

ANNUAL REPORT
2019-2020



APL METALS LIMITED
(Formerly - Associated Pigments Limited)
18/1A, HINDUSTAN ROAD
KOLKATA - 700 029

APL METALS LIMITED

(CIN: L 24224WB1948PLC017455)

(Formerly Associated Pigments Limited)

Registered Office: 18/1A, Hindustan Road, Kolkata -700029,

E-mail: aplcalcutta@rediffmail.com; Website: www.aplmetalsltd.com

Telephone: 033 2465 2433/34; Fax : 033 2465 0925

BOARD OF DIRECTORS

Mr. Ravi Nandan Sahaya (DIN-00059292) , Chairman , Non-Executive
Mr. Sanjiv Nandan Sahaya (DIN-00019420) , Managing Director and Chief Executive Officer
Mr. Om Prakash Saxena (DIN-01059659) -Independent Director
Mr. Rajendra Sahay (DIN-02633026) - Independent Director
Mrs. Roli Verma (DIN-08137239) - Independent Woman Director
Mr. Prakash Kumar Damani (DIN-1166790) - Director - Non-Executive
Mr. Rahul Damani (DIN-5216197) - Director - Non-Executive
Mr. Bijan Roy (DIN- 02668395) - Independent Director
Mr. Kumud Kumar Dubey (DIN-07733333) - Independent Director
Mr. Sanjay Sarma (DIN-00208161) - Director - Non-Executive

KEY MANAGERIAL PERSONS (KMP)

1. **Mr Sanjiv Nandan Sahaya**
Managing Director
2. **Mr. Rajnish Gambhir** ,
Executive Director and Chief Financial Officer
3. **Mr. Ram Narayan Prajapati** (FCS-1889)
Company Secretary

REGISTRAR & SHARE TRANSFER AGENTS

M/S Niche Technologies Private Limited
 3A, Auckland Place, 7th Floor,
 Room No. 7A & 7B,
 Kolkata - 700017
 Phones: (033) 2280 6616/6617/6618(3 Lines)
 Email-Id : nichetechpl@nichetechpl.com
 Website : <https://www.nichetechpl.com>

BANKER

Indian Bank (Erstwhile Allhabad Bank)
 Corporate Finance Branch,
 16 R.N. Mukherjee Road,
 Kolkata - 700 001

FACTORIES

1. Naranda, Panskura , Dist (Purba Medinipur
West Bengal Pin-721139
2. 260, B.T.Road, Sukchar, 24- Pargana (North)
Kolkata-115 Pin-700115
3. B-4&5 , UPSIDC Industrial Area, Malwan
Fatehpur (U.P) Pin -212664

STATUTORY AUDITORS

Sanjay Maheswary & Co (FRN-329718E)
 Chartered Accountants , Kolkata

INTERNAL AUDITORS

JSGA & Associates , (FRN-016078C)
 Chartered Accountants , Kolkata

SECRETARIAL AUDITOR

B.N.Khandelwal , (CP No- 1148)
 Practicing Co-Secretary , Kolkata

COST AUDITOR

B, Saha & Associates, (FRN-100104)
 Cost Accountants , Kolkata

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NOTICE OF 71ST ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that **71st Annual General Meeting** of the Members of the Company will be held on 10th November, 2020 at 12.00 Noon IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass each of the following Resolutions separately:-

- Ordinary Resolution to receive, consider and adopt the Financial Statements for FY 2019-20**
“RESOLVED THAT the Audited Standalone Financial Statements for the financial year ended 31st March, 2020 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted.”
- Special Resolution to re-appoint Mr. Ravi Nandan Sahaya (DIN: 00059292) as a retiring director:**
“RESOLVED THAT Mr. Ravi Nandan Sahaya (DIN: 00059292), who retires by rotation, be and is hereby re-appointed as the Director of the company whose term of office shall be determined by retirement of directors by rotation and further considering the fact that Mr. Ravi Nandan Sahaya’s age being above 75 years, pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby provided for Mr. Ravi Nandan Sahaya (DIN: 00059292) to continue as Director upon re-appointment, as per the provisions of Section 152(6) of the Companies Act, 2013.
- Ordinary Resolution to re-appoint Mr. Prakash Kumar Damani (DIN: 01166790) as a retiring director**
“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, **Mr. Prakash Kumar Damani (DIN: 01166790)**, who retires by rotation, and is eligible for re- appointment, be and is hereby re-appointed as a director liable to retire by rotation”.

SPECIAL BUSINESS

To consider and, if thought fit, to pass each of the following Resolutions separately:

- Special Resolution to re-appoint Mr. Om Prakash Saxena (DIN: 01059659) as Independent Director**
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule-IV and other applicable provisions of the Companies Act, 2013 as amended (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ modified and applicable, **Mr. Om Prakash Saxena (DIN: 01059659)** who has given his consent for a re-appointment and submitted a declaration that he meets the criteria of Independence and whose reappointment has been recommended by the Nomination and Remuneration Committee and has been approved by the Board be and is hereby re-appointed as an Independent Director for a second term of consecutive five years up to 31st March 2025.”
“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

approval of the shareholders be and is hereby provided for continuation of directorship of Mr. Om Prakash Saxena (DIN: 01059659) even after attaining the age of 75 years during his tenure.”

5. **Special Resolution to re-appoint Mr. Rajendra Sahay (DIN: 02633026) as Independent Director**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule-IV and other applicable provisions of the Companies Act, 2013 as amended (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ modified and applicable, **Mr. Rajendra Sahay (DIN: 02633026)** who has given his consent for a re-appointment and submitted a declaration that he meets the criteria of Independence and whose reappointment has been recommended by the Nomination and Remuneration Committee and has been approved by the Board, be and is hereby re-appointed as an Independent Director for a second term of consecutive five years up to 31st March, 2025.”

6. **Special Resolution to re-appoint Mr. Sanjiv Nandan Sahaya (DIN: 00019420) as Managing Director**

“RESOLVED THAT pursuant to provisions of Section 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 or any amendments to these statutory provisions and as recommended by Nomination and Remuneration Committee & subsequently approved by the Board and subject to such approvals as may be necessary; consent of members be and is hereby accorded to the re appointment of **Mr. Sanjiv Nandan Sahaya (DIN: 00019420)** as Managing Director in whole time employment of the Company for a period of Five years with effect from 1st October, 2020 to 30th September, 2025 on such remunerations, benefits and other terms and conditions as stated in Explanatory Statement under Section 102 of the Companies Act, 2013 annexed with the Notice of this Meeting with the liberty to the Board to alter, vary, reduce and enhance such remuneration on recommendation of the Nomination and Remuneration Committee so as not to exceed the limits specified in Schedule-V of the Companies Act, 2013 or any amendment thereto.”

“RESOLVED FURTHER THAT in case of inadequacy of Profit, the above remuneration not exceeding limits prescribed under Schedule-V - Section-II read with Explanation-I in Section-IV and Sections 196, 197 and other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013 as amended, from time to time, be paid to him as minimum remuneration” AND

“ RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and things and authorize any committee of the Board or others employee/ persons as shall be necessary to give effect to the above resolution.”

7. **As Ordinary Resolution to approve remuneration of Cost Auditors for Financial Year 2020-21**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of **Rs. 67,000/- (Rupees Sixty Seven Thousand Only)** plus applicable tax and reimbursement of out of pocket expenses at actuals, to M/s. B. Saha & Associates, Cost Accountants of 8, Bansdroni Ambagan, P.O. - Bansdroni, Kolkata - 700070 for conducting the cost audit for the financial year ending on 31st March, 2021, be and is hereby ratified and confirmed.”

By Order of the Board
For APL Metals Limited

Ram Narayan Prajapati , (Membership No- F1889)
Company Secretary & Compliance Officer

Place: Kolkata

Date: 14th September, 2020

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED WITH THE NOTICE OF 71st ANNUAL GENERAL MEETING OF SHAREHOLDERS OF APL METALS LIMITED

1. Information about Directors seeking Appointment/Reappointment

Full information for each of the directors seeking Appointment /Reappointment at the Annual General Meeting such as age, qualification, experience, expertise, relationship with other directors, other directorship, remuneration are given in the *Annexure to this Notice*. The following information are further provided in respect of directors seeking appointment/re-appointment at the Annual General Meeting. These forms part of this Annual Report. for the financial year 2019-20

(i) Item No 2 and 3 of Notice relating to re-appointment of Directors Retiring by Rotation

Mr. Ravi Nandan Sahaya (DIN- 00059292) and Mr Prakash Kumar Damani (DIN- 01166790) both retires by rotation at the ensuing Annual General Meeting and are eligible for re-appointment as a director retiring by rotation... The Company has received their consents under section-152(5) of the Companies Act, 2013 in Form-DIR-2 and confirmations under Section-164(2) in Form-DIR-8 that they are free from any disqualification for being a director..

Mr. Ravi Nandan Sahaya is also Chairman of Stake holders Committee and member of Risk Management Committee of the company. Mr. Prakash Damani is also Chairman of Risk Management Committee of the company

Mr. Ravi Nandan Sahaya is 78 years old and in compliance to Regulation- 17(1A) of SEBI (LODR) Regulations,2015, Shareholders have already passed a Special Resolution approving his continuation as a Non-Executive Director beyond 75 years of age at the 69th Annual General Meeting held on 14th September, 2018.. Hence, in compliance to the Regulation 17 (1A) and provisions of the Act and , on recommendation of Nomination and Remuneration Committee , the Board of Directors of the Company have approved re-appointment of these two directors subject to passing of two separate resolutions i.e. (i) a separate Special Resolution for Mr. Ravi Nandan Sahay and (ii) separate Ordinary Resolution for Mr. Prakash Kumar Damani

None of the Directors or Key Managerial Personnel or their relatives except Mr Ravi Nandan Sahaya, to whom the resolution relates is interested or concerned, financially or otherwise, in resolution.-2 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives except Mr Prakash Kumar Damani to whom the resolution relates and his relatives Mr. Rahul Damani and Mr. Sanjay Sarda are deemed to be interested or concerned, financially or otherwise, in resolution.-3 of the Notice.

The Board recommends their re-appointments.

(ii) Item No 4 and 5 relating to appointment of Independent Directors for Second Term

Mr Om Prakash Saxena (DIN-01059659) and Mr Rajendra Sahay (DIN- 02633026) were appointed as Independent Directors for first term of five years at the 66th Annual General Meeting held on 26th September,2015.The Company has received separately their consents under section-152(5) of the Companies Act, 2013 in Form-DIR-2 and confirmations under Section-164(2) in Form-DIR-8 that they are free from any disqualification from being a director. The company has also received declarations separately confirming that they meet the criteria of Independence under Section-149(6) of the Act.

Mr Om Prakash Saxena is also chairman of Nomination and Remuneration Committee and member of Audit Committee of the company. Mr Rajendra Sahay is also member of Audit Committee, Nomination and Remuneration Committee and CSR Committee of the company. Mr Om Prakash Saxena will be completing age of 75 years prior to his retirement on 31st March, 2025. Hence, in compliance to the Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 and provisions of the Act and, on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have approved appointment of these two independent directors for a second term of five years up to 31st March, 2025 and continuation of Mr. Om Prakash Saxena after completion of 75 years of age subject to approval by shareholders by passing of Special Resolutions No-4 and 5 separately

In the opinion of the Board, the company's Independent directors fulfill the criteria of independence as mentioned in SEBI(LODR) Regulations, 2015 read with Section-149 of the Company's Act, 2013 as amended. All independent directors are independent of the management of the company.

None of the directors or Key Managerial Personnel or their relatives except Mr Om Prakash Saxena to whom the resolution relates is interested or concerned, financially or otherwise, in resolution No-4.

None of the directors or Key Managerial Personnel or their relatives except Mr Rajendra Sahay to whom the resolution relates is interested or concerned, financially or otherwise, in resolution No-5.

In view of vast professional knowledge and experience the Board believe that their continuation as an Independent Directors will be in the interest of the company. Hence, your directors recommend their appointments as Independent directors for a second term of five years up to 31st March, 2025.

(iii) Item No 6 - Re-appointment of Mr Sanjiv Nandan Sahaya as Managing Director

The Shareholders of the Company had approved re-appointment of **Mr Sanjiv Nandan Sahaya as Managing Director** on a monthly remuneration of Rs 200000/- (basic) plus House Rent Allowance up to 50% and allowances, other perquisites and benefits approved at the 68th Annual General Meeting held on 15th September, 2017 up to 30th September, 2020. At present his gross monthly salary is Rs 300000/- comprising of Basic Salary Rs 200000/- and House Rent Allowance of Rs 100000/- per month (50% of Salary) and other benefits. His current tenure of service will expire on 30th September, 2020. Hence, on recommendation of Nomination and Remuneration Committee, Board of Directors have at the Meeting approved his re-appointment for period of Five Years from 1st October, 2020 to 30th September, 2025 subject to approval by shareholders on a remuneration and the terms and conditions stated below subject to approval by Shareholders by a Special Resolution. The details of proposed remuneration are given hereunder;

1. Basic Salary

On basic salary of Rs 3,00,000/- (Rupees Three Lacs Only) per month with a provision for Increment not exceeding 20% per annum effective from start of Financial year 2021-22 subject to approval by Board of Directors and recommendation of Nomination and Remuneration Committee

2. **Housing/House Rent and Maintenance Allowance**

He will be entitled to furnished rent free accommodation at the cost of the company or House Rent Allowance not exceeding 50% of his basic salary as may be opted by him. This will be over and above actual house maintenance expense for his accommodation not exceeding 20% of his basic salary.

3. **Commission**

Commission of 1% of Net Profit Computed in the manner laid down in Section- 197, 198 and Schedule-V of The Companies Act, 2013 payable after adoption of Audited Accounts at the Annual General Meeting.

4. **Gas , Electricity , Water, Furnishing , Maintenance Expense**

The expenditure incurred by company on Gas , Electricity , Water, Furnishing and Repairs actual Expense will be valued as per Income Tax Rules subject to a ceiling of 25% of his basic salary.

5. **Medical/Leave Travel Concessions**

Reimbursement of actual medical expenses including Mediclaim8/health insurance Premium and Leave Travel Concession once in a year for self and family subject to a ceiling of one month's salary for each year for Medical Reimbursement and one month's salary for Leave Travel Concession separately. He may claim Leave Travel concession twice in a block of four years instead of every year as permitted under Income Tax Law.

6. **Fees for Clubs**

Actual Fees subject to maximum two clubs excluding Admission/ Life Membership Fee.

7. **Retirement Benefits**

He will be entitled to retirement benefits of gratuity, encashment of leave, Provident Fund etc as applicable to other employees as per Rules of the company

8. **Ceiling/Minimum Remuneration**

The remuneration payable to Managing Director shall not exceed 5% of Net Profit Computed in the manner laid down in Section- 197, 198 and Schedule-V of The Companies Act,2013 . **However, in case of no profit or inadequacy of Profit** , the above remuneration will be paid to him as minimum remuneration within the limits as specified in Schedule-V - Section-II read with Explanation-I in Section-IV and Section-196, 197 and other applicable provisions of the Companies Act, 2013.

All perquisites / expenses will be evaluated as per the Income Tax Act, 1961 and rules made there under or at actual cost basis, if there are no provision in the Income Tax law. The retirement benefits to the extent not taxable as per Income Tax law shall not be included for the purpose of overall ceiling of remuneration.

Relevant Information as per Schedule-V (Part-II) (Section-II) under section-196 & 197 is furnished below:-

I. **General Information**

APL Metals Limited (Formerly Associated Pigments Limited) (the company) is more than 71 years old manufacturing company engaged in manufacture of Lead and lead oxides at its plant as under:-

Plant	Item Produced	Installed Capacity	
		Capacity	Year
Kanakpur, P.O.- Naranda, Panskura, Dist- Purba Medinipur, West Bengal , Pin- 721139	Refined /Antimonial Lead	100000**	March,1992/ March, 2018
260, B.T. Road , Sukchar, Kolkata-700 115 , West – Bengal	Red-Lead, Litharge, LSO, White Lead	11280	April,1953
B-4& 5, UPSIDC, Industrial Area Malwan, Fatehpur-212 664	Red-Lead, Litharge, LSO	7500	March,1990

**The company has set up one 35 Ton third rotary furnace and two refining kettles of 100 Ton each in Panskura in FY 2017-18 which increased the installed capacity to produce Refined / Antimonial Lead from 48000 MT Per annum to 100000 MT per annum.

Our final products are industrial inputs for use in automotive, industrial, sub-marine, telecom & other variants of batteries. The Prices of Products fluctuates as per International price which is largely determined by trading in London Metal Exchange and exchange value of INR against US dollar. It is also capital intensive due to dependence on imports and low value addition.

The name of the company has been changed from "Associated Pigments Limited" to "APL Metals Limited." vide Certificate of Incorporation pursuant to change of Name issued by Government of India, Ministry of Corporate Affairs, Office of Registrar of Companies - Kolkata-700020, West Bengal, India on Twenty Fifth day of October two thousand sixteen to ensure that the name represents its present activities.

I. Information about Appointee

Mr.Sanjiv Nandan Sahaya, Managing Director, is a Chemical Engineer from Madras University. He has been in business of manufacturing and trading in Non-Ferrous Metal including Lead and Zinc since 1985. He represents promoters group and is Managing Director of the company since January, 2005. Prior to that he has held various management positions at factory and Head Office and has been director since, 1992. He is the key person behind expansion of Lead Oxide unit in Malwan, UP in 1990 and diversification into lead manufacturing facility at Panskura, Purba Medinipur, in 1992 which now contributes to more than 90% of revenue of the company. He looks after all day to day affairs of the company subject to supervision and control of Board of Directors of the Company.

The existing monthly gross salary of Managing director is Rs 3,00,000/- comprising of basic salary Rs 200000 /- plus House Rent Allowance of Rs 100000/- from 1st November, 2019. He has not drawn any commission on the profit. In view of substantial increase in cost of living and improvement in performance of the company, the Board has considered the recommendation of Nomination and Remuneration Committee and approved payment of above remuneration subject to approval by shareholders. The Board is of the opinion that the above remuneration is reasonable and commensurate with the market conditions. Foreign Investment, Collaboration or new project except normal capital expenditure as may be required to maintain smooth running of operations and increase efficiency

Other Information

The financial performance of the company during FY 2019-20 improved remarkably as stated in the directors report. The Profit before tax was Rs 8.06 crore for the FY 2019-20 as against Rs 0.91 crore in FY

2018-19. The improvement is considered significant in view of recession in automotive sector, fall in prices of lead and closure of units for about two weeks under Covid-19 Lock down pandemic which reduced production and turn-over of the company. Mr. Sanjiv Nandan Sahaya, Managing Director is the key person behind all technical and commercial aspects of the company and has spear headed the revival/growth. The completion of third rotary under his guidance has started showing better results. The amount of remuneration recommended is reasonable and commensurate with the responsibility and market conditions.

None of the director or Key Managerial Personnel or their relatives except Mr. Sanjiv Nandan Sahaya to whom the resolution relates is interested or concerned, financially or otherwise in above resolution. The Board recommends his re-appointment as Managing Director for five years up to 30th September 2025.

(iv) Item No. 7 – Confirmation of Appointment of Cost Auditors for FY 2020-21

The Board, on recommendation of the Audit Committee, has recommended appointment of M/s B. Saha & Co., Cost Accountants, Kolkata for the financial Year 2020-21 on remuneration of **Rs 67,000/- (Rupees Sixty Thousand Only)** plus applicable tax and reimbursement of out of pocket expenses at actuals for conducting Cost Audit and to report in terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014 and any amendment thereto. The remuneration of Cost Auditors is required to be ratified by shareholders of the Company under Section 148 of the Act. Hence, consent of members is sought for appointment and remuneration as set out in the Notice of the AGM.

None of the Directors or Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in the aforesaid resolution. The Board recommends the resolution for approval by the members.

By Order of the Board
For **APL Metals Limited**

Ram Narayan Prajapati' Company Secretary

M. No - FCS-1889

Kolkata

Dated: 14th September, 2020

ANNEXURE TO THE NOTICE OF 71ST AGM
Information relating to Directors seeking appointment/re-appointment
at the 71st Annual General Meeting

(Pursuant to Section 102 of the Act and Regulation-36 (3) of SEBI (LODR) Regulations, 2015)

Resolution No-2 – Reappointment of Mr. Ravi Nandan Sahaya

Name /DIN/Status	Mr. Ravi Nandan Sahaya (DIN-00059292) Non-Executive Chairman
Age / Date of Birth	3 rd August, 1942 – 78 Years
Qualification	M. A. in English from Delhi University
Experience /Brief Resume	Vast experience in Lead, Zinc Industry
Remuneration-FY 2019-20	Rupees 24000/- as Sitting Fees of Meetings
Proposed Remuneration	Sitting Fees only for number of meetings to be attended by him
Date of First Appointment on Board	25/08/1989 as director / Deputy Chairman
No of Equity Shares held on 31.03.2020	10771 (Ten Thousand seven hundred seventy one) Equity Shares . No change in holding during the year.
Relationship with other director or KMP	None
No of Board Meetings Attended in FY 2019-20	Three out of Four
Directorship of other Boards on 31.03.2020	(I) Sahaya Properties Pvt Ltd. (ii) Mac Services Pvt Ltd (iii) Chitransh Combines Sattelites & Films Pvt Ltd
Membership/Chairmanship of committees of other Boards as on 31.03.2020	None

Resolution No-3 - Reappointment of Mr. Prakash Kumar Damani

Name /DIN/Status	Mr. Prakash Kumar Damani (DIN –01166790) Non-Executive
Age / Date of Birth	28 th June, 1962 – 58 Years
Qualification	B.Com from St Xaviers College, Kolkata
Experience /Brief Resume	More than 37 years' experience in finance, accounting, telecom & wireless, Infrastructure & other business
Remuneration-FY 2019-20	Nil
Proposed Remuneration	Entitled to sitting Fees for number of meetings attended
Date of First Appointment on Board	12/11/2016 as director
No of Equity Shares held on 31.03.2020	Nil
Relationship with other director or KMP	Related to Rahul Damani and Sanjay Sarda
No of Board Meetings Attended in FY 2019-20	Four out of Four
Directorship of other Boards on 31.03.2020	(1)Super Sarees Pvt Ltd (2) Jiwansagar Niketan Pvt Ltd (3) Pioneer Tie-up Pvt Ltd,(4)Zinna Nirman Pvt Ltd, (5) Krishna Nirman Pvt Ltd , (6) Damani Polymers Pvt Ltd (7) Hallo Biscuit Co Pvt Ltd , (7) Giriraj Infracon Pvt Ltd, (8) Goldsmith Infrabuild Pvt Ltd (9) Sunheaven Developers Pvt Ltd, (10) Ananddhara Developers Pvt Ltd, (11) Asia Filatex Ltd, (Arrowlink Steels Pvt Ltd, (12) James Glendye & Co Pvt Ltd.
Membership/Chairmanship of committees of other Boards as on 31.03.2020	None

Resolution No-4 - Reappointment of Mr. Om Prakash Saxena

Name of the Director/DIN	Mr. Om Prakash Saxena (DIN-01059659)Non-Executive
Age / Date of Birth	08 th August, 1947 - 73 years
Qualification	Fellow Member of Institute of Chartered Accountants of India
Experience /Brief Resume	Above 50 years exposure in accounting, audit, taxation, legal and corporate management
Remuneration-FY 2019-20	Rs 44000/- as sitting Fee for meetings attended
Proposed Remuneration	Sitting Fees only for number of meetings to be attended by him
Date of First Appointment on Board	28 th April, 2010
No of Equity Shares held on 31.03.2020	1601 (one Thousand Six hundred one only)
Relationship with director	None
No of Board Meetings Attended in FY 2019-20	Four out of Four
Directorship of other Boards on 31.03.2020	(1)Machinetex Pvt Ltd, (2) Marygold Estates Pvt Ltd, (3) Colne Force Power & Services Pvt Ltd, (4) Duckback Waterproof Works Pvt Ltd), (5) Quicker Vinimay Pvt Ltd , (6) Vidhata Exports Pvt Ltd. (7) Sirex Leasing & Finance Pvt Limited, (8) Standard Investment Co Pvt Ltd, (9) Diplo Mercantile Pvt Ltd, (10) Ortem Securities Ltd, (11) Eastern Housing Udyog Finance Co Ltd , (12) Eastern Spinning Mills & Industries Pvt Limited, (13) Bengal Waterproof Properties Pvt Limited , (14) Bengal Waterproof Ltd, (15) Duckback (India) Ltd , (16) Mecrcury DevconPvt. Ltd.
Membership/Chairmanship of other Boards as on 31.03.2020	None

Resolution No-5 - Reappointment of Mr. Rajendra Sahay

Name of the Director/DIN	Mr. Rajendra Sahaya (DIN-02633026) - Non Executive
Age / Date of Birth on 31.03.2020	29 th October, 1952 - 68 Years
Qualification	B. Sc (Physics) , MBA from XLRI , Jamshedpur
Experience /Brief Resume	More than 37 years experice in HR and Corporate Management in reputed groups, retired as MD of Gujrat NRE (Austalia) Pte Ltd
Remuneration-FY 2019-20	Rs 40000/- as sitting Fees for Meetings attended
Proposed Remuneration	Sitting Fees only for number of meetings to be attended by him
Date of First Appointment on Board	30 th May,2013
No of Equity Shares held on 31.03.2020	500 (Five hundred) Equity Shares
Relationship with director	None
No of Board Meetings Attended in FY 2019-20	Three out of Four held
Directorship of other Boards on 31.03.2020	Nil
Membership/Chairmanship of other Boards as on 31.03.2020	Nil

Resolution No-6 - Reappointment of Mr Sanjiv Nandan Sahaya

Name /DIN/Status	Mr. Sanjiv Nandan Sahaya /DIN- 00019420 / Manging Director
Age / Date of Birth	11 th August 1959 - 61 Years
Qualification	Chemical Engineer (Madras University),
Experience / Brief Resume	Vast experience above 37 years in Non-Ferrous metal industry
Remuneration-FY 2019-20	Rs 36,00,000/- including House Rent Allowance
Proposed Remuneration	As Per Resolution No-6 and Explanatory Statement annexed
Date of First Appointment on Board	On 16/10/1992 as director and Managing Director from 06/01/2005
No of Equity Shares held on 31.03.2020	2163657 (twenty one lacsixty three thousand six hundred fifty seven only) - Promoter group
Relationship with director	None
No of Board Meetings Attended in FY 2019-20	All Four Meetings
Directorship of other Boards on 31.03.2020	(i)Neelgagan Developers Pvt Ltd (ii) KL Commercial Pvt Ltd (iii) Mac Services Pvt Ltd (iv) IEW Engineers Pvt Ltd (v) Orbit Crystal Owners Association
Membership/Chairmanship of other Boards /Committees as on 31.03.2020	None

NOTES:

1. Explanatory Statement setting out material facts with respect to item no-2 and 3 and Special business at Item Nos. 4 to 7 in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
2. **The name of the company was changed from “Associated Pigments Limited” to “APL Metals Limited”** vide Certificate of Incorporation pursuant to change of Name issued by Government of India , Ministry of Corporate Affairs, Office of Registrar of Companies - Kolkata-700020, West Bengal, India on Twenty Fifth day of October Two Thousand Sixteen to ensure that name reflects its present line of activities
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at **Note No. 30**. The venue of the meeting shall be deemed to be the Regd. Office of the Company at 18/1A, Hindustan Road, Kolkata -700029,

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM are given in Annexure forming part of the Notice.
7. M/s. Sanjay Maheswary & Co., Chartered Accountants (ICAI Firm Registration No. 329718E) were appointed by the members as Statutory Auditors of the Company, till the conclusion of the Annual General Meeting of the Company to be held in year 2022. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
8. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first served basis. However attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on closure of the business hours on Tuesday, the 3rd November, 2020, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the AGM without restriction of first come first served basis.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number by email to the company at aplagn@aplgroupco.com between 05th November, 2020 (9.00 a.m. IST) to 07th November, 2020 (5.00 p.m. IST) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. In the interest of time, each speaker is requested to express his / her views in 2 – 3 minutes.
10. However, shareholders may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the shareholders will be dealt with accordingly.

11. Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN: INE578E01019 In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.
14. **Remote - Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering **e-voting** facility to its Members in respect of the businesses to be transacted at the 71st Annual General Meeting scheduled to be held on Tuesday, 10th November, 2020 at 12.00 Noon (IST). The Company has engaged the **services of Central Depository Services (India) Limited ("CDSL")** to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

The Instructions for shareholders voting electronically are as under:

- (i) The remote e- voting period begins on Saturday, the 07th November, 2020 from 09:00 a.m. (IST) and ends on Monday, 09th November, 2020 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, the 03rd November, 2020 (the cut-off date) , may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company excluding special characterNext enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <APL Metals Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
15. Process for those shareholders who's email addresses is not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of AADHAR Card to RTA online on e-mail id : nichetechpl@nichetechpl.com and to the company in email id: aplagn@aplgroupco.com
- (ii) For Demat shareholders Please register your e-mail address with your Depository Participant (DP) and provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the company in email id: aplagn@aplgroupco.com and RTA on e-mail id : nichetechpl@nichetechpl.com
- (iii) Please note that company has not declared any dividend for the year 2019-20. However, Members may register/update their complete bank details for the purpose of dividend, if declared in future as per Note-23.
16. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 07th November, 2020 without which the vote shall not be treated as valid.
17. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to aplagn@aplgroupco.com may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 3rd November, 2020.
19. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the AGM. However, he/she can attend the AGM.
20. Mr. A. K. Labh, Practicing Company Secretary (FCS : 4848) of M/s. A. K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.
21. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aplmetalsltd.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

23. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/S Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, R.No- 7A & 7B, Kolkasata-700 017. Tel No.: (033) 2280-6616/6617/6618; e-mail id : nichetechpl@nichetechpl.com

For KYC Compliance mandated by SEBI, all the Shareholders holding **shares in Physical Mode** are requested to send the physical copy of following documents to the Registrar & Share Transfer Agents

IT Pan Card	Self-Attested signed Copy of Pan Card of all the shareholder (s)
Ful Bank Account details of First holder	Cancelled Cheque Leaf with pre-printed name of first holder or Copy of First Page and Last Page of Latest Bank Statement or Pass book of First holder giving Account Type and Number, Branch details, IFSC Code, 9 digit MICR Code duly signed and attested by bank
Address Proof	Self-attested copy of Aadhaar-card/Passport or/Driving Licence (Not expired) of all the shareholder (s) giving full Postal address with Pin Code
E-Mail ID	For First Named Shareholder (mandatory). May send for joint holders.
Specimen Signature/s (Optional)	Specimen Signature/s giving full address duly signed and verified by Bank Manager in original giving Code No & official Seal of bank (If you wish to update your signature in the records of the company)
If you have already dematerialised your shares or now dematerialize the same , the above will not be required as same will be available with Depository.	

24. Members may also note that the Notice of the 71st AGM and the Annual Report 2019-20 will be available on the Company's website, www.aplmetalsltd.com. All documents referred in accompanying Notice and Explanatory Statement and other statutory documents will be available for Inspection in electronic mode and members may write to the company specifying the document by mail at aplagnm@aplgroupco.com
25. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.
26. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 4th November, 2020 to Tuesday, 10th November, 2020 (both days inclusive). Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for registration of transfers.
27. Queries on accounts, if any, should be mailed to aplagnm@aplgroupco.com at least seven days Before the meeting mentioning their name, demat account number/folio number, email id, Mobile number. These queries will be replied to by the company suitably by email.
28. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-

market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

29. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
30. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at <https://www.evoting@cdsl.co.in> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
 - ii. Members can participate in the 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. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
 - iii. 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.
 - iv. The Members who are shareholders as on closure of the business hours on 3rd day of November, 2020 are requested to join the AGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
 - v. Members who need assistance before or during the AGM, can contact CDSL on evoting@cdsl.co.in or use Toll Free No.1800-222-990

By Order of the Board
For **APL Metals Limited**
Ram Narayan Prajapati
Company Secretary, M. No - FCS-1889

Kolkata

Dated: 14th September, 2020

DIRECTORS' REPORT TO THE SHAREHOLDERS (INCLUDING MANAGEMENT DISCUSSION AND ANALYSIS REPORT)

Your Directors present the 71st Annual Report and Audited Financial Statements for the year ended 31st March 2020 along with Management Discussion & Analysis Report in compliance to Section-134 of The Companies Act, 2013 (hereinafter referred as 'the Act') and Rules made thereunder and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations). The Regulation number stated hereinafter refers to Regulations under SEBI (LODR) Regulations, 2015.

1. Corporate Overview

The company was incorporated with the name Associated Pigments Limited on twenty second December , 1948 and it obtained Certificate of Commencement of business on twenty fifth February ,1949 . **The name of the company was changed from "Associated Pigments Limited" to "APL Metals Limited"** vide Certificate of Incorporation pursuant to change of Name issued by Government of India , Ministry of Corporate Affairs, Office of Registrar of Companies - Kolkata-700020, West Bengal, India on Twenty Fifth day of October Two Thousand Sixteen to ensure that name reflects its present line of activities .It is a 71 year old company engaged in production of Lead and lead products in its three manufacturing units out of which two are located in state of West Bengal and one in Uttar Pradesh in India. The products dealt by company are base metals and inorganic chemicals used in manufacturing of Lead Acid Storage Batteries and other industrial products. The corporate headquarter and registered office of the company is in Kolkata since 1948. The website address of company is: www.aplmetalsltd.com

2. Economy

The performance of Indian Economy in FY 2019-20 slowed down to 4.20 % as against 5.8% in FY 2018-19. However, the performance of Indian economy was ahead of global economy which grew by 2.4% in Calendar Year (CY) 2019 as against 3% in CY 2018 due to reasons such as global trade war across nations, tariff related uncertainties, Brexit and challenging global trade tensions. The growth rate globally faced consistent declining trend under trade tensions and demand recession which affected us as well. Outbreak of Covid-19 towards end of the year also slowed down the growth.

3. Industry Structure and Developments

The manufacture and sale of lead, lead alloys and lead oxides constitutes a substantial portion of our revenue (> 95%) . Our output which caters to the input requirements of lead acid storage battery industry comprising of industrial batteries, automotive batteries, sub-marine batteries, home UPS etc . Auto sales in India during Fy 2019-20 suffered due to weak credit conditions, demand softness and change in regulatory norms . Hence demand and price of lead came down. Our final product is industrial products and remains volatile and sensitive to demand and supply gap , F/E fluctuations , Govt Policies and regulations for imports , environment and other regulatory compliances . The lead industry is working capital intensive and depends heavily on imports . Therefore, tightening of imports and finances have a direct bearing on performance.

4. Performance

The production during the FY 2019-20 was lower by about 7% at 37725 MT as against 40503 MT in FY 2018-19. The production in the last quarter of March,2020 was reduced by 17 % as compared to preceding quarter of December, 2019 and corresponding March,2019 quarter mainly due to outbreak of Covid-19 pandemic and lowering of lead prices .Hence our net turnover also reduced by about 7% to Rs 517.97 crores as against Rs 555.85 crores last year . However , our

Export turnover during the year increased substantially by about 74 % to Rs 63.75 crores as against Rs 36.66 crores last year. Despite reduction in price of refined lead by about 5 % and production by about 7 %, the value addition remained more or less at same level. This was possible due to better product mix and judicious buying of raw materials during the year. In spite of all these difficulties, our profit before tax at Rs 8.06 crore was far better than last year as given herein below.

5. Financial Results

The Company's financial performance for the financial year ended 31st march, 2020 is summarized below:

(Rs. in Crores)

Particulars	2019-20	2018-19
Gross Sales	616.15	659.36
Less: Inter-Unit Sales	16.88	10.07
Gross Market Sales	599.27	649.29
Less: Taxes on Sales	81.30	93.44
Net Revenue from Operations as per Profit and Loss A/C	517.97	555.85
Other Income	4.78	0.07
Total Income	522.75	555.92
Less: Operating Expenses	497.56	537.60
Profit / (Loss) before Depreciation, Finance Cost and Tax	25.19	18.32
Less: Finance Costs	15.77	16.10
Cash Profit	9.42	2.22
Less: Depreciation for the year	1.36	1.31
Current Year Profit before Tax/Exceptional Item	8.06	0.91
Less: Exceptional Item (Arrear Depreciation)	-	Nil
Profit Before Tax	8.06	0.91
Less: Current Tax Expense/(Income)	(1.71)	0.10
Less ; Deferred Tax Expense	6.08	0.23
Net Profit / (Loss) after Tax	3.69	0.58
Other Comprehensive Income/(Expense)	(0.08)	(0.26)
Total Comprehensive Income as per Audited Accounts	3.61	0.32

* The company has exercised the option under section-115BBA introduced by Taxation Laws (Amendment) Ordinance, 2019 offering effective lower tax rate of 24.17% in place of 31.20% and re-measured the opening deferred tax assets in respect of unabsorbed loss and depreciation at revised tax rate prevailing on 31st March, 2020 which is in conformity with the applicable Indian Accounting Standard (Ind AS) -12. This resulted in a higher provisioning of tax expense and reduced the Net Profit for the current year by Rs 4.33 crores as reflected above. In spite of this the net profit for the year was remarkably better over last year.

6. Dividend

The current year profit being inadequate to absorb entire past losses, your Board of Directors could not recommend any dividend for the year.

7. Future Out-look & Covid-19

All future forecast have undergone uncertainty in view of forced lock-down resulting from spread of Covid-19 outbreak globally. It has also embarked an opportunity to developing nations like India due to growing realization across developed economies to curtail dependence on China. These have following dimensions affecting the future –

Development of work from home and social distancing culture.

Adoption of new digital technologies across all sectoral transactions

Evolution of E-learning, E-conferencing, Social distancing changing landscape of business

Development of Vaccine, strong hygiene and immunity are game changer in economy.

Developing alternative solutions to trade barriers resulting from bio-logical wars like Covid-19

In view of above, the future out look of Lead industry is expected to improve by FY 2021-22.

8. Significant Financial Ratio and Reason for changes in Fy 2019-20

Particulars	FY 2019-20	FY 2018-19	Change	Remark
Inventory Turnover Ratio	0.19	0.17	0.02	Negligible Impact – Higher year end inventory due to lock down for Covid-19
- do- No of Days	69	61	8	
Debtors Turnover Ratio	0.07	0.06	0.01	Negligible Impact – Increase in debtors in year end
-do- No of Days	27	24	3	
Current Ratio	1.18	1.27	0.09-ve	Increase in Creditors
Debt-Equity Ratio	1.63	2.85	1.22-ve	Higher profit reduced debt
Interest Coverage Ratio	1.56	1.25	0.31	Higher Profit in Fy 2019-20
Debt Service Coverage Ratio	2.51	1.24	1.26	Higher Profit in Fy 2019-20
Operating Profit Margin (%)	3.94%	3.28%	0.26%	Better Inventory anagement
Net Profit Margin – (%)	0.71%	0.10%	0.61%	Higher Profit in Fy 2019-20

9. Risks and Concerns

Business risks associated to your company are towards supply chain management, stringent environmental and pollution control norms for manufacturing and hazardous materials, fluctuating raw material prices, processing costs, Foreign Exchange Fluctuations, Changes in Govt policies and financial risks involved in servicing capital intensive liabilities.

The Management regularly reviews and monitors these risks in Board/ Audit Committee Meetings for better and timely control within the best available resources. Foreign Currency risk is hedged to mitigate the possible loss from fluctuations where ever possible.

10. Risk Management

The Board has formulated Risk Management Committee to ensure stable and sustainable business growth and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objectives, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. The details of Risk Management Committee are given in the Report on Corporate Governance.

11. Opportunities and Threats

The domestic lead industry is largely confronted with problem of rationalization of import duty, simplification of regulatory environment and compliances, threat caused by devaluation of rupee and fluctuation in demand and supply of inputs, being working capital intensive which are discussed, deliberated and best possible actions are taken within the available resources to minimize their intensity. There are further challenges in movement of raw-materials and finished goods and higher burden of interest and fixed expenses on production due to outbreak of Covid-19 Pandemics.

Your company has a proven manufacturing capability which enjoys locational advantage. It is one of few dependable manufacturers of quality recycled lead in bulk in the organized sector in eastern India

12. Cautionary Statements

The statements in the Directors Report including the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. As these statements are based on certain assumptions and expectations of future events, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global or domestic demand and supplies, political and economic developments in India or other countries, government regulations and taxation policies, prices and availability of raw materials and finished goods. The Company assumes no responsibility in respect of forward looking statements that may be revised or modified in the future on the basis of subsequent developments, information or events.

13. Change in the nature of business, if any

There is no change in nature of the business which is same i.e. manufacture / trading in lead and lead products. Being base metals

14. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There were no significant and material orders passed by regulators or courts or tribunals during the year impacting the going concern status and Company's operations in future.

15. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

The company is keeping watch on development of Lithium Ion batteries in place of traditional Valve Regulated Lead Acid (VRLA) batteries which may be a game changer for the Lead industry. There is no other matter to report in respect of material changes or commitments which have occurred between the end of the financial year of the company and the date of this report affecting the financial position of the company except impact of covid-19 pandemic and lock down in June,2020 quarter.

16. Subsidiary/Joint Ventures/Associates

The Company has no subsidiary or joint venture or associate company on which company has a significant influence as per Section-2(6) of the Companies Act, 2013 and hence disclosure in Form-AOC-1 and other disclosures including reconciliation of Profit as per Indian Accounting Standard Rules is not provided in this Report.

17. Occupational Health, Safety and Environment

Your company has established, implemented and maintained procedure for identification and remedy of industrial and occupational hazards, taken action for safety and monitoring health of employees at work places at all sites of business operations. Suggestions and issues are discussed at each plant for identification and control of health hazards, environmental pollution, accidents and disaster management and same are forwarded to Risk and Management Committee who make policies, implement, monitor and control the same. Your company gives greater thrust to cleanliness to minimize adverse impact of operations on environment with focus on waste, heat and energy management, water conservation, afforestation, dust prevention, affluent discharge and reduction in emission from furnaces and complies with regulatory requirements. Your company is also conscious of business sustainability by mechanism of risk management process.

18. Internal Financial Control

The Company has established internal control system to assess and ensure effective and efficient financial and operational controls. Internal Audit Team conducts audit of financial transactions on quarterly basis to ensure checks and compliances which are reported to the Audit Committee for review and recommendations to the Board for approval and necessary execution.

The Audit Committee reviews the adequacy of internal and financial control systems and suggests the areas for improvement from time to time. These are thoroughly deliberated by Audit Committee with Internal, Statutory and other Auditors. The internal financial control system has been designed to provide reasonable assurances with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding of assets, proper authorization and compliance with corporate decisions and policies. The Audit Committee and Directors regularly review the effectiveness of internal controls, compliance, controls, financial and operational risks, and related party transactions in the Board and other Committee meetings.

19. Share Capital and Reserves

The paid up Equity Share Capital as on March 31, 2020 was 10726387 number of equity shares of Rs 10/- each amounting to Rs 10,72,08,930/- (Net of Calls in arrear of Rs54940/-). During the year under review the company has neither issued nor redeemed any share or any convertible instrument. The company has not issued any ESOP or any Sweat Equity. There are no differential rights in respect of equity shares issued by the company.

The existing 1,22,00,000 number of 5% Non-Convertible Preference Shares of Rs 10/- each valued at Rs 12.20 Crores has been reclassified in compliance to Division-II – The Companies (Indian Accounting Standards) Rules, 2015 and has been disclosed as Other Equity/ Non-Current Financial Liabilities on fair value basis in the Audited Accounts. The disclosure of Other Equity of Rs 32312924/- as on 31st March,2020 in Note-13 of the Audited Accounts discloses changes in items of Reserves and Surplus.

20. Board of Directors

The Board ensures optimum composition of Independent and Non-Independent Directors as per Section-149 of the Companies Act, 2013 read with Regulation-17 of SEBI (LODR) Regulations, 2015 and relevant disclosures regarding composition, changes, meetings etc are given in the Corporate Governance Report annexed with this Report. All Independent directors have made disclosure under Section-149(7) at the first meeting of Board held after the end of the financial year during which they confirmed meeting the criteria of Independence under section-149(6). All the directors have renewed their disclosure of renewal of Interest in other concerns under Sec184(1) and declaration under 164(2) that they are not disqualified from being appointed as a director on 31st March,2019.

21. Key Managerial Personnel and Remuneration of Directors

The company has three Key Managerial Personnel within the meaning of Section- 2 (51) in compliance with the provisions of Section 203 of the Companies Act, 2013 as under :

- a) Mr. Sanjiv Nandan Sahaya, Managing Director
- b) Mr. Rajnish Gambhir, Executive Director and Chief Financial Officer
- c) Mr. Ram Narayan Prajapati (FCS-1889), Company Secretary and Compliance Officer

The details of remuneration to directors and KMP is given in Annexures to this Report being Corporate Governance Report and Particulars of KMP and Senior Employees

22. Meetings of Board

Full details in respect of Board Meetings during the year as per Regulation-17 such as composition number and dates of meetings, attendance, Board procedure, changes in directors, profile of directors seeking re-appointment and others are given separately in the Corporate Governance Report attached to this Report.

23. Evaluation of Board, Committees and Individual Directors

The Nomination & Remuneration Committee laid down the policy and process of evaluation of Board of Directors based on a set of parameters as per Schedule -IV read with Section-149(7) as under:

- i. Self-evaluation of the Board Members
- ii. Evaluation of Non- Independent Directors' performance by Independent Directors.
- iii. Evaluation of Chairman's performance by Independent Directors taking views of directors
- iv. Assessment of quantity, quality and timeliness of information to the Board.
- v. Performance of Independent directors by Board as a whole excluding the director being evaluated

Using the parameters and procedures mentioned above the evaluation of the Independent directors, the Chairman and Non Independent directors were carried separately for each one of them in the meeting of Nomination and Remuneration Committee followed by exclusive separate meeting of Independent Directors and the Board on 10th February, 2020..

24. Remuneration Policy

Nomination and Remuneration Committee has formulated the Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (LODR) Regulations. The said policy which has been approved by the Board outlines the appointment criteria and qualifications, the term/ tenure of the Directors on the Board of Company and the matters related to remuneration of the Directors. The details of composition of Nomination and Remuneration Committee and its meetings are provided in the Corporate Governance Report attached to this Report.

25. Audit Committee

The Company has full-fledged independent Audit Committee to oversee all accounting, finance and audit functions of the company. Its role and terms of reference extends over the matters specified in Section-177 of The Companies Act, 2013 and Regulation-18 of SEBI(LODR) Regulations,2015.The details of composition of Audit Committee and its meetings are provided in the Corporate Governance Report attached to this Report.

26. Vigil Mechanism

Vigil Mechanism as per Regulation 22 is covered in Report on Corporate Governance.

27. Contracts and Arrangements with Related Party

The company has formulated a policy for approval of all related Party transactions as per Regulation-23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Omni-bus prior approval is given by the Board for non-material routine nature of transactions and reported in quarterly meetings.

The Company follows a policy of disclosure of Related Party Transactions in each Meeting of the Audit Committee and also of the Board of Directors. All the related party transactions were in the ordinary course of business and on arm's length basis and were outside the purview of Section-188 (1) of the Act and are outside the purview of materiality of transactions which are reported in the notes to the audited financial statements in compliance to Ind As-24 and can be accessed on the company's website ; : www.aplmetalsltd.com. The company also periodically reports details of Related Party Transactions to Stock Exchanges in compliance to SEBI (LODR) Regulations. Hence there is no information to be reported in Form- AOC-2.

28. Loans, guarantees and investments

The Company has not given any loans or guarantees under Section186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. The company has not invested any amount in shares, debentures or other securities.

29. Disclosure under Section 197 (12) and Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc as per the above rules is given in Particulars of KMP & Senior Employee -Annexure-2 of this Report.

30. Particulars of Employees

During the year there was no employee drawing remuneration beyond the limit prescribed in Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence same is not provided.

31. Extract of the Annual Return

The Annual Return in Form No. MGT - 7 in terms of amended section 92(3) of the Companies Act, 2013 is being uploaded in the company's website : www.aplmetalsltd.com

32. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo Information as per Section 134(3)(m) of the Companies Act, 2013, read with Rule-8 of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2017 is furnished below:**Conservation of Energy:****Steps taken on Impact on Conservation of Energy:**

The Company had earlier implemented the PLC control panel and automatic control skids in one of its rotaries. During the year the Company has also taken up the programme of installing above mentioned skids in the other two rotaries for better efficiency during smelting.

The Company is continuously adding variable frequency drives, power capacitors in order to reduce consumption power in all the high HP presently in operation.

The Company has fixed the norms for consumption of power, water and fuel which are regulated and controlled on day to day basis.

Steps taken by the company for utilizing alternative sources of energy:

The Company is actively considering installing solar power panels on all its industrial sheds in order to generate electricity for its own internal consumption.

Capital Investments on Energy Conservation Equipment:

No separate account for this has been maintained and all the PLC drives, etc. are capitalized as per normal procedure.

B. Technology Absorption:**I. Efforts made towards technology absorption:**

No technology has been imported in last five years. The technology imported in 1992 from BHAS (Australia) for manufacturing of lead at Panskura has already been absorbed.

II. Benefits derived like Product Improvement, Cost reduction, product development or Import substitution:

The Company has been able to match its product quality of Refined Lead and Lead Alloys to international level and as per customer's specifications.

III. Report in respect of technology Imported during the last three years:

No technology has been imported in last three years.

Expenditure incurred on Research and Development:

No specific expenditure was incurred separately for R&D which is an ongoing process by the technical team of the Company.

(C) Foreign Exchange Earnings and Outgo

Sl	Particulars	Current Year (Rs)	Previous Year (Rs)
1	<u>Actual Inflow during the year</u>		
	FOB Value of Exports	637521311	366580132
2	<u>Actual Outgo during the year</u>		
i.	For Import of Raw Material	2209972928	1579105700
ii.	For Interest & Bank Charges	1056955	1575691
iii.	For Foreign Travel	488705	505815
	Total Outgo for the year	2211518588	1581187206

33. Directors' Responsibility Statement

Pursuant to Section 134(3) (c) and Section 134(5) of the Companies Act, 2013 the Directors of your Company confirm that -:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) Directors have prepared the annual accounts on a going concern basis;
- (v) Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) There is a proper system to ensure compliance with the provisions of all applicable laws and those systems are adequate and are operating effectively.

34. Deposits

The Company has not accepted any deposits from the public, and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

35. Transfer of Dividend to Investor Education and Protection Fund (IEPF)

There is no amount of unclaimed dividend on 31st March, 2020 required to be transferred to IEPF in compliance to Section-124 of the Act. The unpaid dividends for FY 2010-11 have already been transferred to IEPF on completion of 7 years and the details of same is uploaded on the website of the company www.aplmetalsltd.com. The company has not declared any dividend thereafter

36. Corporate Social Responsibility (CSR)

The provisions of Sections 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are applicable to the company. The Board of Directors have approved a CSR Policy which is uploaded on the web link: <http://aplmetalsltd.com/Index.aspx>. As part of CSR initiative,

the company has spent a sum of Rs 6,40,000/- for FY 2019-20 and full details of CSR activities on which the expenditure has been incurred as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as Annexure - 3 to this Report.

37. Listing

The Equity Shares of the Company continues to be listed with The Calcutta Stock Exchange and all annual listing fees billed by the exchange have been paid up-to date.

38. Corporate Governance

Corporate Governance Report in terms of Regulation 34 of SEBI (LODR) Regulations, 2015 read with Schedule-V of these regulations covering disclosures and compliance as per Regulations - 16 to 27 is given separately as Annexure - 1 and forms part of this Report of the Directors. The Managing Director and Auditor's Certificate confirming compliance with the conditions of Corporate Governance are also attached with this report.

39. Auditors and Auditors Qualifications

M/S Sanjay Maheswary & Company, Chartered Accountants, Kolkata (FRN-329718E) were appointed as Statutory Auditors for five years at the Annual General Meeting held on 14th September, 2018 to hold office till conclusion of Annual General Meeting in the year 2022. They continue to hold the office of Statutory Auditors. The Audit Report given by the Auditors on Standalone Financial Statements for financial year 2019-20 do not call for any clarification by Directors. The items of Key Audit Matters and other disclosures by Auditors are self-explanatory and are covered by suitable notes wherever applicable. The total remuneration to Auditors during FY 2019-20 was Rs609000/-which included Fee of Rs 5,00,000/- for Statutory Audit of Accounts and Rs109000/- for certification jobs.

40. Secretarial Audit

A Secretarial Audit was conducted during the year by the Secretarial Auditor, Mr. B. N. Khandelwal, Company Secretary in Practice, (ACS-1614, CP No,-1148) in accordance with the provisions of section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached as Annexure-4 and forms a part of this Report of the Directors. There are no qualifications or observations or remarks made by the Secretarial Auditor in his Report.

41. Secretarial Standards

The company has in place proper system to ensure compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such system is adequate and working satisfactorily.

42. Cost Audit

The Board had appointed B. Saha & Associates, Kolkata as Cost Auditors for cost audit of records for the financial year 2019-20 and was ratified by Shareholders at the last AGM.

43. Reporting of Fraud:

To the best of knowledge and belief of the Board of Directors, there is no reporting of any offence involving fraud committed by the officers or employees of the company during the financial year ended 31st March, 2020

44. Internal Audit & Controls

In terms of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts)

Rules, 2014, M/S JSGA & Associates, Chartered Accountants, Kolkata (Firm Registration No-016078C) had carried out the internal audit of accounts and operations of the company during the current financial year. Internal Auditors' findings are discussed and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

45. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013)

Your Company has constituted an Internal Complaints Committee in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year.

46. Business Sustainability

The company management follows the principle of co-existence along with society, global environment protection, employees, customers, vendors, financiers, shareholders, investors and other stakeholders. Broadly it conducts business inter alia following principles as under:-

To conduct and govern business with ethics, transparency and accountability

To provide goods/ services which are safe, secure and contribute to sustainability.

To promote health, safety and well-being of employees & their family

To respect and promote human rights and rights of woman at work place.

To respect and be responsive to all stakeholders ; particularly who are disadvantaged, vulnerable and marginalized

To respect, protect and make efforts for protection of environment

To support inclusive and equitable growth

To act responsibly in dealings and compliances with regulatory bodies

To provide values to customers and consumers

47. Annexures to the Directors Report

The following **Annexures** and Audited Financial Statements/Notes for the financial Year 2019-20 are integral parts of this Directors Report has been attached and shall be read together ;

Annexure 1: Corporate Governance Report along with Report of Independent Auditors

Annexure 2 : Statement of Employees under Section-197(12) of the Act

Annexure 3 : Annual Report on Corporate Social Responsibility u/s 135 of the Act

Annexure 4 : Secretarial Audit Report pursuant to Section- 204(1) of the Act

48. Acknowledgement

Your Directors express their sincere appreciation of the assistance and co-operation extended by banks, Government authorities, customers, vendors and employees of the company

For and on behalf of Board of Directors

Prakash Kumar Damani
Director
(DIN-01166790)

Sanjiv Nandan Sahaya
Managing Director
(00019420)

Place: Kolkata

Date: 14th September, 2020

ANNEXURE -1**REPORT ON CORPORATE GOVERNANCE - FY 2019-20**

(In compliance to Regulations of SEBI (LODR) Regulations, 2015 hereinafter referred as Regulation)

1. Company's Philosophy on Code of Governance

The Corporate Governance comprises of set of systems and practices to be followed by Directors, Management and employees to ensure accountability, fairness and transparency in all transactions. The objective is to meet shareholders aspirations and expectations of society by better co-ordination, creation of trust, transparency and fairness while dealing with all stakeholders. The efforts of the company are directed towards compliance of regulatory framework, customer's satisfaction as to price, quality and service, meeting commitment and assurance to vendors, investors, bankers, authorities, business associates and surrounding communities to ensure growth and sustainability. Your company ensures full compliance with various Corporate Governance Regulations from 17 to 27 read with Schedule-V and other applicable regulations of SEBI (LODR) Regulations, 2015. Further adherence to various policies and codes in conformity with regulatory needs helps your company to fulfill its responsibility towards stakeholders.

2. Board of Directors (referred as Board) (as per Regulation-17)**2.1 Composition, Directorship/Committee Membership, Attendance in Board Meeting**

The Board of the company had optimum composition of Executive and Non-Executive Directors as per Regulation-17 which consisted of ten directors on 31st March, 2020 out of which five (50%) were Independent directors and 9 (90%) were Non-Executives including Non-executive Chairman. All independent directors are professionals with substantial experience in business, finance, law and business management and meet the criteria of independence as per law. The attendances of Board members at the Four Board Meetings held during the Financial Year 2019-20 on 29th May, 09th August, 14th November during 2019 and on 10th February, 2020 were as under:-

Sl. No.	Name of Director	Status	No. of Board Meetings		Attendance in last AGM	Director in other Public companies	Chairman/Committee Member in other companies
			Held	Attended			
A. From Promoters Group							
1.	Mr. Ravi Nandan Sahaya (DIN-00059292)	Chairman Non-Executive	4	3	Yes	Nil	Nil
2.	Mr Sanjiv Nandan Sahaya (DIN-00019420)	Managing Director	4	4	Yes	Nil	Nil
B. Others not from Promoters Group							
3.	Mr Om Prakash Saxena (DIN-01059659)	Independent Director	4	4	Yes	5	Nil
4.	Mr. Sanjay Sarda (DIN- 00208161)	Director	4	3	Yes	1	Nil
5.	Mr. Rajendra Sahay (DIN-02633026)	Independent Director	4	3	Yes	Nil	Nil
6.	Mr Prakash Kumar Damani (DIN-01166790)	Director	4	4	Yes	1	Nil
7.	Mr Rahul Damani (DIN-05216197)	Director	4	4	Yes	1	Nil
8.	Mr Bijan Roy (DIN- 02668395)	Independent Director	4	3	Yes	2	Nil
9.	Mr Kumud Kumar Dubey (DIN-07733333)	Independent Director	4	3	Yes	Nil	Nil
10.	Mrs. Roli Verma (DIN-08137239)	Woman Independent Director	4	2	Yes	Nil	Nil

All Directors in other companies stated above are Indian Companies only and does not include private limited companies and companies under section -8 of the Act. A chairmanship/Committee member refers to Audit Committee and Stakeholders Committee of public limited companies only. All the directors fulfills the age criteria for appointment/continuation of directors

The Board is entrusted with overall responsibility, of the day to day management, directions, policy making, control and performance of the company as per Act and SEBI (LODR), Regulations, 2015

2.2 Relationship between Directors Interest

Mr. Rahul Damani is the son of Mr. Prakash Kumar Damani and son in law of Mr. Sanjay Sarada. Except them, no other directors on 31st March, 2020 is relative of any director under Section-2(77) of the Act read with the Companies (Specification of definition) Rules, 2014

2.3 Changes in Board of Directors/Independent Directors during the year

Mr Rahul Damani and Mr Sanjay Sarada were reappointed as directors liable to retire by rotation at the last Annual General Meeting of Shareholders held on 27th September, 2019.

The Nomination and Remuneration Committee have in their meetings recommended to the Board the following changes in composition of Board subject to requisite approvals by Shareholders as under

- (i) Re-Appointment of Mr. Ravi Nandan Sahaya (DIN- 00059292) and Mr. Prakash Kumar Damani (DIN-01166790) who retires by rotation at the forthcoming Annual General Meeting and are eligible for reappointment..
- (ii) Re-appointment of, Mr. Om Prakash Saxena and Mr. Rajendra Sahay , for a second term of Five Years up to 31st March, 2025 as Independent directors .
- (iii) Continuation of Mr. Om Prakash Saxena after completion of 75 years of age as per by special resolution by Shareholders as per Regulation-17A.
- (iv) Re-appointment of Mr. Sanjiv Nandan Sahaya as Managing Director for period of five year's up to 30th September, 2025.

There is no other change in FY 2019-20 and thereafter till the date of this report..

2.4 Board Procedure

The Meetings of the Board of Directors are usually held at the Registered Office of the Company. The Directors are intimated well in advance by giving at least 7 days' notice. The Board reviews and discusses at each quarterly meeting the Management Discussion and Analysis Reports covering Production, Sales, Statutory payments and Compliances, Internal Audit Reports, Financial Results, Changes in Share-holding Structure, Investor Grievances, and all significant events etc. reported by the Management. Four Board Meetings were held during the financial year ending on 31st March 2020 - on 29th May, 2019, 9th August, 2019, 14th November, 2019 and 10th February, 2020.

2.5 Directors seeking Appointment/Reappointment at the Annual General Meeting

(i) Re-Appointment of Directors Retiring by Rotation

Mr. Ravi Nandan Sahaya (DIN- 00059292) and Mr Prakash Kumar Damani (DIN- 1166790) both retires by rotation at the ensuing Annual General Meeting and are eligible for re-appointment as a director retiring by rotation... The Company has received their consents under section-152(5) of the Companies Act, 2013 in Form-DIR-2 and confirmations under Section-164(2) in Form-DIR-8 that they are free from any disqualification from being a director.

Mr. Ravi Nandan Sahaya is also Chairman of Stake holders Committee and member of Risk Management Committee of the company. Mr. Prakash Damani is also Chairman of Risk Management Committee of the company

Mr. Ravi Nandan Sahaya is 78 years old and in compliance to Regulation- 17(1A) of SEBI (LODR) Regulations, 2015, Shareholders have already passed a Special Resolution approving his continuation as a Non-Executive Director beyond 75 years of age at the 69th Annual General Meeting held on 14th September, 2018. Hence, in compliance to the Regulation 17 (1A) and provisions of the Act and , on recommendation of Nomination and Remuneration Committee , the Board of Directors of the Company have approved re-appointment of these two directors a subject to passing of a separate Special Resolution for Mr. Ravi Nandan Sahay and separate Ordinary Resolution for Mr. Prakash Kumar Damani . The Board recommend their re-appointments.

(ii) Appointment/Reappointment of Independent/Other Non-Executive Directors

Mr Om Prakash Saxena (DIN-01059659) and Mr Rajendra Sahay (DIN- 02633026) were appointed as Independent Directors for first term of five years at the 66th Annual General Meeting held on 26th September, 2015.. ... The Company has received separately their consents under section-152(5) of the Companies Act, 2013 in Form-DIR-2 and confirmations under Section-164(2) in Form-DIR-8 that they are free from any disqualification from being a director. The company has also received declarations separately confirming that they meet the criteria of Independence under Section-149(6) of the Act.

Mr Om Prakash Saxena also chairman of Nomination and Remuneration Committee and member of Audit Committee of the company. Mr Rajendra Sahay is also member of Audit Committee, Nomination and Remuneration Committee and CSR Committee of the company. Mr Om Prakash Saxena will be completing age of 75 years prior to his retirement on 31st March, 2025 . Hence, in compliance to the Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 and provisions of the Act and , on recommendation of Nomination and Remuneration Committee , the Board of Directors of the Company have approved re-appointment of these two independent directors upto 31st March, 2025 subject to passing of a separate Special Resolution for Mr. Om Prakash Saxena and separate Ordinary Resolution for Mr Rajendra Sahay .

In the opinion of the Board , the company's Independent directors fulfills the criteria of independence as mentioned in SEBI(LODR) Regulations, 2015 read with Section-149 of the Company's Act , 2013 as amended. All independent directors are independent of the management of the company.

(iii) Re-appointment of Managing Director

Mr. Sanjiv Nandan Sahaya, (DIN- 00019420), Managing Director, (Date of Birth- 11th August, 1959) aged about 61 years is a Chemical Engineer from Madras University. He is also director of four private limited companies. He has vast experience and technical as well as commercial expertise of more than 35 years (since 1985) in manufacturing and trading of Lead and Lead Oxides . He represents promoters group and is Managing Director of the company since January, 2005. Prior to that he has held various management positions in the company and has been director since, 1992. He is the key person behind expansion of Lead Oxide unit in Malwan, UP in 1990 and diversification into lead/lead alloys manufacturing at Panskura, Purba Medinipur, in 1992 which now contributes to more than 90% of revenue of the company. He is promoter director not liable to retire by rotation. The Board has considered the recommendation of Nomination and Remuneration Committee and decided to re - appoint him as Managing Director for a period of Five years with effect from 1st October, 2020 to 30th

September 2025 on remuneration the details whereof and information as per Schedule-V of the Act is given in the Explanatory Statement to the Notice of this 71st Annual General Meeting forming part of this Annual Report. He is not interested as director of any other company or as Chairman / committee member of any other neither public limited company nor relative of any other director of the company.

Terms and Conditions Independent Directors are as draft Letter of appointment of Independent directors are given in the company's website: www.aplmetalslimited.com

2.6 Directors Familiarization Programme as per Reg-25(7)

At the time of appointment a formal letter of appointment is issued setting out in brief rights, duties and responsibilities as a director. All directors newly joining including Independent directors are provided with the company profile, Company Policies, business model; latest Annual Report containing company's manufacturing facilities, performance and other relevant information on operations and control. They are also updated and informed about disclosures and compliances at quarterly meetings of the Board and Committee of the Board.

2.7 Code of Conduct and Ethics for Board of Directors and Senior Management Personnel

The Code of Conduct laid down by the Company, binds all the Board Members and Senior Management of the Company. A declaration by the Managing Director to this effect is contained towards end of this report.

2.8 Prevention of Insider Training

The company has adopted code of conduct for prevention of Insider Trading applicable to all directors, employees and other designated persons having access to unpublished price sensitive information. The company has made policy to keep the trading windows closed so long as unpublished price sensitive information is not made public.

2.9 In compliance to Regulation-9, the company has adopted Document Retention and Archival Policy which is placed on the company's website: www.aplmetalsltd.com. Kindly refer to other disclosures in Directors Report.

Committees of Board

3. Audit Committee (as per Regulation-18)

The role, duties, responsibility and powers of the Audit Committee is as per Section-177 of the Act and Schedule-II, Part-C of the SEBI(LODR) Regulations,2015.The Audit Committee as on 31st March,2020 consisted of four directors out of which three (75%) are Independent and Non Executives and have relevant finance and audit exposure. Four Meetings of Audit Committee were held on 29th May, 09th August and, 14th November of 2019 and on 10th February, 2020. The attendance thereof is given below.

Sl. No.	Name of Director	Status	No. of Meetings	
			Held	Attended
1	Mr. Bijan Roy	Chairman Independent Director	4	3
2	Mr. Sanjiv Nandan Sahaya	Managing Director	4	4
3	Mr. Om Prakash Saxena	Independent Director	4	4
4	Mr. Rajendra Sahay	Independent Director	4	3

The Committee is headed by chairman of the committee who is an Independent Director. The representatives of Internal Auditors and Statutory Auditors do attend and participate in the meetings regularly on invitation. Minutes of the Audit Committee Meetings are read, discussed and noted by the Members of the Board and Audit Committee. The terms of reference of the Audit Committee are as per requirement of Section-177 of the Act and revised Regulation 19 of SEBI (LODR) Regulation, 2015 such as oversight of financial reporting process and disclosure, appointment and remuneration of Auditors, Cost Auditors, Secretarial Auditors, Internal Auditors and Key Managerial Persons, review of quarterly, half yearly, and annual financial results and Report of Auditors thereon / evaluation of internal Financial Controls and risk management System and functioning of Whistle Blower Policy, all matters connected with Finance, Accounts, Audits and Investigations and others specified therein. There was no change in the composition of Audit Committee during the FY 2019-20 or thereafter.

4. Nomination and Remuneration Committee (as per Regulation-19)

The role, duties, responsibility and powers of the Nomination and Remuneration Committee is as per Section-178 of the Act and Schedule-II, Part-D of the SEBI (LODR) Regulations, 2015

The Committee consisted of three Independent directors on 31st March, 2020. Three Committee meetings were held on 29th May, 2019, 14th November, 2019 and 10th February, 2020 in which attendance was as below :-

Sl. No.	Name of Director	Status	No. of Nom & Rem. Committee Meetings	
			Held	Attended
1	Mr. Om Prakash Saxena	Chairman Independent Director	3	3
2	Mr. Rajendra Sahay	Independent Director	3	3
3	Mr. Kumud Kumar Dubey	Independent Director	3	3

One separate meeting of exclusively of Independent directors only without presence of Non-Independent directors was held on 30th November ,2019 There was no change in the composition of this committee in FY 2019-20 or thereafter.

5. Stakeholder's Relationship Committee (as per Regulation-20)

This Committee considers and resolves all grievances of share-holders of the company including complaint related to transfer of shares, non-receipt of Annual Reports, non-receipt of share dematerialized/ certificates, non-receipt of dividend etc. overseeing performance of Registrar & Share Transfer Agents, and taking measures to improve quality of services to Investors.. During the FY 2019-20 two complaints were received and were resolved in time

The Stakeholders' Relationship committee consisted of Sri Ravi Nandan Sahaya (Non- Executive Chairman), Sri Sanjiv Nandan Sahaya, (Managing Director) and Smt. Roli Verma (woman independent Director) for any clarification / complaint, shareholders may contact Stakeholders' Relationship committee. There was no change in the composition of this committee in FY 2019-20 or thereafter.

Two complaints were received during the year and were resolved in the time. The Committee met twice on 29/05/2019 and 10.02.2020 in which quorum was present .The committee has delegated the authority for transfer/transmission and other routine share-work for timely service to investors which are reported in every quarterly meeting of Board of Directors on a regular basis.

6. Risk Management (as per Regulation-21)

Regulation-21 is not applicable to the company since it is not among top 100 listed companies. However, the company has formed Risk Management Committee comprising of seven members out of which three are directors and four are senior level employees. Mr. Prakash Kumar Damani, director is chairman of this Committee. One meeting of the committee was held on 10th February, 2020. There was no change in the composition of this committee in FY 2019-20 or thereafter.

Business risk evaluation and measures to mitigate the same is an ongoing process. The risk management process of the company involves risk identification, measurement, prioritization, monitoring, and mitigation as discussed in the Directors Report. The Committee periodically holds informal meetings with Executives/Management team.

7. Corporate Social Responsibility Committee

The company Corporate Social Responsibility Committee consisted of three members namely Mrs. Roli Verma (Independent Woman Director as Chair person), Sri Ravi Nandan Sahaya, and Sri Sanjiv Nandan Sahaya, directors and Sri Rajendra Sahay, an Independent director. One meeting of the committee was held on 10th February, 2020 during the year which was attended by all the members. The CSR policy of the company is uploaded on the website of the company. The Company was required to spend Rs 637000/- (six Lacs thirty seven thousands) which has been spent fully before the signing of this Report as reflected in annexure containing Report of Expenditure on Corporate Social Responsibility Activities. There was no change in the composition of this committee in FY 2019-20 or thereafter.

8. Remuneration to Directors and their Relatives

The remuneration paid to whole time directors and their relatives; if any; is decided by Board of Directors on recommendation of the Nomination and Remuneration Committee and also approved by Shareholders in General Meeting wherever required. While deciding remuneration factors like experience, qualifications, industry trends, financial position of the company, and other relevant factors are considered. Directors interested do not participate in discussion and voting of resolution approving remuneration.

There is no pecuniary relationship or transactions with Non-executive Independent directors during the financial Year 2019-20 other than those disclosed in this Annual Report for FY 2019-20

Schedule - V of the Companies Act, 2013 is adhered for remuneration. The non-executive directors are entitled to sitting fees. Presently, the company does not have any scheme for grant of stock options to directors or the employees. The details of remuneration paid are given below:-

(a) Remuneration to Executive Directors and Relatives during FY 2019-20

<u>Name of the Director</u>	<u>Rupees</u>
Sri Sanjiv Nandan Sahaya /, Managing Director	36,00,000/- for the Fy 2019-20 (Fixed)

(b) Remuneration paid to Relative of Directors

No relative of any director was employed in the company during FY 2019-20.

(c) Remuneration to Non-Executive Directors during FY 2019-20

The non-executive directors were paid fees @ Rs. 4000/- for each meeting of the Board /Committee as decided at the Board Meeting held on 12th November, 2013. The remuneration to any one Non-Executive Director is not more than 50% of total remuneration to all Non-Executive Directors during the financial year 2019-20 which are given below:

<u>Name of the Directors</u>	<u>Sitting Fees (Rupees)</u>
Sri Ravi Nandan Sahaya	24,000
Sri Om Prakash Saxena	44,000
Sri Rajendra Sahay	40,000
Sri Bijan Roy	24,000
Smt. Roli Verma	20,000
Sri Kumud Kumar Dubey	<u>24,000</u>
Total	<u>1, 76,000</u>

9. Vigil Mechanism and Whistle Blower (as per Regulation-22)

The Company has in place a vigil mechanism and Whistle Blower Policy for directors and employees to report their genuine concerns in line with Regulation-22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme provides (i) safeguards against victimization to person availing the mechanism and (ii) no personnel is denied direct access to the chairman of Audit Committee and chairman of the Board.

10 Related Party Transactions - Regulation-23

The company has formulated policy on dealing with Related Party Transactions and for disclosure of material related party contracts or arrangements as per regulation-30 of the SEBI (LODR) Regulations, 2015 which are placed on the company's website: www.aplmetalsltd.com. All transactions with Related Parties in compliance to Ind AS -24 are disclosed in Note - 2.12 in the Audited Financial Statement forming part of this Annual Report which are at arm's length price and do not attract Section-188 of the Companies Act, 2013. The approval of the Audit Committee and Board has been obtained for all such transactions during the year as per Regulation-23 of The SEBI (LODR) Regulations, 2015.

11. Significant related party transactions that may have potential conflict with the interest of the company at large.

The members of senior management have made disclosure to the Board relating to all material, financial and other transactions stating that they did not have personal interest that could result in a conflict with the interest of the company at large.

12. Disclosures of non-compliance by the company, penalties, and strictures imposed on the company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years

During the year under review, there was no penalty or stricture imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets. The company has complied with applicable mandatory requirements in terms of SEBI (LODR), Regulations, 2015. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

13. Disclosure of Commodity Price risks and Commodity hedging activities.

During the year, the company was not engaged in any type of Commodity hedging for fluctuation of raw-material and other Input costs due to financial constraints. However, it ensured hedging of Foreign Exchange Exposure involved in Imports and exports through bank as and when required.

14. Audit of Share Capital

Mr. B.N. Khandelwal (ACS-1614, CP-1148) practicing company secretary carried out the secretarial audit on a quarterly basis to reconcile the total admitted capital with National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

15. General Body Meetings

The last three years annual general meetings were held at Kala Mandir (Kalakunj), 48, Shakeseare Sarani, Kolkata - 700017 on. (i) 15th September, 2017 at 11.30 AM (ii) 14th September, 2018 At 11.30 A.M and (iii) 27th September, 2019 at 11:30 AM.

16. Special Resolutions passed in the Three Annual General Meetings

<u>Date of Meeting</u>	<u>Special Resolutions Passed</u>
15 th September , 2017	Approved reappointment and remuneration of Managing Director for Three Years from 1 st October 2017 to 30 th September, 2020.
	Approved reclassification of Promoters holdings under Regulation-31A
14 th September , 2018	Approved continuation of Sri Ravi Nandan Sahaya as Non-Executive Director beyond age of 75 years as per Regulation-17 (1-A)
27 th September, 2019	NIL
None of the subjects placed in the last three Annual General Meeting required approval by a postal ballot	

17. The Management Discussion and analysis report is already covered in Directors Report.

18. Means of Communication

The unaudited quarterly, Half yearly and Audited financial results and other Notices/ disclosures as per SEBI (LODR) Regulations is usually published in the newspapers in English and vernacular language in (1) The Echo of India (English) and The Aarthik Lipi (Bengali). The financial Results and other Notices/disclosures as per SEBI (LODR) Regulations are also placed on the company's website www.aplmetalsltd.com which has a dedicated section for Shareholders Information. The company did not issue any official news release nor given any presentation to analysts/investors during financial Year 2019-20.

19. GENERAL SHAREHOLDER INFORMATION

19.1 71st Annual General Meeting of Shareholders

Date & Time/ Venue : On Tuesday, 10th November, 2020 through Video Conferencing/other Audio Video Mode as Given in the Notice of 71st Annual General Meeting

Book Closure: : From Wednesday 04th November, 2020 to Tuesday 10th November, 2020 both days inclusive.

19.2 Financial Calendar for FY 2020-21 (Tentative)

Annual General Meeting for FY 2020-21 : 3rd Week of September, 2021

19.3 Financial reporting for the quarterly Results

Quarter ending 30th June 2020
 Quarter ending 30th September 2020
 Quarter ending 31st December 2020
 Quarter ending 31st March 2021

Date of Board Meeting (Tentative)

Within 15th September, 2020(extended period)
 between 1st to 15th November, 2020
 between 1st to 15th February, 2021
 between 1st to 30th May, 2021

19.4 Dividend Payment Date-

No dividend declared in FY 2019-20

19.5 Listing of Shares/ISIN

Name of Stock Exchange : The Calcutta Stock Exchange Association Limited
 Stock Code : 11026
 ISIN allotted by Depositories : INE 578E01019
 Company ID Number (CIN) : L 24224WB1948PLC017455

Annual listing fees billed by the e Stock Exchange. Has been paid up to date

19.6 Market Price Data/Stock Price Performance

There has been no trading of the company's equity shares during the year under review at The Calcutta Stock Exchange Association Ltd.

19.7 Shareholding pattern as on 31st March 2020

Particulars	No. of Shares of Rs. 10/- each	% to total
Promoters & Promoters Group	77,81,679	72.55
Bodies Corporate - Non Promoters	1,12,708	1.05
Public Shareholding	28,29,617	26.38
Others-Bank, NRI etc	2,383	0.02
Total	107,26,387	100.00

Distribution of Shareholding as on 31st March 2020

Shareholding Range	No. of Shares	Percentage	No. of Members	Percentage
Up to 500	11,79,657	11.00	10714	97.69
501 to 1,000	96,716	0.90	134	1.22
1,001 to 5,000	1,40,297	1.30	72	0.66
5001 to 10,000	84,651	0.79	11	0.10
10,001 to 50,000	2,59,520	2.42	16	0.15
50,001 to 1,00,000	6,69,223	6.24	9	0.08
1,00,001 & above	82,96,323	77.35	11	0.10
Totals	107,26,387	100.00	10967	100.00

19.8 Dematerialization of shares and liquidity

The shares of the company are in compulsory demat segment and are available for holding in the depository systems of both NSDL and CDSL. Out of 29,44,708 equity shares of Rs. 10/- each held by the persons other than promoters, 17,52,740' equity shares (59.52%) have been dematerialized and balance 11,91,968 (40.48%) are in physical form as on 31st March 2020. The equity shares of the company are listed with Calcutta Stock Exchanges and listing fees up to FY 2020-21 has been paid. Other Stock Exchanges have been derecognized by SEBI. The financials of the company does not meet with the criteria for listing with Bombay Stock Exchange.

19.9 Share Transfer System and RTA

With a view to rendering prompt and efficient service to the investors, M/S Niche Technologies Private limited has been appointed as the Registrar and Share Transfer Agent of the company. As per amended Regulation 40 of SEBI (LODR) Regulations , 2015 , with effect from 1st April, 2019 any request for transfer of any listed securities cannot be processed unless they are in dematerialized Form with a depository except request for Transmission or Transposition of name , Hence, all Shareholders are requested to dematerialize all the equity shares held in physical mode with a depository immediately

Shareholders are requested to correspond with the share transfer agent for transfer and transmission of shares, change of address and queries pertaining to their shareholding etc. at their address given in this report.

The company has not issued any Global Depository Receipt / American Depository Receipt / Warrant or any convertible instrument, which is likely to have impact on the company's equity.

19.10 Address for investor correspondence

For transfer / dematerialization of shares and any other query relating to the shares of the company

Niche Technologies Private Limited,
3A, Auckland Place, 7th Floor, Room No. 7A & 7B,
Kolkata - 700017 Phones: (033) 2280 6616/6617/6618(3 Lines)
Email-Id : nichetechpl@nichetechpl.com Website : <https://www.nichetechpl.com>

For any query on annual report / investors' Grievance

To the company at address given below

19.11 Address for Communication with the company

The Company Secretary
APL Metals Limited
Regd Office: 18/1A, Hindustan Road, Kolkata - 700029
E-mail: aplcalcutta@rediffmail.com; Website: www.associatedpigmentsltd.com
Telephone: 033- 2465 2433/34 (2 lines) Fax: 033 2465 0925
Name /Membership No of Compliance Officer: Ram Narayan Prajapati - FCS-1889

19.12 Plant Locations

1. B.T.Road 260, Barrackpore Trunk Road Sodepur, Kolkata -700 115
2. Malwan Plot No. B-4 & B-5 UPSIDC Industrial Areas Malwan, Fatehpur (U.P) Pin - 212664
3. Panskura Vill: Kanakpur, P.O.- Naranda (Panskura) Dist:Purba Medinipore (West Bengal) Pin -721139

20. DISCLOSURE OF DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNTS- NIL**21. Credit Rating:**

The company has been assigned "ACQUITE - BB+ / Outlook Stable" by a bank approved Rating Agency in respect of Fund Based Working Capital facilities from the bank. The company has not obtained rating of any other debt since same is not required. The company has complied with the disclosures requirements stipulated by the Rating Agency.

The Company has not mobilized any fund by issue of any debt securities or deposits from public through preferential or qualified institutional placement or private placement.

22. Annual Certification of Code of Conduct under Regulation-26 of The SEBI (LODR) Regulations, 2015;

In compliance Regulation 26.3 of the SEBI (LODR) Regulations, 2015; the company has formulated code of conduct for directors and senior management personnel and placed it on the website of the company. We hereby confirm that all the board members and senior management personnel of the company have affirmed compliance with the code of conduct of the company during the year ended 31st March, 2020

For and on behalf of Board of Directors

Prakash Kumar Damani
Director
(DIN-01166790)

Sanjiv Nandan Sahaya,
Managing Director
(00019420)

Place: Kolkata
Date: 14th September, 2020

23. Certificate by Chief Executive Officer & Chief Financial Officer under Reg- 33(2) and 17(8)

While placing quarterly financial results CEO and CFO of the company; certify to the Board under Reg-33(2) that the financial results do not contain (i) any false or misleading statement or figures and (ii) do not omit any material fact which makes the statements misleading. The Annual Certificate by CEO/CFO under Reg-17(8) is furnished below:-

The Board of Directors
APL Metals Limited
18/1A, Hindustan Road, Kolkata - 700029

To the best of our knowledge and belief, we certify that-

- (a) We have reviewed the financial statements and the cash flow statement for the year ended on 31st March, 2020 and based on our knowledge and belief, we state that:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement 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 no transactions entered into by the Company during the year, which are fraudulent, illegal or violate of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the same over the financial reporting of the Company and we have not come across any reportable deficiencies in the design or operation of internal controls.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee-
 - (i) significant changes, if any, in the internal control over financial reporting during the year
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) There are no instances of significant fraud of which we have become aware.

Rajnish Gambhir
Executive Director & Chief Financial Officer

Place : Kolkata
Dated : 14th September, 2020

Sanjiv Nandan Sahaya (DIN-00019420)
Managing Director & Chief Executive Officer

24. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of APL Metals Limited,
Kolkata , West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **APL Metals Limited** having CIN : L24224WB1948PLC017455 and having registered office at 18/1A, Hindustan Road, Kolkata-700 029 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sl	Name of Director	DIN	Date of Appointment
1	Mr. Ravi Nandan Sahaya	00059292	25 th August,1989
2	Mr Sanjiv Nandan Sahaya	00019420	6 th January , 2005
3	Mr Om Prakash Saxena	01059659	28 th April,2010
4	Mr. Sanjay Sarda	00208161	29 th May,2017
5	Mr. Rajendra Sahay	02633026	30 th May,2013
6	Mr.Prakash Kumar Damani	01166790	12 th Nov,2016
7	Mr.Rahul Damani	05216197	12 th Nov,2016
8	Mr.Bijan Roy	02668395	13 th February,2017
9	Mr.Kumud Kumar Dubey	07733333	13 th February,2017
10	Mrs. Roli Verma	08137239	18 th May , 2018

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

Sd/-

B. N. Khandelwal

Membership No. :ACS 1614

CP No.: 1148

UDIN – A001614B000393885

Place: Kolkata
Date: 29th June, 2020.

25 Auditors' Certificate on Corporate Governance

To
The Members of
APL Metals Limited

We have examined the compliance of the conditions of Corporate Governance by APL Metals Limited (Formerly Associated Pigments Limited) having registered office at 18/1A, Hindustan Road, Kolkata-700029 as per Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31 March 2020.

Management's responsibility

The Company's management takes full responsibility of the compliance of the conditions of corporate governance as stipulated in the regulations mentioned above.

Auditors' responsibility

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

We conducted our engagement in accordance with the 'Guidance Note on Audit Reports and Certificates for 'Special Purposes' issued by the Institute of Chartered Accountants of India. Our responsibility is to certify based on the work done.

Conclusion

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

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

Restrictions on use

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Sanjay Maheswary & Co
Chartered Accountants
Firm Registration No: 329718E

(Sanjay Kumar Maheswary)
(Proprietor)
Membership No. 51625
UDIN - 20051625AAAABV8346

Place : Kolkata
Date :14th September, 2020

ANNEXURE - 2

STATEMENT OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) & (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR FY 2019-20

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	(I) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2019-20	(ii) Percentage increase in Remuneration during 2019-20
Mr. Sanjiv Nandan Sahaya	Managing Director/CEO	20.00 : 1	30.43%
Mr. Rajnish Gambhir	Executive Director/CFO	4.67:1	NIL
Mr. Ram Narayan Prajapati	Company Secretary	5.47:1	NIL

Sl. No.	Description	Remarks
(iii)	the percentage increase in the median remuneration of employee in the financial year;	NIL
(iv)	the number of permanent employees on the rolls of company;	89 (Average of two middle values taken as Median Salary in case of even number)
(v)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Percentile Increase in Remuneration of Non-ManAGERIAL Remuneration - 2.46%. Average Percentile Increase in Remuneration of Managerial Remuneration- 3.45%. The Increase is normal and based on performances decided by the company.

No employee was in receipt of remuneration exceeding the minimum threshold limit prescribed for reporting under Rule-5(2) and hence same is not furnished.

The list of top ten employees in terms of Remuneration on 31st March, 2020 as per Rule-5(2) are as under:-

Sl. No.	Name/Age/Qualification/Experience/ Last Employment/ Date of Appointment	Designation /Number of Equity Shares held	Gross Remuneration (Rupees)
1.	Mr. Sanjiv Nandan Sahaya/61/B.Tech/ more than 37 years /None/ 1 st October , 1982	Managing Director and Chief Executive Officer (KMP)-21, 63,657 equity shares	36,00,000
2.	Mr. Ram Narayan Prajapati/68/B.Com, FCA, FCS,LLB/more than 40 years /Jindal Pipes Limited/30 th May, 2013	Company Secretary and Compliance Officer(KMP)/ -100 equity shares	9,84,000
3.	Mr. Rajnish Gambhir /59/B.Com// more than 35 years / Self-employed/1 st November,2008	Executive Director/Chief Financial Officer (KMP)/ -500 equity shares	8,40,000
4.	Mr. Pushpendu Das/60/B.Sc/more than 35yrs/ Self-employed/ 1 st April,1992	Factory Manager -Nil equity shares	7,80,000
5.	Mr. Sanjay Prasad/56/B.Com(Hon)/ more than 30 years /Self-employed/ 1 st July ,2003	Senior Manager (Accounts) -622 equity shares	7,32,000
6.	Mr. Kunal Gupta/63/B.A. (Hon)/ more than 38 years /Essilor India Pvt Ltd/ 1 st February ,2011	Deputy General Manager (Sales) -Nil equity shares	6,31,440
7.	Mr. Anil Kumar Verma/72/MBA/ more than 45 years /Self Employed / 1 st April , 2009	Regional Sales Manager- 322 equity shares	5,76,000
8.	Mr. Rajib Chandra/33/B.Tech/more than 10 years / Lead Stone Energy Limited / 1 st June,2011	Production Manager- Nil equity shares	5,04,000
9.	Mr. Ranjit Kumar Ghosh /75/Diploma in Mechanical Engineering/ more than 45 years/Self employed/ 2 nd May,2016	Maintenance and Development Manager- Nil equity shares	4,20,000
10.	Mr. Anupam Rakshit/35/B.Tech/more than 10 years /Berger Paints India Ltd/ 1 st January , 2013	Process Engineer- Nil equity shares	4,15,200

All appointments are contractual and remuneration is for entire financial year 2019-20.

It is hereby affirmed that the remuneration to managerial personnel referred above is as per the remuneration policy of the company.

Only Mr. Sanjiv Nandan Sahaya is the member of the Board of Directors. None of the other employees is relative of any director. Other details can be furnished to the shareholders on request.

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**(Pursuant to Section-135 read with the Companies Social Responsibility Policy Rules, 2014) (CSR Rules)****1. CSR Committee**

The company has constituted CSR Committee to assist Board in carrying out its responsibility within the framework of social needs, legal and regulatory compliances adopting acceptable best practices.

The composition of CSR Committee and attendance at meetings is given in Report on Corporate Governance forming part of Directors Report. The terms of reference of the CSR committee is to undertake activities as prescribed in Rule-3 of CSR rules namely formulation and recommendation of CSR Policy and activities to be undertaken by company in areas or subjects specified in Schedule-VII of the Act, recommending amount of CSR expenditure for each financial year , monitoring the compliances and its reporting as required under the Act

2. CSR Policy

The Board of Directors have approved its CSR Policy recommended by CSR Committee named as APL CSR Policy in accordance with Section 135 of the Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 which underlines the guiding principles and mechanisms for undertaking various CSR activities/ programs by the Company . The objectives of the APL CSR Policy are to:

- Increasingly contribute to activities that are beneficial to the society and community at large.
- Chart out a mechanism for undertaking CSR activities directly or engaging approved external agency to carry out such activities in compliance to the existing and up dated legal and regulatory requirements.

The CSR policy setting out CSR activities is posted on the weblink of the company

<http://aplmetsalsltd.com/Index.aspx>

3. CSR Spent during FY 2019-20 :

3.1 The average net profit of the company for last three years was Rs 318.48 lacs

3.2. Total amount to be spent in Fy 2019-20 was Rs 6.37 lacs.

3.3 The company has spent Rs 6.40 lacs till the date of signing of this Report out of which Rs 1.00 lacs was spent within 31st March, 2020 and in view of COVID-19 Pandemic and lock down the company has contributed further 5.40 lacs in June, 2020 for expenditure on approved CSR project .

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

3.4 The amount were spent in following manner: Amounts are Rupees in Lacs

Sl No.	CSR Project or activity identified	Sector in which project is covered	Project or program, local area or other, specify the state and district in which undertaken	Amount Outlay (Budget) Project or Program -wise	Spent on Project or programs Subhead: (1) Direct (2) Overheads	Total Cumulative Expenditure till Reporting Date	Amount spent : Direct or through implementing agency
	The Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	CI-Vi - Measures for the benefit of armed forces veterans & dependants etc	PAN INDIA	1.00	1.00	1.00	Direct to Fund
	Donation to :- Centre for Environment Management & Participatory Development	Clause-I - Promoting Sanitation, Safe drinking water, eradicating hunger, poverty etc	PAN INDIA	5.37	5.40	6.40	Implementing Agency: :- Centre for Environment Management & Participatory Development
<p>Note - The clauses mentioned above are as per Schedule-VII of the Companies Act, 2013. Item-2 has been contributed in June, 2020</p>							

1. **The Reason for shortfall in CSR Spending** : Covid-19 pandemic and suspended operations under lock down forced the company to defer the contribution.

2. **Responsibility Statement of CSR Committee:**

We hereby confirm that CSR implementation and monitoring of CSR policy is in compliance with CSR objectives and CSR policy of the company.

Mr. Sanjiv Nandan Sahaya (DIN - 00019420)
Managing Director & Chief Executive Officer

Mrs Roli Verma (DIN-08137239)
(Chairperson APL CSR Committee)

Kolkata

Dated : 14th September , 2020

B. N. Khandelwal
COMPANY SECRETARY

Saha Court
5th Floor, Room No. 33
8, Ganesh Chandra Avenue
Kolkata - 700 013
Phone : 2236-4634

MR - 3

Secretarial Audit Report

[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]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To,
The Board of Directors
APL METALS LIMITED
(Formerly Associated Pigments Limited)
18/1A, Hindustan Road,
Kolkata - 700 029

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by APL Metals Limited (hereinafter called "the Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company'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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by APL Metals Limited for the financial year ended on March 31, 2020 according to the provisions of -

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

B. N. Khandelwal
COMPANY SECRETARY

Saha Court
5th Floor, Room No. 33
8, Ganesh Chandra Avenue
Kolkata - 700 013
Phone : 2236-4634

- a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) 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;
- f) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
- g) The Securities and Exchange Board of India (Buyback of securities) Regulations, 2008;
- h) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock purchase Scheme) Guidelines, 1999;
- i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- vi) Other Applicable Acts:
 - a. The Employees Provident fund and Miscellaneous Provisions Act, 1952
 - b. Employees' State insurance Act, 1948
 - c. Factories Act, 1948
 - d. Indian Contract Act, 1872
 - e. Income Tax Act, 1961 and Indian Tax Laws
 - f. Industrial dispute Act, 1947
 - g. The Payment of Bonus Act, 1965
 - h. The Payment of Gratuity Act, 1972
 - i. The Payment of Wages Act, 1936 and other applicable Labour Laws.
 - j. Sexual harassment of woman at workplace (prevention, Prohibition and Redressal) Act, 2013

B. N. Khandelwal
COMPANY SECRETARY

Saha Court
5th Floor, Room No. 33
8, Ganesh Chandra Avenue
Kolkata - 700 013
Phone : 2236-4634

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by the institute of Company Secretaries of India.
- (ii) The Listing Agreements entered in to by the Company with Stock Exchanges

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change 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 related 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 meaningful participation at the meeting.

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

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

B.N. KHANDELWAL

Company Secretary in Practice
ACS NO - 1614
CP NO - 1148
UDIN - A001614B000717230

Place: Kolkata
Date: 14th September , 2020

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF APL METALS LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **APL METALS LIMITED (Formerly - Associated Pigments Limited)**, which comprises the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including other comprehensive income), the Statement of changes in Equity, the Cash Flow Statement, and a Summary of the significant accounting policies and other explanatory information for the year then ended, in which are incorporated the accounts of company's manufacturing units at Panskura (West Bengal), BT road (Kolkata) and Malwan (Uttar Pradesh), Malwan branch not visited by us.

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 principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The applicable KAM are as under:

Description of Key Audit Matters

The Key Audit Matters	Audit checks and balances adopted
Status of Taxation & write back of liabilities	
<p>1. The company has recomputed its Deferred Tax Assets and liabilities resulting in provision for deferred tax expenses aggregating to ₹6.08 crore in view of the recent changes in corporate tax rate during the year (Refer Statement of Profit & Loss)</p> <p>2. Income Tax Assessment of earlier years completed during the year resulting in write back of provision for tax and interest of ₹56.56 lacs shown in other income and ₹1.70 Crore shown as tax write back (Refer Statement of Profit & Loss)</p> <p>3. The company has availed various settlement schemes and received favourable judgements in disputed matters for central excise, service tax & WB Value Added Tax etc pertaining to earlier years with regards to taxes and other liability as a result for which an amount of Rs.4.10 Crores has been reflected in other income. (Note No 22)</p>	<ul style="list-style-type: none"> ● Assessments completed up to date ● Representation and correspondence made before the concerned Government Authorities. ● Provision of current law and rules there under ● Explanation and Information provided by the management. ● Evaluation of adequate disclosures.
Litigation against the Security deposit for the Land held for Sale	
<p>4. Litigation against security deposit is the matter of complex nature and it should be communicated to the shareholders of the company as per our professional judgment.</p> <p>During the year 2011-12 the Company has received the amount of ₹ 2.5 Crore against Joint Development of Property at BT Road. However, the development of a property is pending till date and an arbitration is in progress. Please refer Note 2.03</p>	<ul style="list-style-type: none"> ● Verified the agreements as well as documents of litigation. ● Evaluated the future Outcome of the litigation. ● The matter is still sub-judice

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility, Corporate Governance and Shareholders Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 performed, we conclude that there is material misstatement of this information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility 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 with respect to the preparation of these 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it 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 considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2020 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 Act, we give in the Annexure a statement on the matters specified in paragraph 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 the Statement of Other Comprehensive Income, the Cash Flow Statement, the Statement of changes in Equity dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended.
- e. On the basis of the written representations received from the Directors as on 31st March, 2020 taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March, 2020 from being appointed as Director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls and operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion of the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements – Refer Note No. 2.13.
 - ii. The Company had made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts including derivative contracts-Refer Note no. 2.14.
 - iii. The Company does not have any amount which is required to be transferred to the Investor Education and Protection Fund by the Company as per section 124 of the Companies Act 2013.

For Sanjay Maheswary & Co.
Chartered Accountants
Firm Registration No: 329718E

(Sanjay Kumar Maheswary)
(Proprietor)
Membership No. 51625

Place: Kolkata
Date: 29th June, 2020
UDIN:20051625AAAABC5209

ANNEXURE TO THE AUDITORS' REPORT

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

- 1.01 The Company has maintained proper records to show full particulars, including quantitative details and situation of Fixed Assets.
- 1.02 The Company has a regular program of verification in a phased manner to cover all its Fixed Assets at all locations, which in our opinion, is reasonable having regards to the size of the company and nature of assets. No material discrepancies have been noticed on such verification
- 1.03 The title deeds of immovable properties are held in the name of the company.
2. The inventory has been physically verified at reasonable intervals during the year by the management and as explained to us no material discrepancies were noticed.
3. As per information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firm or other parties, covered in the register maintained under section 189 of The Companies Act, 2013. Therefore, the provisions of the clause 3(iii)(a), (b) and (c) of the said order are not applicable to the company.
4. In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of records.
- 7.01 According to the records of the company undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty and other material statutory dues have been generally regularly deposited with the appropriate authorities.
- 7.02 According to the information and explanation given to us and the records of the company examined by us, there are no dues of wealth tax and customs duty which have not been deposited on account of any dispute. The particulars of any dues of income tax, sales tax, service tax and excise duty as at 31st March, 2020 which have not been deposited on account of a dispute, are as under:

Name of Statute	Nature of the Dues	Amount (₹)	Period to which the Amount relates	Forum where dispute is pending
West Bengal Sales Tax Act, 1994	Purchase Tax	21,085	1994-95	The West Bengal Commercial Tax Appellate & Revisional Board
-Do-	Central Sales Tax	61,699	1994-95	-Do-
-Do-	West Bengal Sales tax Interest Purchase tax Penalty	3,27,200 20,731 99,981 10,000	2004-05	The West Bengal Commercial Tax Taxation Tribunal
Central Sales Tax Act, 1956	Central Sales Tax Penalty	2,30,940 15,000	2004-05	-Do-
West Bengal Value Added Tax Act, 2003	Penalty	57,95,635	2013-14	Taxation Tribunal
West Bengal Value Added Tax Act, 2003		9,41,250 12,979 18,49,310 6,38,335	2013-14	Additional Commissioner Commercial Taxes
Central Excise Act, 1944		63,50,000 63,50,000	2014-15 & 2015-16	Joint Commissioner CGST & Central Excise

8. 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 financial institutions, banks, Government or dues to debenture holders.
9. The company has not raised money by the way of initial public offer or further public offer (including debt instruments). However, the money raised by way of term loans were applied for the purpose for which the loans were obtained.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Ind AS financial statements and as per information and explanations given by the Management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
11. Managerial Remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
12. The company is not a Nidhi Company hence this clause is not applicable.

13. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS Financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into any non-cash transactions with Directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Sanjay Maheswary & Co.
Chartered Accountants
Firm Registration No: 329718E

(Sanjay Kumar Maheswary)
(Proprietor)
Membership No. 51625

Place: Kolkata
Date: 29th June, 2020
UDIN:20051625AAAABC5209

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF APL METALS LIMITED.

Report on the Internal Financial Controls 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 **APL METALS LIMITED (Formerly - Associated Pigments Limited)** as of 31st March, 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 Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 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 Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence 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 Ind AS 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020

For Sanjay Maheswary & Co.
Chartered Accountants
Firm Registration No: 329718E

(Sanjay Kumar Maheswary)
(Proprietor)
Membership No. 51625

Place: Kolkata
Date: 29th June, 2020
UDIN:20051625AAAABC5209

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As at 31.03.20 Audited ₹	As at 31.03.19 Audited ₹
ASSETS :			
1. Non-current Assets			
Property, Plant & Equipment	3	209,823,005	187,682,057
Intangible Assets	3	1,720,769	3,780,202
Financial Assets			
(i) Other Financial Assets	4	5,566,261	4,877,123
Deferred Tax Assets (Net)	5	38,088,799	100,121,807
Other Non current Assets	6	6,184,700	6,184,700
TOTAL NON-CURRENT ASSETS (1)		261,383,534	302,645,889
2. Current Assets			
Inventories	7	1,102,275,480	1,056,592,709
Financial Assets			
(i) Trade receivables	8	87,064,741	58,986,133
(ii) Cash & cash equivalents	9	19,915,223	13,870,388
(iii) Other current financial assets	10	69,172	117,273
Other current Assets	11	120,447,180	88,470,988
TOTAL CURRENT ASSETS (2)		1,329,771,796	1,218,037,491
TOTAL ASSETS (1+2)		1,591,155,330	1,520,683,380
EQUITY AND LIABILITIES:			
1. Equity			
Equity Share capital	12	107,208,930	107,208,930
Other Equity	13	32,312,924	(3,732,211)
TOTAL EQUITY (1)		139,521,854	103,476,719
Liabilities			
2. Non-current Liabilities :			
Financial Liabilities			
(i) Borrowings	14	294,983,859	420,335,720
Provisions	15	8,287,899	12,107,226
Other non current liabilities	16	25,000,000	25,000,000
TOTAL NON-CURRENT LIABILITIES (2)		328,271,758	457,442,946
3. Current Liabilities			
Financial Liabilities			
(i) Borrowings	17	569,999,889	575,537,396
(ii) Trade Payables	18	521,690,336	318,680,317
(iii) Other financial liabilities	19	27,627,591	33,665,219
Other current liabilities	20	4,043,902	31,880,783
TOTAL CURRENT LIABILITIES (3)		1,123,361,718	959,763,715
TOTAL EQUITY AND LIABILITIES (1+2+3)		1,591,155,330	1,520,683,380

Significant Accounting Policies

1

Notes on Accounts

2

The accompanying notes 1 to 29 are an integral part of the Financial Statements

As per our attached report of even date

For and on behalf of the Board

For Sanjay Maheswary & Co

Chartered Accountants

Firm Registration No. : 329718E

(Sanjay Kumar Maheswary)

Proprietor

Membership No. 51625

Kolkata

Date : 29th June, 2020

UDIN:20051625AAAABC5209

Rajnish Gambhir

Chief Financial Officer

DIN : 00459644

Prakash Kumar Damani

Director

DIN : 01166790

Ram Narayan Prajapati

Company Secretary &

Compliance Officer

Membership No- FCS 1889

Sanjiv Nandan Sahaya

Managing Director

DIN : 00019420

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

Particulars	Notes	For the year ended 31st March, 2020	For the year ended 31st March, 2019
		₹	₹
Income			
1. Revenue from Operations	21	5,179,741,348	5,558,532,487
2. Other Income	22	47,758,486	687,464
3. Total Income (1+2)		5,227,499,834	5,559,219,951
4. Expenses			
Cost of raw materials consumed	23	4,655,208,748	4,902,529,579
Purchase of stock-in-trade	24	20,326,808	14,411,879
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	-118,862,197	10,732,630
Employees benefits expenses	26	67,512,325	63,532,008
Finance Cost	27	157,728,046	160,959,692
Depreciation and amortisation expenses		13,583,975	13,102,388
Other Expenses	28	351,300,769	384,850,734
Total Expenses (4)		5,146,798,474	5,550,118,910
5. Profit (+)/Loss(-) from operations before exceptional items (3-4)		80,701,360	9,101,041
6. Exceptional Items		-	-
7. Profit (+) / Loss(-) from ordinary activities before Tax (5-6)		80,701,360	9,101,041
8. Tax Expense - Current		-16,964,469	972,707
- Deferred		60,780,258	2,312,111
9. Profit (+)/Loss(-) for the period (7-8)		36,885,571	5,816,223
10. Other Comprehensive Income /Expenses(net of tax)			
(a) (i) Items that will be reclassified to profit & loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
(b) (i) Items that will not be reclassified to profit & loss			
a) Finance cost on fair valuation of Non- Convertible redeemable Preference Shares		(4,565,240)	(4,227,074)
b) Remeasurement Income/(Expenses) on defined plans		4,977,553	2,409,406
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1,252,750)	(804,356)
Total Other Comprehensive Income (10)		(840,437)	(2,622,024)
Total Comprehensive Income for the period(9+10)		36,045,134	3,194,199
Paid-up Equity share capital(Face value of Rs.10/-each)			
Reserves excluding Revaluation Reserve			
Earning Per Share (in Rupees)			
Basic and diluted EPS From Continuing Operations	29	3.44	0.54

Significant Accounting Policies

1

Notes on Accounts

2

The accompanying notes 1 to 29 are an integral part of the Financial Statements

As per our attached report of even date

For and on behalf of the Board

For Sanjay Maheswary & Co

Chartered Accountants

Firm Registration No. : 329718E

(Sanjay Kumar Maheswary)

Proprietor

Membership No. 51625

Kolkata

Date : 29th June, 2020

UDIN:20051625AAAABC5209

Rajnish Gambhir

Chief Financial Officer

DIN : 00459644

Prakash Kumar Damani

Director

DIN : 01166790

Ram Narayan Prajapati

Company Secretary &

Compliance Officer

Membership No- FCS 1889

Sanjiv Nandan Sahaya

Managing Director

DIN : 00019420

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

Particulars		31st March 20 ₹	31st March 19 ₹
A	<u>Cash Flow From Operating Activities</u>		
	Net Profit/ (Loss) Before Tax & Extraordinary items	80,701,360	9,101,041
	Adjustments :		
	(Profit)/Loss on Sale of Assets	(236,859)	1,638,603
	Finance cost	157,728,046	160,959,692
	Depreciation	13,583,975	13,102,388
	Interest Income	(638,995)	-637,699
	Sundry balance written off	2,940,811	58,897,722
	<u>Operating profit Before Working Capital Changes</u>	254,078,338	243,061,746
	Increase/(decrease) in Provisions	1,158,226	2,374,580
	Increase/(decrease) in Trade Payables	203,010,019	(295,455,067)
	Increase/(decrease) in Other Financial Liabilities	(9,043,610)	87,590
	Increase/(decrease) in Other Current Liabilities	(27,836,881)	(30,352,616)
	Decrease/(Increase) in Other Non Current Financial Assets	(689,138)	(183,000)
	Decrease/(Increase) in Other Non Current Assets	-	(476,067)
	Decrease/(Increase) in Inventories	(45,682,771)	(197,639,531)
	Decrease/(Increase) in Trade & Other Receivables	(31,019,419)	179,538,678
	Decrease/(Increase) in Other Current Financial Assets	(31,976,192)	3,659,688
	Decrease/(Increase) in Other Current Assets	48,101	(70,775)
	Cash Generated from Operating Activities	312,046,673	(95,454,774)
	Taxes written back provision/ paid	16,964,469	(972,706)
	Net Cash flow from/(used in) Operating Activities (A)	329,011,142	(96,427,480)
B	<u>Cash Flow From Investing Activities</u>		
	Purchase of Fixed Assets(including Capital Work-in-Progress)	(33,908,631)	(27,271,717)
	Proceeds from Sale of Fixed Assets	480,000	169,765
	Interest received	638,995	637,699
	Net Cash From Investing Activities (B)	(32,789,636)	(26,464,253)
C	<u>Cash Flow From Financing Activities</u>		
	Proceeds From Long Term Borrowings	309,982,117	193,624,821
	(Repayment of) Long Term Borrowings	(436,893,236)	(189,174,845)
	Proceeds From / (Repayment of) Short Term Borrowings	(5,537,506)	269,794,693
	Interest paid	(157,728,046)	(160,959,692)
	Net Cash From Financing Activities (C)	(290,176,671)	113,284,977
	Net Increase/(Decrease) in cash and cash equivalents(A+B+C)	6,044,835	-9,606,756
	Opening Cash and Cash Equivalent	13,870,388	23,477,144
	Closing Cash and Cash Equivalent	19,915,223	13,870,388

NOTE:

- 1) The above "Cash Flow Statement" has been prepared under "Indirect Method".
- 2) Previous year's figures have been re-arranged/regrouped wherever considered necessary.
- 3) Cash and cash equivalents includes ;

Cash in hand & Balance with Scheduled Banks

On Current Accounts	15,841,818	4,756,574
Cash in hand (As Certified)	381,489	305,743
Total	16,223,307	5,062,317

Other bank balances

Fixed Deposits	3,691,916	8,808,071
Total	19,915,223	13,870,388

The accompanying notes 1 to 29 are an integral part of the Financial Statements

As per our attached report of even date

For and on behalf of the Board

For Sanjay Maheswary & Co
Chartered Accountants
Firm Registration No. : 329718E

Rajnish Gambhir
Chief Financial Officer
DIN : 00459644

Prakash Kumar Damani
Director
DIN : 01166790

(Sanjay Kumar Maheswary)
Proprietor
Membership No. 51625
Kolkata
Date : 29th June,2020
UDIN:20051625AAAABC5209

Ram Narayan Prajapati
Company Secretary &
Compliance Officer
Membership No- FCS 1889

Sanjiv Nandan Sahaya
Managing Director
DIN : 00019420

Statement of Changes in Equity for the year ended March 31, 2020

A) Equity Share Capital

Subscribed and fully paid-up		Calls in Arrear	Total Equity share capital
No. of Shares	₹	₹	₹
10,726,387	107,263,870	54,940	107,208,930
10,726,387	107,263,870	54,940	107,208,930

As at March 31, 2019

As at March 31, 2020

Particulars	Reserve and Surplus				Other Comprehensive Income			Total
	Securities Premium	General Reserve	Capital Reserve	Retained Earnings	Fair Value of Non-Convertible Redeemable Preference Share	Present Value of Defined Benefit Obligation		
Balance as at April 01, 2018	8,128,635	120,189,271	43,214,391	(248,971,299)	69,161,579	1,351,013	(6,926,410)	
Profit for the year				5,816,223			5,816,223	
Provision of Income Tax of the earlier years written back								
Other comprehensive income/ (Expense) for the year (Net of Taxes)					(4,227,074)	1,605,051	(2,622,024)	
Balance as at March 31, 2019	8,128,635	120,189,271	43,214,391	(243,155,076)	64,934,505	2,956,064	(3,732,211)	
Balance as at April 01, 2019	8,128,635	120,189,271	43,214,391	(243,155,076)	64,934,505	2,956,064	(3,732,211)	
Profit for the year				36,885,571			36,885,571	
Provision of Income Tax of the earlier years written back								
Other comprehensive income/ (Expense) for the year (Net of Taxes)					(4,565,240)	3,724,803	(840,437)	
Balance as at March 31, 2020	8,128,635	120,189,271	43,214,391	(206,269,505)	60,369,265	6,680,867	32,312,924	

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APL METALS LIMITED
(FORMERLY KNOWN AS ASSOCIATED PIGMENTS LIMITED)

NOTES ATTACHED TO AND FORMING PART OF FINANCIAL STATEMENTS
AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

NOTE NO. 1:-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CORPORATE INFORMATION

The Company is principally engaged in production of Refined Lead and Lead Alloys at its plant at Panskura, (West Bengal) and Lead Oxides at its plants at B. T. Road (Kolkata) and Malwan (UP). The registered office is situated at Kolkata West Bengal. The company's financial statements are standalone statements. The Company have no holding/ subsidiary company.

1.01. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The disclosures of significant accounting policies are pertaining to the present activities of the company. However, in the year of new financial activity, the relevant accounting policies are incorporated.

I. Statement of Compliance

The Standalone Financial Statements for the year under review have been prepared in accordance with Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant amended provisions and rules of the Act issued thereafter.

II. Use of Estimates and Judgments

In preparing these Standalone Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from such estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31st March, 2020 are as follows:

- (a) Recognition of deferred tax assets depends on availability of future taxable profit against which tax losses carried forward can be used;
- (b) Measurement of defined benefit obligations are based on key actuarial assumptions;
- (c) Recognition and measurement of provisions and contingencies are based on key assumptions about the likelihood and magnitude of an outflow of resources;
- (d) Determining the fair value less costs to sell of the Non-current Assets held for Sale on the basis of significant unobservable inputs;

III. Functional and Presentation of Currency

All amounts stated in the financial statement are in Indian Rupees (INR) (r/off), unless specified otherwise.

IV. Basis of Measurement

The Financial Statements are generally prepared on the historical cost convention basis. However, consistent practice followed from past some of the Financial Instruments is measured at fair value at the end of each reporting date.

1.02 Classification of Assets and Liabilities

- I. Schedule III to the Act, requires assets and liabilities to be classified as either Current or Non-current.
- (a) An asset shall be classified as current when it satisfies any of the following criteria:
- (i) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
 - (ii) it is held primarily for the purpose of trading;
 - (iii) it is expected to be realized within twelve months after the reporting date; or
 - (iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- (b) All assets other than current assets are classified as non-current.
- (c) A liability is classified as current when it satisfies any of the following criteria:
- (i) it is expected to be settled in the Company's normal operating cycle;
 - (ii) it is held primarily for the purpose of trading;
 - (iii) it is due to be settled within twelve months after the reporting date; or
 - (iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- (d) All liabilities other than current liabilities are classified as non-current.

II. Operating Cycle

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company's operating cycle is twelve months for the purpose of current or non-current classification of assets and liabilities.

III. Property Plant and Equipment

i. Grants & Incentive

Government Grant and Incentives are recognized when there is reasonable assurance that the company would be able to comply with the conditions for receipt of the same.

ii. Recognition and Measurement

An item of Property, Plant and Equipment (erstwhile Fixed Assets) that qualifies for recognition as an asset is initially measured at its cost and then carried at the cost less accumulated depreciation and accumulated impairment, if any.

The cost of an item of Property, Plant and Equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of Property, Plant and Equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use.

iii. **Capital Work In Progress**

Tangible Property, Plant and Equipment under construction are disclosed under this head. However, no such items prevail during the year under review.

iv. **Subsequent Expenditure**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

v. **Depreciation**

The depreciable amount of an item of Property, Plant and Equipment is allocated on a systematic basis over its useful life. Depreciation is provided on cost of Asset less its estimates residual value on the straight-line method at the rates prescribed under Schedule-II of the Companies Act, 2013 on the basis of useful life of the Assets. The Company believes that straight line method reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Company. Based on internal technical evaluation, the management believes useful lives of the assets are appropriate. The depreciation method is reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted for as a change in an accounting estimate in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The depreciation charge for each period is generally recognized in the Statement of Profit and Loss and is deducted in arriving at the carrying amount of another asset.

The residual value and the useful life of an asset is reviewed at year-end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with Ind AS 8. The estimated useful lives for the assets are as per the life provided in the Companies Act, 2013

Depreciation on additions/ disposals is provided on a periodical pro-rata basis i.e. from/ up to the date on which asset is ready for use / disposed off.

Property, Plant & Equipment are stated at their original cost including all expenses attributable to bring the assets to its intended use less Input Credit / Capital Subsidy availed on acquisition. The Details of useful life of assets are given below:

<u>Type of Assets</u>	<u>Useful life</u>
Buildings	5-60years
Plant & Equipment	10-25years
Furniture & Fixture	5-10years
Vehicles	8years
Computer and Accessories	3years
Electric Installations	10years
Office Equipment	5years

vi. **Disposal**

The carrying amount of an item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of Property, Plant and Equipment is charged in Statement of Profit and Loss when the item is derecognized.

IV. **Intangible Assets**

i. **Recognition and Measurement**

An intangible asset is an identifiable monetary asset without physical substance. Intangible assets are initially measured at its cost and then carried at the cost less accumulated depreciation and accumulated impairment, if any.

ii. **Amortization**

The other intangible assets are amortized on the straight line method. The Company believes that straight line method reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Company.

The amortization method is reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted for as a change in an accounting estimate in accordance with IND AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors.

The residual value and the useful life of an asset is reviewed at least at each financial year-end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with IND AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors. The estimated useful lives as estimated by management are as follows:

Asset Class	Useful Lives (No of years) – as estimated by the Company
Technical Know	10 years

Amortized intangible asset is displayed as amortization on the face of Standalone Statement of Profit and Loss.

V. **Inventories**

i. **Measurement of Inventory**

The Company measures its inventories at the lower of cost and net realizable value. Land held as inventory is valued at Fair Market Value on the date of conversion.

ii. **Cost of Inventory**

The cost of inventories in consistence with the practice followed from the past comprises all costs of purchase including the costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The costs of inventories comprise the purchase price, import duties (where applicable) and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs/ overhead directly attributable to the acquisition of finished goods, materials and services.

Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

The costs of conversion of inventories include costs directly related to the units of production and a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods.

Other costs (if any) are included in the cost of inventories only to the extent that they are incurred in bringing the inventories to their present location and condition after considering the normal wear and tear.

The cost of inventories is assigned by weighted average cost formula. The Company uses the same cost formula for all inventories having a similar nature and use to the Company, unless cost are identified with acquisition.

As per consistent practice Finished Goods are taken on weighted average cost.

iii. Net Realizable Value

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Net realizable value is ascertained for each item of inventories with reference to the selling prices of related finished products.

iv. Valuation of Spare Parts, Stand-by Equipment and Servicing Equipment

Spare parts, stand-by equipment and servicing equipment are recognized as Property, Plant and Equipment if and only if it is probable that future economic benefits associated with them will flow to the Company and their cost can be measured reliably. Otherwise such items are classified and recognized as Inventory.

VI. Financial Instruments

i. Recognition

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

ii. Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks and cash in hand which are unrestricted for withdrawal and usage.

iii. Financial Assets at Amortised Cost

The Company's objective is not to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv. **Financial Assets at Fair Value through Other Comprehensive Income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

v. **Financial assets at Fair Value through Profit or Loss**

Financial assets are measured at fair value through profit or loss unless they are measured at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

vi. **Financial Liabilities**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and Losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

vii. **Derivative Instruments**

The Company has not entered into any derivative financial instruments during the year such as option Contract to mitigate the risk of changes in exchange rates on foreign currency exposures.

The category includes derivatives financial assets or liabilities which are not designated as hedges although the company believes that this derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as financial assets or liabilities at fair value through profit and loss.

Derivative not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income or finance cost. Asset / liabilities in these categories are presented as current asset or current liabilities.

viii. **Derecognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

VII. Revenue Recognition

Sale of Goods

As per Ind As 115 Revenue from the sale of products is recognized when the performance obligations have been satisfied.. Performance Obligation of the company are recognized when the following conditions are satisfied :

- (a) the significant risks and rewards of ownership of the goods is transferred to the buyer;
- (b) the Risk and Rewards of Ownership is transferred when the goods are delivered to the customer,
- (b) the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- (f) the company has no obligation for returns , refunds and other similar obligation at year end
- (g) there is no warranty or related obligation during the year

The Company measures revenue at the fair value of the consideration received or receivable taking into account the amount of any sales returns, trade discounts and volume rebates allowed by the Company.

Interest Income

Interest income is recognized using the effective interest method as set out in Ind AS 39 - Financial Instruments: Recognition and Measurement, when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of the revenue can be measured reliably. The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability (or group of financial assets or financial liabilities) and of allocating the interest income or interest expense over the relevant period.

VIII. Foreign Currency Transactions

Recognition

Functional currency is the currency of the primary economic environment in which the Company operates whereas presentation currency is the currency in which the financial statements are presented. Indian Rupee is the functional as well as presentation currency for the Company. A foreign currency transaction is recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of each reporting period, foreign currency monetary items are translated using the closing rate whereas non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during

the period or in previous Financial Statements are recognized in the Standalone Statement of Profit and Loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognized in Other Comprehensive Income, any exchange component of that gain or loss is recognized in Other Comprehensive Income. Conversely, when a gain or loss on a non-monetary item is recognized in Statement of Profit and Loss, any exchange component of that gain or loss is recognized in Statement of Profit and Loss.

Foreign currency risk

The foreign currency risk are primarily related to operating activities, since foreign currency are not hedged and the fluctuation in respect of unhedged foreign currency are accounted at the exchange rate prevailing at the reporting date of financial statement.

IX. Accounting of Claims

- a) Claims receivable are accounted at the time when certainty of receivable is established.
- b) Claims raised by the Government Authorities regarding taxes & duties, which are disputed by the company, are accounted based on the merits of each claim and when the matter is crystalized.

X. Employee Benefit

a) Short Term Employee Benefits:

The undiscounted amount of short term employee benefit expected to be paid in exchange for the services rendered by employee is recognized during the year when the employee remains under the service. This benefit includes salary, wages, short term compensatory absences and bonus.

b) Post-Employment Benefits:

i. Defined Contribution Plans

This benefit includes contribution to Employee's State Insurance Corporation {ESI} and Provident Fund Contribution {PF} to the Regional Provident Fund Commissioner. These contributions are defined as an expense in the Statement Profit & Loss as and when such contributions are due.

ii. Defined Benefit Plans

For Gratuity and compensated leave

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. The Company accounts for gratuity benefits payable in future based on an independent external actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognized as Other Comprehensive Income and are not reclassified to Profit & Loss in subsequent period. Liability for Gratuity is partly funded with a recognized Gratuity Fund managed by Bajaj Allianz Life Insurance Co.

c) **Other Log term Employee Benefits - Compensated Absences**

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The Company makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognized in the Standalone Statement of Profit and Loss.

XI. **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby Profit Before Tax (PBT) is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the company are segregated based on the available information.

XII. **Taxation**

Income Tax

Income tax comprises current and deferred tax. It is recognized in Standalone Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognized directly in Equity or in Other Comprehensive Income. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

(a) **Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable settled in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

(b) **Deferred Tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- I. temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- ii. taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets - unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset

current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

XIII. Provisions, Contingent Assets and Contingent Liabilities

- a) Provision is created when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- b) Contingent liability is disclosed by way of notes, unless the possibility of an outflow of resources embodying the economic benefit is remote.
- c) Contingent Assets are neither recognized nor disclosed in Financial Statements.

XIV. Earnings per Share

Basic and Diluted Earnings per share

The Company calculates basic earnings per share amounts for profit or loss before Other Comprehensive Income attributable to ordinary equity holders and, if presented, profit or loss from continuing operations attributable to those equity holders.

Basic earnings per share is calculated by dividing profit or loss attributable to equity holders (the numerator) by the weighted average number of equity shares outstanding (the denominator) during the period.

The weighted average number of ordinary shares outstanding during the period and for all periods presented shall be adjusted for events, other than the conversion of potential ordinary shares that have changed the number of equity shares outstanding without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares calculated for calculating basic earnings per share and adjusted the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential equity shares into ordinary shares. Dilutive potential ordinary shares are deemed to have been converted into equity shares at the beginning of the period or, if later, the date of the issue of the potential equity shares

XV. Borrowing Costs

The Company capitalizes borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. The Company recognizes other borrowing costs as an expense in the period in which it incurs them. Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

XVI. Leases

IND-AS 116 is applicable on the company during the year under review and same has been applied by the company but no material impact has been seen on the financial statements of the company.

NOTE NO. 2**NOTES ON ACCOUNTS**

- 2.01** The Company identifies the Micro Small and Medium Enterprises within the meaning of Micro Small and Medium Enterprises (Development) Act, 2006 on the basis of declaration received by the vendors. In the circumstances no provision of interest is considered necessary.
- 2.02** In terms of Schedule-II of The Companies Act, 2013 depreciation for the year has been calculated on the basis of useful life of the Property Plant and Equipment.
- 2.03** Other Long-Term Liabilities (Security Deposit) includes ₹ 2.5 crores (₹ 2.5 crores) received in earlier year from a Body Corporate in terms of joint development agreement, adjustable against execution of long term contract in terms of the relevant agreement and arbitration for the same is in progress.
- 2.04** Other Expenses in Note No. 28 includes Rs.29.40 lacs being sundry irrecoverable balance written off as per normal accounting practices followed by the company.
- 2.05** The company has availed the benefits under 'Kar Samadhan' as well as settlement of dispute scheme of West Bengal Government in respect of disputed taxes. Moreover there have been certain other judgements in favour of the company. Hence excess liability of Rs.4.10 Crore considered no longer required written back during the year shown under the head Other Income(Note No.22)
- 2.06** 5% Non-Convertible Redeemable Preference Share of Rs. 1,220 lakhs issued in F.Y. -2013-2014 with maturity date of 11.02.2029, Fair Valued on the Transition date considering discounting rate @ 8% based on appropriate borrowing rate consistently considered by the company. Notional Finance Cost arising out of Fair Valuation has been disclosed separately in OCI. **(Refer Note no. 13 & 14)**

2.07 CIF Value of Imports

	₹	₹
Raw Materials	220,99,72,928	(157,91,05,700)

2.08 FOB Value of Exports

	₹	₹
Exports Sales	63,75,21,311	(36,65,80,132)

2.09 Expenditure in Foreign Currency

	₹	₹
Interest and Bank Charges	10,56,955	(15,75,691)
Travelling Expenses	4,88,705	(5,05,815)

2.10 Managerial Remuneration (Salary paid to) Key Managerial Personnel

	₹	₹
Managing Director	36,00,000	(27,60,000)
Chief Financial Officer	8,40,000	(8,40,000)
Company Secretary	9,84,000	(9,84,000)

2.11 Value of Imported & Indigenous Raw Materials, Stores & Spare Parts Consumed

Particulars	₹	%	Particulars	₹	%
Raw Materials			Stores & Spares		
Imported	2511356286	53.95	Imported	NIL	NIL
	(1612212138)	(32.87)		NIL	(NIL)
Indigenous	2143852462	46.05	Indigenous	15,58,72,523	100%
	(3290317441)	(67.13)		(13,94,25,115)	(100%)
Total	4655208748		Total	15,58,72,523	
	(4,902529579)			(139425115)	

2.12 Related Party Transactions (IND AS-24)
I. List of parties who have control over the company and with whom transactions have taken place and their relationships.
a) Name of the Related Parties

Particulars	Particulars
Mr. Sanjiv Nandan Sahaya	Key Management Personnel (KMP)
Mr. Rajnish Gambhir	-do-
Mr. Ram Narayan Prajapati	-do-
Mrs. Saloni Sahaya	-do-
Mrs. Pammi Sahaya	Relative of KMP
Mr. Prakash Kumar Damani	Director
Mr. Rahul Damani	Director
Mr. Sanjay Sarda	Director
K.L.Commercial Pvt. Ltd.	Associate
Mac Services Pvt. Ltd.	-do-
Sahaya Properties & Investments (P) Ltd.	-do-
Damani Finvest Private Limited	-do-

b) Transactions with related parties during the year

Nature of Transaction	Associates	KMP / Directors	Relatives of KMP/ Directors	Total (₹)
Unsecured Loan Received	4,50,50,000	16,64,50,000	-	21,15,00,000
	(11,10,75,000)	(8,00,00,000)	(-)	(19,10,75,000)
Interest Paid / Provided	58,06,314	98,24,043	-	1,56,30,357
	(93,09,384)	(1,50,00,284)	(-)	(2,43,09,668)
Remuneration Paid / Provided	-	54,24,000	-	54,24,000
	(-)	(45,84,000)	(-)	(45,84,000)
Unsecured Loan Repaid	8,61,43,819	28,99,00,000	-	37,60,43,819
	(11,33,25,000)	(3,25,50,000)	(-)	(14,48,75,000)

c) Closing Balance as on 31.03.2020 of related parties

Nature of Transaction	Associates	KMP / Directors	Relatives of KMP/ Directors	Total (₹)
Liabilities Outstanding	99,55,667	2,36,55,794	-	3,36,11,4614
	(47,29,985)	(1,49,66,157)	(-)	(1,96,96,142)
Unsecured Loan Taken	3,36,75,000	5,19,70,000	-	8,56,45,000
	(7,47,68,819)	(17,55,72,000)	(-)	(25,03,40,819)

NOTE: There are no related parties on whom the company has any control.

2.13 Contingent Liabilities not provided for in respect of:

	(₹)	
Unredeemed Bank Guarantee	69,26,638	(99,71,156)
Claims against the Company not acknowledged as Debts	2,27,24,145	(12,72,96,605)
Bills Discounted with Banks but not matured	29,95,55,532	(29,99,22,289)
Interest payable on Security Deposit if Long Term Contract are not fulfilled	2,25,53,556	(1,95,53,556)

2.11 Commercial Commitments not provided in respect of:

	(₹)	
Contract for Import	67,30,95,350	(54,74,15,402)

- 2.15 The company has decided to exercise the option permitted under section 115BBA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019 and accordingly re-measured provision for current and deferred tax and recognized the impact.
- 2.16 The company has single reportable segment of Lead products. So, reporting Under IND AS-108 is not required.
- 2.17 a. For better presentation and reporting the previous year figures have been rearranged / regrouped wherever considered necessary and has been shown in brackets. All the amounts in the financial statements and in notes attached thereto are Indian Rupees unless specified otherwise.
- b. Other additional information pursuant to the Companies Act 2013 to the extent presently applicable to the Company – the company has transferred RsNIL (PY-8,23,070/-) to Investor Protection and Education fund as per section 124 of Companies Act 2013, read with Investor Education and Protection Fund Authority.
- c. During the year under review the Company has spent an amount of Rs. 1,00,000 (PY-Rs.6,21,000) towards Corporate Social Responsibility (CSR) as per Sec 135 of the Companies Act, 2013 and is included in Miscellaneous Expenses under Other Expenses. (Refer note no. 28). The mandatory balance amount of Rs. 5,36,000/- have since been spent.

2.18 Impact of Coronavirus (COVID-19) on financial Reporting- Accounting year ended 31st March, 2020

Covid-19, a global pandemic has affected the world economy including India, leading to significant decline in economic activities and volatility in movable and immovable assets. The national lockdown announced on 24 March 2020 affected activities of organizations across the economic system, impacting operations and earning prospect of most companies.

The company believes that it has considered all the possible impact of known events arising out of COVID-19 is a continuing process given its nature and duration. The company will continue to monitor for any material changes to future economic conditions.

2.19 Retirement Benefit (IND AS-19)

The details of the Company's defined benefit plans for its employees are as under:

Amount recognized in the Balance Sheet in respect of Gratuity (Funded by the Company)

Expense Recognized in Statement of Profit / Loss :	As at 31/03/2020	As at 31/03/2019
In Income Statement	₹	₹
Current Service Cost	3,66,801	5,36,462
Past Service Cost	-	-
Interest Cost	6,52,109	8,07,288
Expected Return on Plan Asset	(1,59,840)	(1,78,320)
Net Cost	8,59,070	11,65,430
In Other Comprehensive Income		
Actuarial (Gain)/ Loss	-49,77,553	-22,47,422
Return on Plan Asset		161,984
Net (Income) / Expenses for the period recognized in OCI	-49,77,553	-24,09,406

Funded Status:	As at 31/03/2020	As at 31/03/2019
In Income Statement	₹	₹
Present Value of Obligation at end Year	58,32,780	97,91,423
Fair Value of Plan Asset at end Year	25,59,840	24,00,000
Funded Status	-32,72,940	-73,91,423
In Other Comprehensive Income		
Unrecognized actuarial gain/loss at end of the year	-	-
Net Asset(Liability)Recognized in Balance Sheet	-32,72,940	-73,91,423

Movements in the Liability Recognized in Balance Sheet :	As at 31/03/2020	As at 31/03/2019
Opening Net Liability	97,91,423	1,10,35,399
Expenses as above	-65,18,483	36,43,973
Contributions	-	-
Closing Net Liability	32,72,940	73,91,423

Changes in Present Value of Obligations :	As at 31/03/2020	As at 31/03/2019
Present Value of Obligation at Beginning of year	97,91,423	1,10,35,399
Acquisition Adjustment	-	-
Interest Cost	6,52,109	8,07,288
Past Service Cost	-	-
Current Service Cost	3,66,801	5,36,462
Curtailement cost	-	-
Settlement Cost	-	-
Benefits Paid	-	3,40,304
Actuarial gain/loss on Obligations	-49,77,553	-22,47,422
Present Value of Obligation at end of Year	58,32,780	97,91,423

Changes in Fair Value of Plan Assets :	As at 31/03/2020	As at 31/03/2019
Fair Value of Plan Asset at Beginning of year	24,00,000	24,00,000
Acquisition Adjustment	-	-
Expected Return on Plan Asset	1,59,840	1,78,320
Contributions	-	-
Benefits Paid	-	3,40,304
Actuarial gain/loss on Plan Asset	-	1,61,984
Fair Value of Plan Asset at End of year	25,59,840	24,00,000

	₹	₹
Actuarial Assumptions :	As at 31/03/2020	As at 31/03/2019
Mortality Table	IALM (2006-2008) ULTIMATE	IALM (2006-2008) ULTIMATE
Superannuation Age	58	58
Early Retirement & Disablement	5	5
Discount Rate	6.66%	7.43%
Inflation Rate	5%	5%
Return on Asset	6.66%	7.43%
Remaining Working Life	17	10
FORMULA USED	PROJECTED UNIT CREDIT METHOD	PROJECTED UNIT CREDIT METHOD

Amount recognized in the Balance Sheet in respect of Leave Encashment (Accrued but not Funded)

Present value of the funded defined benefit obligation

	₹	₹
Expense Recognized in Statement of Profit / Loss :	As at 31/03/2020	As at 31/03/2019
Current Service Cost	6,38,885	6,04,872
Past Service Cost	-	-
Interest Cost	3,13,468	2,35,335
Expected Return on Plan Asset	-	-
Curtailement cost	-	-
Settlement Cost	-	-
Actuarial gain/loss recognized in the year	-	-
Expense Recognized in Statement of Profit/Loss	(6,35,049)	7,71,712
	3,17,304	16,11,919
Funded Status:	As at 31/03/2020	As at 31/03/2019
Present Value of Obligation at end Year	Not applicable as Scheme is unfunded	Not applicable as Scheme is unfunded
Fair Value of Plan Asset at end Year		
Funded Status		
Unrecognized actuarial gain/loss at end of the year		
Net Asset(Liability)Recognized in Balance Sheet	-	-
Opening Net Liability	-	-
Expenses as above	3,17,304	16,11,919
Contributions	-	-
Closing Net Liability	3,17,304	16,11,919
Closing Fund/Provision at end of Year	50,14,959	47,15,803

	₹	₹
Changes in Present Value of Obligations :	As at 31/03/2020	As at 31/03/2019
Present Value of Obligation at Beginning of year	47,15,803	35,06,652
Acquisition Adjustment	-	-
Interest Cost	3,13,468	2,35,335
Past Service Cost	-	-
Current Service Cost	6,38,885	6,04,872
Curtailement cost	-	-
Settlement Cost	-	-
Benefits Paid	(18,148)	(4,02,708)
Actuarial gain/loss on Obligations	(6,35,049)	7,71,712
Present Value of Obligation at end of Year	50,14,959	47,15,803

Changes in Fair Value of Plan Assets :	As at 31/03/2020	As at 31/03/2019
Fair Value of Plan Asset at Beginning of year	Not applicable as Scheme is unfunded	Not applicable as Scheme is unfunded
Acquisition Adjustment		
Expected Return on Plan Asset		
Contributions		
Benefits Paid		
Actuarial gain/loss on Plan Asset		
Fair Value of Plan Asset at End of year		

Actuarial Assumptions :	As at 31/03/2020	As at 31/03/2019
Mortality Table	IALM (2006-2008) ULTIMATE	IALM (2006-2008) ULTIMATE
Superannuation Age	58	58
Early Retirement & Disablement	5	5
Discount Rate	6.66%	7.12%
Inflation Rate	5%	5%
Return on Asset	NA	NA
Remaining Working Life	17	6
FORMULA USED	PROJECTED UNIT CREDIT METHOD	PROJECTED UNIT CREDIT METHOD

As the scheme is unfunded, charge to statement of profit and loss has been based on following assumptions:

1. Previous obligation was provided for at last accounting date.
2. Benefit to exits has been paid to debit of above provision.
3. Current obligation will be provided for at current accounting date.

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

3. Property, Plant and Equipment along with Intangible Assets and Capital Work in Progress

Tangible Assets	Freehold Lane & Site Development	Buildings	Factory Godowns & Shed	Plant & Machinery	Electric Installations	Computers	Furniture & Fittings	Office Equipments	Motor Car & Vehicle	Total	Intangible Assets (Technical Know How)**
GROSS BLOCK											
As at March 31, 2019	24,078,922	3,755,135	53,110,242	262,472,133	11,340,746	2,016,724	601,865	1,022,397	15,788,606	374,186,770	19,916,900
Additions	2,017,029	-	412,418	28,600,592	1,565,345	155,952	-	375,437	781,858	33,908,631	-
Deductions		-		1,425,000						1,425,000	-
Adjustments		-								-	-
As at March 31, 2020	26,095,951	3,755,135	53,522,660	289,647,725	12,906,091	2,172,676	601,865	1,397,834	16,570,464	406,670,401	19,916,900
ACCUMULATED DEPRECIATION											
As at March 31, 2019	-	2,202,157	28,718,420	136,647,920	7,979,283	1,656,649	520,052	806,147	7,974,086	186,504,714	16,136,698
Additions		28,946	1,607,678	8,149,940	332,993	164,255	19,079	91,945	1,129,706	11,524,542	2,059,433
Deductions				1,181,859						1,181,859	
Adjustments										-	
As at March 31, 2020	-	2,231,103	30,326,098	143,616,001	8,312,276	1,820,904	539,131	898,092	9,103,792	196,847,397	18,196,131
NET BLOCK											
As at March 31, 2020	26,095,951	1,524,032	23,196,562	146,031,724	4,593,815	351,772	62,734	499,742	7,466,672	209,823,005	1,720,769
As at March 31, 2019	24,078,922	1,552,978	24,391,822	125,824,213	3,361,463	360,075	81,813	216,250	7,814,520	187,682,057	3,780,202

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	As at 31st March, 2020	As at 31st March, 2019
	₹	₹
4 Non Current Financial Assets - Others		
Security Deposits	5,566,261	4,877,123
Total	5,566,261	4,877,123

5 Deferred tax assets (net)

Deferred Tax Liabilities comprises of following:		
Fixed Assets	-15,331,210	-18,782,763
Conversion of Land	-28,540,856	-25,946,233
On remeasurement income on defined plans charged to OCI	-2,057,106	-804,356
Deferred Tax Assets comprises of following:		
Provision for Statutory Dues	2,755,679	12,532,085
On unabsorbed Business Loss and Depreciation	81,262,292	133,123,074
Total	38,088,799	100,121,807

6 Other Non-Current Asset

<u>Deposits with Statutory Authorities</u>		
Deposits with Central Excise Department	3,384,700	3,384,700
Deposits with W.B. Commercial Tax Department	2,800,000	2,800,000
Total	6,184,700	6,184,700

7 Inventories

Raw Materials	281,655,230	338,188,045
Work-in-Progress	667,719,378	519,495,828
Finished Goods	11,708,302	41,062,310
Traded goods	945,701	953,048
Stock-in-Trade (Land)	124,822,000	124,822,000
Stores and Spare Parts	15,424,869	32,071,479
Total	1,102,275,480	1,056,592,709

8 Current Financial Assets - Trade Receivables

<u>Trade Receivables (Net of Discounting -)</u>		
Unsecured , considered good	87,064,741	58,986,133
Total	87,064,741	58,986,133

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	As at 31st March, 2020	As at 31st March, 2019
9 Current Financial Assets - Cash & cash equivalents	₹	₹
Balances with Scheduled Banks -In Current Accounts	15,841,818	4,756,574
Cash in hand (As certified by the management)	381,489	305,743
Other Bank Balance		
Fixed Deposit with Banks (Margin money against Bank Guarantee, Receipts are lodged with bank under lien)	3,691,916	8,808,071
Total	19,915,223	13,870,388

10 Current Financial Assets - Others

Interst Accrued on Deposits	69,172	117,273
Total	69,172	117,273

11 Other Current Assets

Advance/Balances		
- With Statutory Authorities	40,640,592	948,576
- Advance Tax(Net)	30,370,587	6,450,650
- With Suppliers and Others	47,673,603	79,237,962
- With Employees	1,101,746	1,049,276
Prepaid Expenses	660,652	784,525
Total	120,447,180	88,470,988

12 Share Capital

<u>Authorized capital</u>		
110,00,000 (110,00,000) Equity Shares of Rs.10/- each	11,00,00,000	11,00,00,000
	11,00,00,000	11,00,00,000
<u>Issued, subscribed and paid-up capital</u>		
1,07,26,387 (1,07,26,387) Equity Shares of Rs.10/- each	10,72,63,870	10,72,63,870
Less: Calls in Arrear	54,940	54,940
Total	10,72,08,930	10,72,08,930

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year
Equity Shares

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares		No. of Shares	
At the beginning of the year	10,726,387	107,263,870	10,726,387	107,263,870
Less: Calls in Arrear		54,940		54,940
Issued during the year	-	-	-	-
Outstanding at the end of the year	10,726,387	107,208,930	10,726,387	107,208,930

b. Rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of Equity Shares with equal rights for voting, dividend and equal right over surplus in case of winding up.

c. The details of shareholders holding more than 5% equity shares is set below:

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Mr. Sanjiv Nandan Sahaya	2,163,657	20.17%	2,163,657	20.17%
Mrs. Pammi Sahaya	2,402,350	22.40%	2,402,350	22.40%
Ms. Saloni Sahaya	1,876,641	17.50%	1,876,641	17.50%

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020
13 Other Equity

Particulars	₹	₹
	As at 31st March, 2020	As at 31st March, 2020
<u>Securities Premium</u>		
Opening balance	8,128,635	8,128,635
Additions	-	-
Deletions	-	-
	8,128,635	8,128,635
<u>General Reserve</u>		
Opening balance	120,189,271	120,189,271
Additions	-	-
Deletions : Reduction in value of Depreciable Assets	-	-
	120,189,271	120,189,271
<u>Capital Reserve</u>		
Opening balance	43,214,391	43,214,391
Additions	-	-
Deletions	-	-
	43,214,391	43,214,391
<u>Retained Earnings</u>		
Opening balance	-243,155,076	-248,971,299
Transition date Adjustment	-	-
(+) Net Profit/(Net Loss) For the current year	36,885,571	5,816,223
	-206,269,505	-243,155,076
<u>Other Comprehensive Income / (Expenses)</u>		
(i) Fair Value of Non-Convertible Redeemable Preference Share		
As Per last Balance sheet	64,934,505	69,161,579
Add:- Movement During the year	-4,565,240	-4,227,074
Closing Balance	60,369,265	64,934,505
(ii) Defined Plan of Employees Benefits		
As Per last Balance sheet	2,956,064	1,351,013
Add:- Movement During the year	3,724,803	1,605,051
Closing Balance	6,680,867	2,956,064
Other Comprehensive Income / (Expenses)	67,050,132	67,890,569
Total	32,312,924	-3,732,211

Utilisation of Reserve
(a) Capital Reserve

The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve. It represents the amount received in past for acquisition of eligible assets as an incentive for industrial promotion and will be utilized as per the applicable provisions of the law & terms of disbursement.

(b) Securities Premium

Securities premium represents amount collected on issue of equity shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

(c) General Reserve

The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	As at 31st March, 2020	As at 31st March, 2019
14 Non Current Financial Liabilities - Borrowings	₹	₹
<u>Secured</u>		
<u>Term Loan From a Bank</u>	35,676,910	45,429,196
(Secured by Personal Guarantee of a Director and Mortgage of right over property of Joint Borrower & Repayable in 105 equal monthly instalments starting April 2015) (Net of current maturities ¹ .9932311/-)		
<u>Term Loan From Banks for Vehicle/Equipments</u>	9,625,217	8,848,483
<u>(Refer Note-A below)</u>		
(Net of current maturities ¹ .5031387/-)		
<u>Unsecured Loans</u>		
5% Non convertible redeemable preference shares	61,630,735	57,065,495
Loan from Related Parties		
From Directors and Relatives	75,625,794	190,234,157
From Bodies Corporate	43,630,667	568,819
<u>Other Loans</u>		
From Bodies Corporate	68,794,536	118,189,570
Total	294,983,859	420,335,720

15 Non Current Provisions

Provision for employee benefits		
Gratuity	5,832,780	9,791,423
Less:- Plan Asset	2,559,840	2,400,000
	3,272,940	7,391,423
Leave encashment	5,014,959	4,715,803
Total	8,287,899	12,107,226

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	As at 31st March, 2020	As at 31st March, 2019
16 Other Non Current Liabilities	₹	₹
Security deposit against Joint development of Property	25,000,000	25,000,000
Total	25,000,000	25,000,000

Note: A

- a. Loan from HDFC bank against Hypothecation of Vehicle repayable in 46 Months
- b. Loan from HDFC bank against Hypothecation of Vehicle repayable in 84 Months
- c. Loan from SREI Equipment Finance Ltd against Hypothecation of backhoe Loader repayable in 46 Months
- d. Loan from SREI Equipment Finance Ltd against Hypothecation of Forklift repayable in 46 Months
- e. Loan from SREI Equipment Finance Ltd against Hypothecation of backhoe Loader repayable in 46 Months
- f. Loan from SREI Equipment Finance Ltd against Hypothecation of Forklift repayable in 46 Months
- g. Loan from Yes Bank against Hypothecation of Vehicle repayable in 48 Months
- h. Loan from HDFC bank against Hypothecation of Vehicle repayable in 84 Months
- i. Loan from HDFC bank against Hypothecation of Vehicle repayable in 36 Months
- j. Loan from Kotak Mahindra bank against Hypothecation of DG-Set repayable in 46 Months
- k. Loan from Cholamadalam finance against Hypothecation of Forklift repayable in 47 Months

17 Current Financial Liabilities - Borrowings

	₹	₹
Loans repayable on demand Working Capital Loan from Bank - Secured (Secured by Hypothecation of Stocks, Book-Debts & Other Movable Assets and Equitable Mortgage by Deposit of title deeds of Immovable Properties of units located at Sodepur (WB), Panskura (WB) & Malwan (UP) and guaranteed by two Directors)	569,999,889	575,537,396
Total	569,999,889	575,537,396

18 Current Financial Liabilities - Trade Payables

Dues to other than Micro and Small Enterprises	521,690,336	318,680,317
Total	521,690,336	318,680,317

19 Current Financial Liabilities - Others

Current maturities of long-term Borrowing	14,963,698	11,957,716
Expenses payable	12,663,893	21,707,503
Total	27,627,591	33,665,219

20 Other Current Liabilities

Advances from Customers	157,791	353,190
Statutory liabilities (includes Provident Fund, Tax Deducted at Source etc.)	3,886,111	31,527,593
Total	4,043,902	31,880,783

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	For the Year Ended 31.03.20 ₹	For the Year Ended 31.03.19 ₹
21 Revenue From Operations		
<u>Sale of products & Others</u>		
Finished goods	5,267,217,319	5,546,530,888
Traded goods	24,090,519	14,793,266
Rawmaterial Scrap	11,197,140	9,026,570
<u>Sale of Services</u>		
Jobwork Charges	45,989,974	88,986,868
	5,348,494,952	5,659,337,592
Less:- Interunit Sales	(168,753,604)	(100,749,150)
Add: Taxes & Duties	812,953,776	934,299,137
Less:-Realised	812,953,776	934,355,092
Revenue from operation (net)	5,179,741,348	5,558,532,487
<u>Details of products sold</u>		
<u>Finished goods sold</u>		
Refined Lead	2,671,011,730	2,365,319,097
Lead Alloy	2,210,740,886	2,717,716,759
Lead Oxides	385,464,703	463,495,032
	5,267,217,319	5,546,530,888
<u>Sale of Traded Goods</u>		
Lead Scrap(High Seas)	-	14,617,809
Refined Lead	7,744	175,457
LSO	159,000	-
Lead Alloy	429,339	-
Scrap Battery	22,020,886	-
Stores Material	1,387,500	-
Red Lead	86,050	-
	24,090,519	14,793,266
<u>Job Work Charges</u>		
Refined Lead	45,836,614	88,986,868
Red Lead	153,360	-
	45,989,974	88,986,868

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	For the Year Ended 31.03.20 ₹	For the Year Ended 31.03.19 ₹
22 Other Income		
Interest on Banks Deposits	638,995	637,699
Interest on Income Tax Refund	5,856,971	-
Profit on Sale of Fixed Asset	236,859	49,765
Old Liabilities No longer required written back (Refer Note No.2.05)	41,025,661	-
	47,758,486	687,464
23 Cost of Raw Materials Consumed		
Inventory at the beginning of the year	338,188,045	130,941,042
Add:Purchases	4,598,675,933	5,109,776,582
Less:Inventory at the end of the year	281,655,230	338,188,045
Cost of raw materials consumed	4,655,208,748	4,902,529,579
<u>Details of Raw Materials consumed</u>		
Lead	2,774,932,191	3,815,639,684
Lead concentrate	9,000,324	11,315,926
Lead scraps etc.	1,871,276,233	1,075,573,969
	4,655,208,748	4,902,529,579
<u>Details of Inventory of Raw Materials</u>		
Lead	28,750,202	60,364,535
Lead scraps etc.	252,905,028	277,823,510
	281,655,230	338,188,045

* The Raw Materials consumed does not include materials received for Jobwork which are returnable on completion of contract.

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	For the Year Ended 31.03.20 ₹	For the Year Ended 31.03.19 ₹
24 <u>Purchases of Traded Goods</u>		
Lead/Lead Alloy	20,326,808	14,411,879
	20,326,808	14,411,879
25 <u>(Increase) / Decrease in Inventories of Finished Goods, Work in Progress & Traded Goods</u>		
(a) <u>Inventory at the beginning of the year</u>		
Finished Goods	41,062,310	64,723,084
Stock in Trade	953,048	1,034,751
Work-in-Progress	519,495,827	506,485,980
	561,511,185	572,243,815
(b) <u>Inventory at the end of the year</u>		
Finished Goods	11,708,303	41,062,310
Stock in Trade	945,701	953,048
Work-in-Progress	667,719,378	519,495,828
	680,373,382	561,511,185
(Increase)/Decrease In Inventories (a-b)	(118,862,197)	10,732,630
<u>Inventories</u>		
Finished Goods		
Lead	11,708,303	41,062,310
Stock in Trade		
Lead/Lead Alloy	945,701	953,048
Work-in-Progress		
Lead	667,719,378	519,495,828
Total Inventories	680,373,382	561,511,185
26 <u>Employees' Benefits Expenses</u>		
Salaries, Wages, Bonus, Other allowances etc. (Including Director Remuneration)	61,170,561	57,626,935
Gratuity & Leave Pay	1,176,374	1,558,457
Contribution to Provident and Others Funds	1,562,499	1,546,136
Workmen and Staff Welfare Expenses	3,602,891	2,800,480
	67,512,325	63,532,008
27 <u>Finance Costs</u>		
Interest to Banks and Others	154,790,785	159,350,675
Bank & Other Charges	2,937,261	1,609,016
	157,728,046	160,959,692

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	For the Year Ended 31.03.20 ₹	For the Year Ended 31.03.19 ₹
28 Other Expenses		
Manufacturing Expenses		
-Power	26,599,081	27,312,315
-Fuel Expenses	86,011,712	77,100,043
-Stores & Spares Consumed	155,872,523	139,425,115
-Repairs and Maintenance		
Building	1,762,869	1,066,605
Machinery	18,528,958	15,405,807
Others	1,480,741	1,633,737
-Packing Expenses	2,505,494	2,699,475
-Pollution Control Expenses	2,814,426	3,785,254
-Hire Charges of Machineries	27,000	155,000
	295,602,804	268,583,351
Freight and Delivery Charges	19,010,446	23,854,176
Brokerage & Commission	1,641,593	2,131,462
Audit Fees	500,000	500,000
Other Certification Charges	109,000	115,000
Cost Audit Fees	67,000	62,000
Internal Audit Fees	120,000	127,000
Directors Fees	176,000	180,000
Export Expenses	7,718,892	7,732,959
Insurance	818,827	901,766
Legal and Professional Expenses	6,074,264	4,092,455
Loss on Sale of Assets	-	1,688,368
Miscellaneous Expenses	8,534,840	7,250,386
Motor Car Expenses	1,650,754	1,866,277
Sundry bad & Irrecoverable balances written off	2,940,811	58,897,722
Printing, Postage & Telephone	979,936	1,080,151
Rent, Rates & Taxes	2,292,062	2,598,619
Travelling & Conveyance	3,063,541	3,189,042
	351,300,769	384,850,734

NOTES TO IND AS FINANCIAL STATEMENTS AS AT 31ST MARCH 2020

	For the Year Ended 31.03.20 ₹	For the Year Ended 31.03.19 ₹
29 Earnings Per Share(EPS)		
Basic/Diluted EPS From Continuing Operations		
a. Net Profit / (Loss) after Tax as per Accounts	36,885,571	5,816,223
b. Weighted Average Equity Shares	10,726,387	10,726,387
c. Diluted EPS (a*10/b)	3.44	0.54

The accompanying notes 1 to 29 are an integral part of the Financial Statements

For Sanjay Maheswary & Co
Chartered Accountants
Firm Registration No. : 329718E

(Sanjay Kumar Maheswary)
Proprietor
Membership No. 51625
Kolkata
Date : 29th June,2020
UDIN:20051625AAAABC5209

For and on behalf of the Board

Rajnish Gambhir
Chief Financial Officer
DIN : 00459644

Prakash Kumar Damani
Director
DIN : 01166790

Ram Narayan Prajapati
Company Secretary &
Compliance Officer
Membership No- FCS 1889

Sanjiv Nandan Sahaya
Managing Director
DIN : 00019420