Equity Share capital	16	525.00	525.00
[b] Other Equity	17	(10,060.37)	(10,445.28)
Sub Total (Equity)		(9,535.37)	(9,920.28)
LIABILITIES			
(1) Non-current liabilities			
[a] Financial Liabilities			
[i] Borrowings	18	4,515.95	7,136.77
[b] Provisions	19	949.00	1,067.76
[c] Other non current liabilities	20	872.39	1,116.95
Sub Total (Non-current liabilities)		6,337.34	9,321.48
(2) Current liabilities			
[a] Financial Liabilities			
[i] Borrowings	21	9,246.28	10,642.92
[ii] Trade payables	22	24,630.35	21,818.82
[iii] Other financial liabilities	23	3,002.44	3,545.19
[iv] Other Current Liabilities	24	2,928.75	2,575.93
[b] Provisions	25	116.24	78.41
Sub Total (Current liabilities)		39,924.06	38,661.27
Total Equity and Liabilities		36,726.03	38,062.47
Notes on Financial Statements	1 to 46		

As per our report of even date for M.SHARAN GUPTA & CO. Chartered Accountants Firm Registration No. 06340N

G.K. SHARMA
Chief financial Officer
(PAN BKTPTS8501G)

A.K. JAIN
Company Secretary
(M. No. FCS5826)

RAHUL LAL
Joint Managing Director
(DIN : 06575738)

Directors :
Onke Aggarwal (DIN : 00141124)
Hemantpat Singhania (DIN : 00141096)
R.C. Sharma (DIN : 00023274)

M.S.GUPTA
Proprietor
Membership No. 084721
Place : New Delhi
Date : 27th June, 2020

VIVEK VISWANATHAN
Joint Managing Director
(DIN : 00141053)

RAJAT LAL
Managing Director
(DIN : 00112489)

Radhika Viswanathan
Hoon (DIN : 06436444)
Ajit Hoon (DIN : 00540300)
Neeraj Gupta (DIN : 00317395)



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Note No.	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
Continuing Operations			
I. Revenue from operations	26	49,717.42	37,248.31
II. Other Income	27	107.36	112.16
III. Total Income (I+II)		49,824.78	37,360.47
IV. Expenses			
Cost of material consumed	28	39,476.78	33,803.82
Changes in Inventories Finished goods, Work-in-Progress and Stock-in-Trade	29	409.34	(1,945.45)
Employee Benefits Expense	30	3,092.19	3,179.58
Finance costs	31	2,125.37	2,109.65
Depreciation and amortization expenses	32	697.22	496.16
Other expenses	33	3,738.16	3,218.31
Total Expenses (IV)		49,539.06	40,862.07
V. Profit / (Loss) before exceptional items and tax		285.72	(3,501.60)
VI. Exceptional items			
VII. Profit / (Loss) before tax from continuing operations		285.72	(3,501.60)
VIII. Tax expense:			
Current tax			
Deferred tax			
Total tax expenses (VIII)			
IX. Profit / (Loss) from continuing operations (VII-VIII)		285.72	(3,501.60)
X. Profit / (Loss) from discontinued operation			
XI. Tax expenses of discontinued operations			
XII. Profit / (Loss) from discontinued operation (after tax) (X-XI)			
XIII. Profit / (Loss) for the year		285.72	(3,501.60)
XIV. Other Comprehensive Income (Refer Note No. 30.4)			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurement of Post employment benefit obligations		99.19	12.78
(ii) income tax relating to items that will not be reclassified to profit or loss			
XV. Total Comprehensive Income for the period (XIII+XIV)		384.91	(3,488.82)
XVI. Earnings per equity share			
- Basic		5.442	(66.697)
- Diluted		5.442	(66.697)

Figures in bracket () denote minus (-) figures.

Notes on Financial Statements

1 to 46

As per our report of even date
for M.SHARAN GUPTA & CO.
Chartered Accountants
Firm Registration No. 06340N

G.K. SHARMA
Chief financial Officer
(PAN BKTPS8501G)

A.K. JAIN
Company Secretary
(M. No. FCS5826)

RAHUL LAL
Joint Managing Director
(DIN : 06575738)

Directors :
Onke Aggarwal (DIN : 00141124)
Hemantpat Singhania (DIN : 00141096)
R.C. Sharma (DIN : 00023274)
Radhika Viswanathan
Hoon (DIN : 06436444)
Ajit Hoon (DIN : 00540300)
Neeraj Gupta (DIN : 00317395)

M.S.GUPTA
Proprietor
Membership No. 084721
Place : New Delhi
Date : 27th June, 2020

VIVEK VISWANATHAN
Joint Managing Director
(DIN : 00141053)

RAJAT LAL
Managing Director
(DIN : 00112489)



NOTES TO THE FINANCIAL STATEMENTS

For The Year Ended March 31, 2020

Note 1: Corporate Information

Sir Shadi Lal Enterprises Limited (“the Company”) is a company limited by shares, incorporated and domiciled in India. The Company’s equity shares are listed at one recognised stock exchanges in India (BSE). The company has filed an application before the Regional Director Northern Region for shifting of its Registered Office 4A, Hansalaya, 15, Barakhamba Road, New Delhi, to the State of Uttar Pradesh vide application dated 08.01.2020. The application is pending for approval. The Company is engaged in diversified businesses mainly categorised into two segments – Sugar business and Distillery business. Sugar businesses primarily comprise manufacture of sugar. Distillery business primarily comprises manufacture of Spirit and Alcohol.

Note 2: Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation and presentation

(a) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(b) Historical cost convention

The financial statements have been prepared on a historical cost basis except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the respective accounting policies described in subsequent paragraphs.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except such as net realisable value in Ind AS 2 Inventories or value in use in Ind AS 36 Impairment of Assets.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Refer note-41 for segment information presented.

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, rebates, other similar allowances and goods and services tax. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company’s activities as described below.

Recognising revenue from major business activities

a) Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.2 Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected



NOTES TO THE FINANCIAL STATEMENTS

For The Year Ended March 31, 2020

life of the financial asset to that asset's net carrying amount on initial recognition.

2.3 Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.4 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

2.5 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

a) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

b) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 asset to be recovered.

Deferred tax liabilities and assets are measured at the 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 substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

c) Current and deferred tax for the year

Current and deferred tax are recognised in profit or 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.6 Property, plant and equipment

Property, plant and equipment are tangible items that are held for use in the production or supply for goods and services, or for administrative purposes and are expected to be used during more than one period. The cost of an item of property, plant and equipment shall be recognised as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Expenditure during construction period incurred on the projects under implementation are treated as pre-operative expenses pending allocation to the assets, and are included under "Capital Work-in-Progress". These expenses are apportioned to fixed assets on commencement of commercial production. Capital Work-in-Progress is stated at the amount incurred up to the date of Balance Sheet.

Each part of item of property, plant and equipment, if significant in relation to the total cost of the item, is depreciated separately. Further, parts of plant and equipment that are technically advised to be replaced at prescribed intervals/period of operation, insurance spares and cost of inspection/overhauling are depreciated separately based on their specific useful life provided these are of significant amounts commensurate with the size of the Company and scale of its operations. The carrying amount of any equipment / inspection / overhauling accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised 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 recognised in profit or loss.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation commences when the assets are available for their intended use. Depreciation on Fixed Assets is provided on the written down value method in accordance with Schedule II of the Companies Act, 2013 and adopted useful life as stated in Schedule II alongwith residual value of 5% of the cost of assets except, fixed assets individually costing upto Rs. 5000 is being fully depreciated in the year of purchase.

Intangible Assets are recognized as specified in the applicable Accounting Standard and are amortized in 36 Months

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

2.7 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Estimated useful lives of the intangible assets are as follows:

Assets	estimated useful life
Computer software	36 months

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

2.8 Inventory Valuation

- Raw materials and stores & spares are valued at average cost.
- Work-in-Progress is valued at estimated cost.
- Finished stocks are valued at "Lower of Cost and net Realisable Value" as prescribed by Accounting Standard-2 issued by the Institute of Chartered Accountants of India except that the by product of Molasses and Bagasse has been valued at net realisable value because their cost price is not ascertainable.



NOTES TO THE FINANCIAL STATEMENTS For The Year Ended March 31, 2020

2.9 Provisions, contingent liabilities and contingent assets

- a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When the effect of the time value of money is material, provision is measured at the present value of cash flows estimated to settle the present obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.
- b) A contingent liability is not recognised in the financial statements, however, is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote. It becomes probable that an outflow of future economic benefits will be required for an item dealt with as a contingent liability, a provision is recognised in the standalone financial statements of the period (except in the extremely rare circumstances where no reliable estimate can be made).
- c) A contingent liability is not recognised in the financial statements, however, is disclosed, where an inflow of economic benefits is probable. When the realisation of income is virtually certain, then the asset is no longer a contingent asset, and is recognised as an asset.
- d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.10 Employee Benefits

a) Short term employee benefits:

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include benefits like salaries, wages, short term compensated absences and performance incentives and are recognized as expenditure at the undiscounted value in the period in which the employee renders the related service.

b) Post-employment benefits :

Contributions to defined contribution schemes such as Provident Fund, Pension Fund etc. are recognized as expenses in the period in which the employee renders the related service in respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company.

- c) In Govt. administered fund, company has no further obligations beyond its monthly contributions.
- d) The Company is also contributing to superannuation fund for certain key managerial personnel, at pre determined rates to the Superannuation Fund Trust, which is recognized as expenses in the period in which employee renders the related service, and there are no other obligations with regard to superannuation fund of key managerial personnel.
- e) Defined benefit plans - gratuity: Gratuity liability is covered under the gratuity-cum-insurance policy of Life Insurance Corporation of India (LIC). The present value of the obligation is determined based on an actuarial valuation, using the projected unit credit method. Actuarial gains and losses in respect of post-employment and other long-term benefits are charged to the Other Comprehensive Income. The amount funded by the trust administered by the Company under the aforesaid Policy, is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on a net basis.

2.11 Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability.

2.12 Current and non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification

a) An asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

- c) Expected to be realised within twelve months after the reporting period,
 - d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period, or
 - e) Carrying current portion of non-current financial assets.
- b) Liability is current when:**
- a) It is expected to be settled in normal operating cycle,
 - b) It is held primarily for the purpose of trading,
 - c) It is due to be settled within twelve months after the reporting period,
 - d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period, or
 - e) It includes current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

2.13 Operating cycle :

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current, non-current classification of assets and liabilities.

2.14 Government grants :

Subsidiary related to Sugar Cane purchased are recognised, where there is a reasonable assurance that grant will be received & all attached condition will be complied. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset. The benefit of a loan at a below market rate of interest or loan with interest subvention is treated as a government grant, measured as a difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.15 Compensation :

Compensation to employees under Voluntary Retirement Scheme is charged to statement of profit and loss account in the year of accrual.

2.16 Impairment of Assets :

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

2.17 Investment :

Unquoted Investments are Stated at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

2.18 Earning per share :

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity share holders by the weighted average number of equity share outstanding during the year.

2.19 Cash and Cash Equivalent

Cash and cash equivalents includes cash in hand and deposits maturing within twelve months from the date of acquisition and which one subject to an insignificant risk of change in value.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020
Note 3. PROPERTY, PLANT AND EQUIPMENT

(Rs. In Lakhs)

Nature of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost As per last balance sheet 31.03.2019	Addition during the year	Sales & Adjustments during the year	Total Cost as on 31.03.2020	Depreciation written off Upto 31.03.2019	Provided during the year	Deduction/ Adjustment during the year	Depreciation written off upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
FIXED ASSETS										
Land (Free hold)	1.39	-	-	1.39	-	-	-	-	1.39	1.39
Buildings	908.99	6.06	21.49	893.56	561.40	48.01	20.41	589.00	304.56	347.59
Plant & Equipments	12,004.71	261.50	213.33	12,052.88	6,470.26	613.25	194.08	6,889.43	5,163.45	5,534.45
Electric Installation	89.13	2.49	4.38	87.24	66.44	4.72	3.43	67.73	19.51	22.69
Office Equipments	25.26	0.32	2.81	22.77	20.06	1.96	2.46	19.56	3.21	5.20
Laboratory Equipments	13.97	-	-	13.97	8.08	1.52	-	9.60	4.37	5.89
Computer	98.05	4.11	1.05	101.11	87.00	5.75	0.96	91.79	9.32	11.05
Railway sidings & Trolley lines	0.19	-	-	0.19	0.19	-	-	0.19	-	-
Furniture & Fixtures	29.99	6.64	4.39	32.24	28.08	1.88	4.11	25.85	6.39	1.91
Vehicles	88.64	10.45	0.03	99.06	38.63	16.47	0.03	55.07	43.99	50.01
Structure on rented Land	109.99	-	-	109.99	109.99	-	-	109.99	-	-
Total :	13,370.31	291.57	247.48	13,414.40	7,390.13	693.56	225.48	7,858.21	5,556.19	5,980.18
Previous Year	10,335.37	3,216.45	181.51	13,370.31	7,065.16	490.68	165.71	7,390.13		

Note 3.2. CAPITAL WORK-IN-PROGRESS

Plant & Machinery	57.38	358.04	-	415.42	-	-	-	-	415.42	57.38
Total :	57.38	358.04	-	415.42	-	-	-	-	415.42	57.38
Previous Year	49.96	7.42	-	57.38	-	-	-	-		

Note 3.3. OTHER INTANGIBLE ASSETS

Computer Software	16.42	-	-	16.42	12.76	3.66	-	16.42	-	3.66
Total :	16.42	-	-	16.42	12.76	3.66	-	16.42	-	3.66
Previous Year	16.42	-	-	16.42	7.28	5.48	-	12.76		

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	As at March 31, 2020 Rs. in Lakhs	As at March 31, 2019 Rs. in Lakhs
NOTE 4: NON-CURRENT FINANCIAL ASSETS – INVESTMENTS		
Investment		
Equity instruments (at cost)		
a) Shamli Co-operative Cane Development Union Limited (One Share)	–	–
b) Saharanpur Co-operative Cane Development Union Limited (One share)	–	–
Total	–	–
Note 4.1: All the above investment are unquoted		
NOTE 5: NON-CURRENT FINANCIAL ASSETS – TRADE-RECEIVABLES		
Unsecured considered goods		
Sundry Debtors	48.96	61.29
Total	48.96	61.29
NOTE 6: NON-CURRENT FINANCIAL ASSETS – LOANS		
Loans		
Co-operative Society bearing no interest	0.50	0.50
Total	0.50	0.50
NOTE 7: NON-CURRENT FINANCIAL ASSETS – OTHER FINANCIAL ASSETS		
Unsecured, considered good		
– Security Deposit		
– Others (Security Lodged)	43.37	41.25
– Bank fixed deposits lodged as security / Margin money having maturity of more than twelve months	57.13	391.23
Unsecured, considered doubtful		
– Advances recoverable in cash or in kind	4.95	1.87
Less : Allowance for bad and doubtful debts	(4.95)	(1.87)
Total	100.50	432.48
Note 7.1: Confirmation of Security Lodged with different Government Department are awaited.		
Note 7.2: Fixed deposits Rs. 57.13 Lakhs lodged as Security.		
NOTE 8: NON-CURRENT FINANCIAL ASSETS – DEFERRED TAX ASSETS (NET)		
Deferred tax assets (Net)		
At the year end comprising timing difference on account of :		
Depreciation	236.51	236.51
Less: Expenditure/Provisions allowable on account of :		
Employees Benefits	57.40	57.40
Taxes, duties, cess etc	131.73	131.73
Provision for Bad & doubtful debts.		
Assessed loss under Income Tax Act, 1961.	6928.49	6928.49
Total	6,881.11	6,881.11



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

<u>Particulars</u>	<u>As at March 31, 2020</u> <u>Rs. in Lakhs</u>	<u>As at March 31, 2019</u> <u>Rs. in Lakhs</u>
NOTE 9: OTHER NON-CURRENT ASSETS		
Other non-current assets		
Capital Advance	93.00	–
Total	93.00	–
NOTE 10 : CURRENT ASSETS – INVENTORIES		
Raw Material		
Raw materials (at average cost)	114.28	114.62
Work-in-progress		
Sugar & Distillery products (at estimated cost)	1640.97	971.57
Finished goods		
Sugar & Distillery products (at lower of cost or net realizable value)	19137.43	20216.16
Stores and spares		
Stores & spares (at average cost)	552.79	660.96
Others		
Loose tools and others (at average cost)	2.70	2.81
Total	21,448.17	21,966.12
NOTE 11 : CURRENT FINANCIAL ASSETS – TRADE RECEIVABLES		
– Unsecured, considered good		
Trade receivable	831.87	595.51
– Unsecured, considered doubtful	7.56	7.56
Less : Allowance for bad and doubtful debts	(7.56)	(7.56)
Total	831.87	595.51
NOTE 12 : CURRENT FINANCIAL ASSETS– CASH & CASH EQUIVALENTS		
– Balances with banks		
– In current accounts	343.98	630.58
– Cash in hand	5.16	4.31
Total	349.14	634.89
NOTE 13 : CURRENT FINANCIAL ASSETS – OTHER BANK BALANCE		
– Balance with banks:		
– In fixed deposit lodged as security / margin money saving maturing of less than twelve month (refer note no. 13.1)	390.59	944.73
– Earmarked – molasses storage facility fund	21.53	17.94
– Earmarked – fixed deposit liquid fund	–	–
– Earmarked – dharmada account	1.05	1.73
– Earmarked – unpaid dividend accounts	4.06	4.06
Total	417.23	968.46

Note 13.1 : Fixed Deposits includes Rs. 297.38 Lakhs lodged as Security

Note 13.2 : Confirmation of Fixed Deposit Lodged as Securities with different government departments are awaited

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

<u>Particulars</u>	<u>As at March 31, 2020</u> <u>Rs. in Lakhs</u>	<u>As at March 31, 2019</u> <u>Rs. in Lakhs</u>
NOTE 14 : CURRENT FINANCIAL ASSETS –OTHERS		
Others		
Interest accrued	21.92	87.71
Interest on excise loan receivable	–	3.87
Total	21.92	91.58
NOTE 15 : OTHER CURRENT ASSETS		
Advances other than capital advances		
Advances to suppliers / Contractors	127.54	65.23
Advance to Employees	0.36	0.88
Pre-paid expenses	40.76	49.03
Balance with government department		
– Income Tax	21.05	26.84
– Sales tax paid	6.13	9.88
– GST Receivable	151.65	120.57
– Excise duty / Purchase tax / GST etc.	306.42	208.77
Less : Allowance for bad and doubtful debts	91.89	91.89
Others :		
Good		
Doubtful	265.21	265.21
Less : Allowance for bad and doubtful debts	265.21	–
Total	562.02	389.31
NOTE 16 : EQUITY		
Note 16.1 : Authorized share capital		
Authorized		
200.00 Lakhs (Previous year 200.00 Lakhs)		
Equity shares of Rs. 10/- each	2,000.00	2,000.00
Total	2,000.00	2,000.00
Note 16.2 : Issued share capital		
Issued, Subscribed & fully paid up		
52.50 Lakhs (Previous year 52.50 Lakhs)		
Equity shares of Rs. 10/- each	525.00	525.00
Total	525.00	525.00
Note 16.3 : Reconciliation of the number of shares		
	Nos. (in Lakhs)	Nos. (in Lakhs)
Number of shares outstanding at the beginning and end of the year	52.50	52.50



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Note 16.4 : Shares in the company held by each shareholder more than 5% shares

Name	As at March 31, 2020		As at March 31, 2019	
	No. of Shares (in Lakhs)	%	No. of Shares (in Lakhs)	%
Promoters Holding				
(a) Mr. Rajat Lal	9.71	18.503	9.55	18.184
(b) Mr. Vivek Viswanathan	12.96	24.690	12.96	24.690
(c) Smt. Poonam Lal	2.88	5.481	2.88	5.481
(d) Sh. Rahul Lal	2.88	5.481	2.88	5.481
Other Share Holders				
(e) LIC of India	3.40	6.477	3.40	6.477

Particulars	As at March 31, 2020 Rs. in Lakhs	As at March 31, 2019 Rs. in Lakhs
NOTE 17 : OTHER EQUITY		
(a) Capital redemption reserve		
Debit balance at the beginning of the year	35.70	35.70
Add: Additions during the year		
Less: Utilized during the year		
Balance outstanding at the end of the year	35.70	35.70
(b) Retained earnings		
Balance outstanding at the beginning of the year	(10,480.98)	(6,992.16)
Add Net Profit / (loss) for the Year	285.72	(3,501.60)
Add/Less: Total comprehensive income for the year	99.19	12.78
Balance outstanding at the end of the year	(10,096.07)	(10,480.98)
Total Other equity	(10,060.37)	(10,445.28)

NOTE 18 : NON CURRENT FINANCIAL LIABILITIES – BORROWINGS

Long Term borrowings (at amortized cost)

Secured

Term Loan

From banks

(a) State Bank of India (refer note no.18.1)	–	1,445.74
(b) District Co-operative Bank (SOFT Loan) (refer note no.18.2)	4,515.95	5,691.03
(c) Punjab National Bank (SEFASU Loan) (refer note no.23.2)	–	–
(d) District Co-operative Bank (SEFASU Loan) (refer note no.23.3)	–	–
Total	4,515.95	7,136.77

Note 18.1 : Loan from State Bank of India is Secured against by way of Ist Pari-passu charges on the entire fixed assets (excluding 10.49 acres of land) of the company including equitable mortgage of land & building of the company situated at Shamli and also IInd charges over entire current assets including raw material, stock-in-progress, finished goods, consumable stores and receivables of the company excluding stock pledged with SBI,PNB and DCB and also personal guarantee given by Managing Director and Joint Managing Director.

Note 18.2 : Soft Loan from District Co.-Operative Bank, Ghaziabad under the “Scheme for Extending Financial Assistance to Sugar Undertaking-2018” is secured by way of Ist pari-passu charge on 10.49 acres of land of the Company situated at Shamli and also personal guarantee of Managing Director.

Figures in () denote (–) figure.

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS

For The Year Ended March 31, 2020

Note 18.3 : Repayment Schedule

	Working Capital Term Loan From SBI, New Delhi	SEFASU Loan From PNB, Shamli	SEFASU Loan From DCB, Ghaziabad	Soft Loan From DCB, Ghaziabad
Repayable in :				
F.Y. 2021-22	–	–	–	1,600.00
F.Y. 2022-23	–	–	–	1,600.00
F.Y. 2023-24	–	–	–	1,600.00
F.Y. 2024-25	–	–	–	400.00
	0.00	0.00	0.00	5,200.00

Note 18.4: Interest rate @ 16.60% on SBI, IFB New Delhi.

Note 18.5: Interest rate @ 12% on SEFASU loan from PNB, Shamli & DCB, Ghaziabad, Interest not borne by the Company.

Note 18.6: Interest rate @ 5% on Soft Loan From DCB, Ghaziabad.

Particulars	As at March 31, 2020 Rs. in Lakhs	As at March 31, 2019 Rs. in Lakhs
NOTE 19 : NON CURRENT PROVISIONS		
Provision for employee benefits		
– Gratuity	825.11	937.02
– Leave encashment	113.63	120.48
– Pension provision	–	–
Provision for expenses	10.26	10.26
Total	949.00	1,067.76

NOTE 20 : OTHER NON CURRENT LIABILITIES

Security Deposits (refer note no.20.1)	95.02	95.02
Deferred Revenue arising from Government Grant related to Assets	773.39	1,017.61
Deferred Revenue arising from Government Grant related to Income	3.98	4.32
Total	872.39	1,116.95

Note 20.1 : Security deposits as at 31 March 2020 included of Rs. 95.00 Lakhs (previous year Rs. 95.00 Lakhs) deposits from sugar selling agent which are interest free. These deposits are repayable on cessation of contractual arrangement.

NOTE 21 : CURRENT FINANCIAL LIABILITIES – BORROWINGS

Secured

From banks

Punjab National Bank (refer note no. 21.1)	4,141.12	4,881.25
District Co-operative Bank (refer note no. 21.2)	3,061.45	3,580.74

Unsecured

Loan from related parties (refer note no. 21.3)	2,043.71	2,180.93
Total	9,246.28	10,642.92

Note 21.1: The working capital loan of Rs. 4141.12 Lakhs from Punjab National Bank, Shamli is secured by way of pledging of Sugar stock of book value of Rs.4840.56 Lakhs and hypothecation of the current assets including stock in process,raw material,stores and spares and book debts and also by way of collateral security on Ist pari-passu charge on the fixed assets including extension of equitable mortgage of land and building of the company at Shamli and also personal guaranteed by Managing Director and Joint Managing Director.

Note 21.2: The working capital loan of Rs. 3061.45 Lakhs from District Co-Operative Bank, Ghaziabad is secured by way of pledging of Sugar stock of the book value of Rs. 3871.80 Lakhs and also by way of collateral security on IInd pari-passu charges on fixed assets including equitable mortgage of land and building of the company situated at Shamli.

Note 21.3: Interest rate @ 9.50% to 10% on unsecured loan from related party.

Note 21.4: Interest rate District Co.-Operative Bank, Ghaziabad @ 10.25% and Punjab National Bank, Shamli @ 14.45%.



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

<u>Particulars</u>	<u>As at March 31, 2020</u> <u>Rs. in Lakhs</u>	<u>As at March 31, 2019</u> <u>Rs. in Lakhs</u>
NOTE 22 : CURRENT FINANCIAL LIABILITIES – TRADE PAYABLE		
Due to parties registered under MSMED Act	3.12	1.69
Due to other parties	24,627.23	21,817.13
Total	24,630.35	21,818.82

Note 22.1: Parties covered under “The Micro, Small and Medium Enterprises Development Act, 2006” (MSMED Act, 2006) have been identified on the basis of intimation received by the Company from its suppliers.

Note 22.2: Based upon the information available, the balance due to the Micro and Small Enterprises as defined under the MSMED Act, 2006 is Rs.3.12 Lakhs. Further no interest during the year has been paid or is payable under the terms of the MSMED Act, 2006.

NOTE 23 : CURRENT FINANCIAL LIABILITIES – OTHER FINANCIAL LIABILITIES

Secured

From banks

State Bank of India (WCTL) (refer note no. 18.1)	1,441.60	1,500.00
Punjab National Bank Shamli (SEFASU Loan)	–	81.06
District Co-operative Bank Ghaziabad (SEFASU Loan)	–	53.88
Punjab National Bank Shamli (Short Term Demand Loan)	–	684.51
District Co-operative Bank Ghaziabad (SOFT Loan) (refer note no. 18.2)	1,266.44	1,016.60
Interest accrued but not due	203.72	100.95
Sub Total	2,911.76	3,437.00

Others

Unclaimed Dividends	–	–
Earnest Money and Security Deposits	90.68	108.19
Total	3,002.44	3,545.19

Note 23.1: There are no amounts as at the end of the year which are due and outstanding to be credited to the investors education and Protection Fund.

NOTE 24 : OTHER CURRENT LIABILITIES

Deferred Revenue arising from Government Grant related to Assets	244.23	244.23
Deferred Revenue arising from Government Grant related to Income	0.33	0.33
GST Payable	274.95	381.20
Other payables	2,409.24	1,950.17
Total	2,928.75	2,575.93

Note 24.1: Advance from customer is interest bearing subject to fulfillment of business obligation.

Note 24.2: Other payable includes advance from customer, statutory dues and other liabilities.

CONTD.....

**NOTES TO THE FINANCIAL STATEMENTS**
For The Year Ended March 31, 2020

Particulars	As at March 31, 2020 Rs. in Lakhs	As at March 31, 2019 Rs. in Lakhs
NOTE 25 : CURRENT PROVISIONS		
Provision for employee benefits		
– Leave encashment	30.47	45.53
Others		
– Expenses	85.77	32.88
Total	116.24	78.41
Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
NOTE 26 : REVENUE FROM OPERATIONS		
Sale of Products	49,672.88	36,724.42
Other Operating Revenues	44.54	523.89
Revenue from Operations	49,717.42	37,248.31
Note 26.1 : Sale of Products		
Sale of Sugar	42,572.59	32,627.50
Sale of Molasses	38.56	0.40
Sale of Bagasse	327.96	168.53
Sale of Press Mud	5.89	14.21
Sale of Distillery products	6,695.86	3,900.45
Sale of Sludge	0.92	–
Sale of Bio – Compost	31.10	13.33
	49,672.88	36,724.42
Note 26.2 : Other Operating Revenues		
Sale of Scrap	44.54	119.78
Subsidy on Cane Price relating to previous year from State Government	–	404.11
	44.54	523.89
NOTE 27 : OTHER INCOME		
Interest income	60.05	105.76
Profit on sale of Fixed Assets/Stores	1.00	–
Other Non – Operating Income	46.31	6.40
Other Income	107.36	112.16

Note 27.1 : Tax deducted at source on Interest income Rs. 5.77 Lakhs (Previous year Rs. 9.88 Lakhs)



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
NOTE 28 : COST OF MATERIALS CONSUMED		
Raw Materials at Commencement	114.62	82.42
Add : Purchases during the year	39,476.44	33,836.02
	39,591.06	33,918.44
Less : At Close	114.28	114.62
Raw Materials consumed	39,476.78	33,803.82

Note 28.1 : Particulars of Materials Consumed

	Quantity In Lakhs Qtls.		Quantity In Lakhs Qtls.	
a) Sugarcane (100% indigenous)	114.55	38,330.91	101.63	33,803.82
b) Molasses (100% indigenous)	2.46	1,145.87	-	-
		39,476.78		33,803.82

**Note 29 : DECREASE / (INCREASE) IN INVENTORIES OF FINISHED GOODS
AND WORK-IN-PROGRESS**

Stocks at commencement :

Work-in-Progress	971.57	628.93
Finished Goods	20,216.16	18,613.35
	21,187.73	19,242.28

Stocks at Close :

Work-in-Progress	1,640.97	971.57
Finished Goods	19,137.42	20,216.16
	20,778.39	21,187.73

Net Decrease / (Increase)	409.34	(1,945.45)
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Details of Work in Progress

Sugar	1,624.81	970.01
Alcohol	16.16	1.56
	1,640.97	971.57

Details of Finished Goods

Sugar	17,993.60	19,453.16
Molasses	496.27	229.78
Bagasse	106.01	162.34
Press Mud	6.56	49.09
Alcohol	521.57	243.97
Bio-Compost	13.41	77.82
	19,137.42	20,216.16

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
NOTE 30 : EMPLOYEE BENEFITS EXPENSE		
Salaries & Wages	2,528.09	2,420.36
Payment under Voluntary Retirement Scheme	79.50	99.65
Bonus	66.18	72.18
Leave Wages paid/provided	91.74	132.00
Contribution to Provident Fund and Family Pension Fund	230.27	229.75
Contribution to Approved Superannuation Fund for Managerial Personnel	8.29	4.72
Provision/Contribution to Approved Gratuity Fund	69.11	194.17
Staff Welfare	19.01	26.75
	3,092.19	3,179.58

Note 30.1: Salary & Wages includes Rs. 93.56 Lakhs Paid to Managerial Personnel (Previous year Rs. 53.95 Lakhs).

Note 30.2: Provident Fund includes Rs. 6.63 Lakhs For Managerial Personnel (Previous year Rs. 3.77 Lakhs)

Note 30.3: Contribution to Provident fund, Superannuation fund and Family Pension Fund charged off during the year are as under.

Employer contribution to Provident fund	99.92	93.13
Employer contribution to Family pension fund	130.35	115.60
Employer contribution to Superannuation fund	8.29	4.72

The Company also provides for post employment defined benefit in the form of gratuity and leave liability. The Employee's Gratuity Scheme is managed by Life Insurance Corporation of India defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit Method at each Balance sheet date, which works to more by Rs. 825.11 Lakhs as compared to Gratuity Scheme managed by the Life Insurance Corporation of India. The difference has been fully provided in the books of Company.

Note 30.4: The details provided by Actuary in respect of Gratuity and Leave liability are as under :

A KEY ASSUMPTIONS

Mortality Table	IAL 2012-14 Ultimate	IAL 2012-14 Ultimate
Attrition Rate	05.00 % p.a.	05.00 % p.a.
Imputed Rate of Interest (D)	06.65 % p.a.	07.60 % p.a.
Imputed Rate of Interest (IC)	07.60 % p.a.	07.55 % p.a.
Salary Rise	07.00 % p.a.	08.00 % p.a.
Return on Plan Assets	07.60 % p.a.	07.55 % p.a.
Remaining Working Life	11.75 Years	12.13 Years

B GRATUITY LIABILITY

1 CHANGES IN PRESENT VALUE OF OBLIGATIONS

Present value of obligation at the beginning of the year	1,632.74	1,662.09
Interest Cost	116.93	117.79
Current Service Cost	63.47	69.40
Benefit Paid	(188.35)	(203.78)
Actuarial Gain/Loss on obligation	(97.77)	(12.76)
Present value of obligation as on 31st March	1,527.02	1,632.74



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
2 CHANGES IN THE PRESENT VALUE OF PLAN ASSETS		
Fair value of Plan Assets at the beginning of the IVP	695.72	827.37
Expected Return on Plan Assets	51.11	55.40
Contribution	142.00	16.71
Benefit Paid	(188.35)	(203.78)
Actuarial Gain/Loss on Plan Assets	1.43	0.02
Fair value of plan Asset at 31st March	701.91	695.72
3 REMEASUREMENTS—OTHER COMPREHENSIVE INCOME (OCI)		
Return on Plan Assets (excluding amounts included in Net Interest Expenses)	1.43	0.02
Actuarial (gain)/Loss arising from Experience Adjustment	(93.97)	(8.31)
Difference in Present Value of Obligations	(3.80)	(4.45)
Component of Defined of Benefit Costs recognised in OCI	(99.19)	(12.78)
4 EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT & LOSS		
Current Service Cost	63.47	69.40
Net Interest Cost	65.82	62.39
Expenses Recognised in the Statement of Profit & Loss	129.28	131.79
5 CATEGORY WISE PLAN ASSETS		
Fund at the end of I.V.P. At LIC of India	701.92	695.72
NOTE :- To match the figures with Actuarial liability as on 31.3.2020 amount of Rs.60.17 Lakhs has been credited to Statement of Profit & Loss (Previous year charged to Statement of Profit & loss Rs.62.38 Lakhs).		
6 AMOUNT TO BE RECOGNISED IN THE BALANCE SHEET		
Present value of obligation at the end of the I.V.P.	1,527.03	1,632.74
**Fair value of Plan Assets at the end of the I.V.P.	701.92	695.72
Funded Status	(825.11)	(937.02)
Net Liability arising from Defined Benefit obligation	825.11	937.02
C LEAVE LIABILITY		
1 PRESENT VALUE OF OBLIGATION AT THE BEGINNING OF THE YEAR	166.01	151.56
Interest Cost	8.30	7.11
Current Service Cost	96.55	98.47
Benefit Paid	(113.65)	(114.67)
Actuarial Gain/Loss	(13.11)	23.54
Present value of obligation long term as on 31st March,	113.63	120.48
Present value of obligation short term as on 31st March,	30.47	45.53
Net Liability recognized in Balance Sheet as on 31st March	144.10	166.01

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
2 EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT & LOSS		
Current Service Cost	96.55	98.47
Interest Cost	8.30	7.11
Actuarial (Gain)/Loss recognized in the I.V.P.	(13.11)	23.54
Expenses Recognized in the statement of Profit & Loss	91.74	129.13
Termination Benefits – Voluntary Retirement Scheme		

NOTE :- To match the figures with Actuarial liability as on 31.3.2020 amount of Rs. NIL has been charged to Statement of Profit & Loss. (Previous year charged to Statement of Profit and Loss Account Rs. 2.87 Lakhs)

** The above said balance is subject to confirmation from LIC Of India.

Note No. 30.5

Sensitivity	As at March 31, 2020 (Rs. in Lakhs)	As at March 31, 2019 (Rs. in Lakhs)
Under based scenario	1527.27	1632.74
Salary escalation (up by 1%)	1612.15	1726.47
Salary escalation (down by 1%)	1448.67	1546.46
Withdrawl rates (up by 1%)	1525.77	1631.14
Withdrawl rates (down by 1%)	1528.43	1634.52
Discount rates (up by 1%)	1449.12	1546.92
Discount rates (down by 1%)	1613.28	1727.76

This is a defined benefit plan and statutory liability of the Company. The Company has to pay the Gratuity to the employees as per the provisions of The Payment of Gratuity Act, 1972 irrespective of the availability of the funds with the Gratuity Fund.

The Gratuity Liability is computed on actuarial valuation basis done at year end using the Project Unit Credit Method is provided for in the books of account and is based on a detailed working done by a certified Actuary. Past service cost is recognised immediately to the extent that the benefits are already vested.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

Company manages Gratuity obligation through Trust. Company arranges the fund based on the actuarial valuation and requirement of the Trust.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2019–20

These gratuity plan typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

The Company remains committed to fund all gratuity payments falling due and shall strive to gradually reduce the deficit in funding of its obligation in the coming years.

The Company expects to contribute Rs. 218.73 Lakhs to the defined benefit plan relating to gratuity during the next financial year.

The weighted average duration of the defined gratuity obligation as at 31 March 2020 is 5.91 years (31 March 2019, 6.23 years)

The expected maturity analysis of un-discounted defined benefit obligation as at 31 March 2020 is as follows :

(Rs. In Lakhs)

	Less than 1 year	between 1–4 years	between 4–9 years	Over 9 years	Total
Defined benefit obligation (Gratuity)	218.73	737.96	790.26	594.05	2341



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
NOTE 31 : FINANCE COST		
Interest Expenses	1,564.88	1,993.39
Interest on Loan with below market rate of interest	531.98	70.42
Other Borrowing cost	28.51	45.84
	2,125.37	2,109.65

Note 31.1 : Interest on Loan with below market rate of interest net off Government Grant Rs. 244.23 Lakhs. (Previous year Rs. 30.53 Lakhs)

Note 31.2 : Interest Includes Rs.200.77 Lakhs paid to Managerial Personnel (Previous Year Rs.196.51 Lakhs)

NOTE 32 : DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation on Tangible Assets	693.56	490.69
Depreciation on Intangible Assets	3.66	5.47
	697.22	496.16

NOTE 33 : OTHER EXPENSES

(A) Manufacturing / Operating Expenses

Store consumed	480.24	438.57
Power and Fuel	515.86	432.78
Packing & Forwarding	616.39	583.00
Cane & Road Development	82.30	22.59
Repairs :		
Plant and machinery	927.03	739.35
Buildings	107.82	60.31
Others	29.11	28.89
	1,063.96	828.55
	2,758.75	2,305.49

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
(B) Administration Expenses		
Rent	59.73	43.56
Rates & Taxes	77.21	53.12
Insurance	41.56	20.71
Travelling & Vehicles	77.24	72.01
Legal & Professional	69.90	85.84
Postage, Telegram and Telephones	14.40	9.78
Stationery & Printing	17.19	19.38
Bank Charges	4.92	3.68
Subscription and Advertisement	13.98	11.71
General Charges	131.56	94.81
Commission Others	0.97	-
Directors Fee	9.00	9.20
Directors Travelling	2.66	2.91
Charity & Donations	0.11	0.45
Bad Debts & Claims written off	3.12	38.71
Fines & Penalties	2.66	1.97
Audit Fee	3.30	3.30
Loss on Sale & Disposal of :		
Fixed Assets	12.78	13.35
Other Assets	1.21	-
Excise Duty/ Export Fees	101.28	120.22
	644.78	604.71
(C) Transportation and Selling Expenses		
Transportation & Selling	202.32	189.19
Commission on Sales	132.31	109.37
Commitment charges paid under contractual agreement	-	9.55
	334.63	308.11
Total Other Expenses (A+B+C)	3,738.16	3,218.31

33.1 Particulars of Spare Parts and components :

	% of total consumption		% of total consumption	
i) Indigenous	100	414.36	100	327.58
ii) Imported	NIL	NIL	NIL	NIL



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

Particulars	For the year ended March 31, 2020 Rs. in Lakhs	For the year ended March 31, 2019 Rs. in Lakhs
33.2 Auditors' Remuneration :		
(I) Statutory Auditors		
a) For Statutory Audit	3.30	3.30
b) For Quarterly Audit Review Fees	0.80	0.80
	4.10	4.10
(II) Cost Auditor		
a) For cost Audit	0.50	0.50
b) Out of pocket Expenses(Travelling Expenses)	0.21	0.23
	0.71	0.73
(III) Tax Audit & Certificate		
For Tax Audit Fees	0.75	0.75
For GST Audit Fees	0.80	-
For Certification Fees	0.20	0.20
	1.75	0.95
33.3 Other Information :		
a) Value or imports calculated on CIF basis during the year	NIL	NIL
b) Expenditure in Foreign Currency	NIL	NIL
c) Amount remitted during the year in Foreign Exchange on account of Dividend	NIL	NIL
d) Earning in Foreign Currency	NIL	NIL

NOTE 34 : CONTINGENT LIABILITIES NOT PROVIDED FOR :

a) In respect of Statutory Liabilities :

i) Subjudice, Sales tax and Entry Tax including interest thereon	5.53	13.26
ii) Subjudice, Excise Duty and penalty thereon	45.46	45.46
iii) Subjudice, In respect of alleged claim of Stamping fee on vats	55.42	55.42
iv) Subjudice, In respect of fixactation of Ethanol price	41.63	41.63

b) In respect of Other Liabilities :

i) Alleged claim of interest on arrears of late payment of cane price	73.09	73.09
ii) In respect of labour cases in dispute, the amount of which is not ascertainable.		
iii) Bank Guarantees for Rs. 310.95 Lakhs in favor of Oil Companies and Government Department (Previous year Rs. 285.92 Lakhs)		

- c) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 2754.78 Lakhs against which advance has been paid 93.00 Lakhs.(Previous year Rs. NIL).**

NOTE :- The above amount in respect of contingent liabilities represents best estimates arrived at on the basis of available information as the actual liability can not be predicted accurately and Company has relied upon expert legal advise against the such disputed liabilities.

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS

For The Year Ended March 31, 2020

- 35 The interest aggregating to Rs.607.19 Lakhs on delayed payment of sugar cane price for sugar seasons 2011-12 to 2014-15 is due for payment in view of the Supreme Court's order no.35113/2017 dated 23.04.2018. The company is contemplating to file a review petition against above mentioned order of Supreme Court. Therefore, no provision has been made for the above mentioned liability of Rs. 607.19 Lakhs and also for Rs. 7464.66 Lakhs relating to the subsequent financial years 2015-16 to 2019-20; to that extent the accounts are not maintained on accrual basis.
- 36 The Central Govt. Ministry of Law & Justice, have issued Notification No.6/2016 dated 1.1.2016 regarding payment of bonus (Amendment Act 2015) in terms of which the ceiling for payment of bonus has been revised w.e.f. 1st April, 2014. Certain High Courts have stayed the implementation of revision of Bonus from retrospective effect. ISMA has also filed writ against implementation of the order with regard to its retrospective effect from 1st April, 2014 and the matter is subjudice. Therefore the Company has not made provision for this liability for the year ending on 31.03.2015.
- 37 In view of accumulated losses, and uncertainty of future profitability the Board have decided not to make any further provision for Deferred Tax Assets, though not in line with India Accounting Standard-12.
- 38 In absence of balance confirmations from certain creditors, included in Trade payable and other payable, Other current liabilities, other non-current & current financial assets, Trade Receivables, the Auditors have relied upon the figures appearing in the books of the Company.
- 39 Income Tax assessments regular u/s 143(3) have been completed upto the Financial year 2016-2017 (Assessment Year 2017-2018). The Company has gone in appeal against tax demand of certain assessment orders. The Company has been legally advised that in view of expected reliefs, no further provision for income tax liability is required.

As per our report of even date
for M.SHARAN GUPTA & CO.
Chartered Accountants
Firm Registration No. 06340N

G.K. SHARMA
Chief financial Officer
(PAN BKTPS8501G)

A.K. JAIN
Company Secretary
(M. No. FCS5826)

RAHUL LAL
Joint Managing Director
(DIN : 06575738)

Directors :
Onke Aggarwal (DIN : 00141124)
Hemantpat Singhania (DIN : 00141096)
R.C. Sharma (DIN : 00023274)
Radhika Viswanathan
Hoon (DIN : 06436444)
Ajit Hoon (DIN : 00540300)
Neeraj Gupta (DIN : 00317395)

M.S.GUPTA
Proprietor
Membership No. 084721
Place : New Delhi
Date : 27th June, 2020

VIVEK VISWANATHAN
Joint Managing Director
(DIN : 00141053)

RAJAT LAL
Managing Director
(DIN : 00112489)



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

NOTE NO. 40. RELATED PARTIES' DISCLOSURES :

I Relationship

A Key Management personnel : (Directors)

1. Mr. Rajat Lal
2. Mr. Vivek Viswanathan
3. Mr. Rahul Lal

Designation

Managing Director
Joint Managing Director
Joint Managing Director

B Key Management personnel : (Other than Directors)

1. Mr. G.K. Gharma
2. Mr. A. K. Jain

Chief Financial Officer
Company Secretary

C Relatives of Key Management Personnel : (Directors)

1. Smt. Poonam Lal
2. Ms. Pooja Lal
3. Smt. Radhika Viswanathan Hoon
4. Smt. Prarthana Bajaj

Relation with Key Management Personnel

Wife of Shri Rajat Lal
Daughter of Shri Rajat Lal
Sister of Shri Vivek Viswanathan
Wife of Shri Rahul Lal

D Relatives of Key Management Personnel : (Other than Directors)

1. Smt. Leena Sharma
2. Ms. Twinkle Sharma
3. Mrs. Daizy Jain
4. Ms. Aditi Jain
5. Ms. Avni Jain

Wife of Shri G.K. Sharma
Daughter of Shri G.K. Sharma
Wife of Shri A.K. Jain
Daughter of Shri A.K. Jain
Daughter of Shri A.K. Jain

Note :- Shri. G.K. Sharma who is working as Chief Financial Officer of the Company, Shri G.K. Sharma was appointed as C.F.O. In the Board Meeting held on 25.05.2019.

II Transactions of Expense/Income carried out during the year :

	Remuneration Rs. in Lakhs	Directors' Fee Rs. in Lakhs	Rent Paid Rs. in Lakhs	Interest on Deposits/Loans Rs. in Lakhs	Total Rs. in Lakhs
A Key Management personnel (Directors)	108.47 (62.44)	– (–)	18.00 (23.99)	200.77 (196.51)	327.24 (282.94)
B Key Management personnel (Other than Directors)	14.57 (31.83)	– (–)	– (–)	– (–)	14.57 (31.83)
C Relatives of Key Management Personnel (Directors)	– (–)	1.40 (1.80)	– (–)	– (0.22)	1.40 (2.02)
TOTAL A+B+C:	123.04 (94.27)	1.40 (1.80)	18.00 (23.99)	200.77 (196.73)	343.21 (316.79)

III Transactions of Loans and Deposits during the year

	Opening Balance As on 01.04.2019 Rs. in Lakhs	Received Rs. in Lakhs	Repaid Rs. in Lakhs	Closing Balance As on 31.03.2020 Rs. in Lakhs
1 Loans				
– Key Management Personnel (Directors)	2,180.93 (1,233.74)	200.77 (2,038.11)	337.98 (1,090.92)	2,043.72 (2,180.93)
– Relatives of Key Management Personnel (Directors)	– (18.58)	– (0.22)	– (18.80)	– (–)

CONTD.....



**NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020**

NOTE NO. 41. SEGMENT REPORTING :

The Company's operation predominantly relates to manufacture and sale of Sugar and Alcohol products. Accordingly the Sugar and Alcohol products primarily comprises the basis for primary and secondary for segment information :

SEGMENT INFORMATION–BUSINESS SEGMENT :

Particulars	Sugar Amount Rs. in Lakhs	Alcohol Amount Rs. in Lakhs	Total Amount Rs. in Lakhs
– Segment Revenue including Excise Duty			
External Revenue	44,651.08	6,747.11	51,398.19
	(33,774.39)	(3,953.17)	(37,727.56)
Inter–segment	1,661.61	19.16	1,680.77
	(449.87)	(29.38)	(479.25)
Total	42,989.47	6,727.95	49,717.42
	(33,324.52)	(3,923.79)	(37,248.31)
– Segment Result before interest & tax and exceptional item - Profit/Loss(–)	(1,368.81)	4,237.36	2,868.55
	(–)(3,588.93)	(2,629.93)	(–)(959.00)
Less : Unallocated expenses (Net of Unallocable Income)			457.46
			(432.95)
Less : Finance Charge			2,125.37
			(2,109.65)
Profit/(Loss) (–) before tax & exceptional item			285.72
			(–)(3,501.60)
Add : Exceptional Item			–
			(–)
Profit/(Loss) (–) before tax			285.72
			(–)(3,501.60)
– Segment assets	24,569.50	4,793.74	29,363.24
	(26,896.16)	(3,961.82)	(30,857.98)
Unallocated Assets			7,362.79
			(7,204.49)
Total Assets			36,726.03
			(38,062.47)
– Segment Liabilities	43,453.33	389.10	43,842.43
	(45,027.88)	(295.94)	(45,323.82)
Unallocated Liabilities			2,418.97
			(2,658.93)
Total Liabilities			46,261.40
			(47,982.75)
– Segment capital expenditure	267.77	6.36	274.13
	(2,286.72)	(885.38)	(3,172.10)
Unallocated capital Expenditure			17.44
			(44.35)
Total capital expenditure			291.57
			(3,216.45)
– Segment Depreciation	381.41	297.54	678.95
	(223.63)	(262.14)	(485.77)
Unallocated Depreciation			18.27
			(10.39)
Total Depreciation			697.22
			(496.16)

41.1: The Company caters only Indian markets.

41.2: Operating segments have been identified on the basis of the nature of products and have been identified as per the quantitative criteria specified in the Ind AS.

41.3: The expenses and incomes which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocated income).

41.4: Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocable assets/liabilities.

41.5: Unallocated Assets include Deferred Tax Assets.

41.6: Figures in () denote Previous year figures.

As per our report of even date
for M.SHARAN GUPTA & CO.
Chartered Accountants
Firm Registration No. 06340N

G.K. SHARMA
Chief financial Officer
(PAN BKTPS8501G)

A.K. JAIN
Company Secretary
(M. No. FCS5826)

RAHUL LAL
Joint Managing Director
(DIN : 06575738)

Directors :
Onke Aggarwal (DIN : 00141124)
Hemantpat Singhania (DIN : 00141096)
R.C. Sharma (DIN : 00023274)

M.S.GUPTA
Proprietor
Membership No. 084721
Place : New Delhi
Date : 27th June, 2020

VIVEK VISWANATHAN
Joint Managing Director
(DIN : 00141053)

RAJAT LAL
Managing Director
(DIN : 00112489)

Radhika Viswanathan
Hoon (DIN : 06436444)
Ajit Hoon (DIN : 00540300)
Neeraj Gupta (DIN : 00317395)



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

NOTE NO.42. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

A Credit risk :-

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. Company is exposed to credit risk from trade receivables and deposits with banks. To manage this, Company periodically assesses the financial reliability of customers, taking into account factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. Concentrations of credit risk are limited as a result of the Company's large and diverse customer base. Company has also taken advances and security deposits from its customers/agents, which mitigate the credit risk to an extent. The ageing of trade receivable is given below:

Particulars	Up to 6 months	More than 6 months	Total Amount (Rs.in Lakhs)
As at 31st March , 2020	831.87	48.96	880.83
As at 31st March , 2019	595.91	61.29	657.20

Following table summaries the change in loss allowances measured using life time expected credit loss model. No significant changes in the estimation techniques or assumption were made during the period.

Particulars	Rs. in Lakhs
As at April 01, 2019	7.56
Provided during the year	-
Reversal of provision	-
Amounts written off	-
As at March 31, 2020	7.56

Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which term deposits are maintained. Term deposits are maintained with banks with which Company has also availed borrowings.

B Liquidity risk :-

Liquidity risk is the risk that a company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(Rs. in Lakhs)

Particulars	As at March 31st,2020				
	Carrying amount	On demand	0-12 months	More than 12 months	Total
Borrowings	17487.89	9246.28	2952.27	5289.34	17487.89
Trade Payables	24630.36	24630.36	-	-	24630.36
Other financials liabilities	3077.92	-	3077.92	-	3077.92
TOTAL	45196.17	33876.64	6030.19	5289.34	45196.17

(Rs. in Lakhs)

Particulars	As at March 31st,2019				
	Carrying amount	On demand	0-12 months	More than 12 months	Total
Borrowings	22378.04	10642.92	4598.35	7136.77	22378.04
Trade Payables	21818.82	21818.82	-	-	21818.82
Other financials liabilities	2640.17	-	2159.31	480.86	2640.17
TOTAL	46837.03	32461.74	6757.66	7617.63	46837.03

CONTD.....



**NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020**

C. Fair value of financial assets and financial liabilities

Financial instruments measured at fair value can be divided into three levels for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

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

Level 3 – Inputs for the asset or liability that are not based on observable market data.

Following methods and assumptions are used to estimate the fair values:-

- a. Fair value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities and short-term borrowings carried at amortised cost is not materially different from its carrying cost largely due to short-term maturities of these financial assets and liabilities.
 - b. Financial instruments with fixed and variable interest rate fall within level 2 of the fair value hierarchy and are evaluated by Company based on parameters such as interest rate, credit rating or assessed credit worthiness.
 - c. Non-listed shares and other securities fall within level 3 of the fair value hierarchy. Valuation is based on the net asset method.
 - d. Fair value of the borrowing items fall within level 2 of the fair value hierarchy and is calculated on the basis of discounted future cash flows.
 - e. Ind AS 101 allow Company to fair value Property, Plant and Equipment on transition. Company has valued property, plant and equipment as deemed cost.
- i) Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements:**

(Rs. in Lakhs)

Particulars	As at March 31st, 2020			
	Carrying amount	Level 1	Level 2	Level 3
Financial assets at amortised cost				
Trade receivables	880.83	–	–	–
Cash and cash equivalents	349.14	–	–	–
Bank balances	417.31	–	–	–
Loan-current	–	–	–	–
Other financial assets- non current	193.42	–	193.42	–
Total	1,840.70	–	193.42	–
Financial Liabilities at amortised cost				
Borrowings – non current	4,515.95	–	4,515.95	–
Borrowings – current	11,954.32	–	–	–
Trade Payables	24,630.36	–	–	–
Other financial liabilities- current	2,978.92	–	–	–
Total	44,079.55	–	4,515.95	–

ii)

(Rs. in Lakh)

Particulars	As at March 31st, 2019			
	Carrying amount	Level 1	Level 2	Level 3
Financial assets at amortised cost				
Trade receivables	656.80	–	–	–
Cash and cash equivalents	634.89	–	–	–
Bank balances	968.46	–	–	–
Loan-current	–	–	–	–
Other financial assets- non current	432.48	–	432.48	–
Total	2,692.63	–	432.48	–
Financial Liabilities at amortised cost				
Borrowings – non current	7,136.77	–	7,136.77	–
Borrowings – current	13,978.97	–	–	–
Trade Payables	21,818.82	–	–	–
Other financial liabilities- current	2,540.83	–	–	–
Total	45,475.39	–	7,136.77	–

Note :- During the year ended 31st March 2020 & 31st March 2019 there is no transfer between the Level 1 and Level 2.



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

NOTE.43. MARKET RISK

The Company is exposed to the risk of movements in interest rates, inventory price that affects its assets, liabilities and future transactions.

i) Interest rate risk

Fluctuation in fair value or future cash flows of a financial instrument because of changes in market interest rates gives rise to interest rate risk. The Company's borrowings are linked to base rates of the banks. With all other variables held constant, the following table demonstrates the impact of change in interest rate on borrowing cost on floating rate portion of loans.

(Rs.in Lakhs)

Particulars	As at 31st, March 2020	As at 31st, March 2019
Total debt as at the end of the year	17487.89	22378.04
Average annual utilisation of debts at floating rate of interest (%)	95%	95%
Average availment of borrowings at floating rate of interest	7202.57	8461.99
Impact of 1% interest rate variation	72.03	84.62

ii) Inventory price risk

The Company is exposed to the movement in price of principal finished product i.e. sugar. Prices of the sugar cane is fixed by government. Generally, sugar production is carried out during sugar cane harvesting period from November to April. Sugar is sold throughout the year which exposes the sugar inventory to the movement in the price. Company monitors the sugar prices on daily basis and formulates the sales strategy to achieve maximum realisation. The sensitivity analysis of the change in sugar price on the inventory as at year end, other factors remaining constant in given in table below:

(Rs.in Lakhs)

Particulars	As at 31st, March 2020	As at 31st, March 2019
Sugar inventory held (Qtl. in Lakhs)	6.06	6.61
Impact of sugar price variation by Rs. 100/Qtl.	606.00	661.00

Note No.44. The net worth of the company has since been eroded on account of operational losses, incurred by the company upto the F.Y. 2014-15, which was basically on account of low recovery of sugar from sugarcane. Whereas on account of improvement in the sugar manufacturing unit, during the season 2015-16, the recovery has substantially improved with the result that the company has earned profit during the year 2016-17. The company has also reported profit during the current year ending on 31.03.2020 Rs.384.91 Lakhs as compare to loss Rs. 3488.82 Lakhs during the previous year ending on 31.03.2019. The company is continuously striving for improvement in the operational efficiencies in other parameters. As such the company will remain as a going concern and is likely to pay it's liabilities including cane dues from expected generation of cash flow. However the accumulated losses of the company as at 31.03.2020 were Rs. 10,060.37 Lakhs as against the paid up capital of Rs. 525.00 Lakhs.

Note No.45. Certain previous year figures have been rearranged to make them comparable with current figures. Figures have been rounded off nearest to Lakhs.

CONTD.....



NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended March 31, 2020

NOTE NO. 46: STATEMENT OF CASH FLOW

	For the year ended March 31, 2020 (Rs. in Lakhs)	For the year ended March 31, 2019 (Rs. in Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax and exceptional item as per Profit & Loss Account	285.72	(3,501.60)
Adjustments for :		
Depreciation	697.22	496.16
Interest (Net)	2,036.81	1,958.04
Bad debts & claims written off (Net)	3.12	38.71
(Profit)/Loss on sale & Disposal of Fixed Assets (Net)	11.78	13.35
Unclaimed Credit Balances Written Back	(0.08)	(0.31)
Stores Written off	1.21	-
Operating Profit before working capital changes	3,035.78	(995.65)
Adjustment for :		
Trade and other receivables	480.68	(702.63)
Inventories	516.74	(2,283.08)
Trade Payables	2,921.37	3,788.95
Cash generated from operations	6,954.57	(192.41)
Interest paid	(944.57)	(1,292.08)
Direct tax paid (Net)	5.79	8.98
Net Cash from operating activities	6,015.79	(1,475.51)
B. CASH FROM INVESTING ACTIVITIES :		
Purchase of fixed assets (including Intangible Assets)	(649.61)	(3,223.87)
Capital Advance	(93.00)	443.66
Sale of fixed assets	10.22	2.45
Interest received	125.84	96.23
Net Cash used in investing activities	(606.55)	(2,681.53)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from fixed Deposit/Directors Loan	(137.22)	928.61
Proceeds from Term Loan/Repayment of Finance Liability	(4,508.25)	4,375.98
Interest paid	(1,049.52)	(670.77)
Net Cash used in Financing Activities	(5,694.99)	4,633.82
Net increase in Cash and Cash equivalents	(285.75)	476.78
Opening balance of Cash and Cash equivalents	634.89	158.11
Closing balance of Cash and Cash equivalents	349.14	634.89

Note : Figures in () denote Cash Outgo

As per our report of even date
for M.SHARAN GUPTA & CO.
Chartered Accountants
Firm Registration No. 06340N

G.K. SHARMA
Chief financial Officer
(PAN BKTPS8501G)

A.K. JAIN
Company Secretary
(M. No. FCS5826)

RAHUL LAL
Joint Managing Director
(DIN : 06575738)

Directors :
Onke Aggarwal (DIN : 00141124)
Hemantpat Singhania (DIN : 00141096)
R.C. Sharma (DIN : 00023274)

M.S.GUPTA
Proprietor
Membership No. 084721
Place : New Delhi
Date : 27th June, 2020

VIVEK VISWANATHAN
Joint Managing Director
(DIN : 00141053)

RAJAT LAL
Managing Director
(DIN : 00112489)

Radhika Viswanathan
Hoon (DIN : 06436444)
Ajit Hoon (DIN : 00540300)
Neeraj Gupta (DIN : 00317395)